

A0683873

**State of California**  
Secretary of State



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I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 27 2008

DEBRA BOWEN  
Secretary of State

A0683873

CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF

BAY AREA HOUSING CORPORATION

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

OCT 23 2008

The undersigned certify that:

1. They are the president and secretary, respectively, of Bay Area Housing Corporation, a California nonprofit public benefit corporation (the "Corporation").
2. That the Articles of Incorporation of the Corporation are amended and restated to read in their entirety as follows:

I.

The name of this corporation is Bay Area Housing Corporation.

II.

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The primary purpose of this corporation is to provide housing opportunities for people with developmental disabilities.

III.

Agent for Service intentionally left blank pursuant to Corporations Code §5819.

IV.

This corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3).

V.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

VI.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future tax code) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

VII.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, which has established its tax exempt status under Internal Revenue Code section 501(c)(3), and which serves people with developmental disabilities.

3. That the amendment and restatement has been approved by the Board of Directors. The Corporation has no members.

4. The Board of Directors was entitled to adopt the foregoing amendment. The Corporation has no members.

5. We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

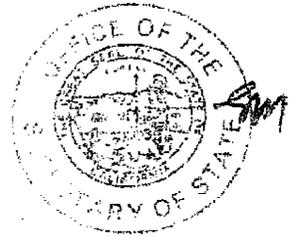
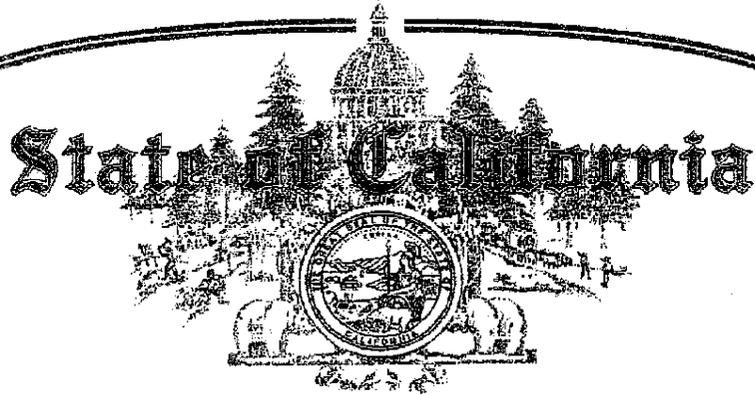
Dated: 10/21/08

Clare McDermott  
Clare McDermott, President

Dated: 10/21/08

John Kirby  
John Kirby, Secretary





**SECRETARY OF STATE**

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 02 2003



*Kevin Shelley*  
Secretary of State

2508134

ARTICLES OF INCORPORATION  
OF  
BAY AREA HOUSING CORPORATION

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

APR 24 2003

KEVIN SHELLEY  
Secretary of State

I.

The name of this corporation is Bay Area Housing Corporation.

II.

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

B. The primary purpose of this corporation is to provide housing opportunities for people with developmental disabilities.

III.

The name and address in the State of California of this corporation's initial agent for service of process is:

Kristine McCann  
c/o Housing Choices Coalition  
1777 Agnew Road  
Santa Clara, CA 94050

IV.

This corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3).

V.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not

participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

VI.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future tax code) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

VII.

The property of this corporation is irrevocably dedicated to public and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for public and charitable purposes, which has established its tax exempt status under Internal Revenue Code section 501(c)(3), and which serves people with developmental disabilities.

Dated: 4/21/03

Clare McDermott  
Clare McDermott, Incorporator

Kristine McCann  
Kristine McCann, Incorporator



## **Bay Area Housing Corporation Activities and Operational Information**

Bay Area Housing Corporation (BAHC) will develop housing for people with developmental disabilities and be guided by the principles and values of Housing Choices Coalition. The organization will build, rehab, and/or partner with others to develop new housing options. Housing Choices Coalition was created over six years ago to create affordable housing options in our community. The original founder and executive director of the organization will partner to create this new organization. It became evident from the work of HCC, that there was a need to develop and own the housing that supports people with developmental disabilities, rather than just developing the property with others. The Board of Directors of Housing Choices Coalition voted to establish this new non-profit group based on this need in the greater Bay Area for housing development and ownership for people with developmental disabilities. HCC is spinning off the development component of the current organization. It is expected that funding from San Andreas Regional Center (SARC), via the State of California, will partially fund this new non-profit organization. In fact, we expect an additional funding contract from SARC to be established after the organization is recognized as a non-profit organization from the Secretary of State from California. We will initially contract with the Bay Area Project, but expect to develop housing for other people that have developmental disabilities in the Bay Area of California.

**Initial Steps for the Bay Area Housing Corporation during the first year of operation:**

- Identify the structure that will best guide the new organization
- Formulate the Board of Directors
- Develop the Mission, Vision and Values of the organization
- Develop a Strategic and Operational Plan
- Formulate the needs for staffing
- Develop a staffing plan
- Develop the administrative policies that will guide the organization
- Contract with HCC for administrative support

- Formulate the contract with the Bay Area Project through SARC to see that housing is developed for people with developmental disabilities as outlined in the contract that will be developed
- Research the need for people with developmental disabilities and work with the Housing Work Group of the Bay Area Project
- Partner with the Bay Area Project and participate in the identification of housing options that will be needed for people that will be transitioning from Agnews Developmental Center
- Research and apply for funding that will support the development of housing for people with developmental disabilities
- Research developments that are under way and/or new developments that will be candidates for housing for people with developmental efforts throughout the Bay Area
- Create a list of developers that will be candidates for partnership opportunities
- Identify preferred developers that have been educated on the needs of people with developmental disabilities
- Assess the need to develop and or partner with others
- Work with architects and general contractors to develop housing prototypes that will support the needs of people with developmental disabilities
- Advocate as necessary for housing to be built in communities
- Leverage additional sources of funds
- Identify partners, resources, and property to begin development efforts
- Prepare RFP'S for housing throughout the entire 9 Bay Area Counties to develop housing for people with developmental disabilities based on preferred housing options.
- Establish a review process for grants
- Establish a Review Board to do the first round of grant proposals and rank the proposals based on established criteria
- Submit final funding requests to the Steering Committee for their approval
- Build, rehab, and/or partner the housing efforts that will be developed by the Bay Area Housing Corporation
- Prepare reports as necessary and perform other administrative tasks as necessary

- Prepare a "best practices" resource guidebook to document housing development practices as each development of housing
- Monitor the use of funds and prepare summaries on the effectiveness of development projects
- Oversee the development of property that meets the needs of consumers
- Manage properties as necessary
- Evaluate our efforts and plan for the following year
- Modify our work plan as necessary

### STAFFING:

It is anticipated that an Executive and Associate Director will be hired to guide the new organization. Both of the staff members have a great deal of experience with non-profits, housing, development, and working with people with developmental disabilities. Additionally, an administrative assistant will be hired to assist the organization. Future staffing needs will be determined as the year unfolds and we determine our organizational needs.

### ADMINISTRATION:

In order to reduce duplication of services, the Bay Area Housing Corporation will contract with Housing Choices Coalition to provide our administrative support, such as, payroll, benefit plans, and accounting.

### EVALUATION:

BAHC will evaluate the effectiveness of the organization on an annual basis. It will also create a new operational plan that supports the strategic plan to reflect the needs of the organization.