

**ATTACHMENT A**  
RESTATED ARTICLES OF INCORPORATION  
OF  
CRENSHAW PROJECT CORPORATION

Phillip A. Washington and Michele Jackson certify that:

1. They are the duly elected Chief Executive Officer and Secretary, respectively, of Crenshaw Project Corporation (the "Corporation").

2. The Articles of Incorporation of the Corporation shall be amended and restated to read in full as follows:

**ARTICLE I**

The name of ~~the~~this corporation is ~~Crenshaw Project Corporation.~~CRENSHAW PROJECT CORPORATION.

**ARTICLE II**

~~A. The~~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 purposes.~~

~~The purpose of this~~B. Said corporation is ~~to engage in any lawful act or activity for which a corporation may be organized under exclusively for the Nonprofit Public Benefit Corporation Law~~purpose of lessening the burdens of government within the meaning of Section 501(c)(3) of the Internal Revenue Code.

~~B. C.~~ The specific purpose of this corporation is to participate in the financing of public purpose projects for the Los Angeles County Metropolitan Transportation Authority.

**ARTICLE III**

~~The initial street address and mailing address of the corporation is:~~

~~Crenshaw Project Corporation  
One Gateway Plaza, 3<sup>rd</sup> Floor  
Los Angeles, California 90012~~

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth these Articles. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IV**

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

**ARTICLE V**

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes.

3. The foregoing amendment and restatement and this certificate have been approved by the Board of Directors of the Corporation.

4. The Corporation has no members.

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.

Date: \_\_\_\_\_  
\_\_\_\_\_  
Phillip A. Washington  
Chief Executive Officer

Date: \_\_\_\_\_  
\_\_\_\_\_  
Michelle Jackson  
Secretary