

ARTICLES OF INCORPORATION
OF
CAPITAL FACILITIES DEVELOPMENT CORPORATION

FILED *MS*
Secretary of State
State of California

MAY 10 2017 *pu*

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I.

The name of this corporation is Capital Facilities Development 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 purposes.

B. The specific purposes of this corporation shall be to facilitate financings, acquisitions of property, and other financial and other property related transactions, by or for the benefit of Orange County, California (the "County"), including but not limited to purchasing property from or for the benefit of, borrowing or loaning money and selling or leasing property to, and otherwise participating in financial and leasing transactions with, the County. Subject to Article V.B of these articles, this corporation shall be permitted to conduct other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law.

C. This corporation is formed for the benefit of the County by helping to facilitate financings or other transactions for the benefit of the County, or otherwise assist the County, and thereby lessen the burdens of government within the meaning of Section 1.501(c)(3)-1(d)(2) of the Treasury Regulations.

III.

The initial street address and mailing address of the corporation is 333 W. Santa Ana Boulevard, Santa Ana, California 92701.

IV.

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

Robin Stieler
Clerk of the Board
333 W. Santa Ana Boulevard
Santa Ana, CA 92701

V.

A. This corporation is organized exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code or the corresponding section of any future federal tax code, specifically by engaging in the public and charitable purpose of lessening the burdens of government of the County.

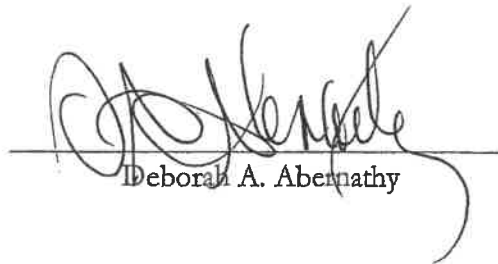
B. This corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code or the corresponding section of any future federal tax code.

VI.

A. The property of this corporation is irrevocably dedicated to the public purpose of promoting social welfare by lessening the burdens of government of the County, and no part of the net earnings or assets of this corporation may inure to the benefit of, or be distributable to, any director or officer of this corporation or other private person, except that this corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its public purposes.

B. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all its debts and liabilities will be offered to the County for a public purpose. If the County refuses or otherwise declines any portion of the assets of this corporation in dissolution, then that portion will be distributed, in a manner and amount as determined by the board of directors of this corporation, to another state or local government for a public purpose or to one or more nonprofit funds, foundations, or corporations that are organized and operated exclusively for charitable purposes or for the promotion of social welfare and have established their tax-exempt status under Section 501(c)(3) or Section 501(c)(4), respectively, of the Internal Revenue Code or the corresponding section of any future federal tax code.

Dated: May 10, 2017



Deborah A. Abernathy



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

MAY 30 2017 ^{AY}

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State