



Real Estate Assets Department

SDC003

FOREVER BALBOA PARK
R402RD-055-B00

28

Document Type

LEGAL DOCUMENTS



Sub - Category

AGREEMENTS



CITY OF SAN DIEGO

LESSEE'S AND SUBLESSEE'S QUESTIONNAIRE FOR ALL LEASES, ASSIGNMENTS AND SUBLEASES

Pursuant to the City of San Diego City Charter Section 225: "Mandatory Disclosure of Business Interests," before the City will process requests to (Sub)Lease, all information requested in this Questionnaire must be completed by the proposed (Sub)Lessee. Even though a proposed Sublessee may complete the Questionnaire, the Questionnaire must be delivered or mailed to the City with a cover letter signed by the City Lessee or proposed Lessee. **THE CITY WILL NOT ACCEPT THE QUESTIONNAIRE, DOCUMENTS, OR OTHER INFORMATION DIRECTLY FROM A SUBLESSEE**

All information furnished in this Questionnaire must be complete and accurate. Omissions, inaccuracies, or misstatements may cause the rejection and/or subsequent revocation of the City's Lease, consent to Sublease, or consent to Assignment of (Sub)Lease.

In submitting this Questionnaire, the proposed (Sub)Lessee completing the Questionnaire authorizes the City to make any inquiry or investigation it believes necessary to substantiate or supplement the information furnished in the Questionnaire, and authorizes others to release such information to the City.

Exact name of existing Lessee (always complete):

Forever Balboa Park (formerly: Balboa Park Conservancy)

Exact name of proposed Lessee (complete only if applicable):

Exact name of existing Sublessee (complete only if applicable):

Exact name of proposed Sublessee (complete only if applicable):

Date this Questionnaire completed: July 20, 2021

The information furnished in and with this Questionnaire is true, complete, and correct to the best of my knowledge.

Signature: Quinn Matarri

Title: Co-Chair

Thank you for taking the time to complete the Questionnaire. Lessees may contact Real Estate Assets if they have any questions. Please return the completed Questionnaire, with any additional information or documents to:

REAL ESTATE ASSETS DEPARTMENT
1200 THIRD AVENUE STE. 1700
SAN DIEGO, CA 92101
TEL.: (619) 236-6020 FAX: (619) 236-6706

This Questionnaire contains 15 pages.

PROPOSED (SUB)LESSEE

1. Name of proposed (Sub) Lessee exactly as it will appear on the actual tenancy document:

Forever Balboa Park

2. Mailing Address of proposed (Sub)Lessee for purposes of notice or other communication relating to the proposed tenancy:

1549 E1 Prado, Ste 1

San Diego, CA 92101

Telephone No.: 619 331 1926 Fax. No.: 619-525-2254

E-mail Address: elizabeth@balboapark.org

3. Billing Address (*only if different from Mailing Address*):

Telephone No.: _____ Fax. No.: _____

4. Proposed (Sub)Lessee intends to operate as a:

Sole Proprietorship (); Partnership (); Corporation (X);

Limited Liability Company (); Other Nonprofit Corporation exempt under
IRS code section 501(c)(3)

Explain if necessary:

5. Effective date of assignment (complete only if applicable): _____

PARTNERSHIP STATEMENT

If proposed (Sub)Lessee is a partnership, please answer the following:

1. Date of Organization: _____
2. General Partnership ()
Limited Partnership ()
Other () Explain _____

3. Statement of Partnership recorded: Yes () No ()

Date Book Page County
4. Has the partnership conducted business in San Diego County?
Yes () No () If so, when? _____
If so, where? _____
5. Name, address, and partnership share of each general and limited partner. If a general partner is another partnership, a corporation, or a limited liability company (LLC), please complete separate pages 3; or 4 and 5; or 6, as appropriate for such entity (type proposed [Sub]Lessee name [from page 2] on the top of each page for identification purposes). If a limited partner holding a 10% or greater interest is another partnership, a corporation, or an LLC, pages 3; or 4 and 5; or 6 must also be completed for such entity (type proposed [Sub]Lessee name [from page 2] on the top of each page).

General/Limited	Name	Address	Share %

6. Attach a complete copy of the Partnership Agreement. If a Partnership Agreement has been previously submitted, a new Partnership Agreement need be submitted only if the Partnership Agreement on file with the City is no longer current.

CORPORATION STATEMENT

If proposed (Sub)Lessee is a corporation, please answer the following:

1. Type of corporation: C (X) Subchapter S ()
2. When incorporated? 2-16-99
3. Where incorporated? California
4. Is the corporation authorized to do business in California? Yes (X) No ()
If so, as of what date? 2-16-99
5. The corporation is held:
 - a. Publicly () Privately (X)
 - b. If publicly held, how and where is the stock traded?

- | | | | |
|-------------------------------------|-------------------|---------------|--------------------|
| 6. Please list the following: | <u>Authorized</u> | <u>Issued</u> | <u>Outstanding</u> |
| a. Number of voting shares: | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| b. Number of nonvoting shares: | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| c. Number of shareholders: | | | <u>N/A</u> |
| d. Value per share of Common Stock: | | Par \$ | _____ |
| | | Book \$ | _____ |
| | | Market \$ | _____ |

7. Please furnish the name, title, address, and the number of voting and nonvoting shares of stock owned by each officer and, in addition, the same information for each stockholder owning more than 10% of any class of stock.

Name: Connie Matsui
Title: Co-Chair
Address: 1544 E 17th St.
San Diego CA 92101
No. of Shares: n/a - no stock or owners since a nonprofit organization

Name: Sarah Evans

Title: Co-Chair

Address: 1549 E1 Prado, Ste 1

San Diego, CA 92101

No. of Shares: n/a

Name: Remberton Smith

Title: Treasurer and Secretary

Address: 1549 E1 Prado, Ste 1

San Diego, CA 92101

No. of Shares: n/a

Name: _____

Title: _____

Address: _____

No. of Shares: _____

Name: _____

Title: _____

Address: _____

No. of Shares: _____

(Additional page(s) may be added if needed to complete list of stockholders [type proposed (Sub)Lessee name (from page 2) on the top of each page].)

8. Attach complete copies of the Articles of Incorporation (and any Certificate(s) of Amendment thereto, as the case may be) of the Corporation, and the Bylaws of the Corporation (and any Amended and Restated Bylaws, as the case may be), and any other applicable Corporate documents.

Any partnership, corporation, or LLC owning more than a 10% ownership interest must also complete separate pages 3; or 4 and 5; or 6, as appropriate for each entity (type proposed [Sub]Lessee name [from page 2] on the top of each page for identification purposes). Also, furnish the financial data for such partnership, corporation, or LLC, as required on page 7. If there is an ownership chain of additional partnerships, corporations, or LLCs, the above requirements extend to each such entity having either: (1) a 10% or greater direct, indirect, beneficial ownership, or membership interest in the proposed (Sub)Lessee; or (2) effective control of the proposed (Sub)Lessee, regardless of the percentage of ownership or membership interest.

LIMITED LIABILITY COMPANY STATEMENT

If the proposed (Sub)Lessee is an LLC, please answer the following:

1. Date of Organization: _____
2. Where Organized: _____
3. Is the Company authorized to do business in California?
 - a. Yes () No ()
 - b. If so, as of what date? _____
4. Has the Company conducted business in San Diego County?
 - a. Yes () No ()
 - b. If so, when? _____
 - c. If so, where? _____
5. Please furnish the name, address, and membership share held by each manager and officer, and each member owning more than a 10% membership interest. If a member is a partnership, corporation, or another LLC, please complete separate pages 3; or 4 and 5; or 6, as appropriate for such entity (type proposed [Sub]Lessee name [from page 2] on the top of each page).

Manager/Officer/ Member.	Name	Address	Share %

6. Attach a complete copy of the Operating Agreement. If an Operating Agreement has been previously submitted, a new Operating Agreement need be submitted only if the Operating Agreement on file with the City is no longer current.

FINANCIAL AND OTHER BACKGROUND INFORMATION

FINANCIAL STATEMENT

(Sub)Lessee, general partners of (Sub)Lessee, owner-corporations of (Sub)Lessee, members of (Sub)Lessee owning more than a 10% membership interest, and any person or business entity guaranteeing the performance of (Sub)Lessee must attach a complete report, prepared in accordance with good accounting practice, reflecting current financial condition. The report must include a balance sheet and annual income statement. The person or entity covered by the report must be prepared to substantiate all information provided.

OTHER INFORMATION

Each (Sub)Lessee, each general partner of (Sub)Lessee, each owner-corporation of (Sub)Lessee, each member of (Sub)Lessee owning more than a 10% membership interest, any person or business entity guaranteeing the performance of (Sub)Lessee, any person or entity owning more than a 10% interest of (Sub)Lessee, and any guarantor of (Sub)Lessee must answer the following questions:

1. **Surety Information** - Has a surety or bonding company ever been required to perform on the default of any of the individuals or entities?
 - a. Yes () No ()
 - b. If yes, please attach a statement naming the surety or bonding company, date, amount of bond, and the circumstances surrounding said default and performance.
2. **Bankruptcy Information** - Have any of the individuals or entities ever been adjudicated bankrupt or are any presently a debtor in a pending bankruptcy action?
 - a. Yes () No ()
 - b. If yes, please give dates, court jurisdiction, and amount of liabilities and assets.
3. **Pending Litigation** - Are any of the individuals or entities presently a party to ANY pending litigation?
 - a. Yes () No ()
 - b. If yes, please provide detailed information for each action.
4. **Claims, Liens, or Judgments** - Are any of the individuals or entities now subject to any outstanding claims, liens, or judgments?
 - a. Yes () No ()
 - b. If yes, please provide detailed information for each claim, lien, or judgment.

REFERENCES FOR PROPOSED (SUB)LESSEE

Please list four persons or firms with whom you have conducted business transactions during the past three years. Two of the references must have knowledge of your debt payment history, with at least one being a financial institution. Two of the references must have knowledge of your business experience.

REFERENCE NO. 1

Name: _____

Firm: _____

Title: _____

Address: _____

Telephone: _____

Nature and magnitude of purchase, sale, loan, business, association, etc.:

REFERENCE NO. 2

Name: _____

Firm: _____

Title: _____

Address: _____

Telephone: _____

Nature and magnitude of purchase, sale, loan, business, association, etc.:

REFERENCE NO. 3

Name: _____

Firm: _____

Title: _____

Address: _____

Telephone: _____

Nature and magnitude of purchase, sale, loan, business, association, etc.:

REFERENCE NO. 4

Name: _____

Firm: _____

Title: _____

Address: _____

Telephone: _____

Nature and magnitude of purchase, sale, loan, business, association, etc.:

CITY OF SAN DIEGO PERSONAL DESCRIPTION AND RELEASE

PLEASE NOTE: All partners, both general and limited; all stockholders owning more than 10% of any class of stock of corporations; all members of a limited liability company; and sole proprietors requesting to (sub)lease, must each complete this page before the tenancy request can be processed. (You may reproduce and use copies of this page, if necessary.)

The following personal information is required to initiate a credit investigation. The business and personal reputation of principals, partners, and members will be considered in qualifying Lessees or in consenting to Sublessees.

First, Middle, & Last Name _____
Date of Birth _____
Place of Birth _____
Social Security Number _____
Driver's License Number/State _____
Home Address _____

Previous Address _____

Home Telephone No. _____
Employer _____
Occupation _____
Business Address _____
Business Telephone No. _____
Business Fax No. _____

The City is hereby authorized to request a credit report and other information covering my financial and business history.

Date _____ Signed _____

Print or type exact name of proposed (Sub)Lessee from page 2 of Questionnaire:

METHOD OF OPERATION

Please describe your proposed business operation on the property to be (Sub)Leased.
Discuss any optional services and uses which you propose to provide.

**PROPOSED METHOD OF FINANCING
DEVELOPMENT OR LEASEHOLD PURCHASE**

Describe the method of financing for the Leasehold purchase or any new or additional development on the Leasehold. Include a schedule of approximate dates when construction of each significant improvement is expected to be commenced and completed.

ESTIMATE OF GROSS RECEIPTS

If this Questionnaire is being completed by a prospective Lessee, please show the best estimate of the average annual gross sales for each significant use or service, and for each significant optional use or service which the Lessee and its Sublessees (if any) plan to conduct on or from the property. (If the Questionnaire is being completed by a Sublessee, only the estimate of the Sublessee's gross sales is required.) This data will be used by the City to analyze the proposed Lease or Sublease Consent application. The time periods shown should not be assumed to necessarily represent the term of a (Sub)Lease that may be granted or consented to by the City.

Average annual gross sales for each proposed significant use during each of the first five operating years:

Year of Operation	Uses (Identify Each Use)				
1	\$	\$	\$	\$	\$
2					
3					
4					
5					

EXPERIENCE STATEMENT

Please describe in detail the duration and extent of your business experience, with special emphasis upon experience with the type of business which you propose to conduct on City property. Also state in detail the pertinent experience of the persons who will be directly involved in development and management of the business.

**TERMS AND CONDITIONS OF PURCHASE, SALE,
OR TRANSFER OF (SUB)LEASEHOLD INTEREST**

(NOTE: Complete this page only if the transaction involves a Lease assignment.)

Please summarize the terms and conditions of the purchase, sale, or transfer of Leasehold interest(s) which requires City consent, as specified in the Assignment-Sublease provisions of the City Lease. Please attach copies of the applicable sales agreement(s), escrow instructions, assignment agreement(s), or other documents in conjunction with the sale, purchase, or transfer of the (Sub)Leasehold interest(s).

2042869

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

**ARTICLES OF INCORPORATION
OF
BALBOA PARK MILLENNIUM SOCIETY**

FEB 16 1999

Bill Jones
BILL JONES, Secretary of State

ARTICLE I

The name of the corporation is:

BALBOA PARK MILLENNIUM SOCIETY

ARTICLE 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 and public purposes. Such purposes for which this corporation is organized are exclusively charitable, educational, or literary within the meaning of Sections 501(c)(3), 2055, and 2522 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (hereinafter the "Code") and meeting the requirements for exemption provided by Sections 214 and 23701d of the California Revenue and Taxation Code.

(b) The primary purposes for which this corporation is organized are to promote, solicit, manage, and distribute funds and resources to further the public education and awareness of San Diego's Balboa Park and its museums and institutions and to promote Balboa Park's artistic, cultural, and educational resources. Such activities may include, but not be limited to: making distributions to organizations which are exclusively charitable, educational or scientific within the meaning of Section 501(c)(3), 2055, and 2522 of the Code; sponsoring educational seminars, tours, and programs relating to Balboa Park and one or more of its museums and institutions; overseeing collaborative charitable or educational programs relating to Balboa Park and one or more of its museums and institutions; promoting charitable or educational activities, events and ventures for Balboa Park and one or more of its museums and institutions; producing and/or promoting educational materials relating to Balboa Park and one or more of its museums and institutions; and

coordinating and/or co-sponsoring celebratory events and activities for the new millennium, centered in and around Balboa Park and in support of promotion of the San Diego region, in furtherance of the charitable or educational purpose of the corporation.

(c) Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

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

Steven S. Wall
600 W. Broadway, Suite 2600
San Diego, California 92101

ARTICLE IV

(a) This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof or to any private shareholder, as defined for the purposes of Section 501(c)(3) of the Code, or to any individual.

(b) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this corporation may engage in such activities in accordance with and to the extent provided for in Section 501(h) of the Code. 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.

(c) The property, assets, profits, and net income of this corporation are dedicated irrevocably to the purposes set forth in Article II above, and no part of the net earnings of this

corporation shall ever inure to the benefit of any director, trustee, officer, private shareholder, or member, or to the benefit of any individual.

(d) Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed to one or more non-profit funds, foundations or corporations organized and operated exclusively for charitable purposes, and which have established tax-exempt status under Section 501(c)(3) of the Code and qualified for exemption from taxation under Section 23701d of the California Revenue and Taxation Code.

(e) Notwithstanding any provision contained in these Articles or in any other governing instrument of this corporation, this corporation is required, during any period and to the extent that it is a private foundation described in Section 509 of the Code, to distribute its income for each taxable year at such times and in such manner as not to subject the corporation to tax under Section 4942 of the Code. In addition, this corporation shall not, during any period and to the extent that it is a private foundation described in Section 509 of the Code, (i) engage in any act of self-dealing (as defined in Section 4941(d) of the Code); (ii) retain any excess business holding (as defined in Section 4943(c) of the Code); (iii) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (iv) make any taxable expenditures (as defined in Section 4945(d) of the Code).

Dated: February 10, 1999

Steven S. Wall
STEVEN S. WALL

The undersigned declares I am the person who executed the foregoing Articles of Incorporation and that this instrument is the act and deed of the undersigned.

Dated: February 10, 1999

Steven S. Wall
STEVEN S. WALL





PO BOX 1286
RANCHO CORDOVA CA 95741-1286

In reply refer to
755:G :PTS

July 1, 1999

BALBOA PARK MILLENNIUM SOCIETY
C/O FREDERICK R. VANDEVEER
600 W BROADWAY STE 2600
SAN DIEGO CA 92101-3311

Purpose : CHARITABLE, EDUCATIONAL
Code Section : 2370ld
Form of Organization : Corporation
Accounting Period Ending: December 31
Organization Number : 2042869

You are exempt from state franchise or income tax under the section of the Revenue and Taxation Code indicated above.

This decision is based on information you submitted and assumes that your present operations continue unchanged or conform to those proposed in your application. Any change in operation, character, or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address must also be reported.

In the event of a change in relevant statutory, administrative, judicial case law, a change in federal interpretation of federal law in cases where our opinion is based upon such an interpretation, or a change in the material facts or circumstances relating to your application upon which this opinion is based, this opinion may no longer be applicable. It is your responsibility to be aware of these changes should they occur. This paragraph constitutes written advice, other than a chief counsel ruling, within the meaning of Revenue and Taxation Code Section 21012(a)(2).

You may be required to file Form 199 (Exempt Organization Annual Information Return) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. Please see annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to

July 1, 1999
BALBOA PARK MILLENNIUM SOCIETY
ENTITY ID : 2042869
Page 2

file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

Please note that an exemption from federal income or other taxes and other state taxes requires separate applications.

A copy of this letter has been sent to the Registry of Charitable Trusts.

P SHEK
EXEMPT ORGANIZATION SECTION
PROCESSING SERVICES BUREAU
Telephone (916) 845-4180

EQ :

A0602700

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION
OF

BALBOA PARK MILLENNIUM SOCIETY

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

OCT - 7 2003

KEVIN SHELLEY
Secretary of State

We, Betty Peabody and Dean Crowder, as President and Secretary, respectively, of BALBOA PARK MILLENNIUM SOCIETY, a nonprofit public benefit corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That we are the President and Secretary, respectively, of BALBOA PARK MILLENNIUM SOCIETY, a California nonprofit public benefit corporation (the "Corporation").

2. That ARTICLE I of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

ARTICLE I

The name of the corporation is:

FRIENDS OF BALBOA PARK

3. The Corporation has no members.

4. The foregoing amendment of Articles of Incorporation of the Corporation has been duly approved by the board of directors of the Corporation.

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements contained in the foregoing Certificate are true and correct of their own knowledge.

Executed at San Diego, California on September 30, 2003.

Betty L. Peabody
Betty Peabody, President

Dean Crowder
Dean Crowder, Secretary



A0825891

2042869

FILED *JHR*

Secretary of State
State of California *Trul*

MAR 13 2019

Certificate of Amendment of Articles of Incorporation

The undersigned certify that:

1. They are the President (Board Chair) and Secretary, respectively of Friends of Balboa Park, a California 501(c)(3) nonprofit organization.
2. Article II(b) is hereby amended by deleting the first sentence of that article and replacing it with "The purposes for which this corporation is organized are to protect, preserve and enhance Balboa Park, and to carry on other charitable and education activities associated with these purposes as allowed by law."

Article IV(c) is amended to read as follows:

"The property owned by this corporation is irrevocably dedicated to charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of this corporation shall ever inure to the benefit of any director, trustee, officer, private shareholder, or member, or to the benefit of any individual.

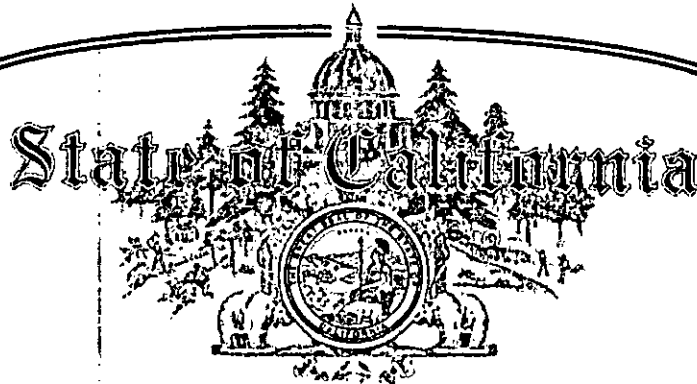
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no voting members.

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: 3/8/19


David Marshall, President (Board Chair)


Michelle Slingerland, Secretary

**SECRETARY OF STATE**

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

That the attached transcript of 1 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 15 2003



Kevin Shelley
Secretary of State

A0602700

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION
OF

BALBOA PARK MILLENNIUM SOCIETY

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

OCT - 7 2003

KEVIN SHELLEY
Secretary of State

We, Betty Peabody and Dean Crowder, as President and Secretary, respectively, of BALBOA PARK MILLENNIUM SOCIETY, a nonprofit public benefit corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That we are the President and Secretary, respectively, of BALBOA PARK MILLENNIUM SOCIETY, a California nonprofit public benefit corporation (the "Corporation").

2. That ARTICLE 1 of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

ARTICLE 1

The name of the corporation is:

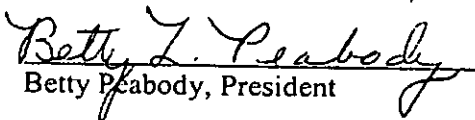
FRIENDS OF BALBOA PARK

3. The Corporation has no members.

4. The foregoing amendment of Articles of Incorporation of the Corporation has been duly approved by the board of directors of the Corporation.

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements contained in the foregoing Certificate are true and correct of their own knowledge.

Executed at San Diego, California on September 30, 2003.


Betty Peabody, President


Dean Crowder, Secretary



A0825891

2042869

FILED JAR

Secretary of State
State of California

MAR 13 2019

Certificate of Amendment of Articles of Incorporation

The undersigned certify that:

1. They are the President (Board Chair) and Secretary, respectively of Friends of Balboa Park, a California 501(c)(3) nonprofit organization.
2. Article II(b) is hereby amended by deleting the first sentence of that article and replacing it with "The purposes for which this corporation is organized are to protect, preserve and enhance Balboa Park, and to carry on other charitable and education activities associated with these purposes as allowed by law."

Article IV(c) is amended to read as follows:

"The property owned by this corporation is irrevocably dedicated to charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of this corporation shall ever inure to the benefit of any director, trustee, officer, private shareholder, or member, or to the benefit of any individual.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no voting 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: 3/8/19



David Marshall, President (Board Chair)



Michelle Slingerland, Secretary

**RESTATED ARTICLES OF INCORPORATION
OF
FRIENDS OF BALBOA PARK**

The undersigned certify that:

1. They are the chair and the secretary, respectively, of Friends of Balboa Park, a California corporation (Corporation #C2042869).
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

Article I

The name of the corporation is Forever Balboa Park.

Article 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 specific purposes of this Corporation are to (i) sustain, envision, and enhance Balboa Park for all visitors in collaboration with the City of San Diego, other park organizations, and the community; (ii) operate the House of Hospitality therein; (iii) own and operate the Balboa Park Carousel; and (iv) promote, support, fund, implement, facilitate, and oversee projects and programs to restore, preserve, maintain, and improve the park land, buildings, and infrastructure of Balboa Park.

Article III

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

PEMBERTON SMITH
1549 El Prado, Ste. 1
San Diego, CA 92101

Article IV

A. This corporation is organized and operated exclusively for the purposes set forth in Article II(B) hereof, and is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends

to members or to any private shareholder, as defined for the purposes of Internal Revenue Code Section 501(c)(3), or to any individual.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation; provided, however, that this corporation may engage in such activities in accordance with and to the extent provided for in Internal Revenue Code Section 501(h). 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.

C. The property owned by this organization is irrevocably dedicated to charitable purposes within the meaning of Internal Revenue Code Section 501(c)(3).

D. No part of the net earnings of this corporation shall ever inure to the benefit of any trustee, officer, private shareholder, or member, or to the benefit of any individual.

E. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision of 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 and which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3), and qualified for exemption from taxation under Section 23701d of the California Revenue and Taxation Code.

Article V

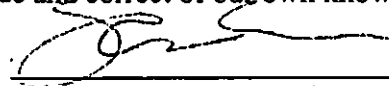
The liability of the trustees and officers of this corporation for monetary damages shall be eliminated to the fullest extent permissible under the laws of California and the United States of America. This corporation is authorized to provide indemnification of trustees, officers, members, and agents through bylaw provisions, agreements or otherwise, to the fullest extent permissible under the laws of California and the United States of America.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Trustees.

4. The Board of Trustees has adopted policies and procedures for the admission of members, but they have no voting rights in the corporation and thus the corporation has no members as defined in Section 5056 of the California Corporations Code. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval by the Board of Trustees or, if required by the Bylaws, approval by a majority of all Trustees. All rights that would otherwise vest in the members shall vest in the Trustees.

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

Dated: July 20, 2021



SARAH BRITE EVANS,

Chair

Dated: 7/22/21



JONATHAN SHULMAN,

Secretary