

DEC 22 1988

ARTICLES OF INCORPORATION  
OF  
LOS ANGELES COUNTY RAIL CONSTRUCTION CORPORATION

MARCH FONG EU, Secretary of State

ARTICLE I: Name

The name of this corporation is the Los Angeles County Rail Construction Corporation.

ARTICLE II: Nonprofit Public Benefit Corporation

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 specific purposes for which the corporation is organized are: (1) to serve as a supportive organization to the Los Angeles County Transportation Commission in the engineering and construction of rail transit construction projects carried out by the Commission; (2) to manage, on a day-to-day basis, the projects undertaken, subject to the authority of the Commission; and (3) to exercise those functions as may be delegated to it by the Los Angeles County Transportation Commission relating to the design, construction, and management of rail transit projects of the Commission.

This Corporation is organized exclusively for charitable and public safety purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the

corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

#### ARTICLE III: Limitations of Purposes

This Corporation is organized by the incorporator solely for those purposes set out in Article II hereof as a civic venture for public rail construction in Los Angeles County. This corporation shall not engage in any business or activity other than that necessary or convenient for or incidental to the carrying out of the purposes set forth in Article II hereof.

#### ARTICLE IV: Service of Process

The name and address in California of the Corporation's initial agent for service of process are:

ARTICLE V: Prohibition Against Political Activity

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

ARTICLE VI: Use of Corporate Property

All Corporate property is irrevocably dedicated to the purposes set forth in Article II, above. No part of the net earnings of this Corporation shall inure to the benefit of any of its directors or officers, or to individuals.

ARTICLE VII: Dissolution

On the winding up and dissolution of this Corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this Corporation shall be distributed to The Los Angeles County Transportation Commission or any successor agency or organization, as long as such Commission, agency or organization is organized and operated exclusively for charitable and public safety purposes, and has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United

States internal revenue law, and which has established its tax-exempt status under Section 27301(d) of the California Revenue and Taxation Code or the corresponding section of any future California revenue and taxation law.

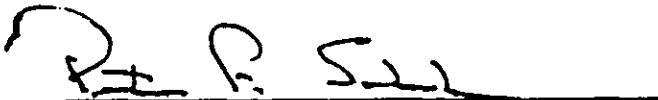
ARTICLE VIII: Directors


The board of directors shall consist of 5 directors.

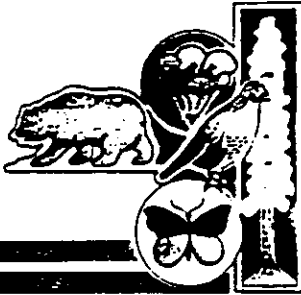
ARTICLE IX: Employee Status

Commissioners or staff members of the Los Angeles County Transportation Commission who become directors, officers or employees of this Corporation shall retain their status as Commissioners or employees of the Commission.

Dated: November 18, 1988

  
[Incorporator]

  
[Incorporator]



State  
of  
California  
OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

JAN 9 1989



*March Fong Eu*

Secretary of State





# State of California

March Fong Eu

Secretary of State

P.O. Box 2830  
Sacramento, CA 95812  
Phone: (916) 445-2020

## STATEMENT BY DOMESTIC NONPROFIT CORPORATION

THIS STATEMENT MUST BE FILED WITH  
CALIFORNIA SECRETARY OF STATE (SECTIONS 6210, 8210, 9660 CORPORATIONS CODE)

**1453473**

DUE DATE 3-22-89

LOS ANGELES COUNTY RAIL CONSTRUCTION CORPORATION

DO NOT ALTER PREPRINTED NAME. IF ITEM 1 IS BLANK, PLEASE ENTER CORPORATE NAME

DO NOT WRITE IN THIS SPACE

PLEASE READ INSTRUCTIONS ON BACK OF FORM.

PLEASE TYPE OR USE BLACK INK WHICH WOULD BE SUITABLE FOR MICROFILMING.

FEE FOR FILING THIS STATEMENT - \$2.50.

THE CORPORATION NAMED HEREIN, ORGANIZED UNDER THE LAWS OF THE STATE OF CALIFORNIA, MAKES THE FOLLOWING STATEMENT:

STREET ADDRESS OF PRINCIPAL OFFICE (IF NONE, COMPLETE 3-B)	SUITE OR ROOM	3A.	3B.
(DO NOT USE P.O. BOX NO.)		CITY AND STATE	ZIP CODE
MAILING ADDRESS (OPTIONAL)	SUITE OR ROOM	3A.	3B.
		CITY AND STATE	ZIP CODE

NAMES OF THE FOLLOWING OFFICERS ARE:

CHIEF EXECUTIVE OFFICER	3A.	3B.	3C.
BUSINESS OR RESIDENCE ADDRESS (DO NOT USE P.O. BOX)		CITY AND STATE	ZIP CODE
SECRETARY	3A.	3B.	3C.
BUSINESS OR RESIDENCE ADDRESS (DO NOT USE P.O. BOX)		CITY AND STATE	ZIP CODE
CHIEF FINANCIAL OFFICER	3A.	3B.	3C.
BUSINESS OR RESIDENCE ADDRESS (DO NOT USE P.O. BOX)		CITY AND STATE	ZIP CODE

AGENT FOR SERVICE OF PROCESS:

CALIFORNIA BUSINESS OR RESIDENCE ADDRESS IF AN INDIVIDUAL (DO NOT USE P.O. BOX) ONLY ONE AGENT CAN BE NAMED. DO NOT INCLUDE ADDRESS IF AGENT IS A CORPORATION.

I DECLARE THAT I HAVE EXAMINED THIS STATEMENT AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, IT IS TRUE, CORRECT AND COMPLETE.

DATE TITLE SIGNATURE OF CORPORATE OFFICER OR AGENT

SECRETARY OF STATE  
P.O. BOX 2830, SACRAMENTO 95812

**INSTRUCTIONS FOR COMPLETING STATEMENT BY DOMESTIC NONPROFIT CORPORATION**

**FILING PERIOD:** All Nonprofit Corporations must file within 90 days after filing articles of incorporation. Thereafter, corporations must file annually by the end of the calendar month of the anniversary date of its incorporation, or when the agent for service of process or his/her address is changed.

**FILING FEE:** All Nonprofit Corporations must submit a **TWO DOLLAR-FIFTY CENT (\$2.50)** filing fee with this statement. (Section 12210(B) Government Code.) Check or money order should be made payable to Secretary of State. **PLEASE DO NOT SEND CASH.**

**ITEMS 2-2B:** The address to be entered is the **STREET** address of the corporation's principal office. Enter room or suite number and zip code. Do not use post office box number.

**ITEMS 3-3B:** The address to be entered is the **MAILING ADDRESS** for the corporation.

**ITEMS 4-6C:** Complete by entering the names and complete business or residence address of the corporation's chief executive officer (i.e., president, chairperson or other title), secretary, and chief financial officer (i.e., treasurer, chairperson or other title). No list of additional officers should be submitted. Do not use post office box numbers.

**ITEM 7:** Sections 6210, 8210 of the Corporations Code, makes it mandatory that domestic Nonprofit Corporations designate an agent for service of process. An agent for service of process is one who may accept papers in case of a lawsuit against the corporation. The agent may be an individual who is an officer or director of the corporation, or any other person. The person named as agent must be a resident of California. Only one individual may be named as agent for service of process. Or, the agent may be another corporation. However, a corporation named as agent for service of process for another corporation must have on file in this office, a certificate pursuant to Section 1505, Corporations Code. The certificate is required **ONLY** if a corporation is named as agent for service of process for other corporations. **A CORPORATION CANNOT BE NAMED AS AGENT FOR SERVICE OF PROCESS FOR ITSELF.** (For example, ABC Corporation cannot name ABC Corporation as its agent for service of process.)

If the agent is a person, enter name and complete business or residence address. If agent is another corporation, enter name of corporation only, and do not complete address portion. Only one agent for service of process is to be named.

**ITEM 8:** Signature of corporate officer or agent is required to complete the form. Enter title and date signed.

**(NOTE) ITEM 1:** Do not alter the preprinted corporate name. If corporation name is not correct, please attach note of explanation. If space is blank enter exact corporate name and number, do not include your DBA name.

**FAILURE TO FILE THIS FORM BY THE DUE DATE IN ITEM 1 WILL RESULT IN THE ASSESSMENT OF A PENALTY.** (Sections 8810, 8810, Corporations Code, and Section 25936, Revenue and Taxation Code.)

**NOTE:** Your canceled check is your receipt of filing. We suggest that you make a copy of this form before mailing, if you wish one for your files.

It is required that a corporation file a statement even though it may not be actively engaged in business at the time the statement is due.

Internal Revenue Service  
District Director

Department of the Treasury

P O BOX 2350 ROOM 5127 ATTN: E.O.  
LOS ANGELES, CA 900532350

Employer Identification Number:  
95-3152715

Date: JUN. 6, 1990

Case Number:  
950139074

1990 JUN 10 AM 5:27

LOS ANGELES COUNTY RAIL  
CONSTRUCTION CORPORATION  
403 W 8TH STREET SUITE 500  
LOS ANGELES, CA 900143096

Contact Person:  
HOWARD, RANDY LEE  
Contact Telephone Number:  
(213) 725-6619

Dear Applicant:

We received your application for recognition of exemption from Federal income tax.

We referred your application to our National Office for ruling and they will reply direct to you. If you have any questions, please write to:

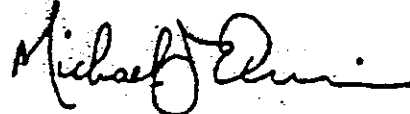
Assistant Commissioner (E) Internal Revenue Service  
1111 Constitution Avenue, NW  
Washington, D.C. 20224  
Attention: E:EO

If you do not receive a decision on your application by the date the annual information return for exempt organizations is due, file that return by the due date. File either Form 990, Return of Organization Exempt From Income Tax, or Form 990-PF, Return of Private Foundation or Section 4947((a)(1) Trust Treated as a Private Foundation, whichever is applicable. Check the block on the return indicating an application is pending.

Please see the instructions for those returns to determine if any other returns are required.

Thank you for your cooperation.

Sincerely yours,



Michael J. Quinn  
District Director

To: Pick Bennett  
w/so  
lh