

ARTICLES OF INCORPORATION
OF
LOS ANGELES MEMORIAL COLISEUM FOUNDATION
(A California Nonprofit Public Benefit Corporation)

ARTICLE I

The name of the corporation is Los Angeles Memorial Coliseum Foundation (hereinafter referred to as the "Foundation").

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 (*California Corporations Code* §5110 *et. seq.*) for public and charitable purposes.
- B. This corporation is organized and operated exclusively for charitable purposes under section 501(c)(3) of Internal Revenue Code, or any corresponding section of any future corresponding federal tax code.
- C. The specific public purposes and functions of the Foundation are as follows:
 - a. To preserve and promote the Los Angeles Memorial Coliseum by engaging the public, Exposition Park stakeholders, civic leaders and others to ensure its historic legacy for future generations.
 - b. To encourage public participation at the Los Angeles Memorial Coliseum by hosting to the greatest extent possible, an array of on-site public interest events year-round which are open and free to the public for purposes of education and enjoyment.
 - c. To preserve and publicly display the historical artifacts and memorabilia of the Los Angeles Memorial Coliseum and Sports Arena properties detailing the history of these iconic facilities.
 - d. To provide support to the Coliseum Commission, a joint exercise of powers agency and public instrumentality organized under the laws of the State of California to exercise essential public functions (the "Coliseum Commission"), including financial assistance for the continued administration and operational expenses of the Coliseum Commission.

D. In furtherance of its specific purposes set forth above, the Foundation shall have the following general purposes and powers:

- a. To purchase or otherwise acquire, lease, own, hold, use, and to sell or otherwise dispose, exchange, assign, convey, lease, and to mortgage or otherwise encumber real and personal property of any kind, including, but not limited to, licenses and other intangibles;
- b. To assign, transfer, mortgage, convey in trust, pledge, or hypothecate any of its assets or property, including but not limited to gifts, grants, or loans to the Coliseum Commission;
- c. To engage in fundraising activities such as solicitations, fundraising events, and unrelated trade and business, to raise funds to finance the specific public purpose and functions of the Foundation as set forth in this Article II; and
- d. To exercise all the rights and powers which a corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California may now or hereafter exercise.

ARTICLE III

The principal office for the transaction of the business of the Foundation is to be located at Kenneth Hahn Hall of Administration, 500 West Temple Street, Room 383, Los Angeles, CA 90012.

ARTICLE IV

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the 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 in Article II hereof.
- B. 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 any candidate for public office.
- C. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

Article V

- A. All activities of the Foundation shall be controlled by the board of directors, and no other person or entity shall control the Foundation directly or indirectly. The number of directors of the Foundation shall be fixed by the Bylaws. The provisions governing the election and removal of the directors shall also be set forth in the Bylaws, subject to the requirements of paragraph C of this Article V.
- B. The persons who are directors of the Foundation from time to time shall be its only members, and upon ceasing to be a director of the Foundation, any such person shall cease to be a member hereof. The members of the Foundation shall have no liability for dues or assessments.
- C. The Foundation shall have independent responsibility for the development of policies, programs, and activities of the Foundation. Although directors of the Foundation may be members of the Coliseum Commission or shall be appointed or elected by the Coliseum Commission, the directors of the Foundation shall independently authorize, conduct, manage, and control the business affairs and activities of the Foundation.

ARTICLE VI

The name and address of the Foundation's initial agent for service of process is:

Al Naipo
Chief Administrative Officer and Secretary
Los Angeles Memorial Coliseum Commission
Kenneth Hahn Hall of Administration
500 West Temple Street, Room 383
Los Angeles, CA 90012

ARTICLE VII

Upon the dissolution or winding down of the corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of this corporation shall be distributed to the Coliseum Commission for a public or charitable purposes, or to such entity designated by the governing board of the Coliseum Commission, or to any nonprofit; provided, however that any such entity so designated is organized and operated exclusively for charitable purposes and has established its tax exempt status under Internal Revenue code section 501(c)(3), or any corresponding section of the federal tax code.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 26th day of February, 2019.



Al Naipo, Incorporator