

ARTICLES OF INCORPORATION
OF
DOWNTOWN EL CAJON BUSINESS PARTNERS, INC.

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

MAY 16 2011

I. Name

The name of this Corporation is DOWNTOWN EL CAJON BUSINESS PARTNERS, INC. (hereinafter referred to as "Corporation").

II. Purpose

This Corporation is a non-profit mutual benefit corporation organized under the Non-Profit Mutual Benefit Corporation law. The purpose of this Corporation is to engage in a lawful act or activity, other than credit union business, for which a Corporation be organized under such law. This Corporation is formed for the following additional purposes:

(1) To improve and promote the economic well-being of businesses in the downtown area in the City of El Cajon and related activities

(2) This Corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by the corporation with a tax-exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

II. Duration

This Corporation shall continue in existence perpetually unless dissolved pursuant to law and consistent with the terms of the Bylaws of this Corporation.

III. Initial Agent for Service of Process

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

Stephen J. Fitch, Esq.
3465 Camino del Rio South, Ste. 250
El Cajon, California 92108

IV. Members

The Corporation shall have one class of members within the meaning of Section 5056 of the California Nonprofit Mutual Benefit Corporation Law. The Corporation may also allow other individuals, legal entities or associations to participate in the affairs of the Corporation as provided for in the Bylaws of the Corporation members, yet such parties shall not be members within the meaning of Section 5056 of the California Nonprofit Mutual Benefit Corporation Law.

V. Distribution and Dissolution

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors or 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 on and distributions in furtherance of the purposes set forth in Article II above.

VI. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall be set by the Bylaws of the Corporation. The directors shall serve for such terms as are established in the Bylaws.

VII. Limitation on Liability of Directors

To the fullest extent provided under California Law the private property of the directors, officers, employees and members of the Corporation shall not, as such, be liable for the obligations of the Corporation. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California Law.

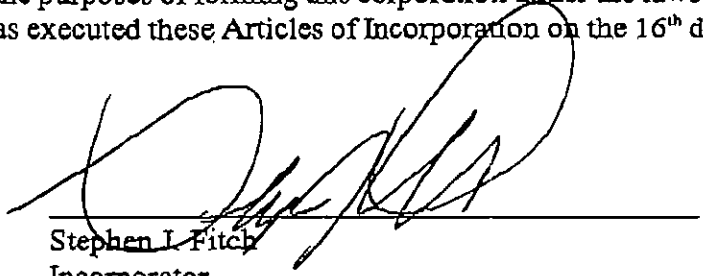
VIII. Indemnification of Officers and Directors

The Corporation may, as appropriate, indemnify its officers, directors, employees or agents, including former officers, directors, employees or agents, to the full extent permissible under California Law.

IV. Amendments

These Articles of Incorporation may be amended in the manner authorized by law and the Bylaws of the Corporation at the time of amendment.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation on the 16th day of May, 2011.



Stephen L. Fitch
Incorporator