

RESOLUTION NO. 2013-004

RESOLUTION OF THE BOARD OF DIRECTORS
OF ANAHEIM TRANSPORTATION NETWORK
APPROVING ESTABLISHMENT OF A LIMITED LIABILITY COMPANY

WHEREAS, Anaheim Transportation Network, a California nonprofit public benefit corporation (“Corporation”) is considering purchasing real property located in the City of Anaheim and, in connection with that purchase, desires to establish a limited liability company (“LLC”) for the purpose of holding title to such real property with the Corporation as the sole manager and member; and

WHEREAS, the Internal Revenue Code of the United States permits an LLC to be exempt as a disregarded part of an exempt organization that is the sole owner of the LLC so long as certain criteria are met; and

WHEREAS, the Corporation have determined that ATN Asset Holding Company, LLC is the appropriate name for the LLC; and

WHEREAS, the Corporation now desires to approve the organizational documents, including the Articles of Organization and the form Operating Agreement, both of which are attached hereto as Exhibit A.

THEREFORE, THE BOARD OF DIRECTORS OF THE CORPORATION DOES HEREBY RESOLVE, FIND, DETERMINE AND ORDER AS FOLLOWS:

Section 1: The Corporation hereby approves the establishment of a limited liability company for the purposes of holding title to the real property located in the City of Anaheim; and

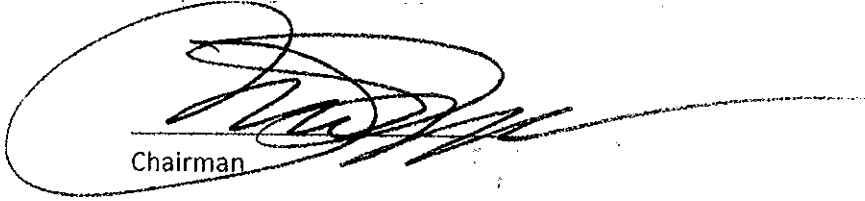
Section 2: The form of organizational documents, including the Articles of Organization and the Operating Agreement, attached hereto as Exhibit A, are hereby approved and adopted; that the Corporation’s general counsel and the Executive Director of the Corporation are hereby authorized and directed to execute the organizational documents in substantially the form hereby approved and attached hereto as Exhibit A with such changes as said officer(s) may approve, such approval to be conclusively evidenced by his execution and delivery of same on behalf of the Corporation.

Section 3: The Executive Director of the Corporation is hereby authorized and empowered on behalf of this Corporation and in its name to execute any other applications, certificates, agreements, or any other instruments or documents, or amendments or supplements thereto, or to do and to cause to be done any and all other acts and things such Executive Director may in her discretion deem necessary or appropriate to carry out the purposes of the foregoing resolutions.

Section 4: The Executive Director of the Corporation is further authorized and empowered as representative of Corporation in its capacity as a Manager of the LLC, to manage the LLC, and execute any application, certificate, agreement, or any other instrument or document, or to do and to cause to

be done any and all other acts and things such Executive Director may in her discretion deem necessary or appropriate to carry out the purpose of the LLC.

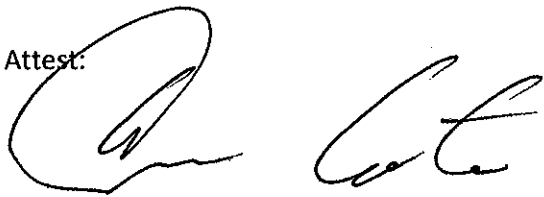
Adopted, signed and approved this 27th day of February, 2013.

A large, stylized handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right. The signature is written over a horizontal line.

Chairman

[Certification contained on next page.]

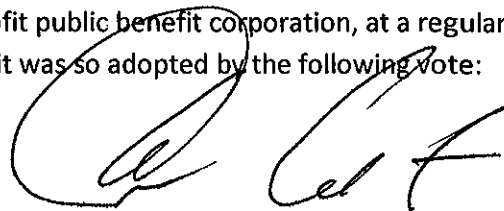
Attest:



Diana Kotler, Executive Director

I, Diana Kotler, Executive Director of Anaheim Transportation Network, do hereby certify that the foregoing Resolution No. 2013-004 of the Board of Directors was duly adopted by the Board of Directors of Anaheim Transportation Network, a California nonprofit public benefit corporation, at a regular meeting of the Board on 27th, February, 2013, and that it was so adopted by the following vote:

YEAS: 11
NEAS: 0
ABST: 2



Diana Kotler, Executive Director

EXHIBIT A

ARTICLES OF ORGANIZATION;
OPERATING AGREEMENT

LLC-1

**Articles of Organization
of a Limited Liability Company (LLC)**

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To form a limited liability company in California, you can fill out this form, and submit for filing along with:

- A \$70 filing fee.
- A separate, non-refundable \$15 service fee also must be included, if you drop off the completed form or document.

Important! LLCs in California may have to pay a minimum \$800 yearly tax to the California Franchise Tax Board. For more information, go to <https://www.ftb.ca.gov>.

LLCs may not provide "professional services," as defined by California Corporations Code sections 13401(a) and 13401.3.

Note: Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs.

FILED
Secretary of State
State of California
MAR 25 2013

JP/PS

1 CC

This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm.

LLC Name

① ATN ASSET HOLDING COMPANY, LLC

Proposed LLC Name

The name must end with: "LLC," "L.L.C.," "Limited Liability Company," "Limited Liability Co.," "Ltd. Liability Co." or "Ltd. Liability Company;" and may not include: "bank," "trust," "trustee," "Incorporated," "Inc.," "corporation," or "corp.," "insurer," or "insurance company." For general entity name requirements and restrictions, go to www.sos.ca.gov/business/be/name-availability.htm.

Purpose

② The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the Beverly-Killea Limited Liability Company Act.

LLC Addresses

③ a. 1280 Anahelm Blvd Anahelm CA 92805
Initial Street Address of LLC *City (no abbreviations)* *State Zip*

b. _____
Initial Mailing Address of LLC, if different from 3a *City (no abbreviations)* *State Zip*

Service of Process (List a California resident or an active 1605 corporation in California that agrees to be your initial agent to accept service of process in case your LLC is sued. You may list any adult who lives in California. You may not list an LLC as the agent. Do not list an address if the agent is a 1605 corporation.)

④ a. Fred M. Whitaker, PC
Agent's Name


b. 2424 SE Bristol Street Suite 300 Newport Beach CA 92660
Agent's Street Address (if agent is not a corporation) *City (no abbreviations)* *State Zip*

Management (Check only one.)

⑤ The LLC will be managed by:

- One Manager More Than One Manager All Limited Liability Company Member(s)

This form must be signed by each organizer. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are made part of these articles of organization.


Organizer - Sign here

Yuwen L. Chang
Print your name here

Make check/money order payable to: Secretary of State
Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.

By Mail
Secretary of State
Business Entities, P.O. Box 944228
Sacramento, CA 94244-2280

Drop-Off
Secretary of State
1500 11th Street, 3rd Floor
Sacramento, CA 95814

ATTACHMENT
TO
ARTICLES OF ORGANIZATION
Of
ATN ASSET HOLDING COMPANY, LLC

I. The LLC is organized exclusively for real estate investment purposes. It is operated exclusively to further the tax exempt social welfare purposes of its sole member, Anaheim Transportation Network, a California nonprofit public benefits corporation ("Member"); to (a) organize the collective actions of the public and private sectors to address the unique transportation and air quality issues of local employers, major event centers, and visitor- and convention-related businesses located throughout certain portions of the City of Anaheim, California, known as the Anaheim Resort Area ("ARA") and Stadium Business Center ("SBC"); (b) facilitate a forum for the Member's members and other interested persons to work together to develop workable transportation solutions; and (c) provide leadership to maximize access, enhance mobility, and assist with regulatory compliance, including environmental mitigation measures, all for the benefit of the Member's members and the public who are visitors to, or are employed within, the ARA, and the SBC. The LLC may not carry on activities not permitted to be carried on by an organization described in Section 501(c)(4) of the IRC.

II. The LLC's members must be a Section 501(c)(4) organization or governmental unit or wholly owned instrumentalities of a state or political subdivision thereof.

III. No transfer, whether direct or indirect, of any membership interest, shall be made to any person or entity that is not a section 501(c)(4) organization or governmental unit or instrumentality.

IV. The LLC, interests in the LLC (other than a membership interest), or its assets may only be availed of or transferred to (whether directly or indirectly) any nonmember other than a section 501(c)(4) organization or governmental unit or instrumentality in exchange for fair market value.

V. In the event a Member ceases to be an organization described in Section 501(c)(4) of IRC or a governmental unit or instrumentality, within 90 days of the revocation of its exempt status, the Member must (a) sell, hypothecate, pledge, assign or otherwise voluntarily transfer any part or all of its membership interest or membership rights in the LLC to any other person subject to the restrictions in any agreement signed by the LLC or the Member; provided, however, that all members of the LLC shall at all times be either an organization that is a Section 501(c)(4) organization under the IRC or governmental units or wholly owned instrumentalities of

a state or political subdivision thereof, and exempt from taxation under applicable California Code; or (b) forfeit its membership if there is more than one member in the LLC.

VI. To the fullest extent permitted by law, for the purpose of qualifying for the Welfare Exemption under the rules of the California Board of Equalization, this LLC is prohibited from merging with, or converting into a for-profit entity.

VII. Any amendment to the LLC's Articles of Organization shall be in writing, dated and signed by the Member, and shall be consistent with Section 501(c)(4) of IRC. If any conflict arises between the provisions of the amendment, or amendments, and the terms hereof, the most recent provisions shall govern and control.

VIII. No assets of the LLC shall be distributed to any member that ceases to be an organization described in Section 501(c)(4) of the IRC or governmental units or instrumentalities.

IX. In the event a Member ceases to be an organization described in Section 501(c)(4) or a governmental unit or instrumentality, within 90 days of the revocation of its exempt status, the Member must (a) sell, hypothecate, pledge, assign or otherwise voluntarily transfer any part or all of its membership interest or membership rights in the LLC to any other person subject to the restrictions in any agreement signed by the LLC or the Member; provided, however, that all members of the LLC shall at all times be either an organization that is a section 501(c)(4) organization or governmental units or wholly owned instrumentalities of a state or political subdivision thereof, and exempt from taxation under applicable California code; or (b) forfeit its membership interest if there is more than one member in the LLC.

X. Upon dissolution of the LLC, the assets devoted to the LLC's purposes will continue to be devoted to social welfare purposes in accordance with Section 501(c)(4) of the IRC.

XI. The Member(s) shall expeditiously and vigorously enforce all of their rights in the LLC and will pursue all legal and equitable remedies to protect their interest in the LLC.

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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.

MAR 27 2013

Date: PS

Debra Bowen
DEBRA BOWEN, Secretary of State