

Trestle Glen

Item B 2. Organizational Documents of Sponsor

This section includes organizational documents of both BRIDGE Housing Corporation, the sponsor and developer, Trestle Glen Associates, L.P., the ultimate Borrower entity, and Northpoint Housing Inc., the current landowner, a nonprofit wholly controlled affiliate of BRIDGE Housing Corporation.

- **BRIDGE Housing Corporation**
 - Articles of Incorporation
 - By-Laws
 - 501(c)(3) letter
 - Certificate of Good Standing

 - **Trestle Glen Associates, L.P.**
 - Limited Partnership Agreement
 - LP-1
 - LP-2

 - **Northpoint Housing Inc.**
 - Articles of Incorporation
 - By-Laws
 - 501(c)(3) letter
 - Certificate of Good Standing
-

ARTICLES OF INCORPORATION
OF
BAY AREA REGIONAL HOUSING INVESTMENT
AND DEVELOPMENT GROUP

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
JUN 1 1982
MARCII FONG EU, Secretary of State
Phyllis E. Biaggi
Deputy

I

The name of this corporation is Bay Area Regional Housing Investment and Development Group.

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 purpose of this corporation is to provide assistance in the procuring of low and moderate cost housing within the San Francisco Bay area.

III

The name and address in the State of California of this corporation's initial agent for service of process is Alan L. Stein, 110 Cherry Street, San Francisco, CA 94118.

IV

~~(a) This corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.~~

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

(c) 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

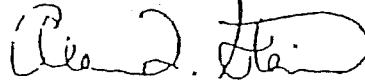
political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V

(a) The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

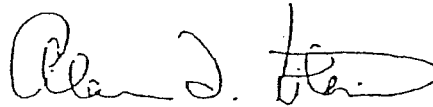
(b) Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for educational and charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Dated: May 28, 1982.



Alan L. Stein, Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, and that this instrument is my act and deed.

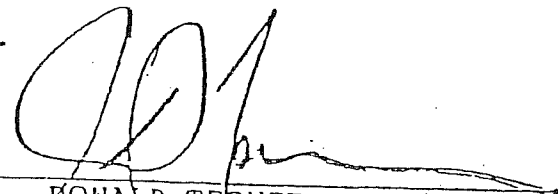


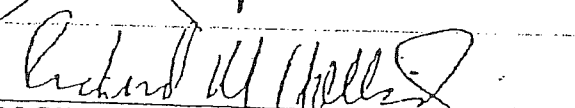
Alan L. Stein

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
BAY AREA REGIONAL HOUSING INVESTMENT &
DEVELOPMENT GROUP

ENDORSED
FILED
In the office of the Secretary
of the State of California
JUL 17 1983
ARCH FONG EU, Secretary
By JAMES E. HARRIS
Deputy

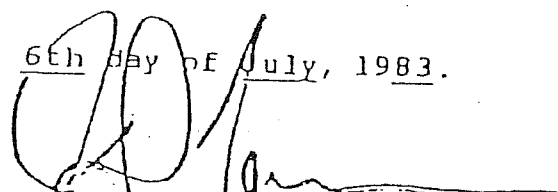
- I. DONALD TERNER AND RICHARD M. HOLLIDAY certify that:
1. They are the President and Secretary, respectively, of Bay Area Regional Housing Investment & Development Group, a California non-profit corporation.
 2. Article 1 of the Articles of Incorporation of this corporation is amended to read as follows:
 - I. The name of this corporation is Bay Area Residential Investment and Development Group.
 3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of this corporation.
 4. The corporation has no members.

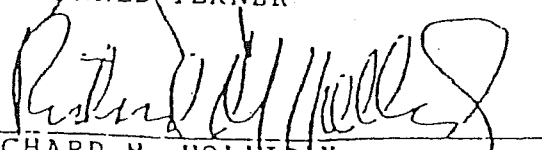

I. DONALD TERNER, President


RICHARD M. HOLLIDAY, Secretary

The undersigned declare, under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at San Francisco, CA on the 6th day of July, 1983.


I. DONALD TERNER


RICHARD M. HOLLIDAY

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
BAY AREA RESIDENTIAL INVESTMENT DEVELOPMENT GROUP

FILED
In the Office of the Secretary of
the State of California
JAN 28 1986
MARCH FORD LU, Secretary
By JAMES E. HARRIS
Deputy

1. Donald Turner and Angelo Siracusa certify that:

1. They are the President and the Secretary, respectively, of Bay Area Residential Investment Development Group, a California nonprofit corporation.

2. Article 1 of the Articles of Incorporation of this Corporation is amended to read as follows:

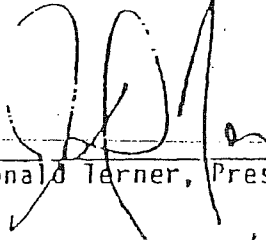
The name of this corporation is BRIDGE Housing Corporation

3. The foregoing amendment of the Articles of Incorporation had been duly approved by the Board of Directors of this Corporation.

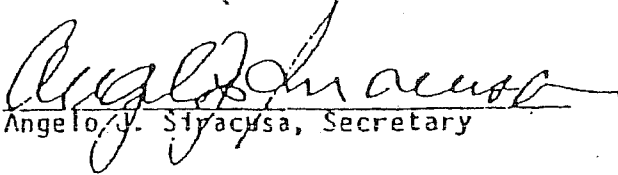
4. The corporation has no members.

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.

Dated January 8, 1986



I. Donald Turner, President



Angelo J. Siracusa, Secretary

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF BRIDGE HOUSING CORPORATION

ENDORSED
FILED
In the Office of the Secretary of State
of the State of California

DEC 3 1986

MARCH LONG LU, Secretary of State

1. Donald Turner and Angelo Siracusa certify that:

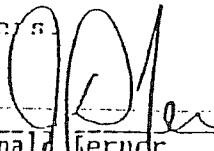
1. They are the President and the Secretary, respectively, of BRIDGE Housing Corporation, a California nonprofit public benefit corporation.

2. Article II(b) of the Articles of Incorporation of this Corporation is deleted and restated in its entirety to read as follows:

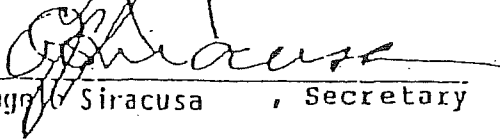
(b) The specific purposes of this corporation are to provide assistance in the providing of low- and moderate-income housing within the San Francisco Bay Area, and to provide housing to meet the specialized needs of senior citizens, including their physical, health care, and financial security, needs.

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of this Corporation.

4. The corporation has no members.



I. Donald Turner, President



Angelo Siracusa, Secretary

ENDORSED
FILED
In the office of the Secretary of State
of the State of Colorado
OCT 29 1987
MARCI LONG TU, Secretary of State

CERTIFICATE OF AMENDMENT OF ARTICLES
OF INCORPORATION
OF
BRIDGE HOUSING CORPORATION

I. Donald Turner and Angelo J. Siracusa certify that:

1. They are the President and the Secretary, respectively, of Bridge Housing Corporation, a California nonprofit public benefit corporation.

2. Article V of the Articles of Incorporation of this Corporation is amended to read as follows:

(a) The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

(b) Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for 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 section 501(c)(3) of the Internal Revenue Code.

3. The foregoing amendment of the Articles of Incorporation has been approved by the Board of Directors of this Corporation.

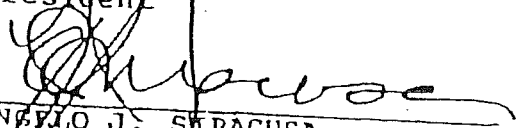
4. The Corporation has no members.

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.

Dated: October 27, 1987.

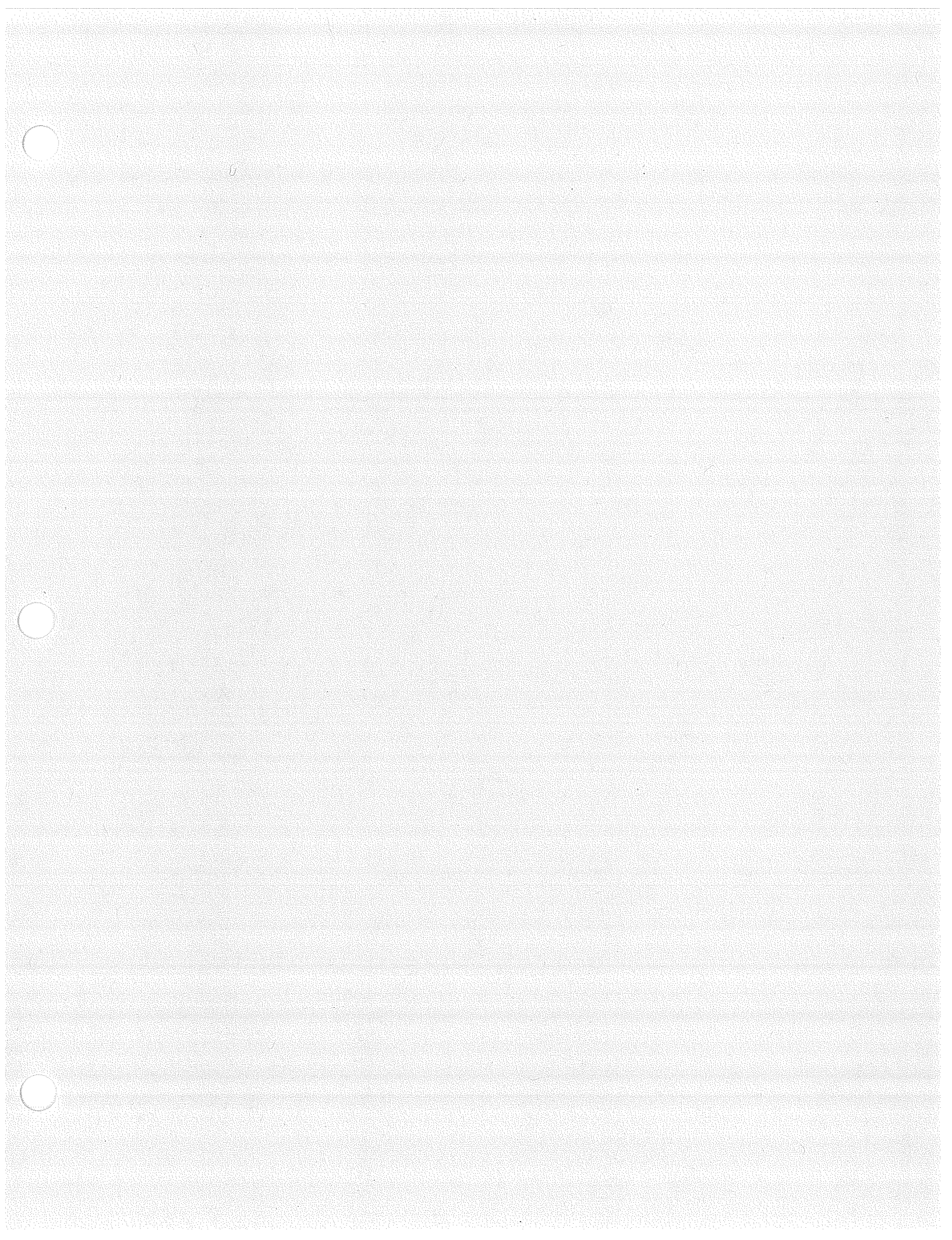


I. DONALD TURNER
President



ANGELO J. SIRACUSA
Secretary

09/16/87
B002/B14414



AMENDED AND RESTATED
BY-LAWS
OF
BRIDGE HOUSING CORPORATION
A California Non-Profit Public Benefit Corporation

ARTICLE I.

NAME AND OFFICE

The name of this corporation is BRIDGE Housing Corporation (the "Corporation"). The principal office of this Corporation shall be located in the City and County of San Francisco, State of California as may from time to time be designated by the Corporation's board of directors (the "Board of Directors").

ARTICLE II.

MEMBERSHIP

This Corporation shall have no members. All corporate actions shall be approved by the Board of Directors as provided in these By-Laws. All rights which would otherwise rest in the members shall rest in the Board of Directors.

ARTICLE III.

DIRECTORS

Section 1. Powers. This Corporation shall have powers to the full extent allowed by law. All powers and activities of this Corporation shall be exercised and managed directly by the Board of Directors or, if delegated, under the ultimate direction of the Board of Directors.

Section 2. Number of Directors. There shall be no fewer than three (3) and not more than twenty-one (21) members of the Board of Directors (each a "Director"). There shall be eighteen (18) members of the Board of Directors until the Directors shall fix, by resolution, a different number of members of the Board of Directors.

Section 3. Vacancies. A vacancy shall be deemed to exist in the event that the actual number of directors is less than the authorized number for any reason.

Section 4. Filling Vacancies. Vacancies shall be filled by the Board of Directors.

Section 5. Effect of Reduction of Number of Directors. No reduction of the authorized

number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 6. Removal of Directors. The Board of Directors may remove any Director with or without cause. Absence of a Director from three (3) or more consecutive meetings of the Board of Directors shall constitute cause for removal. If a vacancy occurs, a majority of the Board of Directors then sitting, within a reasonable time thereafter, shall fill the vacancy. A Director so elected shall serve for the unexpired term of his or her predecessor.

Section 7. Resignation of Directors. Except as provided below, any Director may resign by giving written notice to the Chairman of the Board, the President or the Secretary. Such resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the remaining Directors shall appoint a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if the Corporation would be left without a duly elected Director or Directors.

Section 8. Election and Term of Office of Directors. The Board of Directors shall be elected at a duly noticed meeting of the Board of Directors. Candidates receiving the highest number of votes of the Board of Directors present and voting at that meeting shall be elected as Directors. Except as provided below for the initial terms of the first full Board of Directors, the term of office for each Director of this Corporation shall be three (3) years or until his or her successor is elected. Successors for Directors whose terms of office are then expiring shall be elected at the meeting of the Board of Directors called for that purpose in the year such terms expire. A Director may succeed himself or herself in office. In order to stagger the terms of the Directors, the initial term of office for the Directors elected by the Incorporator shall be one year for five Directors, two years for five Directors and three years for five Directors, with the Board of Directors determining which terms shall apply to which Directors.

Section 9. Restriction on Interested Persons as Directors. No more than forty-nine percent (49%) of the persons serving on the Board of Directors may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise and (b) an brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law or such person. However, any violation of this Section 9 shall not affect the enforceability of any transaction entered into by the Corporation.

Section 10. Meetings. A meeting of the Board of Directors shall be held at least once a year at such date, time and place as the Board of Directors shall determine for the purpose of organization, election of Directors and officers and the transaction of other business. In addition to the annual meeting, regular meetings shall be held at such times as shall from time to time be fixed by the President or the Directors. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by any three (3) Directors.

Section 11. Notice. Notice of the annual meeting shall be given to the Directors not more than thirty (30) days nor less than ten (10) days before the meeting. Notice of regular and

special meetings shall be given to the Directors not less than four (4) days prior to the meeting if delivered by first class mail or electronic mail not less than forty-eight (48) hours prior to the meeting if the notice is delivered personally or by telephone.

Section 12. Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 13. Quorum. A quorum for any meeting of the Board of Directors shall be six (6) members in office. Every act by a majority of the Directors present at a meeting is an act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Directors may not vote by proxy. A majority of the Directors then present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 14. Action in Lieu of a Meeting. Any Board action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board of Directors shall consent in writing. Such written consent shall be made a part of the minutes of the proceedings. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. For the purpose of this Section 14, "all members of the Board of Directors" shall not include any "interested director" as defined by Section 5233 of the California Corporations Code.

Section 15. Meetings by Conference Telephone. Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all persons participating in the meeting can hear one another. Participation by Directors in a meeting in the manner provided in this section constitutes presence in person at the meeting.

Section 16. Standard of Care.

A. General. A Director shall perform the duties of a Director, including duties as a member of any committee of the Board of Directors on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

(2) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

(3) A committee of the Board of the Directors upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence;

so long as in each such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except in the case of a self-dealing director, as defined in Section 5233 of the California Corporations Code, a person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that persons' obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this Corporation's charitable activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing this Corporation's investments, the Board of Directors shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of this Corporation's capital. The provisions of Subsection A above shall apply to this Subsection B.

Section 17. Self-Dealing Transactions. A self-dealing transaction is one to which the Corporation is a party and (i) in which one or more of the Directors has a financial interest or (ii) a transaction between the Corporation and any entity in which one or more of its Directors has a financial interest. The Board of Directors shall approve a self-dealing transaction only if:

- (a) the Corporation is entering into the transaction for its own benefit;
- (b) the transaction is fair and reasonable as to the Corporation at the time the Corporation entered into the transaction;
- (c) the Board of Directors' approval occurs prior to consummating the transaction or any part thereof;
- (d) the Board of Directors' approval is made in good faith;
- (e) any Director or Directors described above in this Section 17 shall have recused themselves from any discussion or vote on such transaction and the Board of Directors' approval is made by a vote of a majority of the Directors then in office without counting the vote of such interested Director or Directors;
- (f) the Board of Directors' approval is made with knowledge of (i) the material facts

concerning the transaction and (ii) the Director's or Directors' interest in the transaction; and

(g) after reasonable investigation, the Board of Directors has considered and in good faith determined that under the circumstances the Corporation could not have obtained a more advantageous arrangement with reasonable effort.

Section 18. Indemnification and Insurance. This Corporation shall provide indemnification to the Corporation's officers, Directors, employees, and agents, including persons formerly occupying any such position, to the full extent allowed by law, against all expenses, judgments, fines, and other amounts actually and reasonably incurred by them in connection with any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative. In all cases where indemnification is sought, the Corporation shall be subject to the restrictions and requirements contained in Section 5238 of the California Corporations Code.

The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent of this Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under law.

Section 19. Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this Corporation.

Section 20. Affiliates. The Board of Directors shall serve as the board of directors of certain affiliates of the Corporation, as determined by the Board of Directors from time to time.

Section 21. Emeritus Board Members. A former member of the Board of Directors who served on the Board of Directors for a minimum of nine (9) years and made significant contributions to the Corporation's work may be deemed an emeritus board member by a majority affirmative vote of the Board of Directors (upon such affirmative vote an "Emeritus Board Member"). Such Emeritus Board Member shall receive all materials provided to the Board of Directors and may attend all meetings of the Board of Directors. No Emeritus Board Member shall vote on any issue before the Board of Directors. An Emeritus Board Member's presence at a meeting of the Board of Directors or any committee shall not count toward a quorum.

ARTICLE IV.

COMMITTEES

Section 1. Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of three (3) or more directors, to serve at the pleasure of the Board of Directors. Appointments to such committees shall be by majority vote of the Directors then in office. Any committee, to the extent provided in the resolution, shall have all the authority of the Board of Directors, except that no committee, regardless of Board resolution may:

- (a) Fill vacancies on the Board of Directors or on any committee;
- (b) Fix compensation of directors for serving on the Board of Directors or any committee;
- (c) Amend or repeal By-Laws or adopt new By-Laws;
- (d) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) Appoint any other committees of the Board of Directors or the members of these committees;
- (f) Spend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- (g) Approve any self-dealing transaction, except as provided by Section 5233(d)(3) of the California Corporations Code.

Section 2. Meetings. Meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of Article III of these By-Laws concerning meetings of Directors, with such changes in the context of those By-Laws as are necessary to substitute the committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee not inconsistent with the provisions of these By-Laws.

Section 3. Executive Committee.

- A. Powers. The Board of Directors shall establish an executive committee (the "Executive Committee") that is empowered to make decisions on behalf of the Corporation, except as prohibited by Section 1 of this Article IV. The Board of Directors shall determine, by resolution, the specific roles and authority of the Executive Committee.
- B. Number of Executive Committee Members. The Executive Committee shall have eight (8) members until the Directors shall fix a different number of members of the Executive Committee.
- C. Meetings. The Executive Committee shall be chaired by the Chairman of the Board or by such other Executive Committee member designated by the Board. A meeting of the Executive Committee shall be held at least once a year at such date, time and place as the Executive Committee shall determine. In addition to the annual meeting, regular meetings may be held at such times as shall from time to time be fixed by the President or the Executive Committee.
- D. Quorum. A quorum for any meeting of the Executive Committee shall be four (4) Directors who are members of the Executive Committee. Every act by a majority of the

members of the Executive Committee who are present at a meeting is an act of the Executive Committee. A meeting of the Executive Committee may not continue to transact business if there is a withdrawal of Directors initially present at the meeting and the number of remaining Directors present do not constitute a quorum of the Executive Committee. Members of the Executive Committee may not vote by proxy.

ARTICLE V.

OFFICERS

Section 1. Officers. The officers of this Corporation shall be a Chairman of the Board, President, Secretary and Treasurer, and such other officers as the Board of Directors may appoint.

Section 2. Election. The Board of Directors shall elect all officers of the Corporation for terms of one year, or until their successors are elected and qualified. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer of the Corporation may be removed with or without cause by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President

Section 4. Resignation. Any officer may resign at any time by giving written notice to this Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified by that notice and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this Corporation under any contract to which the officer is a party. Any resignation as an officer shall not affect the resigning officer's position as a director of the Corporation

Section 5. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors.

Section 6. President. The President shall be the chief executive officer of the Corporation and shall be responsible for conducting the affairs of the Corporation in a manner consistent with the policies and directives of the Board of Directors. He or she shall serve as a member of all committees of the Board of Directors, and shall have such other duties as may be prescribed by the Board of Directors.

Section 7. Secretary. The Secretary shall keep or cause to be kept, at the Corporation's principal office, or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the Board of Directors and of committees of the Board of Directors. The minutes of the meetings shall include the time and place that each meeting was held; whether the meeting was annual, regular, or special, and, if special, how authorized and the notice given; the names of persons and Directors present at the meeting. The Secretary shall

keep or cause to be kept, at the Corporation's principal office, a copy of the Corporation's articles of incorporation and these By-Laws, as amended to date. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and of committees of the Board of Directors required by these By-Laws to be given. The Secretary shall keep the corporate seal in safe custody. He or she shall perform such additional duties as shall be prescribed by the Board of Directors.

Section 8. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall have charge and custody of and shall receive, safeguard, disburse and account for all funds of the Corporation, and shall deposit and invest them in such banks, other depositories or investments as may be designated by the Board of Directors. The Treasurer shall maintain adequate and correct books and records of the Corporation, and shall prepare and submit such accounting and tax forms as may be required by local, state and federal law. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, these Bylaws, or the Board of Directors. The books of account shall be open to inspection by any Director at all reasonable times during the business hours of the Corporation. The Treasurer shall have such additional powers and duties as shall be prescribed by the Board of Directors.

Section 9. Vice Presidents. The Board of Directors may appoint one (1) or more Vice Presidents to perform such duties and have such powers as the Board of Directors shall designate.

ARTICLE VI

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this Corporation shall end each year on June 30th.

Section 2. Contracts. All contracts entered into on behalf of this Corporation must be authorized by the Board of Directors, by the Executive Committee, or by the President.

Section 3. Execution of Checks. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of the Corporation shall be signed by such individuals as are authorized by the President.

Section 4. Reports to Directors. The President shall furnish a written report annually to all Directors of this Corporation containing the following information:

- (a) The assets and liabilities, including the trust funds, of this Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of this Corporation both unrestricted and restricted for

particular purposes, for the-fiscal year;

(d) The expenses or disbursements of this Corporation, for both general and restricted purposes during the fiscal year;

Section 5. Annual Statement Involving Directors. As part of the annual report to the Directors pursuant to Section 4, the Corporation shall annually furnish a written statement to all Directors that lists covered transactions which (i) the Corporation, (ii) its parent, if any, or (iii) subsidiary was a party, and in which any Director or officer of the Corporation, its parent or subsidiary, had a direct or indirect material financial interest. A mere common directorship is not a material financial interest. For the purpose of this Section 5, covered transactions required to be reported are (i) any transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000), or (ii) which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which in the aggregate involved more than Fifty Thousand Dollars (\$50,000). The statement prepared pursuant to this Section 6 shall contain the following information:

- (a) a brief description of the transaction;
- (b) the names of the interested person or persons;
- (c) a brief description of the person's relationship to the Corporation;
- (d) a brief description of the nature of the person's interest in the transaction, and, where practicable, the amount of such interest (provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated).

The statement prepared pursuant to this Section 5 shall also briefly describe the amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any officer or Director of the Director pursuant to Section 18.

Section 6. Amendment of By-Laws. These By-Laws may be amended or repealed and new By-Laws adopted by the vote of a majority of all of the members of the Board of Directors.

Section 7. Compensation and Reimbursement of Expenses. The Board of Directors shall serve without compensation though the Corporation shall provide full reimbursement for monies expended on behalf of the Corporation by its officers or Directors.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

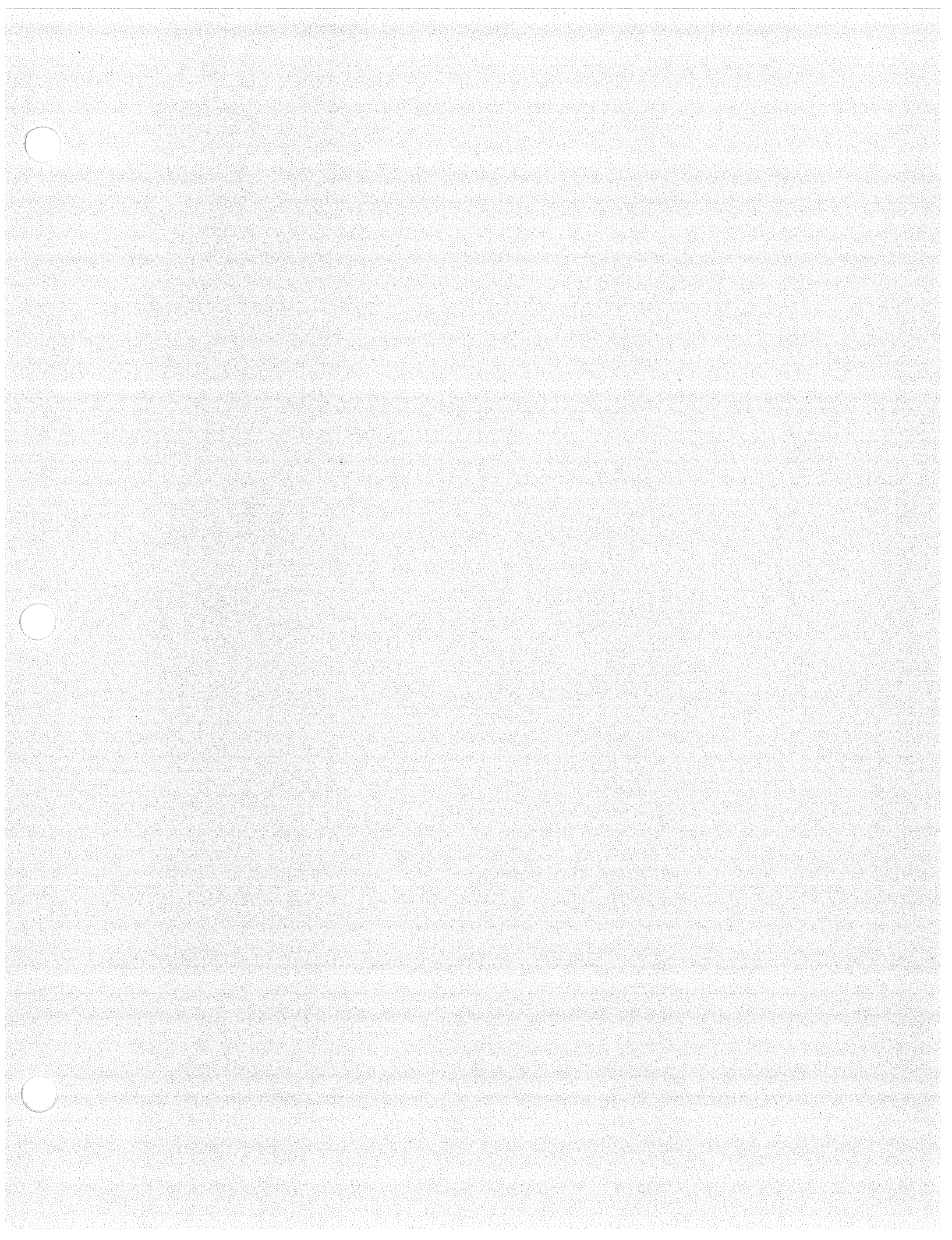
(1) That I am the duly elected and acting assistant Secretary of BRIDGE Housing Corporation, a California non-profit public benefit corporation; and

(2) That the foregoing Amended and Restated By-Laws, comprising 9 pages, constitute the By-Laws of such corporation as duly adopted by the Directors of such corporation on June 30, 2004.

IN WITNESS THEREOF, I have hereunto subscribed my name, this 1 day of July, 2004.

By: _____

SUSAN JOHNSON, Assistant Secretary



Internal Revenue Service
District Director

Department of the Treasury

P O BOX 36001 STOP SF-4-4-46
SAN FRANCISCO, CA 94102

Date: MAY 13, 1988

BRIDGE HOUSING CORPORATION
150 CALIFORNIA STREET SUITE 200
SAN FRANCISCO, CA 94111

Employer Identification Number:
94-2827909
Case Number:
958092017
Contact Person:
DANIEL STEVENS
Contact Telephone Number:
(415) 556-0319

Our Letter Dated:
Jan. 20, 1983
Caveat Applies:
Yes

Dear Applicant:

This modifies our letter of the above date in which we stated that you would be treated as an organization which is not a private foundation until the expiration of your advance ruling period.

Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Internal Revenue Code, because you are an organization of the type described in section 509(a)(1) and 170(b)(1)(A)(vi). Your exempt status under section 501(c)(3) of the code is still in effect.

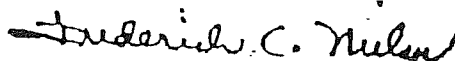
Grantors and contributors may rely on this determination until the Internal Revenue Service publishes a notice to the contrary. However, a grantor or a contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act that resulted in your loss of section 509(a)(1) status, or acquired knowledge that the Internal Revenue Service had given notice that you would be removed from classification as a section 509(a)(1) organization.

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If the heading of this letter indicates that a caveat applies, the caveat below or on the enclosure is an integral part of this letter.

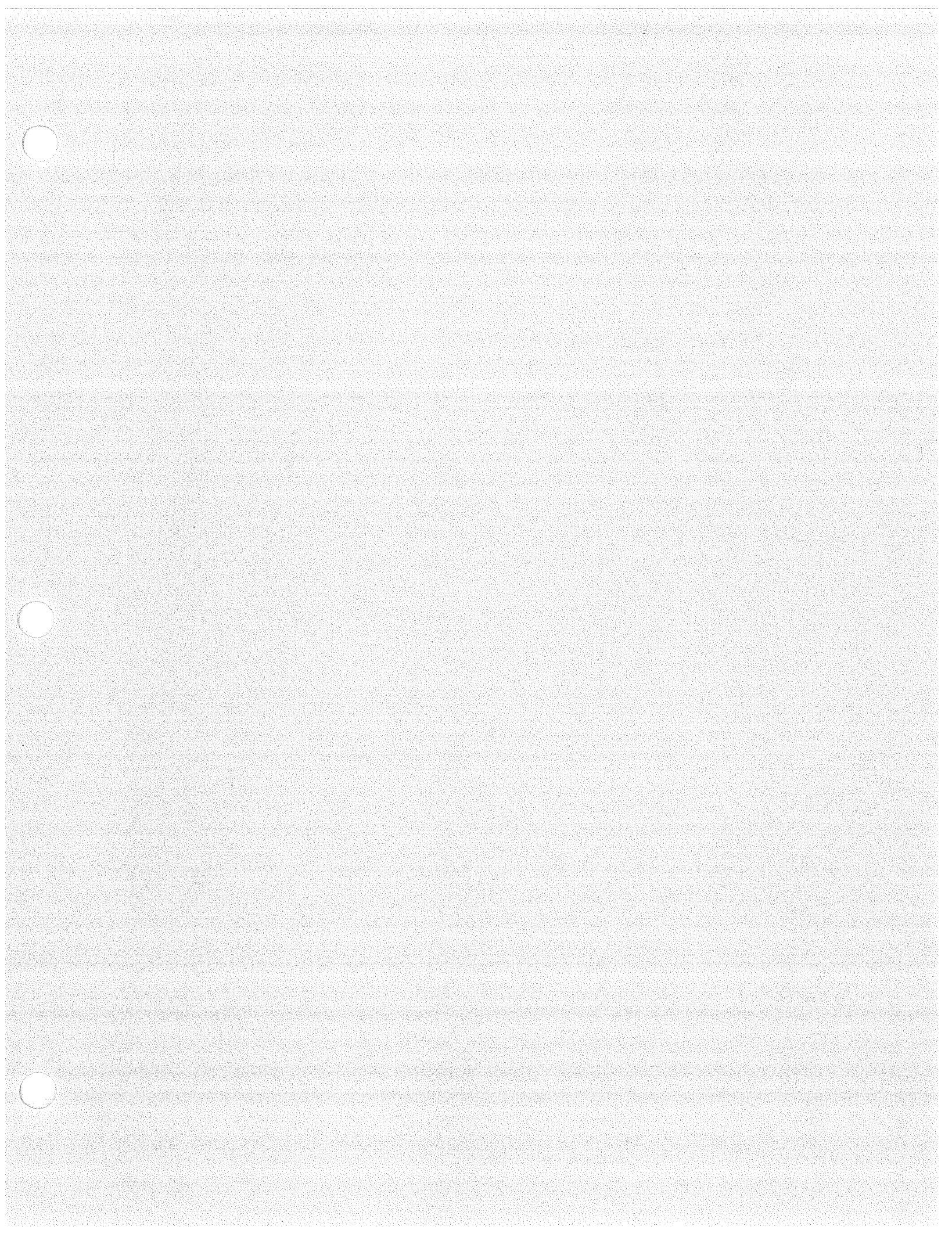
If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,



Frederick C. Nielsen
District Director

Letter 1050(CG)



**State of California
Secretary of State**

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the **1st day of June, 1982, BRIDGE HOUSING CORPORATION** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of September 15, 2007.



Debra Bowen

**DEBRA BOWEN
Secretary of State**

