

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

JUL 26 2006

ARTICLES OF INCORPORATION
OF
FOX OAKLAND THEATER, INC.
A California Nonprofit Public Benefit Corporation

ARTICLE I

The name of this Corporation is Fox Oakland Theater, Inc., a California nonprofit public benefit corporation.

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 for public and charitable purposes.

(B) The specific public purposes of this Corporation are:

(1) the preservation of historic resources for cultural, historic, educational, and recreational purposes in the City of Oakland,

(2) to serve low-income communities and low-income persons in the City of Oakland by promoting economic development and job creation in such communities by removing physical, social and economic blight thereby creating and encouraging economic development.

ARTICLE III

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

Richard F. Illgen
Senior Deputy City Attorney
City of Oakland, Office of the City Attorney
One Frank Ogawa Plaza, 6th floor
Oakland, CA 94612

ARTICLE IV

(A) This Corporation is organized and operated exclusively for public purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(B) Notwithstanding any other provision of these Articles of Incorporation, this 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 the corresponding provision of any future United States Internal Revenue law, or (ii) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law.

(C) No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this 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.

ARTICLE V

This Corporation is formed, and shall be operated, to support the City of Oakland, a municipal corporation in the State of California, and the Redevelopment Agency of the City of Oakland, a community redevelopment agency organized and existing under the California Community Redevelopment Law.

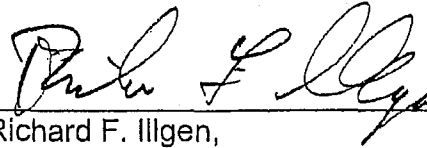
ARTICLE VI

The property of this Corporation is irrevocably dedicated to public 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.

ARTICLE VII

In the event of dissolution, any assets of the Corporation remaining after compliance with the applicable provisions of Chapter 15 (commencing with Section 6510), Chapter 16 (commencing with Section 6610), and Chapter 17 (commencing with Section 6710) of the California Nonprofit Public Benefit Corporation Law shall be distributed to a nonprofit fund, foundation, or corporation, other than one created for religious purposes, that is organized and operated exclusively for charitable purposes, and which has established and maintained its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future Internal Revenue Law, or to the City of Oakland, Redevelopment Agency of the City of Oakland, or other governmental entity, provided such assets are used for charitable purposes.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of Fox
Oakland Theater, Inc., has executed these Articles of Incorporation on July 24, 2006.



Richard F. Illgen,
Incorporator





State of California
Secretary of State

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



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

AUG 03 2006

BRUCE McPHERSON
Secretary of State