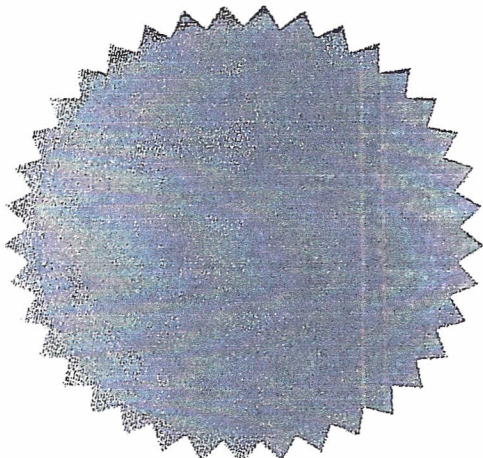


SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 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 - 7 1999

Bill Jones

Secretary of State

2172066

ENDORSED - FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

AUG -4 1999

GILL JONES, SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

MW PRINCE HALL ARMS, INC.

A California Nonprofit Public Benefit Corporation

I. NAME

The name of the corporation is MW Prince Hall Arms, Inc.

II. PURPOSE

(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 California Nonprofit Public Benefit Corporation Law for charitable purposes. The general purpose of this corporation is to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, provided that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

(b) The specific charitable and public purposes for which the corporation is organized are (1) providing affordable housing for low income persons, where no adequate housing exists for such groups; and (2) to serve as a general partner in a limited partnership which owns and operates housing for the benefit of low income persons who are in need of affordable, decent, safe and sanitary housing and related services, where an inadequate supply of housing exists for such groups.

III. AGENT OF SERVICE

The name and address in California of the corporation's initial agent for service of process is Frederick B. Young, Jr. 3108 Potrero Way, Fairfield, California 94533.

IV. DEDICATION AND DISPOSITION

(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 of this corporation or to the benefit of any private individual.

(b) Upon the winding up and dissolution of this corporation, and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation 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 of 1986 as amended or the corresponding provision of any future Internal Revenue Code (the "Internal Revenue Code").

V. LIMITATION OF CORPORATE ACTIVITIES

(a) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by: (i) 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 of the Internal Revenue Code.

(b) No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code, and this corporation shall not participate in or interfere in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

VI. DIRECTORS

The number of directors and the manner in which directors shall be chosen and removed from office, their qualifications, powers, duties, term of office, the manner of filling vacancies on the board of directors and the manner of calling and holding meetings of directors shall be as stated in the bylaws.

Adopted this 3rd day of August, 1999.


Dianne Jackson McLean, Incorporator

DECLARATION

I declare that I am the person who executed the foregoing Articles of Incorporation which execution is my act and my deed.

Date: August 3, 1999


Dianne Jackson McLean

