

BOARD OF SUPERVISORS

COUNTY OF HUMBOLDT

RESOLUTION NO. 85-115

December 10, 1985

RESOLUTION OF THE BOARD OF
SUPERVISORS OF THE COUNTY OF
HUMBOLDT PROVIDING FOR
THE FORMATION OF THE
HUMBOLDT COUNTY PUBLIC
PROPERTY LEASING CORPORATION
AND OTHER MATTERS RELATED
THERE TO

WHEREAS, the Board of Supervisors desires to create a nonprofit public benefit corporation to assist the County in the acquisition for County use of real and personal property of every kind or nature which the County requires to perform its governmental functions; and

WHEREAS, the County is authorized by law to provide for the formation of such a corporation.

NOW, THEREFORE, BE IT RESOLVED AND ORDERED by the Board of Supervisors of the County as follows:

1. The formation of a nonprofit public benefit corporation to be known as the "Humboldt County Public Property Leasing Corporation" (the "Corporation") is hereby approved. The Articles of Incorporation of the Corporation presented to this meeting are hereby approved for execution by the directors of the Corporation and for filing with the Secretary of State of California.

2. The Bylaws of the Corporation presented to this meeting are hereby approved.

3. The Treasurer of the County, working in conjunction with the County Administrator, the Auditor-Controller of the County and the County Counsel, is authorized and directed to take the necessary and appropriate steps to implement the formation of the Corporation and the commencement of its operations.

4. The individuals whose names and addresses follow are hereby appointed the initial directors of the Corporation:

<u>Name</u>	<u>Address</u>
1. Sam B. Merryman, Jr.	P.O. Drawer V Trinidad, CA 95570, 707-677-3111
2. Sam S. Mitchell	1770 Eastwood Drive Eureka, CA 95501, 707-442-7255
3. Charles M. Thomas, Jr.	2121 Myrtle Avenue Eureka, CA 95501, 707-443-4947

Merryman shall serve as President of the Corporation,
Mitchell as Secretary and Thomas as Treasurer.

5. This resolution shall take effect immediately upon its passage.

I hereby certify that the foregoing Resolution was duly adopted by the Board of Supervisors of Humboldt County on the 10th day of December, 1985.

ROBERT E. HANLEY,
Clerk of the Board of Supervisors
of Humboldt County

By: *Walter Chisholm*
Title: Chairman, Board of Supervisors

[SEAL]

ATTEST: ROBERT E. HANLEY
CLERK OF THE BOARD

By: *Severly A. Stewart*
DEPUTY

BOARD OF SUPERVISORS, COUNTY OF HUMBOLDT, STATE OF CALIFORNIA

Certified copy of portion of proceedings, Meeting of

December 10, 1985

Adopted on motion by Supervisor Pritchard, seconded by Supervisor Sparks and the following vote:

- AYES: Supervisors— Renner, Pritchard, Chesbro, Sparks
- NOES: Supervisors— None
- ABSENT: Supervisors— None
- ABSTAIN: Supervisors— None

STATE OF CALIFORNIA }
County of Humboldt } ss

I, ROBERT E. HANLEY, Clerk of the Board of Supervisors, County of Humboldt, State of California, do hereby certify the foregoing to be a full, true and correct copy of the original made in the above entitled matter by said Board of Supervisors at a meeting held in Eureka, California as the same now appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Seal of said Board of Supervisors

ROBERT E. HANLEY December 10, 1985

Clerk of the Board of Supervisors of the County of Humboldt, State of California

By Dewerly A. Stewart
Deputy

ARTICLES OF INCORPORATION

of

HUMBOLDT COUNTY PUBLIC PROPERTY
LEASING CORPORATION

(A Nonprofit Public Benefit Corporation)

I

The name of this Corporation is "Humboldt County Public Property Leasing Corporation" (the "Corporation").

II

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The Corporation is organized under the Nonprofit Public Benefit Corporation Law for public purposes. The specific and primary purpose for which the Corporation is formed is to provide assistance to the County of Humboldt, California (the "County"), by acquiring, constructing, improving, remodeling, and equipping, or providing for the acquisition, construction, improvement, remodeling and equipping, of real and personal property of any kind or nature whatsoever and by making such property available, by lease or otherwise, to the County for use by the County in performing the County's governmental functions.

Incidental to and in order to carry out the foregoing purpose, the Corporation shall have and possess, subject to the provisions of these Articles, all powers now or hereafter conferred upon nonprofit public benefit corporations by the laws of the State of California, with the following

limitation: The Corporation shall never engage in any activity other than such activities as may be incidental to and for the purpose of carrying out the primary purpose for which the Corporation is formed for and on behalf of the County.

III

The Corporation is organized as a nonprofit public benefit corporation without capital stock and without members. No gains, profits or dividends shall be distributed to any of the directors or officers of the Corporation, and no part of the net earnings, funds or assets of the Corporation shall inure to the benefit of any director, officer or individual, or any other person, firm or corporation excepting only the County. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall it participate in, or intervene in, or publish or distribute statements concerning, any political campaign on behalf of any candidate for public office. The property of the Corporation is irrevocably dedicated to the County; provided, however, that until all indebtedness of the Corporation shall have been paid, such property and any net revenues therefrom may be used for the purpose of paying and retiring such indebtedness.

IV

The name and address of the initial agent for service of process of the Corporation are Stephen A. Strawn, Treasurer, Humboldt County, 825 Fifth Street, Eureka, California 95501.

V

The number of directors of the Corporation shall be three (3), until such number shall be changed by an amendment to these Articles. The names and addresses of the persons who are appointed to act as the first directors of the Corporation, until the selection of their successors, are as follows:

<u>Name</u>	<u>Address</u>
<u>Sam B. Merryman, Jr.</u>	<u>P.O. Drawer V</u> <u>Trinidad, CA 95570, 707-677-3111</u>
<u>Sam S. Mitchell</u>	<u>1770 Eastwood Drive</u> <u>Eureka, CA 95501, 707-442-7255</u>
<u>Charles M. Thomas, Jr.</u>	<u>2121 Myrtle Avenue</u> <u>Eureka, CA 95501, 707-443-4947</u>

VI

These Articles of Incorporation may be amended only with the written consent of the County.

VII

Upon any liquidation, dissolution or winding up of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the directors shall distribute and transfer all remaining assets of the Corporation to the County.

BYLAWS

for the regulation, except as
otherwise provided by statute or
its Articles of Incorporation

of

HUMBOLDT COUNTY PUBLIC PROPERTY LEASING CORPORATION

a California nonprofit public benefit corporation

ARTICLE I. OFFICES

Section 1. Principal Office. The corporation's principal office shall be fixed and located at the County Courthouse, 825 Fifth Street, Eureka, California 95501, or at such other place within the County of Humboldt, California (the "County") as the Board of Directors (the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another within the County.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places; provided that the establishment of any branch or subordinate offices outside the County must be approved by the Board of Supervisors of the County (the "Board of Supervisors").

ARTICLE II. MEMBERSHIP

There shall be no members of the corporation.

ARTICLE III. DIRECTORS

Section 1. Powers. Subject to limitations of the Articles of Incorporation (the "Articles") and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the corporation to any person or persons, a management company or committees, however composed, provided that any such delegation other than to a committee of the Board of Directors or to the staff of the Board of Supervisors must be approved by the Board of Supervisors, and provided, moreover, that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. Without prejudice to such general powers,

but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the other officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with the law, the Articles or these Bylaws, fix their compensation and require from them security for faithful service.

(b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem best.

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, certificates of participation or other evidences of debt.

Section 2. Number of Directors. The authorized number of directors shall be three (3) until changed by amendment of the Articles or by a Bylaw.

Section 3. Term of Office. Directors shall hold office for one year and until a successor has been designated and qualified.

Section 4. Resignation and Removal. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the Chairman of the Board of Directors, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 5. Designation of Directors and Filling of Vacancies. The initial directors and their successors shall be designated by the Board of Supervisors.

Vacancies in the Board of Directors shall be filled by the Board of Supervisors by designation. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased.

If the resignation of a director is intended to take effect at a future time, the Board of Supervisors shall have power to designate a successor to take office when said resignation is to become effective.

Section 6. Place of Meeting. Meetings of the Board of Directors shall be held at any place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, regular meetings and special meetings shall be held at the principal office of the corporation. The designation of a meeting place outside the County must be approved by the Board of Supervisors.

Section 7. Organizational Meetings. The Board of Directors shall hold a regular annual meeting for the purpose of organization, election of officers, and the transaction of other business. The location, date and time of any regular meeting shall be fixed by resolution.

Section 8. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held without call or notice on such dates and at such times and places as the Board of Directors shall fix by resolution.

Section 9. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board of Directors, the President, any Vice President, the Secretary or any two directors. Any person calling such meeting shall cause notice of the meeting to be given pursuant to the requirements set forth in Section 10 below.

Section 10. Ralph M. Brown Act. All meetings of the Board of Directors and any committee thereof shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the Government Code of the State of California).

Section 11. Quorum. A majority of the authorized number of directors constitutes a quorum of the Board of Directors for the transaction of business, except to adjourn as provided in Section 13 of this Article III. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required quorum for such meeting.

Section 12. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 13. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than seventy-two (72) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 14. Rights of Inspection. Every director and every member of the Board of Supervisors, or their designees, shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 15. Committees. The Board of Directors may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board of Directors except with respect to:

(a) The filling of vacancies on the Board of Directors or in any committee;

(b) The fixing of compensation of the directors for serving on the Board of Directors or on any committee;

(c) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(d) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; or

(e) The appointment of other committees of the Board of Directors or the members thereof.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board of Directors shall specify. The Board of Directors may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board of Directors shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board of Directors or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article III applicable to meetings and actions of the Board of Directors. Minutes shall be kept of each meeting of each committee.

Section 16. Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board of Directors and ratified by the Board of Supervisors.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the corporation, who shall be directors of the corporation, shall be a President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board of Directors.

Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by, and shall serve at the pleasure of, the Board of Directors, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. Subordinate Officers. The Board of Directors may elect, and may empower the President to appoint, such other officers, who need not be directors of the corporation, as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors at any time or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. Chairman of the Board. The Chairman of the Board of Directors, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors.

Section 7. President. Subject to such powers, if any, as may be given by the Board of Directors to the Chairman of the Board of Directors, if there be such an officer, the

President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board of Directors, general supervision, direction and control of the business and affairs of the corporation. In the absence of the Chairman of the Board of Directors, or if there be none, the President shall preside at all meetings of the Board of Directors. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board of Directors.

Section 8. Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any be appointed, in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time be prescribed for them respectively by the Board of Directors.

Section 9. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board of Directors and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 10. Treasurer. The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board of

Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

ARTICLE V. OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chairman of the Board of Directors, the President or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board of Directors, and, unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board of Directors or the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

ARTICLE VI. NOTICE

Section 1. Notice of Meetings. Notice of all meetings of the Board of Directors, and any committees thereof, shall be given to the Board of Supervisors in writing in the same manner as notices are given to the directors of the corporation. Notices shall be directed to the Board of Supervisors of the County of Humboldt, County Courthouse, 825 Fifth Street, Eureka, California 95501, Attention: Clerk of the Board of Supervisors. Failure to give such notice shall not in any way invalidate any action taken by the Board of Directors at any such meeting.

Section 2. Participation of the Board of Supervisors. Members, or their designees, of the Board of Supervisors shall have the right to attend meetings of the Board of Directors, and committees thereof, and to make recommendations thereto.

ARTICLE VII. EMERGENCY PROVISIONS

During any emergency resulting from an attack on the United States or on a locality in which the corporation conducts its activities or customarily holds meetings of its Board of Directors, or during any nuclear or atomic disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board of Directors or of the Executive Committee, if any, cannot readily be convened for action, a meeting of the Board of Directors or of said committee may be called by any officer or director. Such notice need be given only to such of the directors or members of the committee, as the case may be, as it may be feasible to reach at that time including, without limitation, by publication or radio.

The director or directors in attendance at the meeting of the Board of Directors, and the member or members of the Executive Committee, if any, in attendance at the meeting of the committee, shall constitute a quorum. If none is in attendance at the meeting, the officers or other persons designated on a list approved by the Board of Directors before the emergency, all in such order of priority and subject to such conditions and for such period of time (not longer than reasonably necessary after the termination of the emergency) as may be provided in the resolution approving the list, shall, to the extent required to provide a quorum at any meeting of the Board of Directors or of the Executive Committee, be deemed directors or members of the committee, as the case may be, for such meeting.

The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties. The Board of Directors, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative offices or authorize the officers to do so.

ARTICLE VIII. AMENDMENTS

Any Bylaw may be adopted, amended or repealed by the Board of Directors; provided, however, that these Bylaws shall not be amended or repealed without the consent of the Board of Supervisors.