

CENTRAL VALLEY COALITION
FOR AFFORDABLE HOUSING,
a California nonprofit public benefit corporation
3351 "M" Street, Ste. #100
Merced, CA 95348
(209) 388-0782
chris@centralvalleycoalition.com
www.centralvalleycoalition

STATEMENT OF INTEREST
WITH AREAS OF CONCENTRATION AND SPECIALTY

CITY OF MERCED

CENTRAL VALLEY COALITION FOR AFFORDABLE HOUSING, a California nonprofit public benefit corporation

Central Valley Coalition for Affordable Housing and our partner Richmond Group, is interested in providing multi-family affordable housing, for senior and/or family housing. We also are interested in enhancing, to providing veteran, special needs and farm worker housing to the City of Merced.

Our organizations combined have mostly done 9% and 4% tax credit deals but also have some HOME or HUD properties that don't involve tax credits. Central Valley Coalition for Affordable Housing has used the following funding: CDBG, HOME, Serna, Alliance, Rural Development, Redevelopment Agency, MHSA, Project Based Vouchers, HUD, Fannie and Freddie just to name a few of the sources that we have used to make developments works. We will work tirelessly with the local agencies to design a project in the area that serves their most need and to find all available funds to make it financially feasible, as well as to fulfil their vision. We are interested in using any funds the city may have available in hand or to apply for funds that will help to develop housing that meets the city goals.

Central Valley Coalition for Affordable Housing, is proud to call Merced its home and wants to continue to focus on making a better place for families who are in affordable housing. We also want to continue to work with local agencies whose common goal is to see Merced as a place where dreams come true and every family has a pillow at the end of the day to rest their head on and call home.

**CENTRAL VALLEY COALITION
FOR AFFORDABLE HOUSING,**
a California nonprofit public benefit corporation

TEAM EXPERIENCE

**History of the Central Valley Coalition for
Affordable Housing**

**List of Developments completed by the Coalition
(Current) – Senior/Family/Special needs**

Principals Resume involved in developments

HISTORY OF THE CENTRAL VALLEY COALITION FOR AFFORDABLE HOUSING

The Central Valley Coalition for Affordable Housing was established in 1989, by the Housing Authority of the County of Merced. The Director of the Housing Authority believed there was a need for more affordable housing within Merced County, but as a Housing Authority, the agency was unable to produce new housing. The Federal Government had, for all practical purposes, removed itself from the development of affordable, low income housing, creating the opportunity for a local non-governmental organization to collaboratively put together funding programs from within the community to meet local housing needs.

The Coalition is committed to making safe, decent, affordable housing available to people that could not otherwise afford it. The Coalition is dedicated to providing service-enriched affordable housing for low-income families, the elderly and the handicapped. We work to combat community deterioration and to lessen the burdens on government. Our vision is for all people to enjoy quality affordable housing regardless of age, income, national origin, color, sex, or religion, and for all persons to have access to necessary services in order to maintain a self-sufficient and independent lifestyle.

Original Projects

The Coalition's first development was a 27 unit project consisting of three and four bedroom duplexes located in the City of Merced. After reviewing several alternatives, the Coalition decided to contract with the Affordable Housing Development Corporation (AHDC) for financial services. A package was developed utilizing property the Coalition received from the City of Merced. That project remains the first tax credit project developed by the Coalition. At that time, the Coalition also entered into an agreement with the City of Merced to rehabilitate and manage a 7-unit project consisting of one studio and 6 two-bedroom units. The Coalition completed rehabilitation work and took over ownership of these units which are still fully occupied with low-income families. With completion of these projects, the Coalition was on its way to developing affordable housing and collaborating with local agencies to bring its and their goals to reality.

CHDO Funding

The Coalition received Community Housing Development Organization (CHDO) status with our local Participating Jurisdiction, the City of Merced, which agreed to work with the Coalition in meeting its goal of developing affordable housing. Our first CHDO monies were used to purchase a Victorian house which was moved, rehabilitated and is remains occupied today by a low-income family.

Since its first year as the City's CHDO, the Coalition has received set-aside funds for fiscal years 95/96, 96/97, 97/98, 98/99, 99/00, 00/01, 01/02, 02/03, 03/04, 04/05, 05/06, 06/07, 07/08, 08/09, 09/10, 10/11, 11/12, 12/13, 13/14, 14/15, 16/17, 17/18 and 19/20. We work closely with the City of Merced to clean up blight and develop affordable housing that meets everyone's goals.

In a similar fashion, the Coalition has worked with the City of Turlock purchasing, developing, and/or rehabilitating single family homes throughout the City for use as affordable rentals. The Coalition has served as the City of Turlock's CHDO and received its 00/01, 01/02, 02/03, 03/04, 04/05, 05/06, 06/07, 07/08, 11/12, 12/13 & 14/15 CHDO set-aside of HOME funds. These funds have been used for a number of projects including a new construction 44-unit Senior Complex and assisting the City with a mixed use project that included a 104-unit component.

Homeownership Program

The Coalition's partnerships with the cities of Merced and Turlock go beyond just providing new affordable housing to area residents. One of the Coalition's goals is to help low-income families become homeowners. The Coalition works with tenants during a five year period hoping to empower them to make sound financial choices which inevitably lead to home ownership. During this five year period tenants attend homeownership classes, credit counseling, budgeting, home maintenance, housekeeping and money management classes geared to assist them in better financial planning, spending, and saving, again with the ultimate goal of responsible home ownership.

Area Multi-Family/Senior Projects

1995 - The Coalition purchased a 50-unit Section 8 project-based senior apartment complex, Merced Golden. This project used HUD funding and maintains full occupancy status.

1995 - The Coalition was awarded HOME funds from the 1995 Notice of Funding Availability (NOFA) for a 60 unit multi-family complex in Planada. This site is completed and maintains full occupancy status.

1996 - The Coalition successfully negotiated an agreement with the City of Merced and AHDC for the development of a 100-unit senior citizens' complex, Sierra Meadows. Located in close proximity to the Senior Citizens' Center in Merced the complex is now managed by another company and maintains full occupancy status.

1997 - The Coalition successfully applied and received HOME funds for a project in Hanford which is completed and maintains full occupancy status.

2002 - The Coalition successfully applied and received HOME funds for a project in Farmersville which is completed and maintains full occupancy status.

2003 - The Coalition received 2003 HOME funds for a second phase to Green Street Townhomes in Dinuba. This project is completed and maintains full occupancy status.

2003 - The Coalition began construction on a 204-unit Affordable Housing Development in the City of Merced known as The Grove. The Coalition worked with the City to see this project become a reality. Financing included HOME and Section 108 funds from the City of Merced and the project was completed in 2004. Today the complex is near rental capacity and provides project-based rents to tenants.

2005 – The Coalition began construction on a 44-unit affordable housing senior complex in the City of Turlock known as Crane Terrace Apartments. Central Valley Coalition for Affordable Housing worked closely with the City of Turlock to ensure the City’s vision came to life. This project was funded with Redevelopment Agency funds, HOME funds and tax credits.

2006 – The Coalition completed development of a 30-unit complex located in Mammoth, California which remains fully occupied. Funding included HOME funds from the Town of Mammoth and tax credits from the California Tax Credit Allocation Committee.

2013 – The Coalition completed development of a 66-unit multi-family complex, Gateway Terrace, in Merced. A project-based voucher complex this facility is fully occupied. Funding from the City of Merced consisted of HOME funds and CHDO funds. In addition there are tax credits, and funding from the Mental Health Department of the County of Merced.

A list of our tax credit projects will be provided upon request for a complete overview of units completed by the Coalition throughout California.

To date the Coalition has completed over 280 projects state-wide providing over 20,000 units of low-income housing to California low-income families.

Social Services

The Coalition has grown through the years and with that growth has come additional servicing opportunities for low-income families. One of these opportunities is providing life skill classes and after-school programs for our residents. These programs grew out of a grant opportunity from HUD which allowed the Coalition and Housing Authority of the City of Merced to create life skill classes for families. Classes are geared to help residents become self-sufficient, enhance their job skills, and provide resources in the areas of health, wellness, and nutrition. Youth classes offer tutoring, behavior, health, and educational lesson plans.

Summary

The Coalition is dedicated to the original intent of the organization, in that we are working diligently to increase the inventory of decent, safe and affordable housing to persons and families of low and moderate income throughout the valley, who could not otherwise afford it. We are willing to work with anyone or any agency that will help us with this goal and, so far, we have been successful.

Christina Alley, Chief Executive Officer, has been with the Coalition since its creation. She assisted in drafting the non-profit corporation documents as well as developing many programs for the agency. She has had the honor of seeing the corporation grow and meet its objectives through the years.

The Coalition receives legal assistance from Robert Haden of the Law Firm Robert Haden Professional Corporation, located at 2241 “N” Street, Merced, CA 95340.

CENTRAL VALLEY COALITION FOR AFFORDABLE HOUSING

LIST OF PROJECTS:

<u>Project Name:</u>	<u># of Units</u>	<u>Location:</u>	<u>County</u>
1 Brentwood/Arbor Ridge	178	Brentwood	Contra Costa
2 Bristlecone	30	Mammoth	Mono
3 Cambridge Court/Stockton Invest.	132	Stockton	San Joaquin
4 Carrington Pointe	80	Los Banos	Merced
5 Cedarbrook	70	Hanford	Kings
6 Stockton Meridian (Hampton Square/Phoenix)	186	Stockton	San Joaquin
7 Palm Terrace	80	Auburn	Placer
8 Park Meadows	140	Bakersfield	Kern
9 Sierra Meadows-Senior	100	Merced	Merced
10 Watsonville West Bridge/Stonecreek	120	Watsonville	Santa Cruz
11 Coventry Place	140	Clovis	Fresno
12 Westberry Square	100	Lemoore	Kings
13 Chico Parkside Terrace	90	Chico	Butte
14 Entrada	172	San Diego	San Diego
15 Maple Tree	48	Los Angeles	Los Angeles
16 Chesapeake Bay	216	Tracy	San Joaquin
17 Salinas Bay	95	Salinas	Monterey
18 Nantucket Bay	160	Salinas	Monterey
19 Magnolia on Lake	46	Los Angeles	Los Angeles
20 Eastmont Seniors Housing	69	Oakland	Alameda
21 Roosevelt Commons	48	Merced	Merced
22 Hudson Bay	80	Galt	Sacramento
23 Shadowbrook	80	Redding	Shasta
24 *1441 Apple Lane	1	Turlock	Stanislaus
25 *412 Montana	1	Turlock	Stanislaus
26 581 & 583 Columbia Ave	2	Turlock	Stanislaus
27 *1401 & 420 Montana	2	Turlock	Stanislaus
28 *401 N. Broadway	1	Turlock	Stanislaus
29 546 S. Rose	3	Turlock	Stanislaus
30 145 & 147 W. 12th St.	1	Merced	Merced
31 4334 Mathias	1	Merced	Merced
32 143 W. 20th Street	1	Merced	Merced
33 *161 W. 18th Street & 1820 I Street	2	Merced	Merced

34	1130 P Street	4	Merced	Merced
35	20th & H Street	6	Merced	Merced
36	*214 W. 19th Street	1	Merced	Merced
37	2nd & "R" Street	7	Merced	Merced
38	*426 W. 20th Street	1	Merced	Merced
39	*424 M. Street	1	Merced	Merced
40	*504 "R" Street	1	Merced	Merced
41	*2806 Parsons	1	Merced	Merced
42	*3403 M Street	1	Merced	Merced
43	*3437 M Street	1	Merced	Merced
44	2668 N. Highway 59	4	Merced	Merced
45	Childs Ave.	27	Merced	Merced
46	Merced Golden	50	Merced	Merced
47	Crane Terrace	44	Turlock	Stanislaus
48	Oakdale Heritage Oak	50	Oakdale	Stanislaus
49	Evergreen	54	Los Angeles	Los Angeles
50	Perris Isle	189	Moreno Valley	Riverside
51	Kimball Crossing	56	Red Bluff	Tehama
52	Bricker	16	Los Angeles	Los Angeles
53	Livingston Harvest Garden	44	Livingston	Merced
54	Gateway Merced	66	Merced	Merced
55	Vaile Del Sol - Coalinga	40	Coalinga	Fresno
56	Main Plaza/Brisa Del Mar	105	Chula Vista	San Diego
57	Village at Chowchilla	81	Chowchilla	Madera
58	Nipomo San Luis Bay	120	Nipomo	San Luis
59	Adagio	55	Clearlake	Lake
60	ML Lincoln	57	Mecca	Riverside
61	Sunny View Family	70	Delano	Kern
62	Meridian Apartments	47	Sacramento	Sacramento
63	Mecca/Clinton Family/MCFA	59	Mecca	Riverside
64	Parlier/Bella Vista	47	Parlier	Fresno
65	La Amistad/Mendota Lozano St.	81	Mendota	Fresno
66	Olympic Village	54	Clearlake	Lake
67	Pixley/Mirage Vista	55	Pixley	Tulare
68	Roosevelt Family/750 Grande	52	Nipomo	San Luis Obispo
69	Pinetop Hills	64	Pinetop Hills	Pinetop Hills
70	Tivoli Heights	48	Tivoli Heights	Tivoli Heights
71	Tivoli Heights II	48	Tivoli Heights	Tivoli Heights
72	Willcox Townhomes	40	Willcox	Willcox

73	Monterey Family Apt.	72	San Jose	Santa Clara
74	Larkspur Village/Ridgecrest Housing Investors	81	Ridgecrest	Kern
75	Fowler Walnut Grove Villa	40	Fowler	Fresno
76	Rancho Montana	69	Madera, California	Madera
77	Rancho Cielo Senior	41	Madera, California	Madera
78	Asian Casa Grande/Cottonwood Crossing	128	Appleton, Oregon	Fresno
79	University Gardens	113	Los Angeles	Los Angeles
80	Plaza Grande	92	Salinas	Monterey
81	Green Street	36	Dinuba	Tulare
82	Valencia House-Seniors	47	Woodlake	Tulare
83	Pioneer Street	112	Bakersfield	Kern
84	Desert Oak/Kern 2008 Community Partners	42	Mojave	Kern
85	Hudson Park I & II/Kern 2008 Community Partners	84	Shafter	Kern
86	Orchard Manor I/Tulare 2010 Community Partners	44	Orosi	Tulare
87	Orchard Manor II/Tulare 2010 Community Partners	32	Orosi	Tulare
88	Alta Vista/Tulare 2010 Community Partners	42	Orosi	Tulare
89	Sequoia View/Tulare 2010 Community Partners	42	Orosi	Tulare
90	Conquistador Villa/Huron-Mendota Community Partners	38	Huron	Fresno
91	Midland Manor/Huron-Mendota Community Partners	40	Mendota	Fresno
92	Country Way/Huron-Mendota Community Partners	41	Mendota	Fresno
93	Huron Gardens/Huron-Mendota Community Partners	38	Huron	Fresno
94	Amberwood 1 & II/Hanford Community Partners	87	Hanford	Kings
95	Lincoln Apartments	150	Riverside	Riverside
96	Casa Del Sol	54	Planada	Merced
97	Madera Valley Vista	60	Madera	Madera
98	Chowchilla Gardens	54	Chowchilla	Madera
99	Park Sequoia/San Jose Courtyard /Courtyard Community Partners	81	San Jose	Santa Clara
100	Sunrise Vista	56	Waterford	Stanislaus
101	Red Bluff - Meadow Vista	72	Red Bluff	Tehoma
102	Summercreek/Seasons by the Grove	40	Eureka	Humbolt
103	Courtyards at Arcata	64	Arcata	Humbolt
104	Meadow Senior Village	40	Fortuna	Humbolt
105	Redwood Village	20	Redway	Humbolt
106	Summercreek	64	Ukiah	Mendicino
107	Lake Terrace	60	Clearlake	Lake
108	Farmersville Park Creek	48	Farmersville	Tulare
109	Mammoth Family Lakes/Aspen Village	48	Mammoth	Mono
110	Taylor Park Meadows	42	Spring Valley	Humbolt
111	Willow Creek Apartments	24	Willow Creek	Humbolt

112	Vista Ridge Apartments	56	Redbluff	Tehama
113	Gray's Crossing/Henness Flats/Truckee Pacific	92	Truckee	Nevada
114	Courtyards at Arcata II	36	Arcata	Humbolt
115	Fortuna Family Apartments	24	Fortuna	Humbolt
116	Sequoia Village at River's Edge	64	Porterville	Tulare
117	Blue Oak Court Apartments	80	Anderson	Shasta
118	Mammoth II - Jefferies	30	Mammoth	Mono
119	Willow Plaza - Bishop	12	Bishop	Inyo
120	Chico Courtyards	76	Chico	Butte
121	Vineyard	46	Yuba, Washoe	Truckee
122	Frishman/Alder Pacific	32	Truckee	Nevada
123	Corning Pacific/Salado Orchard	48	Corning	Tehama
124	Hayward/Majestic	81	Hayward	Alameda
125	Alicante/Huron Pacific	81	Huron	Fresno
126	Hillview Ridge/Oroville Pacific	72	Oroville	Butte
127	Farmersville Gateway Village	48	Farmersville	Tulare
128	Farmersville Gateway Village II	16	Farmersville	Tulare
129	Montgomery Crossing/Lemoore	57	Lemoore	Kings
130	Bakersfield Pacific II	80	Bakersfield	Kern
131	Salinas Pacific- Tresor Apts	81	Salinas	Monterey
132	Riverbank Family	65	Riverbank	Stanislaus
133	Springhill Gardens	121	Grass Valley	Nevada
134	Winters Pacific/Orchard Village	74	Winters	Yolo
135	Hanford Pacific/Tierra vista	49	Hanford	Kings
136	Victorville Pacific/Rodeo Drive	48	Victorville	San Bernadino
137	Gridley Pacific/Washington Court Apt.	57	Gridley	Butte
138	Hillview Ridge II / Oroville Pacific II	57	Oroville	Butte
139	Chico Bidwell/Bidwell Park Apt.	38	Chico	Butte
140	Millbrae/Delores Lia Apt.	27	Millbrae	San Mateo
141	Antelope/Crossings at North Loop	112	Antelope	Sacramento
142	Riverbank Seniors	20	Riverbank	Stanislaus
143	Greenfield/Terracina Oaks	41	Greenfield	Monterey
144	Sonoma Gardens/Santa Rosa Pacific	60	Santa Rosa	Sonoma
145	Colonial House/Oxnard Pacific	44	Oxnard	Ventura
146	Dixon Pacific/Valley Glen	59	Dixon	Solano
147	King City/Creekbridge	32	King City	Monterey
148	South Lake Tahoe/SLT	48	South Lake Tahoe CA	El Dorado
149	Mayfair/San Jose Pacific	93	San Jose	Santa Clara
150	Willows Pacific/Willows Senior	49	Willows	Glenn

151	Richmond Pacific/Harbour View	62	Richmond	Contra Costa
152	Magnolia Place Senior/Greenfield Senior	32	Greenfield	Monterey
153	King Station/King City Pacific	57	King City	Monterey
154	Waterford Gardens/Waterford Court	51	Waterford	Stanislaus
155	Gilroy Pacific / Alexander Station	262	Gilroy	Santa Clara
156	Brawley Pacific / Malan Street Apt.	41	Brawley	Imperial
157	Pittsburg Pacific/Stoneman	230	Pittsburg	Contra Costa
158	Hollister San Juan/Vista de Oro	80	Hollister	San Benito
159	Gilroy Pacific II/ Harvest Park	98	Gilroy	Santa Clara
160	Daly City/Brunswick	206	Daly City	San Mateo
161	Terrace at Nevins/Richmond Nevins/Twenty one & Tw	271	Richmond	Contra Costa
162	Brawley Pacific II/ Malan Street Apt. II	40	Brawley	Imperial
163	Plumas/Yuba City Pacific	15	Yuba City	Sutter
164	Santa Cruz Pacific/Ocean Street	63	Santa Cruz	Santa Cruz
165	Holtville/Fern Crossing	43	Holtville	Imperial
166	San Jose Virginia/Virginia Street Studios	301	San Jose	Santa Clara
167	Gilroy Glen Loma/Glen Loma Ranch Apt.	158	Gilroy	Santa Clara
168	Ukiah Senior Apt./Ukiah Pacific Assoc.	31	Ukiah	Mendocino
169	Sycamore Ridge Family/Willows Family Assoc.	24	Willows	Glenn
170	Alder Pacific II/Frishman Hollow II	68	Truckee	Nevada
171	Brawley Pacific III/ Ocotillo Springs	75	Brawley	Imperial
172	El Centro Pacific/El Dorado	24	El Centro	Imperial
173	Sonoma County Pacific/Redwood Apt.	96	Santa Rosa	Sonoma
174	Flagstaff Family Associates	84	Flagstaff - Fresno	Contra Costa
175	Globe Family Associates	64	Globe - Fresno	Glenn
176	Ukiah Pacific Assoc. II/Millview	48	Ukiah	Mendocino
177	Sanger Pacific Assoc. II/ Crossings at Sanger II	36	Sanger	Fresno
178	Calden Court/South Gate	216	South Gate	Los Angeles
179	Icon at Rosecrans/Hawthorne	127	Hawthorne	Los Angeles
180	Willow Family	77	Clovis	Fresno
181	Heritage Village	50	Los Banos	Merced
182	Parkside Village	76	Dinuba	Tulare
183	Green Valley Cameron Park	40	Cameron	El Dorado
184	Sonora Greenwood	48	Sonora	Tuolumne
185	Deerview Park	48	Placerville	El Dorado
186	Fort Bragg Duncan Place	44	Fort Bragg	Mendocino
187	Sutter Creek Sutter Hill	44	Sutter Creek	Amador
188	Citrus Manor	54	Susanville	Lassen
189	Lincoln Golden Village	49	Lincoln	Placer

190	Ione Jose's Place	44	Ione	Amador
191	Gridley Oaks	56	Gridley	Butte
192	Winters Almondwood	39	Winters	Yolo
193	Alta Vista/Mt. Shasta	44	Mount Shasta	Siskiyou
194	Atascadero/California Manor	95	Atascadero	San Luis Obispo
195	Rio Dell	49	Rio Dell	Humbolt
196	Patterson Place	40	Patterson	Stanislaus
197	Riverbank/Riverview Gardens	42	Riverbank	Stanislaus
198	Diamond Place/San Andreas	30	San Andreas	Calaveras
199	Sherwood Manor/Los Molinos	35	Los Molinos	Tehama
200	Gustine Gardens	34	Gustine	Merced
201	Valle Vista/Lincoln Valle Vista	44	Lincoln	Placer
202	Marysville Alberta Gardens	48	Marysville	Yuba
203	Lindsay Delta Vista Manor	40	Lindsay	Tulare
204	Lincoln Parkview	80	Lincoln	Placer
205	Portola Senior	50	Portola	Plumas
206	Sierra Valley Senior/Loyalton Sierra Valley, LP	50	Loyalton	Sierra
207	Quincy Mountain View	46	Quincy	Plumas
208	Kimberly Park	132	Victorville	San Bernadino
209	Villa Paloma	84	San Juan Capistrano	Orange
210	Plaza City	80	National City	San Diego
211	Kearney Palms III	44	Kerman	Fresno
212	Hacienda Heights	69	Kerman	Fresno
213	Palmer Villas Senior	25	Huron	Fresno
214	Palmer Family	56	Huron	Fresno
215	Overland Court Apartments-Seniors	70	Los Banos	Merced
216	Sierra Heights WP	40	Oroville	Butte
217	Gateway Villas WP	61	Kerman	Fresno
218	Watsonville Vista Montana	132	Watsonville	Santa Cruz
219	Columbia Place	43	Los Angeles	Los Angeles
220	Queen Apartments	96	Los Angeles	Los Angeles
221	Sunny View Family II/20th & 18th Ave	70	Delano	Kern
222	Mimmim Town Homes	21	Los Angeles	Los Angeles
223	Mansi Townhomes	21	Los Angeles	Los Angeles
224	My Town Homes	21	Los Angeles	Los Angeles
225	Milan	16	Los Angeles	Los Angeles
226	Meera	21	Los Angeles	Los Angeles
227	Maya	21	Los Angeles	Los Angeles
228	Fillmore Parkview Seniors	50	Fillmore	Ventura

229	Westside Village	40	Newman	Stanislaus
230	Ashwood Village	120	Modesto	Stanislaus
231	Madera Lakewood Terrace	76	Madera	Madera
232	Regency Court Senior	120	Salinas	Monterey
233	Casa Serena	48	Lompoc	Santa Barbara
234	Le Fenetre Apartments/Parkmoor	50	San Jose	Santa Clara
235	Miranda Villa Apartments/Forest Manor	109	San Jose	Santa Clara
236	Plaza Del Sol Senior /Blossom Hill	80	San Jose	Santa Clara
237	Camarillo Courtyards	34	Camarillo	Ventura
238	Oak Park Senior	65	Fresno	Fresno
239	College Manor	32	Rocklin	Placer
240	Beaumont/Mountain View	80	Beaumont	Riverside
241	Coachella/Desert Palms	112	Coachella	Riverside
242	Banning/Westview Terrace	75	Banning	Riverside
243	Hemet/Village Meadows	68	Hemet	Riverside
244	Sycamore Seniors	229	Oxnard	Ventura
245	Alexander Apt./Fullerton/Ventana	95	Fullerton	Orange
246	Childs & B Street	119	Merced	Merced
247	Crossings at Madera	64	Madera	Madera
248	Crossings at Santa Rosa	49	Santa Rosa	Sonoma
249	Crossings at Elk Grove	116	Elk Grove	Sacramento
250	Stoneridge at Elk Grove	96	Elk Grove	Sacramento
251	Crossings at Morgan Hill	24	Morgan Hill	Santa Clara
252	Horizon at Morgan Hill	49	Morgan Hill	Santa Clara
253	Crossings at Big Bear Lake	42	Big Bear	San Bernadino
254	Crossings at Escondido	44	Escondido	San Deito
255	Crossings on Aston/UHC 00596 Santa Rosa	27	Santa Rosa	Sonoma
256	Crossings on Monterey/UHC 00661 Morgan Hill	39	Morgan Hill	Santa Clara
257	Presidio El Camino Apt.	40	Santa Clara	Santa Clara
258	Gateway at Millbrae/ Bayshore Affordable Housing	80	Millbrae	San Mateo
259	Turlock Parkside/ Lake Park Apt./Villas at Parkside	104	Turlock	Stanislaus
260	Zettie Miller's Haven	82	Stockton	San Joaquin
261	Casa Blanca/Antioch Riviera	129	Antioch	Contra Costa
262	Delta Pines/Sycamore Woods Apt.	186	Antioch	Contra Costa
263	Cathedral Creekside	185	Cathedral City	Riverside
264	Lotus Landing	218	Sacramento	Sacramento
265	Harbor View - San Diego	59	San Diego	San Diego
266	Southwind Apt.	88	Sacramento	Sacramento
267	Cielo Vista/AT Cielo Vista	112	Indio	Riverside

268	LEDG Vacaville/Vacaville Gables	65	Vacaville	Solano
269	College Park	53	Dinuba	Tulare
270	North Park Apartments II	81	Dinuba	Tulare
271	North Park Apartments I	80	Dinuba	Tulare
272	Lake District	117	Oakland	Alameda
273	King's View Estates	116	Fresno	Fresno
274	Ivy Hill Apt.	116	Walnut Creek	Contra Costa
275	Sequoia Knolls	20	Fresno	Fresno
276	Merced Laurel Glen	128	Merced	Merced
277	Sterling-Berkeley Addison	21	Berkeley	Alameda
278	Sterling-Berkeley Allston	91	Berkeley	Alameda
279	Sterling-Berkeley Haste	100	Berkeley	Alameda
280	Sterling-Berkeley Oxford	56	Berkeley	Alameda
281	Sterling-Berkeley Univeristy Avenue	35	Berkeley	Alameda
282	Del Monte Vista Manor	192	Seaside	Monterey
283	Casa Milano	52	Stockton	San Joaquin
284	The Grove	204	Merced	Merced

19,150

* Single Family Home

RESUME

Jennifer Bertuccio
3256 E. Lingard Rd.
Merced, California 95340

EDUCATION: Merced College
3600 M Street
Merced, California 95348
Degree Received

Merced High School
205 W. Olive Ave.
Merced, California 95348
Diploma Received

EXPERIENCE:

April 2002 to
Present

Central Valley Coalition for Affordable Housing

Position: Chief Operation Officer

Duties: Supervise employees. In charge of any computer system problems that may arise. In charge of hiring and interviewing for any new employees. Perform other related tasks within classification as directed. Monitor the housing and rehab units. Responsible for board packets, minutes, and agenda's. File all Welfare Tax Exemptions for all 1our projects. Recertification under Tax Credit standards. HOME training education classes. Submit all HOME and SERNA reports due. Oversee prevailing wage on new construction. Help with the compliance monitoring of our projects which consist of 14,797 units throughout California. Monitor maintenance employee performance for our projects that we manage. Perform all

other duties within classification and assist other staff as needed.

August 2001 to
April 2002

Central Valley Coalition for Affordable Housing

Position: *Accounting Clerk*

Duties: Under the supervision of Chris, the non-profit CEO, perform complex accounting functions involved in the preparation of computerized payroll for related non-profit projects. Post deposits. Accounts payable and receivable. Reconcile bank accounts. Monthly financial reports. Project billing. Performed many other duties when called for.

March 1999 to
June 2000

Animal Medical Center

Position: *Animal Health Technician/front office manager*

Duties: Supervise front office employees. Organize monthly staff meetings and work schedules. Coordinate vacation and time off of employees. Open and close register. Provide estimates and make payment arrangements with clients. Administer medication, prescriptions to animals. Assist in surgery and exams of animals. Monitor, blood draws, chemistry tests, x-rays, IV's, etc. for various animals. Plus other various management duties that occur.

August 1982 to
March 1999

Barger Veterinary Clinic

Position: *Animal Health Technician/Office Manager*

Duties: Supervise all employees. Organize monthly staff meetings and work schedule. In charge of all OSHA regulations. Provide various treatments for animals which included:

medication, prescriptions, anesthesia, x-rays, IV's, lab work ups, etc. Plus many other various management duties. Also did account payables and receivables.

RESUME

Renee Downum
5166 Cardiff Dr.
Merced, California 95340

EDUCATION: Merced College 1977-1979
3600 M Street
Merced, California 95348

Received A.A. degree in Secretarial Science

Merced High School 1974-1977
205 W. Olive Ave.
Merced, California 95348

EXPERIENCE:

Dec. 2001 to
Present

Central Valley Coalition for Affordable Housing

Position:

Accountant

Duties:

Perform complex accounting functions including payroll, bank deposits, reconcile bank accounts, accounts payable & general ledger. Prepare monthly financial reports, petty cash, project invoicing as well as other invoicing. I'm responsible for the review that all partnerships and the Coalition prepare timely tax returns & K-1's. To assist in all projects, monthly financials and outstanding financial obligations. To prepare all payroll tax reports and make tax deposits. To calculate and pay state worker compensation. Various other duties related to accounting.

August 1979 to

TRACTOR SUPPLY/FISCO/QUALITY STORES

December 2001

Position: Bookkeeper

Duties: Under supervision of store manager, performed accounting functions which included accounts receivable, doing credit checks for opening charge accounts, returned check follow-up, calculating time cards, filing, answers phones, preparing petty cash reports. I also ran cash register when needed.

References: Available upon request.

Christina Alley – Chief Executive Officer, Central Valley Coalition for Affordable Housing
Length of Service: 34 years (with firm); 34 years (in industry)

Qualifications and Experience

Christina Alley has worked for Central Valley Coalition for Affordable Housing since 1989. Ms. Alley has been with the company since its beginning and has had the privilege of seeing the company's vision grow. Her responsibilities include development, financing, compliance and direct oversight of Central Valley Coalition's staff. She has worked to develop over 190 projects for over 13,500 units of affordable housing.

Ms. Alley previous employment with the Housing Authority of the County of Merced gave her the unique ability to understand the government and public development and financing requirements. Working in the development department of the Housing Authority allowed her to work with various grants, income and rent qualifications, prevailing wage requirements, certified contractors payrolls, HUD reporting just to name a few of the government requirements and deadlines.

New Construction Developments:

Crane Terrace Apartments

44 Senior Affordable Apartments

Turlock, CA

Redevelopment Agency Fund, Tax Credits, HOME Funds

Parkview Apartments

50 Senior Affordable Housing

Apartments—Commercial Space

Fillmore, CA

Redevelopment Agency Fund, Bond Financing, Tax Credits

Perris Isle

189 Senior Apartments –

151 Affordable/38 Market Rate

Moreno Valley, CA

AHP Funds, CRA Funds, Tax Credits

Gateway Terrace

66 Family Affordable Apartments

Merced, CA

MHSA, HOME Funds, PBV, Bonds, Tax Credits

Merced Seniors

100 Affordable Senior Apartments

Merced, CA

RDA funds, HOME, Tax Credits

Arbor Ridge

178 Family Apartments –

36 Affordable/36 Market Rate

Brentwood, CA

Bonds and Tax Credits

Rehab Development:

Desert Palms Apartments

112 Affordable Family Apartments

Coachella, CA

HUD, Bonds, Tax Credits

Merced Laurel Glen

128 Affordable Family Apartments

Merced, CA

RDA Funds, Bond, Tax Credits

Summerfield Apartments

268 Affordable Family Apartments

Indio, CA

HUD, Bonds, Tax Credits

CENTRAL VALLEY COALITION
FOR AFFORDABLE HOUSING,
a California nonprofit public benefit corporation

**DEVELOPMENTS
IN
MERCED**

Sierra Meadows – 100 units – Senior

The Grove – 204 units – Family

Gateway Terrace – 66 units – Family/special needs

Brief description of three developments for Central Valley Coalition for Affordable Housing:

SIERRA MEADOWS is located at 720 W. 15th Street in Merced. Sierra Meadows is a 100-unit affordable senior complex located across the street from the Senior Citizens' Center. The development is a garden style gated community which allows the seniors to feel safe out on their patios enjoying the outdoors. Sierra Meadows was funded with Redevelopment Agency monies, bonds and tax credits.

THE GROVE is located 340 S. Parsons Avenue in Merced. The Grove is a 204-unit affordable family complex which is fund with several layers of financing – HOME, Section 108, Redevelopment Agency Funds, PBV, HELP, agency loan guarantees, CHDO, tax credit and bonds. The project was recently refinance and paid off all of the soft debt so that those monies could be used to development new much needed affordable housing in the City of Merced.

Gateway Terrace is located at 410 Leshar Drive in Merced. Gateway Terrace is a 66-unit affordable family complex with 10 units set-a-side for homeless individuals with special needs. The 9 of the units are shared housing units where more than one individual with special needs occupy the unit. Like many developments today there are several sources of funding, HOME, CHDO, MHSA, PBV, bonds and tax credits.

THREE REFERENCES

FOR

Central Valley Coalition for Affordable Housing:

City of Coalinga
Sean Brewer
155 West Durian
Coalinga, CA 93210
(559) 935-1533

City of Oakdale
Albert Avila
280 N. Third Avenue
Oakdale, CA 95631
(209) 843-3571

City of Turlock
Maryn Pitt
156 S. Broadway
Turlock, CA 95380
(209) 668-5540

FORM OF ORGANIZATION:

Central Valley Coalition for Affordable Housing,
a California nonprofit public benefit corporation

proof of nonprofit status:

1. Articles of Incorporation
2. By-Laws
3. IRS 501(c)3 letter
4. Franchise Tax Board 501(c)3 letter

FORM OF ORGANIZATION:

Central Valley Coalition for Affordable Housing,
a California nonprofit public benefit corporation
proof of nonprofit status:

Articles of Incorporation

State of California
Secretary of State



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

That the attached transcript of 7 page(s) was prepared by and in this office from the record on file, 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

FEB 23 2006

BRUCE McPHERSON
Secretary of State

1655874

FILED
In the office of the Secretary of State
of the State of California

DEC 13 1989

March Fong Eu
MARCH FONG EU, Secretary of State

ARTICLES OF INCORPORATION
OF THE MERCED COUNTY COALITION
FOR AFFORDABLE HOUSING

ONE: The name of this corporation is: Merced County Coalition for Affordable Housing.

TWO: 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 purposes. Such purposes for which this corporation is organized are exclusively:

(a) The specific and primary purposes are to provide housing for low income families and elderly and handicapped persons who cannot afford decent, safe, and sanitary housing, by constructing rehabilitation, owning, and operating housing units, and the sale or rental of the same to the poor, underprivileged, handicapped and elderly, in conjunction with local, state and federal low income housing programs, and to provide related facilities and services especially designed to meet the physical, social, and psychological needs of said families and persons which will contribute to their health, security, happiness, and usefulness, and to hereby, inter alia, ameliorate the existing housing shortage, provide relief for the poor, distressed and underprivileged, lessen the burdens of government, and combat community deterioration and juvenile delinquency.

(b) An additional purpose shall be to make donations to and dispense charitable contributions through, and otherwise aid and support senior citizens programs and other organizations qualified for exemption.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is Mr. Milt McDowell, Executive Director, Housing Authority of the County of Merced, 405 "U" Street, Merced, 95340.

FOUR:

(a) This corporation is organized and operated exclusively for 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 (1) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

Page 1 of 4

(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.

FIVE: The names and addresses of the persons appointed to act as the initial Directors of this corporation are:


Name	Address
Karen Prentiss	2222 M Street Merced, CA 95340
Peter Maki	2135 W. Wardrobe Ave. Merced, CA 95340
Alan Jenkins	405 "U" Street Merced, CA 95340
Jim Welk	1160 W. Olive Ave. Suite A Merced, CA 95340
Norman Herman	405 "U" Street Merced, CA 95340
Betty Dawson	2241 "N" Street Merced, CA 95340
Milt McDowell	405 "U" Street Merced, CA 95340

SIX: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any Director, officer or member thereof or to the benefit of any private person.

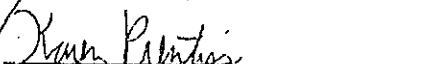
On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to the Housing Authority of the County of Merced, California; or, if not in existence at that time, to a nonprofit 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.

October 31, 1989

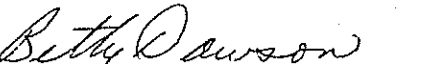

Milt McDowell, Director



Alan Jenkins, Director


Norman Herman, Director


Karen Prantiss, Director


Peter Maki, Director


Betty Dawson, Director


Jim Welk, Director

We, the above-mentioned initial Directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Milt McDowell
Milt McDowell, Director 10/31/89
Date

Alan Jenkins
Alan Jenkins, Director 10/31/89
Date

Norman Herman
Norman Herman, Director 10/31/89
Date

Karen Prentiss
Karen Prentiss, Director 10-31-89
Date

Peter Maki
Peter Maki, Director 10/31/89
Date

Betty Dawson
Betty Dawson, Director Oct. 31, 1989
Date

Jim Welk
Jim Welk, Director 10/31/89
Date

A449136
#1655874
FILED
In the office of the Secretary of State
of the State of California
JL
JUL 18 1994
Tony Miller
Acting Secretary of State

NCTO:

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF

MERCED COUNTY COALITION FOR AFFORDABLE HOUSING

Al Jenkins and Mitch Sperling certify that:

1. They are the Chairperson of the Board and Secretary, respectively, of Merced County Coalition for Affordable Housing, a California nonprofit corporation.

2. The Article ONE of the Articles of Incorporation of this corporation is amended as follows:

ONE: The name of this corporation is: Central Valley Coalition for Affordable Housing.


3. This Amendment has been duly approved by the Board of Directors.

4. The corporation has no members.

5. This Amendment makes no changes in the Articles other than changing the name of the corporation and, therefore, it can be adopted by approval of the Board alone under Section 5812 of the California Corporations Code.

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: July 12, 1994


AL JENKINS
Chairperson of the Board


MITCH SPERLING
Secretary

1655874 A0607645

FILED
in the Office of the Secretary of State
of the State of California

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
CENTRAL VALLEY COALITION FOR AFFORDABLE HOUSING**

DEC 10 2003

Kevin Shelley
KEVIN SHELLEY, Secretary of State

Al Jenkins and Nicholas Benjamin certify that:

1. They are the Chairperson of the Board and the Secretary, respectively, of Central Valley Coalition for Affordable Housing, a California nonprofit, public benefit corporation.
2. The following amendment to the Articles of Incorporation of the Corporation has been approved by the Board of Directors:

Paragraph SIX of the Articles of Incorporation shall be amended to read as follows:

SIX: The property of this Corporation is irrevocably dedicated to charitable or religious purposes and no part of the net income or assets of this organization shall inure to the benefit of any private persons. Upon the liquidation, dissolution, or winding up of the Corporation, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable or religious purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

3. The Corporation has no members and, accordingly, this amendment may be approved by the Board alone, pursuant to Corporations Code section 5812(b)(3).
4. This amendment has been duly approved by the Board of Directors.


Al Jenkins
Al Jenkins, Chairperson

Nicholas Benjamin
Nicholas Benjamin, Secretary

VERIFICATION

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements in the foregoing Certificate are true and correct of his own knowledge, and that this declaration was executed on December 4, 2003, at Merced, California.


Al Jenkins, Chairperson


Nicholas Benjamin, Secretary



FORM OF ORGANIZATION:

Central Valley Coalition for Affordable Housing,
a California nonprofit public benefit corporation
proof of nonprofit status:

By-Laws

AMENDED AND RESTATED

BYLAWS

of

**CENTRAL VALLEY COALITION
FOR AFFORDABLE HOUSING**

A California Nonprofit Public Benefit Corporation

ARTICLE I. OFFICES

Section 1. Name. The name of this corporation is Central Valley Coalition For Affordable Housing (herein "Corporation").

Section 2. Principal Office. The principal office for the transaction of the activities and affairs of the Corporation is located at 3351 M Street, Suite 100, Merced, in Merced County, California. The Board of Directors (herein the "Board") may change the location of the principal office and amend these Bylaws to reflect such change.

Section 3. Solely for purposes of the HOME Program direct award of funds as administered by the California Department of Housing and Community Development, the corporation is authorized to do business as a Community Housing Development Organization, and receive a direct award of such funds, in the following counties: San Joaquin, Merced, Fresno, Kings, Kern, Mono, Tulare, Madera, Santa Cruz, Shasta, Solano, Stanislaus, San Bernardino, Lake, Sacramento, Los Angeles, Contra Costa, Placer, Monterey, Riverside, San Luis Obispo, Tuolumne, Humboldt, Orange, El Dorado, Santa Clara, Tehama, Imperial, and Mendocino.

The Board may at any time establish branch or subordinate offices at any place where this Corporation is qualified to do business.

ARTICLE II. PURPOSE

Section 1. Purpose. The primary purpose of the Corporation is to provide housing for low-income families and elderly and handicapped persons who cannot afford decent, safe, and sanitary housing, by constructing, rehabilitation, owning, and operating housing units, and the sale or rental of the same to the poor, underprivileged, handicapped, and elderly, in conjunction with state and federal low-income housing programs, and to provide related facilities and services especially designed to meet the physical, social, and psychological

needs of said families and persons which will contribute to their health, security, happiness, and usefulness, and to hereby, inter alia, ameliorate the existing housing shortage, provide relief for the poor, distressed, and underprivileged, lessen the burdens of government, and combat community deterioration and juvenile delinquency.

An additional purpose of the Corporation shall be to make donations to and dispense charitable contributions through, and otherwise aid and support senior citizen programs and other organizations qualified for exemption.

A further specific purpose of the Corporation shall be to provide housing counseling to families and individuals in the communities served.

Section 2. Dedication of Assets. The Corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

Section 3. Corporation Without Members. This Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The Corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board finds appropriate.

ARTICLE III. DIRECTORS

Section 1. General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided 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.

Section 2. Specific Powers. Without prejudice to the general powers set forth in Section 1 of this article of these Bylaws, but subject to the same limitations, the Board shall have the power to:

- (a) Select and remove all officers, agents, and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with the law, the Articles of Incorporation, or these Bylaws, and fix their compensation.
- (b) Conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefor not inconsistent with the law, the Articles of Incorporation, or these Bylaws, as they may deem best.
- (c) 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) 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, hypothecation, or other evidence of debt, and securities therefor.
- (e) Carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage without endangering the Corporation's non-profit tax-exempt status.
- (f) Enter into limited partnerships and other contracts with private individuals or private or governmental corporations, agencies, organizations, and institutions.
- (g) Act as manager, limited partner, or general partner of any such partnership, venture, or association.
- (h) Provide technical assistance with respect to the planning, financing, acquisition, rehabilitation, maintenance, or management of low-income or very low-income housing.
- (i) Make loans or grants, including grants of interest in housing and related facilities to nonprofit corporations, limited dividend corporations, or other entities for low-income or very low-income housing.
- (j) Undertake any appropriate activities to help preserve California's housing for low and very low-income households.

(k) Hire staff, or hire or accept the voluntary services, of consultants, experts, or advisory boards to aid the Corporation in carrying out the purposes of this section.

(l) Engage in any other activities as may be necessary to carry out the purposes of this section.

(m) Any other powers which may be granted or authorized by law.

Section 3. Number of Directors. The authorized number of Directors shall be seven (7).

Section 4. Selection of Directors, Qualifications, and Term of Office. All Directors shall be committed to working to preserve and expand the supply of low- and moderate-income housing. The qualifications for Directors are as follows:

(a) At least one-third (1/3) of the Board of Directors shall be residents of low-income neighborhoods, shall be low-income community residents, or shall be elected representatives of low-income neighborhood organizations.

(b) No more than one-third (1/3) of the Board of Directors may be public officials, or employees, or members of a public entity, board, or agency, or appointed by a public entity, board, or agency. Furthermore, such Directors may not participate in the appointment of the remaining two-thirds (2/3) of the Board members.

These qualifications do not apply to the appointment of any Ex Officio Directors, as provided for in Section 10 of this Article.

Section 5. Restriction on Interested Persons. No person serving on the Board may be an "interested person." An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this section shall not affect the validity or enforceability of transactions entered into by the Corporation.

Section 6. Term. Each Director shall serve for a term of four (4) years. All Directors shall hold office until their respective successors are selected and qualified by majority vote of the Board. The Chairperson of the Board or, if none,

the President shall appoint a committee to nominate qualified candidates for the Board at least sixty (60) days before the date of the expiration of the term for which a Director is sought. The nominating committee shall make its report by the date designated by the Board, and the Secretary shall forward to each Director a list of all candidates nominated by the committee. The Board shall designate a successor Director(s) at least thirty (30) days prior to the expiration of the Director's term that is being filled.

Any reduction of the authorized number of Directors shall not result in any Director being removed before his or her term of office expires.

Section 7. Vacancies. A vacancy in a Director position shall be filled by the remaining Board of Directors, subject to the qualifications and restrictions set forth in Section 4 of this Article. A vacancy or vacancies on the Board shall occur in the event of: (a) the death, removal, or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) an increase of the authorized number of Directors.

Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by: (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of the majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code section 5211, or (3) a sole remaining Director.

Section 8. Resignation of Directors. Any Director may resign by giving written notice to the Chairman of the Board, if any, or to the President or the Secretary of the Board. The 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 Board may elect a successor to take office as of the date when the resignation becomes effective.

Section 9. Removal of Directors. Any director may be removed, with or without cause, by the vote of the majority of the Directors then in office at a special meeting called for that purpose. Any vacancy caused by the removal of a Director shall be filled as provided in Section 7.

Any Director who does not attend three successive Board meetings will automatically be removed from the Board without Board resolution unless: (a) the Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting (if such leave is

granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present); (b) the Director suffers from an illness or disability that prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection; or (c) the Board, by resolution of the majority of the Board members, agrees that a Director who has missed three meetings may be reinstated.

Section 10. Ex Officio Directors. If the Board so desires, it may appoint two (2) persons as Ex Officio Directors, who shall serve from time to time at the pleasure of the Board. One of these two Ex Officio Directors shall be the Executive Director of the Housing Authority of Merced County and the other shall be any person whom the Board designates. Ex Officio Director(s) will not have any voting rights and will not serve for any specific term, but will serve at the pleasure and upon direction of the Board. The qualifications of Directors, as set forth in Section 4 of this Article III of these Bylaws, are not applicable to any Ex Officio Director.

Section 11. Place of Meetings. Meetings of the Board shall be held at any place within or outside the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 12. Regular Meetings. Regular meetings of the Board shall be held without notice on such dates and at such times as may be fixed by the Board.

Section 13. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Chairperson of the Board, if any, the President or any Vice-President, the Secretary, or any two Directors.

Notice of the time and place of special meetings shall be given to each Director by: (a) personal delivery or written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on the Corporation's records.

Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

Section 14. Meetings by Telephone or Other Telecommunications Equipment. Members of the Board may participate in a meeting through use of conference telephone or similar communication equipment, so long as all member participating in such meeting can communicate with and hear one another.

Section 15. Quorum. A majority of the authorized number of Directors then in office, but not less than three (3), shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation law, including, without limitation, those provisions relating to: (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (b) approval of certain transactions between corporations having common directorships; (c) creation of and appointments to committees of the Board; and (4) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum of that meeting and it is approved by at least three (3) Directors.

Section 16. 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, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 17. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

Section 18. Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined in Corporations Code section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 19. Compensation and Reimbursement. Directors and committee members shall serve without compensation, except that they shall be reimbursed for their actual and reasonable expenses, which are incurred in the performance of their duties consistent with guidelines established from time to time by the Board.

Section 20. Committees of Board of Directors. The Board, by vote of a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may:

- (a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Board or any committee of the Board;
- (c) Fix compensation of the Directors for serving on the Board or on any committee;
- (d) Amend or repeal Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (f) Create any other committees of the Board or appoint the members of committees of the Board;
- (g) Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected; or

(h) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Corporations Code section 5233(d)(3).

Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of this Article III of these Bylaws concerning meetings and other Board actions. Minutes shall be kept of each meeting of each committee and shall be filed with the corporate records.

Section 21. Rights of Inspection. Every Director 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 of which such person is a Director.

ARTICLE IV. OFFICERS

Section 1. Offices Held. The officers of this Corporation shall be a President, a Chief Executive Officer, a Vice-President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board, a Chief Operations Officer, 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 that neither the Secretary nor the Treasurer may serve concurrently as the President. The President and the Vice-President shall be members of the Board.

Section 2. Election of Officers. The officers of this Corporation, and 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, and shall hold their respective offices until the resignation, removal, or other disqualification from service, or until their respective successors shall be elected or appointed.

Section 3. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers 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 may from time to time determine.

Section 4. Removal and Resignation of Officers. Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause. Any officer who was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

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

Section 6. Responsibilities of the President. The President shall preside at all meetings of the Board and shall perform such other powers and duties as may from time to time be assigned by the Board.

Section 7. Responsibilities of the Chief Executive Officer. The Chief Executive Officer, subject to the control of the Board, provides general supervision, direction, and control of the business and officers of the Corporation and has the general powers and duties of management usually vested in the office of the Chief Executive Officer of a corporation, and such other powers and duties as may be prescribed by the Board. The Chief Executive Officer, acting alone, shall have the power and authority to negotiate and execute contracts on behalf of the Corporation.

Section 8. Responsibilities of the Vice-President. In the absence or disability of the President, the Vice-President 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 as the Board or the Bylaws may require.

Section 9. Responsibilities of the Secretary. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and its committees. The minutes of the meetings shall include the time and place of the meeting; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at the Board and committee meetings; and a summary of the proceedings thereof. The Secretary shall keep or cause to be kept, at the principal office in the State of California, a copy of the Articles of Incorporation and the Bylaws, as amended to date.

The Secretary shall give or cause to be given, notice of all meetings of the Board and its committees that these Bylaws require to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

Section 10. Responsibilities of the 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 any monies and other valuables in the name and to the credit of the Corporation with such depositories as is designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President, Chief Executive Officer, Chief Operations Officer, and the Directors, upon request, 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 or as these Bylaws may require.

ARTICLE V. OTHER PROVISIONS

Section 1. Endorsement of Documents/Contracts. 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, unless authorized by the Board of Directors.

Section 2. Contract with Directors and Officers. No Director of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation.

Section 3. Loans to Directors and Officers. This Corporation shall not lend any money or property to or guarantee the obligation of any Director or officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a Director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by the Corporation.

Section 4. Representation of Shares of Other Corporations. The President and Chief Executive Officer or any other officer(s) authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to 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 to do so by proxy or power of attorney duly executed by said officer.

Section 5. Annual Report. The Board shall cause an annual report to be sent to the Directors no later than 120 days after the close of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The Corporation's expenses or disbursements for both general and restricted purposes; and
- (e) A statement of any transaction or indemnification that took place, as required by Corporations Code section 6322.

Section 6. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules, construction, and definitions contained in the General Provisions of the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 7. Amendments. The Articles of Incorporation and/or these Bylaws may be amended or repealed at any regular or special meeting by the approval of not less than five (5) members of the Board of Directors, regardless of the number then in office. At least 15 days' notice of any proposed amendment to the Articles of Incorporation or Bylaws shall be provided by regular mail to each Director prior to any vote for such an amendment.

ARTICLE VI. INDEMNIFICATION

Section 1. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its directors, ex officio directors, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the meaning as in Section 5238(a) of the Corporations Code.


Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the Board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification.

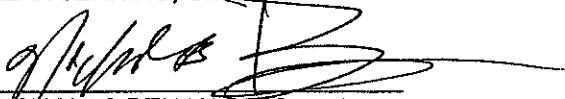
Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article VI of these Bylaws in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

Section 4. Insurance. This Corporation shall have the right and power to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, ex officio directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article VI; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Corporations Code section 5233.

Section 5. Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article VI of these Bylaws does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Corporations Code section 5238(a). The Corporation shall have the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by Corporations Code section 207(f).

DATED: February 17, 2005


ALAN JENKINS, Chairman


NICHOLAS BENJAMIN, Secretary

CERTIFICATE OF SECRETARY

I certify that I am the duly appointed and acting Secretary of Central Valley Coalition for Affordable Housing, a California Nonprofit Public Benefit corporation; that these Bylaws, consisting of 13 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on February 17, 2005; and that these Bylaws have not been amended or modified since that date.

Executed on February 17, 2005, at Merced, California.



Nicholas Benjamin, Secretary

CERTIFICATE OF AMENDMENT OF BYLAWS

of

**CENTRAL VALLEY COALITION
FOR AFFORDABLE HOUSING
A California Nonprofit Public Benefit Corporation**

Alan Jenkins, Chairperson of the Board, and Mitchell C. Sperling, Secretary, certify that:

1. They are the Chairperson of the Board and Secretary, respectively, of Central Valley Coalition for Affordable Housing, a California Nonprofit Public Benefit Corporation.

2. The Bylaws of Central Valley Coalition for Affordable Housing have been amended or restated as follows:

Subparagraph A, Section 3, of Article I, is hereby added and provides as follows:

ARTICLE I

Section 3. Solely for purposes of the HOME Program direct award of funds as administered by the California Department of Housing and Community Development, the corporation is authorized to do business as a Community Housing Development Organization, in the following counties: San Joaquin, Merced, Fresno, Kings, Kern, Mono, Tulare, Madera, Santa Cruz, Shasta, and Solano.

Article 3 of the Bylaws is restated as follows:

ARTICLE III. DIRECTORS

Section 1. General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided 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.

Section 2. Specific Powers. Without prejudice to the general powers set forth in Section 1 of this article of these Bylaws, but subject to the same limitations, the Board shall have the power to:

- (a) Select and remove all officers, agents, and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with the law, the Articles of Incorporation, or these Bylaws, and fix their compensation.
- (b) Conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefor not inconsistent with the law, the Articles of Incorporation, or these Bylaws, as they may deem best.
- (c) 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) 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, hypothecation, or other evidence of debt, and securities therefor.
- (e) Carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage without endangering the Corporation's non-profit tax-exempt status.
- (f) Enter into limited partnerships and other contracts with private individuals or private or governmental corporations, agencies, organizations, and institutions.
- (g) Act as manager, limited partner, or general partner of any such partnership, venture, or association.
- (h) Provide technical assistance with respect to the planning, financing, acquisition, rehabilitation, maintenance, or management of low-income or very low-income housing.
- (i) Make loans or grants, including grants of interest in housing and related facilities to nonprofit corporations, limited dividend corporations, or other entities for low-income or very low-income housing.
- (j) Undertake any appropriate activities to help preserve California's housing for low and very low-income households.

(k) Hire staff, or hire or accept the voluntary services, of consultants, experts, or advisory boards to aid the Corporation in carrying out the purposes of this section.

(l) Engage in any other activities as may be necessary to carry out the purposes of this section.

(m) Any other powers which may be granted or authorized by law.

Section 3. Number of Directors. The authorized number of Directors shall be seven (7).

Section 4. Selection of Directors, Qualifications, and Term of Office. All Directors shall be committed to working to preserve and expand the supply of low- and moderate-income housing. The qualifications for Directors are as follows:

(a) At least one-third (1/3) of the Board of Directors shall be residents of low-income neighborhoods, shall be low-income community residents, or shall be elected representatives of low-income neighborhood organizations.

(b) No more than one-third (1/3) of the Board of Directors may be public officials, or employees, or members of a public entity, board, or agency, or appointed by a public entity, board, or agency. Furthermore, such Directors may not participate in the appointment of the remaining two-thirds (2/3) of the Board members.

These qualifications do not apply to the appointment of any Ex Officio Directors, as provided for in Section 10 of this Article.

Section 5. Restriction on Interested Persons. No person serving on the Board may be an "interested person." An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this section shall not affect the validity or enforceability of transactions entered into by the Corporation.

Section 6. Term. Each Director shall serve for a term of four (4) years. All Directors shall hold office until their respective successors are selected and

qualified by majority vote of the Board. The Chairperson of the Board or, if none, the President shall appoint a committee to nominate qualified candidates for the Board at least sixty (60) days before the date of the expiration of the term for which a Director is sought. The nominating committee shall make its report by the date designated by the Board, and the Secretary shall forward to each Director a list of all candidates nominated by the committee. The Board shall designate a successor Director(s) at least thirty (30) days prior to the expiration of the Director's term that is being filled.

Any reduction of the authorized number of Directors shall not result in any Director being removed before his or her term of office expires.

Section 7. Vacancies. A vacancy in a Director position shall be filled by the remaining Board of Directors, subject to the qualifications and restrictions set forth in Section 4 of this Article. A vacancy or vacancies on the Board shall occur in the event of: (a) the death, removal, or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) an increase of the authorized number of Directors.

Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by: (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of the majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code section 5211, or (3) a sole remaining Director.

Section 8. Resignation of Directors. Any Director may resign by giving written notice to the Chairman of the Board, if any, or to the President or the Secretary of the Board. The 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 Board may elect a successor to take office as of the date when the resignation becomes effective.

Section 9. Removal of Directors. Any director may be removed, with or without cause, by the vote of the majority of the Directors then in office at a special meeting called for that purpose. Any vacancy caused by the removal of a Director shall be filled as provided in Section 7.

Any Director who does not attend three successive Board meetings will automatically be removed from the Board without Board resolution unless: (a) the Director requests a leave of absence for a limited period of time, and the leave is

approved by the Directors at a regular or special meeting (if such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present); (b) the Director suffers from an illness or disability that prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection; or (c) the Board, by resolution of the majority of the Board members, agrees that a Director who has missed three meetings may be reinstated.

Section 10. Ex Officio Directors. If the Board so desires, it may appoint two (2) persons as Ex Officio Directors, who shall serve from time to time at the pleasure of the Board. One of these two Ex Officio Directors shall be the Executive Director of the Housing Authority of Merced County and the other shall be any person whom the Board designates. Ex Officio Director(s) will not have any voting rights and will not serve for any specific term, but will serve at the pleasure and upon direction of the Board. The qualifications of Directors, as set forth in Section 4 of this Article III of these Bylaws, are not applicable to any Ex Officio Director.

Section 11. Place of Meetings. Meetings of the Board shall be held at any place within or outside the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 12. Regular Meetings. Regular meetings of the Board shall be held without notice on such dates and at such times as may be fixed by the Board.

Section 13. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Chairperson of the Board, if any, the President or any Vice-President, the Secretary, or any two Directors.

Notice of the time and place of special meetings shall be given to each Director by: (a) personal delivery or written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on the Corporation's records.

Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

Section 14. Meetings by Telephone or Other Telecommunications Equipment. Members of the Board may participate in a meeting through use of conference telephone or similar communication equipment, so long as all member participating in such meeting can communicate with and hear one another.

Section 15. Quorum. A majority of the authorized number of Directors then in office, but not less than three (3), shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation law, including, without limitation, those provisions relating to: (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (b) approval of certain transactions between corporations having common directorships; (c) creation of and appointments to committees of the Board; and (4) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum of that meeting and it is approved by at least three (3) Directors.

Section 16. 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, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 17. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

Section 18. Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined in Corporations Code section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 19. Compensation and Reimbursement. Directors and committee members shall serve without compensation, except that they shall be reimbursed for their actual and reasonable expenses, which are incurred in the performance of their duties consistent with guidelines established from time to time by the Board.

Section 20. Committees of Board of Directors. The Board, by vote of a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may:

- (a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Board or any committee of the Board;
- (c) Fix compensation of the Directors for serving on the Board or on any committee;
- (d) Amend or repeal Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (f) Create any other committees of the Board or appoint the members of committees of the Board;
- (g) Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected; or

(h) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Corporations Code section 5233(d)(3).

Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of this Article III of these Bylaws concerning meetings and other Board actions. Minutes shall be kept of each meeting of each committee and shall be filed with the corporate records.

Section 21. Rights of Inspection. Every Director 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 of which such person is a Director.

3. This Amendment and Restatement has been approved by the Board of Directors.

DATED: June 19, 2003

Alan Jenkins
ALAN JENKINS, Chairman of the Board

Mitchell C. Sperling
MITCHELL C. SPERLING, Secretary

CERTIFICATE OF AMENDMENT OF
BYLAWS OF
CENTRAL VALLEY COALITION FOR AFFORDABLE HOUSING
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

Al Jenkins, Chairperson of the Board, and Mitch Sperling, Secretary, certify that:

1. They are the Chairperson of the Board and Secretary, respectively, of Central Valley Coalition for Affordable Housing, A California Nonprofit Public Benefit Corporation.

2.. The Bylaws of Central Valley Coalition for Affordable Housing shall be amended to change Article IV; Section 1, "Officers," as follows:

"Section 1. Officers: The officers of the corporation shall be a Chairperson, a President, a Chief Executive Officer, a Vice President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, 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 Chairperson of the Board. The Chairperson, the President and the Vice President shall be members of the Board."

3. Section 7 of Article IV shall be amended as follows:

"Section 7. President. The President, subject to the control of the Board, shall preside at all meetings of the Board when the Chairperson is absent or otherwise unable to preside and shall perform such other powers and duties as may from time to time be assigned by the Board."

4. The Bylaws shall be amended to insert a new Section 8 to Article IV, and all subsequent sections shall be renumbered accordingly.

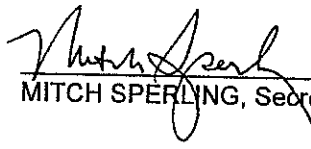
"Section 8. Chief Executive Officer. The Chief Executive Officer, subject to the control of the Board, provides general supervision, direction, and control of the business and officers of the corporation and has the general powers and duties of management usually vested in the office of the Chief Executive Officer of a corporation, and such other powers and duties as may be prescribed by the Board. The Chief Executive Officer shall have the power and responsibility to negotiate and execute contracts on behalf of the corporation."

5. The foregoing amendments have been duly approved by the Board of Directors.

DATE: 6-21-89


AL JENKINS, Chairperson of The Board

DATE: 6/27/89



MITCH SPERLING, Secretary

**CERTIFICATE OF AMENDMENT OF BY-LAWS OF
MERCED COUNTY COALITION FOR AFFORDABLE HOUSING,
A NOT FOR PROFIT CALIFORNIA CORPORATION**


Al Jenkins, Chairperson of the Board, and Mitch Sperling, Secretary, certify that:

1. They are the Chairperson of the Board and Secretary, respectively, of Merced County Coalition for Affordable Housing, a California nonprofit corporation.
2. The By-Laws of Merced County Coalition for Affordable Housing shall be amended to change the name of the corporation to **CENTRAL VALLEY COALITION FOR AFFORDABLE HOUSING**.
3. The following provisions shall be added to Article 3, Section 3 of the By-Laws of the corporation: Notwithstanding any other provision of Section 3 of Article 3 at least one-third of the Board of Directors shall be residents of low income neighborhoods, shall be low income community residents or shall be elected representatives of low income neighborhood organizations. Furthermore, no more than one-third of the governing board members may be public officials.
4. This Amendment has been approved by the Board of Directors.

DATED: 7-6-94

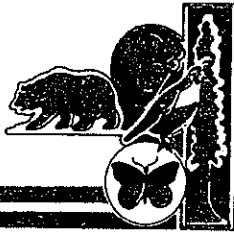


AL JENKINS
Chairperson



MITCH SPERLING
Secretary

A449136



State
of
California
SECRETARY OF STATE'S OFFICE

CORPORATION DIVISION

I, *TONY MILLER*, Acting Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

JUL 19 1994



Tony Miller
Acting Secretary of State



BY-LAWS

for the regulation, except
as otherwise provided by statute or
its Articles of Incorporation,
of
Merced County Coalition For Affordable Housing, a
California Nonprofit Public Benefit Corporation

ARTICLE I. OFFICES

Section 1. Principal Office. The Corporation's principal office shall be fixed and located at such place as the Board of Directors designates (herein called the "Board") in Merced County, California. The location of the Corporation's principal office may be changed through an amendment of these By-laws.

Section 2. Other Offices. The corporation may also have offices at such other places where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE II. PURPOSE

Section 1. Purpose. The specific and primary purposes are to provide housing for low income families and elderly and handicapped persons who cannot afford decent, safe, and sanitary housing, by constructing, rehabilitation, owning, and operating housing units, and the sale or rental of the same to the poor, underprivileged, handicapped and elderly, in conjunction with state and federal low income housing programs, and to provide related facilities and services especially designed to meet the physical, social, and psychological needs of said families and persons which will contribute to their health, security, happiness, and usefulness, and to hereby, inter alia, ameliorate the existing housing shortage, provide relief for the poor, distressed, and underprivileged, lessen the burdens of government, and combat community deterioration and juvenile delinquency.

(b) An additional purpose shall be to make donations to and dispense charitable contributions through, and otherwise aid and support senior citizens programs and other organizations qualified for exemption.

ARTICLE III. DIRECTORS

Section 1. Powers. Subject to limitations of the Articles and these By-Laws, 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. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided 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. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers:

(a) To select and remove all officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these By-Laws, and fix their compensation.

(b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefore not inconsistent with law, the Articles, or these By-Laws, 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, hypothecation, or other evidence of debt and securities therefor.

(e) To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage without endangering the corporations non-profit tax-exempt status.

(f) To enter into limited partnerships and other contracts with private individuals or private or governmental corporations, agencies, organizations and institutions.

(g) To act as manager, limited partner or general partner of any such partnership venture, or association.

(h) To provide technical assistance with respect to the planning, financing, acquisition, rehabilitation, maintenance, or management of low-income or very low-income housing.

(i) To make loans or grants, including grants of interest in housing and related facilities to nonprofit corporations, limited dividend corporations, or other entities for low-income or very low-income housing.

(j) To undertake any appropriate activities to help preserve California's housing for low and very low-income households.

(k) To hire staff or hire or accept the voluntary services of consultants, experts, or advisory boards to aid the corporation in carrying out the purposes of this chapter.

(l) To engage in any other activities as may be necessary to carry out the purposes of this section.

(m) Any other powers which may be granted or authorized by law.

*SEE ATTACHED Section 2. Number of Directors. The authorized number of
AMENDED directors shall be seven.
BY-LAWS

Section 3. Selection and Term of Office. All directors shall be committed to working to preserve and expand the supply of low-income and very low-income housing.

Directors shall be designated as follows:

One (1) of the said seven (7) Directors shall be the person holding the office of Executive Director of the Housing Authority of the County of Merced.

Two (2) of the said seven (7) Directors shall be Commissioners of the Housing Authority of the County of Merced, named by the Board of Commissioners of the Housing Authority of the County of Merced. The remaining four (4) additional Directors shall be named, by the Board of Directors, except for naming the initial Board of Directors.

One additional Director shall be a person engaged in or familiar with real property financing: one additional Director shall be a person engaged in or familiar with construction or property management; two additional Directors shall have such background and skills as may be determined by the Board. None of these four additional Directors may be an officer, employee, agent, or commissioner of the Housing Authority of the County of Merced.

All Directors shall hold office until their respective successors are selected.

Each director, after the initial board of directors, shall serve for a term of three (3) years. Three (3) of the initial directors shall have a term of three (3) years. Two (2) of the initial directors shall have a term of two (2) years. Two (2) of the initial directors shall have a term of one (1) year. The term of office for each of the initial directors shall be allocated according to the formula above and selected by lot. The anniversary date for all terms of office shall coincide with the date of incorporation.

Section 4. Vacancies. Subject to the provisions of Section 5336 of the California Corporations Code, any director may resign effective upon giving written notice to the Chairperson of the Board, the Secretary, or the Board, unless the notice specified a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies in the four (4) non-Housing Authority Director positions shall be filled by the remaining Board of Directors.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, and if the authorized number of directors is increased.

The Board 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 found by a final order of judgement of any court to have breached any duty arising under Article 3 of the California Non-profit Public Benefit Corporation Law.

Section 5. Place of Meetings. Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 6. Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 7. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairperson of the Board, the President, the Vice President, the Secretary, or any two directors.

Special meetings of the Board shall be held upon 3 days notice by first-class mail or 48 hours notice given personally or by telephone, telegraph, telex, facsimile or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or

is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 8. Quorum. A majority of the directors then in office, but not less than three (3) shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 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, unless a greater number is 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, provided that any action taken is approved by at least a majority of the required quorum for such meeting and that it is approved by at least three (3) directors.

Section 9. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communication equipment, so long as all members participating in such meeting can hear one another.

Section 10. 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. This provision shall also apply to actions by the Board of Directors to amend either the Articles of Incorporation or the By-laws.

Section 11. Adjournment. Notwithstanding to requirements of Section 8, 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 such adjourned meeting need not be given to absent directors if the time and place of such adjourned meeting is held no more than 24 hours from the time of the original meeting. Notice of any adjournment to another time or place shall be given in accordance with Section 7 of this Article III prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 12. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken

without a meeting, if all members of the Board shall individually or collectively consent in writing to the action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 13. Rights of Inspection. Every director 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 of which such person is a director.

Section 14. Committees. The Board, by vote of a majority of the directors then in office, 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 except with respect to:

(a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;

(b) The filling of vacancies on the Board or any committee;

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

(d) The amendment or repeal of By-laws or the adoption of new By-laws;

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

(f) The appointment of other committees of the Board or the members thereof;

(g) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of the directors then in office, provided a quorum is present, and any such committee may be designated by such name as the Board shall specify. The Board 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 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 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. Minutes shall be kept of each meeting of each committee.

Section 15. Fees and Compensation. Directors shall serve without compensation, except that they shall be reimbursed for their actual and reasonable expenses, which are incurred in the performance of their duties consistent with guidelines established from time to time by the board of directors.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chairperson, a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, 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 By-Laws and except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairperson of the Board. The Chairperson, the President and the Vice President shall be members of the Board.

Section 2. Election. The officers of the corporation and 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, 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 may elect, and may empower the President to appoint, such other officers 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 By-Laws or as the Board may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the board at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment by the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, to 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 any later time 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 By-Laws 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. Chairperson of the Board. The Chairperson of the Board shall if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board. In the event that neither the Chairperson nor the President is present at a board meeting, the directors present at that meeting shall select a Chairperson of the day.

Section 7. President. The President, subject to the control of the Board, provides general supervision, direction, and control of the business and officers of the corporation and has the general powers and duties of management usually vested in the office of the president and chief executive officer of a corporation and such other powers and duties as may be prescribed by the Board.

Section 8. Vice President. In the absence or disability of the President, the Vice President 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.

Section 9. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board 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 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 By-Laws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these By-Laws 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.

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 any moneys and other valuables in the name and to the credit of the corporation with such

depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, 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.

ARTICLE V. OTHER PROVISIONS

Section 1. Endorsement of Documents: Contracts. 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 unless authorized by the Board of Directors.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board 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 and construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law, and the California Nonprofit Public Benefit Corporation Law, shall govern the construction of these By-Laws.

Section 4. Amendments. The Articles of Incorporation and/or these By-Laws may be amended or repealed at any regular or special meeting by the approval of not less than five (5) members of the Board of Directors regardless of the number then in office. At least 15 days notice of any proposed amendment to the Articles of Incorporation or By-laws shall be provided by regular mail to each director prior to any vote for such an amendment.

ARTICLE VI. IDEMNIFICATION

Section 1. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term

is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238 (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or 5238(c) has been met and, if so, the board shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 or 2 of this Article VI in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the 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 the corporation would have the power to indemnify the agent against such liability under the provision of this Article VI, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 5. Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article VI does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article VI. The corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.


ARTICLE VII. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at

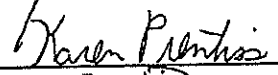
any time any of the net earnings or pecuniary profit from the operations of the corporation, provided however, that this provision shall not prevent payment to any such person reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these By-laws and is fixed by resolution of the Board of Directors: and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

Dated: October 31, 1989



Milt McDowell, Director

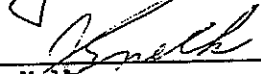

Alan Jenkins, Director


Norman Herman, Director


Karen Prentiss, Director


Peter Maki, Director


Betty Dawson, Director


Jim Welk, Director

**CERTIFICATE OF AMENDMENT OF BY-LAWS OF
MERCED COUNTY COALITION FOR AFFORDABLE HOUSING,
A NOT FOR PROFIT CALIFORNIA CORPORATION**

Al Jenkins, Chairperson of the Board, and Mitch Sperling, Secretary, certify that:

1. They are the Chairperson of the Board and Secretary, respectively, of Merced County Coalition for Affordable Housing, a California nonprofit corporation.
2. The By-Laws of Merced County Coalition for Affordable Housing shall be amended to change the name of the corporation to **CENTRAL VALLEY COALITION FOR AFFORDABLE HOUSING**.
3. The following provisions shall be added to Article 3, Section 3 of the By-Laws of the corporation: Notwithstanding any other provision of Section 3 of Article 3 at least one-third of the Board of Directors shall be residents of low income neighborhoods, shall be low income community residents or shall be elected representatives of low income neighborhood organizations. Furthermore, no more than one-third of the governing board members may be public officials.
4. This Amendment has been approved by the Board of Directors.

DATED: 7-6-94



AL JENKINS
Chairperson



MITCH SPERLING
Secretary

FORM OF ORGANIZATION:

Central Valley Coalition for Affordable Housing,
a California nonprofit public benefit corporation
proof of nonprofit status:

501 (c)3 - IRS

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
2 CUPANIA CIRCLE
MONTEREY PARK, CA 91755-7406

DEPARTMENT OF THE TREASURY

Date: JUN 01 1994

MERCED COUNTY COALITION FOR
AFFORDABLE
C/O MILTON B MCDOWELL
405 U ST
MERCED, CA 95340-6548

Employer Identification Number:
77-0242399
Case Number:
954010147
Contact Person:
CLAUDIA SANCHEZ
Contact Telephone Number:
(213) 725-1758

Our Letter Dated:
JAN 15 1993
Advance Ruling Period Begins:
JAN 5 1990
Advance Ruling Period Ends:
JUN 30 1994
Addendum Applies:
YES

*Mer Utta
725-1245 11:30
7015
CJUW 3:00
6213894238*

Dear Applicant:

Our letter of the above date stated that we had determined your organization is exempt under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) and that you would be treated as a publicly supported organization and not as a private foundation during your advance ruling period. This was based on our determination that you could reasonably be expected to be an organization described in sections 170(b)(1)(A)(vi) and 509(a)(1) or in section 509(a)(2).

We also stated that at the end of your advance ruling period you would have to establish that you were in fact an organization described in one of the above sections.

Our records indicate that your advance ruling period begins and ends on the dates shown above. Your exempt status as an organization described in section 501(c)(3) is still in effect. However, to establish that you are a publicly supported organization described in sections 170(b)(1)(A)(vi) and 509(a)(1) or in section 509(a)(2), please complete the attached Form 8734, Support Schedule for Advance Ruling Period, for each of the tax years in your advance ruling period.

The information requested in this letter is required to support your claim to be other than a private foundation. It is needed in addition to any required Form 990 or other annual return. Please send it to us within 90 days from the end of your advance ruling period.

If we do not receive this information, we will presume you are a private foundation and you will be treated as a private foundation as of the first day of your first tax year for purposes of sections 507(d) and 4940 of the Code. In addition, if you do not provide the information by the time requested, it will be considered by the Internal Revenue Service that you have not taken all reasonable steps to secure the determination you requested. Under section 7428(b)(2) of the Code, not taking all reasonable steps, in a timely manner, to secure the determination may be considered as a failure to exhaust administra-

Letter 1046 (DO/CG)

MERCED COUNTY COALITION FOR

tive remedies available to you within the Service, and may preclude the issuance of a declaratory judgment in the matter under judicial proceedings.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Thank you for your cooperation.

Sincerely yours,



Richard R. Orosco
District Director

Enclosures:
Form 8734
Copy of this letter

Internal Revenue Service

Department of the Treasury

District
Director

Person to Contact: **MURRIET REED**

CENTRAL VALLEY COALITION FOR AFFORDABLE
HOUSING
405 U STREET
MERCED, CA 95340-6548

Telephone Number: (213) 725-1235

Refer Reply to: EOMF Coordinator

Date: **FEB 13 1996**

EIN# 77-0242399

Internal Revenue Code Section:
501(c)(03)

Dear Sir or Madam:

Thank you for submitting the information shown below or on the enclosure. We have made it a part of your file.

The changes indicated do not adversely affect your exempt status and the exemption letter issued to you continues in effect.

Please let us know about any future change in the character, purpose, method of operation, name or address of your organization. This is a requirement for retaining your exempt status.

Thank you for your cooperation.

Sincerely yours,



District Director

Item Changed
(Name)

<u>From</u>	<u>To</u>
Merced County Coalition For Affordable Housing	(SEE ABOVE)

EP/EO Division
McCaslin Industrial Park
2 Cupania Circle
Monterey Park, CA 91755-7406

Letter 976(DO) (Rev. 1-87)

FORM OF ORGANIZATION:

Central Valley Coalition for Affordable Housing,
a California nonprofit public benefit corporation
proof of nonprofit status:

501 (c)3 – Franchise Tax Board



STATE OF CALIFORNIA

FRANCHISE TAX BOARD

P.O. BOX 1286

RANCHO CORDOVA, CA. 95741-1286

November 26, 1991

In reply refer to
340:G :PTS

MERCED COUNTY COALITION FOR AFFORDABLE
HOUSING
C/O MILT MCDOWELL
405 "U" STREET
MERCED CA 95340

RECEIVED
NOV 27 1991

Purpose : CHARITABLE
Code Section : 23701d
Form of Organization : Corporation
Accounting Period Ending: September 30
Organization Number : 1655874 MC2CF

You are exempt from state franchise or income tax under the section of the Revenue and Taxation Code indicated above.

This decision is based on information you submitted and assumes that your present operations continue unchanged or conform to those proposed in your application. Any change in operation, character, or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address must also be reported.

In the event of a change in relevant statutory, administrative, judicial case law, a change in federal interpretation of federal law in cases where our opinion is based upon such an interpretation, or a change in the material facts or circumstances relating to your application upon which this opinion is based, this opinion may no longer be applicable. It is your responsibility to be aware of these changes should they occur. This paragraph constitutes written advice, other than a chief counsel ruling, within the meaning of Revenue and Taxation Code Section 21012(a)(2).

You may be required to file Form 199 (Exempt Organization Annual Information Return) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. Please see annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

November 26, 1991
MERCED COUNTY COALITION FOR AFFORDABLE
Corporate Number 1655874 MC2CF
Page 2

Please note that an exemption from federal income or other taxes and other state taxes requires separate applications.

THIS EXEMPTION IS GRANTED ON THE EXPRESS CONDITION THAT THE ORGANIZATION WILL SECURE FEDERAL EXEMPT STATUS WITH THE INTERNAL REVENUE SERVICE. THE ORGANIZATION IS REQUIRED TO FURNISH A COPY OF THE FINAL DETERMINATION LETTER TO THE FRANCHISE TAX BOARD WITHIN 9 MONTHS FROM THE DATE OF THIS LETTER.

P SHEK
EXEMPT ORGANIZATION UNIT
CORPORATION AUDIT SECTION
Telephone (916) 369-4171

EO :
cc: REGISTRY OF CHARITABLE TRUSTS

FORM OF ORGANIZATION:

Central Valley Coalition for Affordable Housing,
a California nonprofit public benefit corporation
proof of nonprofit status:

Central Valley Coalition for Affordable Housing does by
HUD guide has and does qualify as a Community
Development Organization (CHDO) and we will submit an
application for renewal for the 2021 year CHDO status.