

FORM NFP 102.10 (rev. Dec. 2003)
ARTICLES OF INCORPORATION
 General Not For Profit Corporation Act

Jesse White, Secretary of State
 Department of Business Services
 501 S. Second St., Rm. 350
 Springfield, IL 62756
 217-782-9522
 www.cyberdriveillinois.com

FILED
AUG 17 2012
 JESSE WHITE
 SECRETARY OF STATE

PAID
AUG 17 2012
EXPEDITED
 SECRETARY OF STATE

Remit payment in the form of a cashier's check, certified check, money order or Illinois attorney's or C.P.A.'s check payable to Secretary of State.

File # 6857-2827 Filing Fee: \$50 Approved: J.P.F.

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

Article 1.
 Corporate Name: Chicago Infrastructure Trust O.k.



Article 2.
 Name and Address of Registered Agent and Registered Office in Illinois:

Registered Agent: CT Corporation System ✓

First Name	Middle Name	Last Name

 Registered Office: 208 South LaSalle Street, Suite 814

Number	Street	Suite # (P.O. Box alone is unacceptable)
<u>208</u>	<u>South LaSalle Street</u>	<u>814</u>
City	ZIP Code	County
<u>Chicago</u>	<u>IL 60604</u>	<u>Cook</u>

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Article 3.
 The first Board of Directors shall be five in number, their Names and Addresses being as follows
Not less than three

Director Name	Street Address	City	State	Zip Code
-- REFER TO EXHIBIT A ATTACHED HERETO, INCORPORATED HEREIN BY REFERENCE AND MADE A PART				
HEREOF. --				

Article 4.
 Purpose(s) for which the Corporation is organized:
 -- REFER TO EXHIBIT A ATTACHED HERETO, INCORPORATED HEREIN BY REFERENCE AND MADE A PART
 HEREOF. --

✓

(continued on back)

Article 4.(continued)

Is this Corporation a Condominium Association as established under the Condominium Property Act? (check one)

Yes No

Is this Corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? (check one)

Yes No

Is this Corporation a Homeowner's Association, which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? (check one)

Yes No

Article 5.

Other provisions (For more space, attach additional sheets of this size.):

-- REFER TO EXHIBIT A ATTACHED HERETO, INCORPORATED HEREIN BY REFERENCE AND MADE A PART HEREOF. --

Article 6.

Names & Addresses of Incorporators

The undersigned Incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated August 13, 2012
Month & Day Year

Signatures and Names	
1.	<u>John A. Pope</u> Signature <u>John Pope</u> Name (print)
2.	_____ Signature _____ Name (print)
3.	_____ Signature _____ Name (print)
4.	_____ Signature _____ Name (print)
5.	_____ Signature _____ Name (print)

Post Office Address	
1.	<u>3522 E. 106th Street</u> Street <u>Chicago, IL 60617</u> City, State, ZIP
2.	_____ Street _____ City, State, ZIP
3.	_____ Street _____ City, State, ZIP
4.	_____ Street _____ City, State, ZIP
5.	_____ Street _____ City, State, ZIP

Signatures must be in BLACK INK on the original document.

Carbon copies, photocopies or rubber stamped signatures may only be used on the duplicate copy.

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by a duly authorized corporate officer. Please print name and title beneath the officer's signature.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in Illinois, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation that is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

**EXHIBIT A
TO
ARTICLES OF INCORPORATION
OF
CHICAGO INFRASTRUCTURE TRUST**

Article 3. The first Board of Directors shall be five in number, their names and addresses being as follows:

<u>Director Name</u>	<u>Address</u>
James Bell	20 North Wacker Drive, Suite 2200, Chicago, IL 60606
Diana Ferguson	7936 South Cottage Grove, Chicago, IL 60619
David Hoffman	1 South Dearborn Street, Chicago, IL 60603
John Pope	3522 East 106th Street Chicago, IL 60617
Jorge Ramirez	130 East Randolph Street, Suite 2600, Chicago, IL 60601

Article 4. Purpose(s) for which the Corporation is organized:

The Chicago Infrastructure Trust (the "Trust") is organized and shall be operated exclusively for civic and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended (or a corresponding section of any future federal tax code), including to lessen the burdens of government that otherwise would fall on the City of Chicago and its sister agencies by providing funding and credit support to qualifying infrastructure projects; playing an important coordinating and facilitative role in attracting private investment to Chicago's infrastructure; financing capital investments for transformative infrastructure projects within the City; making grants for transformative infrastructure projects; facilitating projects affecting multiple co-ordinate units of local government that will enable the sharing of labor, resources and knowledge between and among such units of local government; and including all activities incidental or related thereto.

Article 5. Other provisions:

In the course of carrying out its purposes, the Trust shall be subject to the following restrictions:

- A. The Trust is organized and shall be operated in accordance with City of Chicago Ordinance No. O2012-1366 (adopted April 24, 2012), as now enacted or as hereafter amended.
- B. The Trust shall be a non-membership entity.
- C. No part of the net earnings of the Trust shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Trust shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments in furtherance of the purposes set forth above.

- D. No part of the activities of the Trust shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Trust shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- E. In the event of the dissolution of the Trust, the Board of Directors of the Trust shall pay or make provision for the payment of all of the liabilities of the Trust, and thereafter shall cause the remaining assets of the Trust to be distributed to the City of Chicago to be used exclusively for the same corporate purposes for which the Trust was established. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Trust is then located, exclusively for such purposes to a governmental unit or units or to such organization or organizations, as said court shall determine, that are organized and operated exclusively for charitable, purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended (or a corresponding section of any future federal tax code).
- F. The Trust shall have no power to pledge the full faith and credit of the City of Chicago, nor shall any obligation issued by the Trust (or any entity sponsored by the Trust) in connection with any infrastructure project be a general obligation of the City of Chicago.



Illinois Department of Financial and Professional Regulation
Division of Banking

PAT QUINN
Governor

BRENT E. ADAMS
Secretary

MANUEL FLORES
Director
Division of Banking

August 14, 2012

David Narefsky
Mayer Brown LLP
71 South Wacker Drive
Chicago, Illinois 60606

Dear Mr. Narefsky:

We are writing in response to your request that the Department of Financial and Professional Regulation ("Department") allow Chicago Infrastructure Trust to use "trust" in the name of the company as it does business in Illinois.

Section 1-9 of the Corporate Fiduciary Act ("Act"), 205 ILCS 620/1-9, provides that no corporation that is not a corporate fiduciary shall be allowed to use the word "trust", "trustee", or "fiduciary" in its corporate name without the Department's approval. The Department is further required to find that the corporation will not be engaged in business as a corporate fiduciary and that the use of the word "trust", "trustee", or "fiduciary" by the corporation will not be misleading to the public.

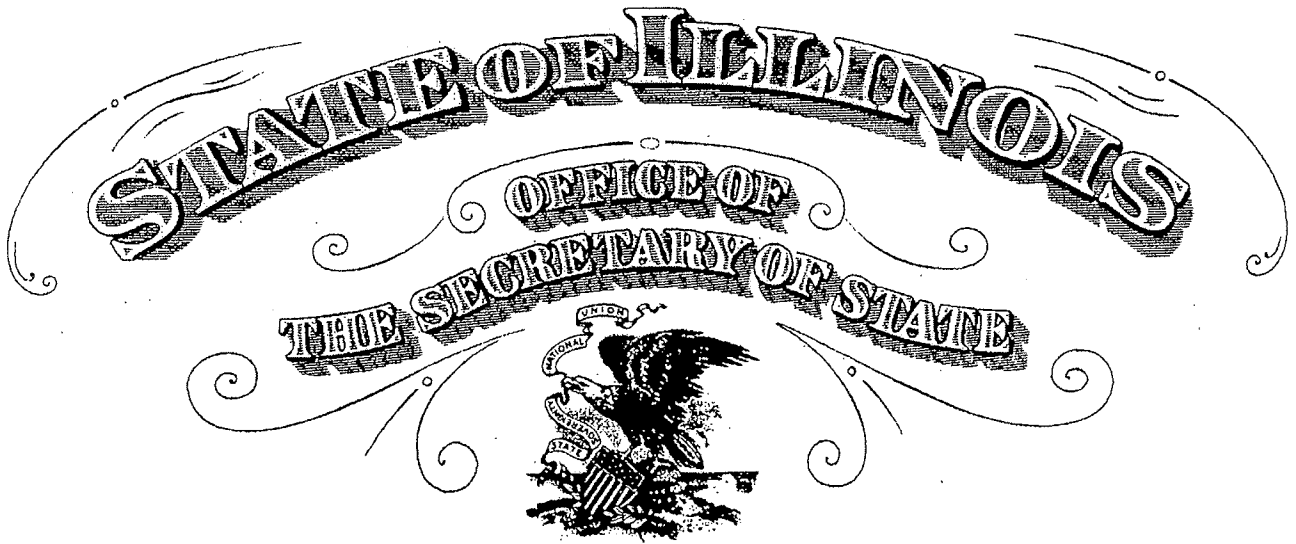
In reaching our decision to approve this application, it is understood that the corporation will not engage in a general banking business, act as a bank, corporate fiduciary, trustee, executor, administrator, administrator to collect, guardian, conservator, or in any similar fiduciary capacity, and will not hold itself out as a corporation organized under the provisions of the Act, as now or hereinafter amended, or hold itself out as a corporation otherwise authorized to accept and execute trusts.

Should you have any questions regarding this approval, you may contact the Corporate Activities Section by phoning (217) 785-2900 or directing correspondence to the Illinois Department of Financial and Professional Regulation, Division of Banking, Corporate Activities Section, 320 W. Washington Street, 5th Floor, Springfield, Illinois 62786.

Sincerely,

Manuel Flores
Director

MF:lcp



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

THE FOREGOING AND HERETO ATTACHED IS A TRUE AND CORRECT COPY, CONSISTING OF 05 PAGES, AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR CHICAGO INFRASTRUCTURE TRUST.**



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 7TH day of JANUARY A.D. 2013

Jesse White