

State of California

SECRETARY OF STATE

2038477



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

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

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

APR 08 1998



Bill Jones

Secretary of State

APR 08 1998

ARTICLES OF INCORPORATION

BILL JONES, Secretary of State

FOR

BOYS TO MEN MENTORING NETWORK, INC.

1. NAME OF CORPORATION

The name of this corporation is **BOYS TO MEN MENTORING NETWORK** (hereinafter referred to as the "*corporation*").

2. PURPOSES

The purposes for which the corporation is formed are as follows:

(a) This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

(b) This corporation is organized exclusively for charitable purposes, within the meaning of **Section 501(c)(3) of the Internal Revenue Code of 1986** or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under **Section 501(c)(3) of the Internal Revenue Code of 1986** or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under **Section 170(c)(2) of the Internal Revenue Code of 1986** or the corresponding provision of any future United States internal revenue law.

The foregoing clauses concerning the purposes of the corporation shall be considered as a statement of both purposes and powers; and the purposes and powers in each clause shall, except where otherwise expressed, be in no manner limited or

restricted by reference to or inference from the terms or provisions of any other clause but shall be regarded as independent purposes and powers.

3. INITIAL AGENT

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

**STEVEN E. RODICK
7777 Alvarado Road, Suite 615
La Mesa, California 91941-3648**

4. RESTRICTIONS REGARDING POLITICAL MATTERS

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as provided in **Section 501(h) of the Internal Revenue Code of 1986** or the corresponding provision of any future United States internal revenue law, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

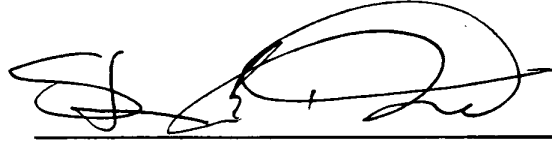
5. CORPORATE PROPERTY; NONPROFIT STATUS

All corporate property is or shall be irrevocably dedicated to the purposes set forth in **Article 2** above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders, members, or to individuals.

6. DISSOLUTION

On the dissolution and winding up of this corporation, after payment, or provision for payment of all debts, obligations and liabilities of the corporation, the remaining assets shall be distributed to such organization or organizations that are organized and operated exclusively for *charitable purposes*, and has established its tax-exempt status under **(a) Section 501(c)(3) of the Internal Revenue Code of 1986** or the corresponding provision of any future United States internal revenue law, and **(b) Section 23701d of the California Revenue and Taxation Code** or the corresponding section of any future California revenue and tax law.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation this 3rd day of April, 1998

A handwritten signature in black ink, appearing to read "S. Rodick", written over a horizontal line.

Steven E. Rodick
INCORPORATOR

