

2384972

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

NOV 30 2001

BILL JONES, Secretary of State

ARTICLES OF INCORPORATION

OF

THE GIVING SPIRIT

a California nonprofit public benefit corporation

ARTICLE I

The name of this corporation is "The Giving Spirit."

ARTICLE II

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 charitable purposes.

B. The specific purpose of this corporation is to help the poor and distressed better deal with their day to day lives.

C. The corporation may also engage in any activities that are reasonably related to or in furtherance of its stated charitable purpose.

ARTICLE III

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

Thomas Bagamane
11908 Montana Avenue #205
Los Angeles, CA 90049

ARTICLE IV

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. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise permitted by Section 501(h) of the Internal Revenue Code and any corresponding laws in the State of California, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf or in opposition to any candidate for public office.

C. 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 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.

ARTICLE V

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any directors, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payments, of all debts and liabilities of this corporation shall be distributed 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.

[SCOTT PORTER'S SIGNATURE HERE]

Scott E. Porter, Incorporator

