

SECRETARY OF STATE

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

That the attached transcript of 2 page(s) 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 day of

SEP 13 2000



Bill Jones

Secretary of State

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

SEP - 7 2000

BILL JONES, Secretary of State

ARTICLES OF INCORPORATION
OF
THE PETER M. CICCHINO
SOCIAL JUSTICE FOUNDATION

I.

The name of this corporation is The Peter M. Cicchino Social Justice Foundation.

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 public and charitable purposes.

B. The specific purpose of this corporation is to engage in charitable, scientific, literary, and educational programs and activities.

III.

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

Trenton H. Norris
McCutchen, Doyle, Brown & Enersen, LLP
Three Embarcadero Center, 18th Floor
San Francisco, California 94111

IV.

A. This corporation is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). This corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or

(ii) by a corporation contributions to which are deductible under Section 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

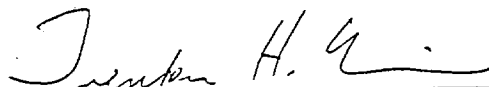
B. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

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 director, officer or member thereof or to the benefit of any private person. Upon the winding up and dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to one or more nonprofit funds, foundations or corporations selected by the corporation's board of directors that are organized and operated exclusively for charitable, scientific, literary and/or educational purposes and that have established their tax exempt status under Section 501(c)(3) of the Code.

VI.

Each reference in these articles of incorporation to sections of the Code shall also refer to any corresponding provision of any future United States internal revenue law.



Trenton H. Norris, Incorporator

