



State of California



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

JUL 22 2000

Secretary of State



**ARTICLES OF INCORPORATION
OF
THE KAREN BROWN SCLERODERMA FOUNDATION**

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

JUL 18 2000

BILL JONES, Secretary of State

I. NAME

The name of this corporation is the Karen Brown Scleroderma Foundation.

II. PURPOSES

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 primarily for public and charitable purposes.

B. The purposes of this corporation are to promote, support and advance the research and education related to scleroderma by means of economic and volunteer support.

III. POWERS AND LIMITATIONS

A. This corporation is organized and operated exclusively for charitable, scientific, and educational 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 this corporation, and this 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.

B. This corporation shall have all of the power of a natural person, subject only to limitation imposed by these Articles of Incorporation, the Bylaws of this corporation and applicable law.

C. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, 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, except as provided in Section 501(h) of the Internal Revenue code of 1986.

D. The property, assets, profits and net income are irrevocably dedicated to the purposes set forth in Article II, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

IV. AGENT FOR SERVICE OF PROCESS

The name and address in this state of this corporation's initial agent for service of process is Tallien Perry, Konowiecki & Rank, 633 West Fifth Street, Suite 3500, Los Angeles, California 90071-2007.

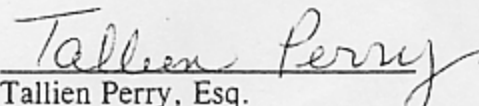
V. BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by or under the direction of a Board of Directors. The number of Directors of this corporation shall be fixed from time to time by the Bylaws of this corporation.

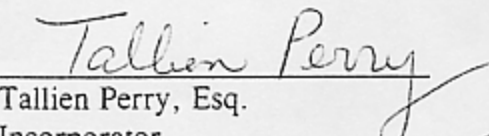
VI. DISSOLUTION

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

DATED: July 17, 2000


Tallien Perry, Esq.
Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.


Tallien Perry, Esq.
Incorporator

