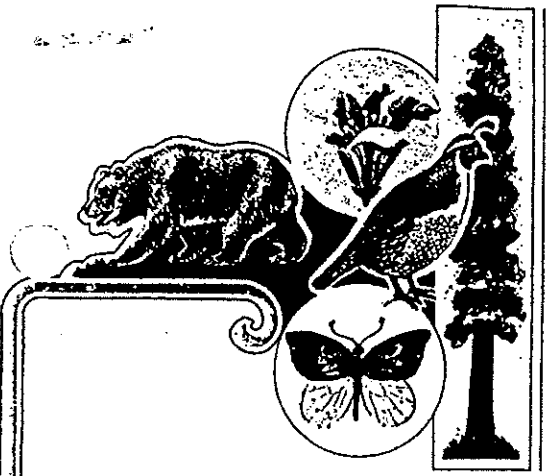


# State of California

OFFICE OF THE SECRETARY OF STATE

1834803



I, *TONY MILLER*, Acting Secretary of State of the State of California, hereby certify:

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



*IN WITNESS WHEREOF,*  
*I execute this certificate and*  
*affix the Great Seal of the*  
*State of California*     **JUL 25 1994**

*Tony Miller*  
Acting Secretary of State

JUL 21 1994

ARTICLES OF INCORPORATION

I

TONY MILLER  
Acting Secretary of State  
The name of this corporation is Center for Excellence in Nonprofits.

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 bring ideas and processes for improving nonprofit agencies by sharing ideas such as continuous improvement, sharing of best practices, and benchmarking from the for profit corporate world.

III

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

Name Robert Daw

STREET Address 1776 Kirkmont Drive

City San Jose State CALIFORNIA Zip 95124

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, 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 dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, 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.

Robert W. Daw  
Robert W. Daw  
*Robert W. Daw*



TE OF CALIFORNIA

FRANCHISE TAX BOARD  
P.O. BOX 1286  
RANCHO CORDOVA, CA. 95741-1286

September 26, 1994

In reply refer to  
340:G :MAC

CENTER FOR EXCELLENCE IN NONPROFITS  
ROBERT W. DAW  
1776 KIRKMONT DR.  
SAN JOSE CA 95124

Purpose : EDUCATIONAL  
Code Section : 23701d  
Form of Organization : Corporation  
Accounting Period Ending: June 30  
Organization Number : 1834803 CF9EI

You are exempt from state franchise or income tax under the section of the Revenue and Taxation Code indicated above.

THIS EXEMPTION IS GRANTED ON THE EXPRESS CONDITION THAT THE ORGANIZATION WILL SECURE FEDERAL EXEMPT STATUS WITH THE INTERNAL REVENUE SERVICE. THE ORGANIZATION IS REQUIRED TO FURNISH A COPY OF THE FINAL DETERMINATION LETTER TO THE FRANCHISE TAX BOARD WITHIN 9 MONTHS FROM THE DATE OF THIS LETTER.

This decision is based on information you submitted and assumes that your present operations continue unchanged or conform to those proposed in your application. Any change in operation, character, or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address must also be reported.

In the event of a change in relevant statutory, administrative, judicial case law, a change in federal interpretation of federal law in cases where our opinion is based upon such an interpretation, or a change in the material facts or circumstances relating to your application upon which this opinion is based, this opinion may no longer be applicable. It is your responsibility to be aware of these changes should they occur. This paragraph constitutes written advice, other than a chief counsel ruling, within the meaning of Revenue and Taxation Code Section 21012(a)(2).

You may be required to file Form 199 (Exempt Organization Annual Information Return) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. Please see annual instructions with forms for requirements.

September 26, 1994  
CENTER FOR EXCELLENCE IN NONPROFITS  
Corporate Number 1834803 CF9EI  
Page 2

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

Please note that an exemption from federal income or other taxes and other state taxes requires separate applications.

M COLBURN  
EXEMPT ORGANIZATION UNIT  
CORPORATION AUDIT SECTION  
Telephone (916) 369-4171

cc: REGISTRY OF CHARITABLE TRUSTS