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CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION in the office of the Secretary of State
of the State of California

OF
REBIRTH AND DEVELOPMENT,
INCORPORATED
A California Nonprofit Public Benefit Corporation

MAY 15 2000

Bill Jones
BILL JONES, Secretary of State

The undersigned certify that:

1. They are the president and secretary, respectively, of Rebirth and Development, Incorporated
2. The articles of incorporation of this corporation are amended and restated to read as follows:

I. NAME

The name of the corporation is Rebirth and Development, Incorporated

II. PURPOSE

(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 California Nonprofit Public Benefit Corporation Law for charitable purposes. The general purpose of this corporation is to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California. This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

(b) The specific charitable and public purposes for which the corporation is organized are:

(1) to develop and expand opportunities available to underprivileged persons (or groups comprised substantially of such persons) to participate in and benefit from community activities;

(2) to promote and undertake the free distribution of food, other goods, and services to poor and underprivileged persons;

(3) to promote and undertake programs that expand cultural, charitable, religious, scientific, educational and humanitarian opportunities in economically underprivileged or depressed areas;

(4) to promote and undertake programs that foster appreciation of the natural environment by underprivileged persons (or groups comprised substantially of such persons);

(5) to assist underprivileged persons (or groups comprised primarily of such persons) in developing the skills necessary for the successful operation of programs such as those described in Part II Sections (b)(1) through (b)(4).

III. AGENT OF SERVICE

Intentionally blank pursuant to Corporations Code Section 5810(b).

IV. DEDICATION AND DISPOSITION

(a) 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 of this corporation or to the benefit of any private individual.

(b) Upon the winding up and dissolution of this corporation, and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes, and which has established and maintained its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), or under the corresponding provision of any future United States internal revenue law.

V. LIMITATION OF CORPORATE ACTIVITIES

(a) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or

the corresponding provision of any future United States internal revenue law; or (ii) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code or the corresponding provisions of any future United States internal revenue law.

(b) 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. This corporation shall not participate in or interfere in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code.

VI. DIRECTORS

The number of directors and the manner in which directors shall be chosen and removed from office; the directors' qualifications, powers, duties, and term of office; the manner of filling vacancies on the board of directors; and the manner of calling and holding meetings of directors shall be as stated in the bylaws.

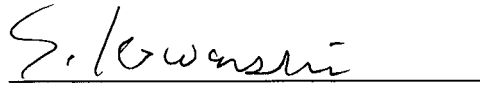
3. The foregoing amendment and restatement of articles of incorporation has been duly approved by this corporation's board of directors.

4. This corporation has no members. We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: May 11, 2000

A handwritten signature in cursive script, appearing to read "Dennis Rubenstein", written over a horizontal line.

Dennis Rubenstein, President

A handwritten signature in cursive script, appearing to read "S. Kowarski", written over a horizontal line.

Sam Kowarski, Secretary