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In the office of the Secretary of State
of the State of California
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ARTICLES OF INCORPORATION
OF
THE IN-N-OUT FOUNDATION

Bill Jones
Secretary of State

Article 1
Name

The name of this corporation is "The In-N-Out Foundation."

Article 2
Purposes

Section 2.1 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.

Section 2.2 This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Article 3
Powers

Section 3.1 This corporation is to have and exercise all powers conferred on nonprofit public benefit corporations by the laws of the State of California.

Section 3.2 No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3.3 The property of this corporation is irrevocably dedicated to the purposes set forth in Article 2 above and no part of the net earnings or assets of this corporation shall ever inure to the benefit of or be distributable to or for the benefit of any director, officer or member (if any) of this corporation or any other private individual.

Section 3.4 Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3)

(or corresponding provision of any future federal internal revenue law) or (b) by a corporation described in Code Section 170(c)(2) (or the corresponding provision of any future federal internal revenue law). The provisions of Section 5260 of the California Corporations Code shall be applicable to this corporation.

Article 4
Service of Process

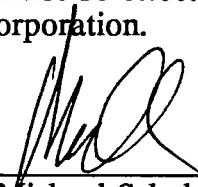
The name and address in the State of California of this corporation's initial agent for service of process is:

Michael Schulman
c/o McDermott, Will & Emery
1301 Dove Street, Suite 500
Newport Beach, CA 92660

Article 5
Dissolution

Section 5.1 Upon the dissolution or winding up of this corporation, all of its assets remaining after payment of, or provisions for payment of, and all of its debts and obligations shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which this corporation has its principal office, upon petition therefor by either the Attorney General of the State of California or any person concerned in the liquidation in a proceeding to which the Attorney General is a party.

Section 5.2 To the extent that a direction in these Articles of Incorporation is binding upon or can be given effect by the court, such assets shall be distributed, exclusively for charitable, educational, literary or scientific purposes, (a) to one or more nonprofit organizations organized and operated exclusively for charitable, educational, literary or scientific purposes which have established their tax-exempt status under Code Section 501(c)(3), as the Board of Directors of this corporation may determine by resolution duly adopted prior to such liquidation, or (b) in default of such determination or to the extent that it shall not be effective, to organizations with purposes similar to the purposes of this corporation.



Michael Schulman
Incorporator