

SECRETARY OF STATE



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

That the attached transcript of 3 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

JUN 27 2000

Bill Jones

Secretary of State

JUN 27 2000

BILL JONES, SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
THE MOSAIC PROJECT

ARTICLE I

The name of this corporation is The Mosaic Project.

ARTICLE 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 California Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific and primary purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code").

ARTICLE III

The name and address in this state of this corporation's initial agent for the service of process is Margaret Hodder, 155 Prospect Avenue, San Francisco, California 94110.

ARTICLE IV

A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

B. Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

The names and addresses of the persons appointed to act as the initial directors of this corporation are:

Name:

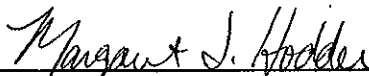
Address:

Margaret "Gogi" Hodder	155 Prospect Avenue San Francisco, California 94110
Lara Mendel	16160 Anoka Drive Pacific Palisades, California 90272
Lisa Ruben	3109 Butters Drive Oakland, California 94602
Joyce Mende Wong	65 Arroyo Avenue Piedmont, California 94611
Chiraz Mahmoud	4172 20 th Street, Apartment #1, San Francisco, California 94114

ARTICLE VI

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, if any, of this corporation, or any other private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code.

DATED: June 12, 2000



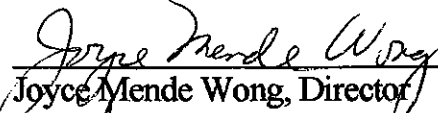
Margaret Hodder, Director



Lara Mendel, Director



Lisa Ruben, Director



Joyce Mende Wong, Director



Chiraz Mahmoud, Director

We, the above-mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Margaret J. Hodder
Margaret Hodder, Director

Lara E. Mendel
Lara Mendel, Director

[Signature]
Lisa Ruben, Director

Joyce Mende Wong
Joyce Mende Wong, Director

[Signature]
Chiraz Mahmoud, Director

