

ARTICLES OF INCORPORATION

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California

NAME

MAY 08 1997

I. The name of this corporation is _____

PURPOSE

BILL JONES, Secretary of State

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 public and charitable purposes.

II.B. The specific purpose of this corporation is empower individual(s) whose lives have been impacted by HIV/AIDS, to take charge of their own health, and to improve their quality of life as well as those of their families, by providing various services.

AGENT FOR SERVICE OF PROCESS

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

ACTIVITIES

IV.A. This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3), Internal Revenue Code.

IV.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 publication or distribution of statements) on behalf of any candidate for public office.

ASSETS

V. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the 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 dissolution and 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