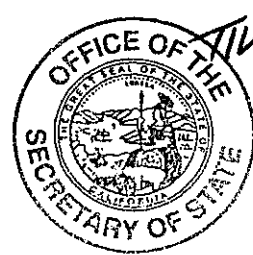


State of California



SECRETARY OF STATE

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

That the attached transcript of 2 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

JUL 16 2002

Secretary of State



2423539

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JUN 20 2002

BILL JONES, Secretary of State

ARTICLES OF INCORPORATION

OF

PALO ALTO FRENCH EDUCATION ASSOCIATION

One: The name of this corporation is:

PALO ALTO FRENCH EDUCATION ASSOCIATION

Two: 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 public and charitable purposes.

The specific purposes for which the corporation is organized are:

- I. Providing, facilitating and promoting educational programs to promote literacy and fluency in the French language and understanding and appreciation of French and francophone culture.
- II. Coordinating and sponsoring French and francophone cultural social events and activities.

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

Carrie LeRoy
c/o Pillsbury Winthrop LLP
2550 Hanover Street
Palo Alto, California 94304

Four: This corporation is organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. 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 or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from

federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Five: 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 this 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.



Carrie LeRoy

