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

NONPROFIT PUBLIC BENEFIT CORPORATION ARTICLES OF INCORPORATION

OCT 23 2012

I

The name of this corporation is SKY MEMORIAL FOUNDATION, INC.

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 purposes.
  - or  charitable purposes.
  - or  public and charitable purposes.
- B. The specific purpose of this corporation is to provide teacher salaries, books, and buildings for a school in rural Nepal.

III

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

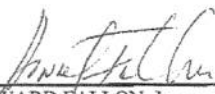
Name HOWARD FALLON  
Street Address 333 27<sup>TH</sup> St.  
City San Francisco, State CALIFORNIA Zip 94131

IV

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code.
- 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 publishing or distribution of statements) on behalf of any candidate for public office.

V

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 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 under Section 501(c)(3), Internal Revenue Code.

  
\_\_\_\_\_  
HOWARD FALLON, Incorporator

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I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office

OCT 31 2012 MT

Date: \_\_\_\_\_

*Debra Bowen*  
DEBRA BOWEN, Secretary of State