



**State of California  
Secretary of State**

I, DEBRA BOWEN, 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

**MAY - 4 2009**

DEBRA BOWEN  
Secretary of State

APR 30 2009

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE LEICHTAG FAMILY FOUNDATION  
A California Nonprofit Public Benefit Corporation**

James Farley and Dianne Tatum certify that:

1. They are the President and Secretary, respectively, of The Leichtag Family Foundation, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read in full as follows:

**I.**

**NAME**

The name of this corporation is The Leichtag Family Foundation.

**II.**

**PURPOSE**

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 charitable and public purposes.

B. This corporation is organized exclusively for charitable, scientific, educational and public purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific purpose of this corporation shall be to receive, acquire, hold, manage, administer and expend property and funds in furtherance of the aforesaid purposes, as the board of directors of this corporation shall from time to time determine; and to assist and support, within the discretion of the board of directors, institutions, organizations, associations, trusts, governmental entities and undertakings organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**III.**

**BOARD OF DIRECTORS**

The affairs of the corporation shall be under the direction of a board of directors. The number, terms of office, manner of election or appointment and qualifications of the directors shall be as set forth in the bylaws of the corporation.

#### IV.

##### TAX-EXEMPT STATUS

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

B. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to any members thereof or to any private shareholder, as defined for purposes of Section 501(c)(3) of the Internal Revenue Code, or any individual.

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

D. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### V.

##### IRREVOCABLE DEDICATION OF PROPERTY

A. The property of this corporation is irrevocably dedicated to charitable, scientific, educational and public 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, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

B. Upon the dissolution and winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts, obligations 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.

VI.

**ELIMINATION OF LIABILITY**

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

VII.

**INDEMNIFICATION**

The corporation is authorized to provide indemnification of agents (as defined in Section 5238 of the California Corporations Code) for breach of duty to the corporation through bylaw provisions or through agreements with agents, or both, to the extent permitted by Section 5238 of the California Corporations Code.

VIII.

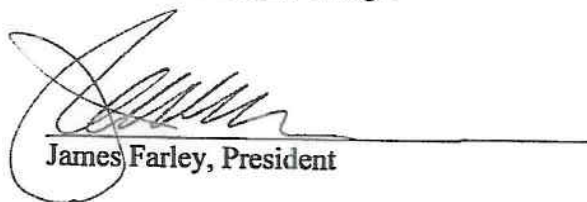
**INTERNAL REVENUE CODE**

All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding sections of any future federal tax code.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

  
James Farley, President

  
Dianne Tatum, Secretary

