

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 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 - 7 2005

BRUCE McPHERSON
Secretary of State

JUL - 1 2005

ARTICLES OF INCORPORATION
OF
WILLIAMS WINS, INC.

ARTICLE I

The name of this corporation is:

WILLIAMS WINS, INC.

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 Nonprofit Public Benefit Corporation Law for charitable purposes.

B. This corporation is being formed for charitable purposes including, without limitation, to raise funds for, and to support, Williams Elementary School, located at 1150 Rajkovich Way, San Jose, CA 95120.

ARTICLE III

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

Andrea Trudeau
Williams Elementary School
1150 Rajkovich Way
San Jose, CA 95120

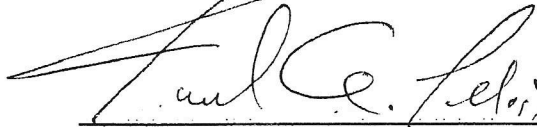
ARTICLE IV

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the 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.

ARTICLE 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) of the Internal Revenue Code.



Paul A. Pelosi
Incorporator



BYLAWS
OF
WILLIAMS WINS, INC.
A California Nonprofit Public Benefit Corporation

ARTICLE ONE: OFFICES

1.01 PRINCIPAL OFFICE. The principal office for the transaction of the activities and affairs of the Corporation is located at 1216 Rockhaven Drive, City of San Jose, County of Santa Clara, State of California. The Board of Directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

1.02 OTHER OFFICES. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE TWO: PURPOSES AND LIMITATIONS

2.01 GENERAL PURPOSES. 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 within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, carry on or 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 (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law); or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

2.02 SPECIFIC PURPOSES. Within the context of the general purposes stated above, this Corporation is organized for charitable purposes including, without limitation, to raise funds for, and to support, Williams Elementary School, located at 1150 Rajkovich Way, San Jose, CA 95120.

2.03

LIMITATIONS.

(A) Political Activity. No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

(B) Property. The property, assets, and net income of this Corporation are irrevocably dedicated to the purposes set forth in Sections 2.01 and 2.02 above, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, member (if any), or employee thereof or to the benefit of any private individual.

(C) Dissolution. Upon the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of all debts and liabilities of this Corporation shall be distributed to a nonprofit organization, fund, foundation, or corporation which is organized and operated exclusively for educational or charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE THREE: MEMBERS

3.01 MEMBERS. This Corporation shall have no Members as that term is defined in California Corporations Code Sections 5310 et. seq. The Board of Directors may, however, authorize the creation of "Associates" of the Corporation, who may be any legal person or any real person eighteen years of age or older of good character, dedicated to the purposes of the Corporation. Such Associates shall be appointed by the Board of Directors upon acceptance of a duly executed application and payment of dues and initiation fees as may from time to time be fixed by the Board of Directors. Associates may be known as Members and issued a Certificate of Membership but shall have none of the rights, privileges, preferences, responsibilities, or duties of Members as defined in California Non-Profit Public Benefit Corporation Law, Corporations Code Sections 5310 through 5354, inclusive.

3.02 CLASSES OF ASSOCIATES. The Corporation may have one or more classes of "Members" as that term is defined in Section 3.01 above, consisting of persons dedicated to the purposes of this Corporation, who meet other qualifications for membership, as the Board may determine from time to time.

ARTICLE FOUR: DIRECTORS

4.01 GENERAL CORPORATE POWERS. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation and of these Bylaws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

4.02 SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 9.01 of these Bylaws, but subject to the same limitations, the Directors shall have the power to:

(a) Appoint and remove, at the pleasure of the Board, all the Corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(b) Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California; and designate any place within or outside California for holding any meeting, including annual meetings.

(c) Adopt and use a corporate seal and alter the form thereof.

(d) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

4.03 AUTHORIZED NUMBER OF DIRECTORS. The authorized number of Directors shall be not less than three (3) nor more than seven (7) until changed by a duly adopted amendment to these Bylaws adopted by a majority vote of the members of the Board then in office. The exact number of Directors shall be set by the Board of Directors within the specified limits.

4.04 SELECTION. The Board of Directors shall be selected as follows:

(a) Initial Directors. The initial Board members shall be elected by the Incorporator named in the Corporation's Articles of Incorporation.

(b) Subsequent Directors. At the expiration or earlier termination of the terms of office of the initial Directors, their successors shall be chosen by a majority vote of the members of the Board then in office, whether or not less than a quorum, or by a sole remaining Director.

4.05 RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any

violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

4.06 TERM OF OFFICE. The Directors newly appointed or selected in accordance with Section 4.04 shall hold office for a term of one (1) year.

4.07 VACANCIES ON BOARD OF DIRECTORS. A vacancy or vacancies on the Board of Directors shall exist on the occurrence of the following: (a) the death or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (c) the increase of the authorized number of Directors or (d) failure to attend five (5) or more meetings in one (1) year after notice by the Board.

4.08 RESIGNATIONS. Except as provided below, any Director may resign by giving written notice to the Chairman of the Board, if any, or to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if the Corporation would be left without a duly elected Director or Directors in charge of its affairs.

4.09 FILLING VACANCIES. Vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

4.10 NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

4.11 PLACE OF DIRECTORS' MEETINGS. Meetings of the Board of Directors shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

4.12 MEETINGS BY TELEPHONE. Any meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

4.13 ANNUAL MEETING. The Board of Directors shall hold an annual meeting on the third Monday of the third month following the close of the corporation's fiscal year for purposes of organization, election of officers, and transaction of other business; provided, however, that the Board may fix another time for the holding of its annual meeting. Notice of this meeting is not required.

4.14 OTHER REGULAR MEETINGS. Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

4.15 SPECIAL MEETINGS - AUTHORITY TO CALL. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board, if any, the President or any Vice- President, or the Secretary or any two Directors.

4.16 MANNER OF GIVING NOTICE. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation.

4.17 TIME REQUIREMENTS. Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting. Emergency meetings may be held on lesser notice provided (a) a good faith effort to notify each Director is made; and (b) the meeting is limited to the emergency matter which is duly recorded in the minutes.

4.18 NOTICE CONTENTS. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

4.19 QUORUM. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

4.20 WAIVER OF NOTICE. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

4.21 ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

4.22 NOTICE OF ADJOURNED MEETING. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

4.23 ACTION WITHOUT A MEETING. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested Director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

4.24 COMPENSATION AND REIMBURSEMENT. Directors may receive such compensation, if any, for their services as Directors or officers, and such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

4.25 COMMITTEES. The Board of Directors, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees each consisting of two or more Directors and no persons who are not Directors to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (b) Fix compensation of the Directors for serving on the Board or on any committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (e) Create any other committees of the Board or appoint the members of committees of the Board;

(f) Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected; or

(g) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

4.26 MEETINGS AND ACTIONS OF COMMITTEES. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE FIVE: OFFICERS

5.01 OFFICERS OF THE CORPORATION. The officers of the Corporation shall be a President, a Secretary, and a Chief Financial Officer. The Corporation may also have, at the Board's discretion, a Chairman of the Board, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with Section 5.03 of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board.

5.02 ELECTION OF OFFICERS. The officers of the Corporation, except those appointed under Section 5.03 of these Bylaws, shall be chosen annually by the Board of Directors and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

5.03 OTHER OFFICERS. The Board of Directors may appoint and may authorize the Chairman of the Board, the President, or other officer, to appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board of Directors.

5.04 REMOVAL OF OFFICERS. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board of Directors and also, if the officer was not chosen by the Board of Directors, by any officer on whom the Board may confer that power of removal.

5.05 RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

5.06 VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

5.07 CHAIRMAN OF THE BOARD. If a Chairman of the Board is elected, he or she shall preside at meetings of the Board of Directors and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no President, the Chairman of the Board shall also be the Chief Executive Officer and shall have the powers and duties of the President of the Corporation prescribed by these Bylaws.

5.08 PRESIDENT. Subject to such supervisory powers as the Board of Directors may give to the Chairman of the Board, if any, and subject to the control of the Board, the President shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers. The President, in the absence of the Chairman of the Board, or if there is none, shall preside at all Board meetings. The President shall have such other powers and duties as the Board or the Bylaws may prescribe.

5.09 VICE-PRESIDENTS. If the President is absent or disabled, the Vice-Presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a Vice-President designated by the Board, shall perform all duties of the President. When so acting, a Vice-President shall have all powers of and be subject to all restrictions on the President. The Vice-Presidents shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

5.10 SECRETARY.

(a) **Book of Minutes.** The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(b) **Notices, Seal, and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

5.11

CHIEF FINANCIAL OFFICER.

(a) **Books of Account.** The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

(b) **Deposit and Disbursement of Money and Valuables.** The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board of Directors may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(c) **Bond.** If required by the Board, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement, or removal from office.

ARTICLE SIX: INDEMNIFICATION

6.01 RIGHT OF INDEMNITY. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses", as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

6.02 APPROVAL OF INDEMNITY. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not

parties to that proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met.

6.03 ADVANCEMENT OF EXPENSES. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 6.01 and 6.02 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE SEVEN: INSURANCE

7.01 INSURANCE. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

ARTICLE EIGHT: RECORDS AND REPORTS

8.01 MAINTENANCE OF CORPORATE RECORDS. The Corporation shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Written minutes of the proceedings of the Board and committees of the Board.

8.02 INSPECTION BY DIRECTORS. Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

8.03 ANNUAL REPORT. The Board shall cause an annual report to be sent to the Directors within one hundred twenty (120) days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.

- (b) The principal changes in assets and liabilities, including trust funds.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the Corporation for both general and restricted purposes.
- (e) Any information required by Section 8.04 of these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing.

8.04 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all Directors, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the Corporation's fiscal year:

(a) Any transaction (i) in which the Corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either of the following:

(1) Any Director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(2) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation under Sections 6.01 through 6.03 of these Bylaws.

ARTICLE NINE: CONSTRUCTION AND DEFINITIONS

9.01 CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE TEN: AMENDMENTS

10.01 ACTION BY THE BOARD. The Bylaws may be amended or repealed and new Bylaws may be adopted by a majority vote of the Board.


10.02 LIMITATIONS ON AMENDMENT OF BYLAWS. Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended, or repealed except by the vote of such greater number. No amendment may extend the term of a Director beyond that for which such Director was elected.

10.03 MAINTENANCE OF RECORDS. The Secretary of the Corporation shall see that a true and correct copy of all amendments of the Bylaws, duly certified by the Secretary, is attached to the official Bylaws of the Corporation and is maintained with the official records of the Corporation at the principal office of the Corporation.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of WILLIAMS WINS, INC., a California Nonprofit Public Benefit Corporation, that the above Bylaws, consisting of thirteen (13) pages, including this page, are the Bylaws of this Corporation as adopted by the Board of Directors on July 1, 2005, and that they have not been amended or modified since that date.

Executed as of July 1, 2005, at San Jose, California.



Susie Cancilla, Secretary

ORGANIZATIONAL CERTIFICATE

OF THE INCORPORATOR OF

WILLIAMS WINS, INC. A California Nonprofit Public Benefit Corporation

The undersigned Incorporator, named in the Articles of Incorporation of the above named corporation, in order to record certain actions taken in connection with the organization of this corporation, pursuant to the powers conferred upon Incorporators by Section 5134 of the California Corporations Code, hereby certifies as follows:

ARTICLES FILED

The original Articles of Incorporation of the corporation were filed in the office of the California Secretary of State in Sacramento on July 1, 2005. A certified copy of said Articles of Incorporation, showing the filing date and corporate number has been inserted in the Corporate Minute Book.

ADOPTION OF BYLAWS

WHEREAS, there has been presented to the undersigned a form of Bylaws for the regulation of the affairs of this corporation; and

WHEREAS, it is deemed to be in the best interests of this corporation that said Bylaws be adopted by the undersigned as and for the Bylaws of this corporation;

RESOLVED, that the Bylaws presented to the undersigned are hereby adopted as and for the Bylaws of this corporation; and

RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized and directed to execute a certificate of the adoption of the Bylaws and to insert the Bylaws so certified in the Corporate Minute Book of this corporation and to see that a copy of the Bylaws, similarly certified is kept at the principal office for the transaction of business of this corporation, in accordance with Section 7160 of the California Corporations Code.

ELECTION OF OFFICERS

RESOLVED, that the persons listed below are duly elected to the offices as set forth and shall serve until their successors are duly elected and qualified:

President:	Andrea Trudeau
Vice President:	Lynn Murtha
Secretary:	Susie Cancilla
Chief Financial Officer:	Paul Silverglate

NUMBER AND APPOINTMENT OF DIRECTORS

WHEREAS, the number of Directors authorized by the Bylaws of this corporation shall be not less than three (3) nor more than seven (7);

WHEREAS, the initial number of Directors shall be set at five (5);

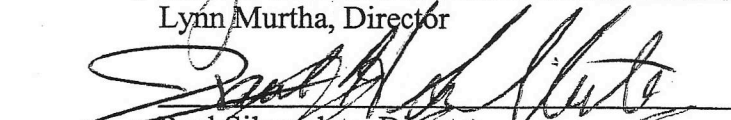
RESOLVED, the persons appointed to act as the first Directors of this corporation, which Directors shall serve until successors are duly elected pursuant to the Bylaws, or until their resignation or removal, as the case may be, and in whom the powers of further organization and direction of this corporation are hereby vested, are as follows:

Andrea Trudeau
Lynn Murtha
Paul Silverglate
Chris Allen
Brenda Addiego

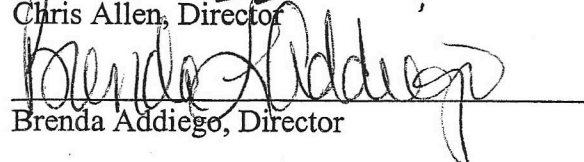
Signatures Accepting Appointment:


Andrea Trudeau, Director


Lynn Murtha, Director

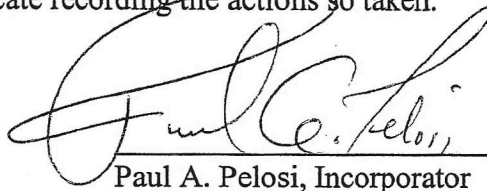

Paul Silverglate, Director


Chris Allen, Director


Brenda Addiego, Director

INCORPORATOR'S CERTIFICATION

The undersigned, having completed the initial organization of the above-named corporation and having named Directors to carry on the functions of Directors as required by law, hereby executes this Organizational Certificate recording the actions so taken.



Paul A. Pelosi, Incorporator

Dated: July 1, 2005

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
WILLIAMS WINS, INC.
A California Nonprofit Public Benefit Corporation**

The undersigned, being all of the directors of WILLIAMS WINS, INC., a California nonprofit public benefit corporation, acting pursuant to the provisions of Section 5211(b) of the California Corporations Code, hereby adopt the following resolutions:

RATIFICATION OF ACTS OF INCORPORATOR

RESOLVED, that the acts and actions of the Incorporator in the filing of Articles of Incorporation and in the organization of this corporation are hereby approved and ratified.

PRINCIPAL OFFICE

WHEREAS, it is the intent of the undersigned to establish the location of the principal place of business of the corporation in the County of Santa Clara, State of California;

RESOLVED, that 1216 Rockhaven Drive, City of San Jose, County of Santa Clara, State of California, is hereby designated as the principal office for the transaction of the business of this corporation.

AGENT FOR SERVICE OF PROCESS

RESOLVED, that Andrea Trudeau, a resident of the State of California, whose address is 1216 Rockhaven Drive, San Jose, CA 95120, is approved as the agent of this corporation for the purpose of service of process under the provisions of California Corporations Code Section 6210(b).

ADOPTION OF CORPORATE SEAL

WHEREAS, there has been prepared a proposed seal of the corporation consisting of two (2) concentric circles with the words: WILLIAMS WINS, INC. and the words and figures "INCORPORATED July 1, 2005, CALIFORNIA", in the form and figures as follows:

RESOLVED, that the corporate seal in the form, words, and figures as presented be and the same hereby is adopted as the seal of this corporation.

SELECTION OF DEPOSITORY

RESOLVED, that all funds of this corporation be deposited with such commercial bank or depository as the President, Secretary, or Chief Financial Officer of this corporation shall determine;

RESOLVED FURTHER, that the standard form of corporate resolution required by the commercial bank or depository for opening a corporate account, as presented to the undersigned, showing the persons authorized to draw on such account, is adopted as the resolution of the undersigned and the Secretary is directed to attach a copy hereto, and to execute the Certificate of Secretary included on this standard form.

ORGANIZATIONAL EXPENDITURES

RESOLVED, that the officers of this corporation are hereby authorized and directed to pay the expenses of incorporation and organization of this corporation and reimburse any persons who may have advanced funds for this purpose.

ELECTION OF ACCOUNTING PERIOD

RESOLVED, that this corporation adopt an accounting year as follows:

Date accounting year begins: January 1

Date accounting year ends: December 31

FILING OF BIENNIAL STATEMENT

RESOLVED, that the Secretary of this corporation is authorized and directed to prepare and to file or cause to be filed with the Secretary of State of the State of California the necessary Statement of Information (Domestic Nonprofit Corporation) in compliance with Section 6210(a) of the California Corporations Code.

RESOLVED FURTHER, that the Secretary of this corporation is directed to insert a copy of that Statement in the minute book of this corporation following the minutes of this meeting.

EXEMPTIONS FROM FEDERAL AND STATE TAXES

RESOLVED, that the officers of this corporation are hereby authorized and directed to prepare, or cause to be prepared, and to submit to the appropriate authorities, such applications and other documents as may be necessary for this corporation to obtain tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the California Revenue and Taxation Code.

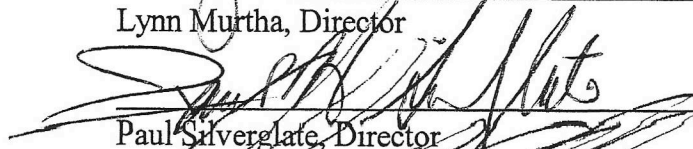
IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent effective as of the 1st day of July, 2005.



Andrea Trudeau, Director



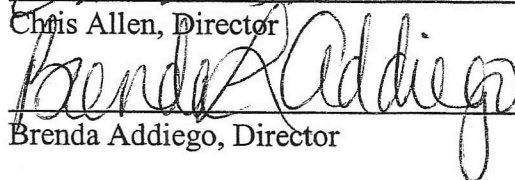
Lynn Murtha, Director



Paul Silvergate, Director



Chris Allen, Director



Brenda Addiego, Director

**UNANIMOUS WRITTEN CONSENT OF DIRECTORS
IN LIEU OF SPECIAL MEETING**

OF

**WILLIAMS WINS, INC.
A California Nonprofit Public Benefit Corporation**

The undersigned, being all of the directors of WILLIAMS WINS, INC., a California nonprofit public benefit corporation, acting pursuant to the provisions of Section 5211(b) of the California Corporations Code, hereby adopt the following resolutions:

WHEREAS, the Internal Revenue Service recommends that a "conflict of interest policy" be adopted by this corporation to put in place procedures that will help avoid the possibility that those in positions of authority in this corporation may receive an inappropriate benefit; and

WHEREAS, it is this corporation's desire to adopt a "conflict of interest policy" as recommended by the Internal Revenue Service; now, therefore, be it:

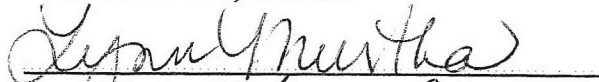
RESOLVED, that this corporation hereby adopts the Conflict of Interest Policy attached to this resolution and by this reference made a part hereof;

RESOLVED FURTHER, that the officers of this corporation be, and each acting alone is, hereby authorized, empowered and directed, for and on behalf of this corporation, to take or cause to be taken any and all actions as such officers may deem necessary or advisable to adopt the Conflict of Interest Policy attached to this resolution, and in the future to carry out and perform the procedures set forth in said policy.

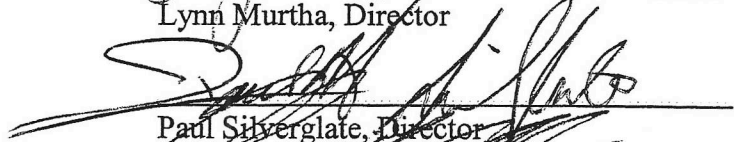
IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of Directors effective as of July 1, 2005.



Andrea Trudeau, Director



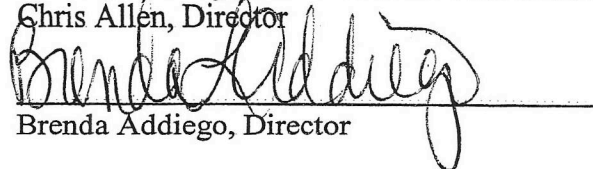
Lynn Murtha, Director



Paul Silvergate, Director



Chris Allen, Director



Brenda Addiego, Director

Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III **Procedures**

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the

member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy
- c. Has agreed to comply with the policy, and

- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII **Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII **Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.



State of California Secretary of State

STATEMENT OF INFORMATION (Domestic Nonprofit Corporation)

Filing Fee \$20.00. If amendment, see instructions.

IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. CORPORATE NAME (Please do not alter if name is preprinted.)

WILLIAMS WINS, INC.

CALIFORNIA CORPORATE NO.: 2755531

DUE DATE: OCTOBER 1, 2005

This Space For Filing Use Only

DUE DATE:

COMPLETE PRINCIPAL OFFICE ADDRESS (Do not abbreviate the name of the city. Item 2 cannot be a P.O. Box.)

2. STREET ADDRESS OF PRINCIPAL OFFICE IN CALIFORNIA, IF ANY.

CITY

STATE ZIP CODE

1216 ROCKHAVEN DRIVE

SAN JOSE

CA

95120

NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS (The corporation must have these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

3. CHIEF EXECUTIVE OFFICER/

ADDRESS

CITY AND STATE

ZIP CODE

ANDREA TRUDEAU

1216 ROCKHAVEN DRIVE

SAN JOSE, CA

95120

4. SECRETARY/

ADDRESS

CITY AND STATE

ZIP CODE

SUSIE CANCELLA

1162 WILHELMINA WAY

SAN JOSE, CA

95120

5. CHIEF FINANCIAL OFFICER/

ADDRESS

CITY AND STATE

ZIP CODE

PAUL SILVERGLATE

1166 WILHELMINA WAY

SAN JOSE, CA

95120

AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and Item 7 must be completed with a California address. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 7 must be left blank.)

6. NAME OF AGENT FOR SERVICE OF PROCESS

ANDREA TRUDEAU

7. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL

CITY

STATE ZIP CODE

1216 ROCKHAVEN DRIVE

SAN JOSE

CA

95120

DAVIS-STIRLING COMMON INTEREST DEVELOPMENT ACT (California Civil Code section 1350, et seq.)

8. ☐ Check here if the corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act and proceed to Items 9, 10 and 11.

NOTE: Corporations formed to manage a common interest development must also file a Statement by Common Interest Development Association (Form SI-CID) as required by California Civil Code section 1363.6. Please see instructions on the reverse side of this form.

9. ADDRESS OF BUSINESS OR CORPORATE OFFICE OF THE ASSOCIATION, IF ANY

CITY

STATE ZIP CODE

10. FRONT STREET AND NEAREST CROSS STREET FOR THE PHYSICAL LOCATION OF THE COMMON INTEREST DEVELOPMENT
(Complete if the business or corporate office is not on the site of the common interest development.)

9-DIGIT ZIP CODE

11. NAME AND ADDRESS OF ASSOCIATION'S MANAGING AGENT, IF ANY

CITY

STATE ZIP CODE

12. THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT.

ANDREA TRUDEAU

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

Andrea Trudeau

SIGNATURE

PRESIDENT

TITLE

5/31/05

DATE



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO BOX 1286
RANCHO CORDOVA CA 95741-1286

In reply refer to
755:G :JCA

January 19, 2006

WILLIAMS WINS INC
1216 ROCKHAVEN DR
SAN JOSE CA 95120-4757

Purpose : CHARITABLE
Code Section : 23701d
Form of Organization : Corporation
Accounting Period Ending: December 31
Organization Number : 2755531

You are exempt from state franchise or income tax under the section of the Revenue and Taxation Code indicated above.

This decision is based on information you submitted and assumes that your present operations continue unchanged or conform to those proposed in your application. Any change in operation, character, or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address must also be reported.

In the event of a change in relevant statutory, administrative, judicial case law, a change in federal interpretation of federal law in cases where our opinion is based upon such an interpretation, or a change in the material facts or circumstances relating to your application upon which this opinion is based, this opinion may no longer be applicable. It is your responsibility to be aware of these changes should they occur. This paragraph constitutes written advice, other than a chief counsel ruling, within the meaning of Revenue and Taxation Code Section 21012(a)(2).

You may be required to file Form 199 (Exempt Organization Annual Information Return) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. Please see annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax

January 19, 2006
WILLIAMS WINS, INC.
ENTITY ID : 2755531
Page 2

under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

Please note that an exemption from federal income or other taxes and other state taxes requires separate applications.

A copy of this letter has been sent to the Registry of Charitable Trusts.

J AMAYA
EXEMPT ORGANIZATIONS
BUSINESS ENTITIES SECTION
TELEPHONE (916) 845-6644

EO :
CC :PAUL A PELOSI



Williams Elementary School
Williams WINS Foundation
1150 Bailewick Way
San Jose, CA 95120
www.williamscommunity.com

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date:

DEC 07 2005

WILLIAMS WINS INC
C/O ANDREA TRUDEAU
1216 ROCKHAVEN DR
SAN JOSE, CA 95128 4757

Employer Identification Number:
20-3351754
DIN:
17053312063035
Contact Person:
ZENIA LUK ID# 31522
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
DECEMBER 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
YES
Effective Date of Exemption:
JULY 01, 2005
Contribution Deductibility:
YES
Advance Ruling Ending Date:
DECEMBER 31, 2009

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. During your advance ruling period, you will be treated as a public charity. Your advance ruling period begins with the effective date of your exemption and ends with advance ruling ending date shown in the heading of the letter.

Shortly before the end of your advance ruling period, we will send you Form 8734, Support Schedule for Advance Ruling Period. You will have 90 days after the end of your advance ruling period to return the completed form. We will then notify you, in writing, about your public charity status.

Please see enclosed Information for Exempt Organizations Under Section 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

If you distribute funds to other organizations, your records must show whether they are exempt under section 501(c)(3). In cases where the recipient organization is not exempt under section 501(c)(3), you must have evidence the funds will be used for section 501(c)(3) purposes.

Letter 1045 (DO/CG)



Williams Elementary School
Williams WINS Foundation
1150 Bajkovich Way
San Jose, CA 95120
www.williamscommunity.com

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Information for Organizations Exempt Under Section 501(c)(3)