

ARTICLES OF INCORPORATION
OF
PRADER-WILLI CALIFORNIA FOUNDATION

ENDORSED
FILED
Office of the Secretary of State
Filing Office of the State
AUG 2 1979
Filing Office, Secretary of State
By BILL HOLDEN
Director

I

The name of this corporation shall be:

PRADER-WILLI CALIFORNIA FOUNDATION

II

The purposes for which this corporation is formed are:

- (a) The specific and primary purposes are:
To aid and assist in the formation of a school and/or residence(s) for the citizens of the State of California who suffer from the Prader-Willi Syndrome
- (b) The general purposes and powers are to have and to exercise all rights and powers conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.
- (c) 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.

III

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California. This corporation does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes.

IV

The principal office for the transaction of the business of this corporation is located in the State of California, County of Los Angeles.

V

The names and addresses of the person or persons who are to act in the capacity of director or directors until the selection of their successors are:

| NAME | ADDRESS |
|-------------------|---------------------------------|
| ROBERT F. SCOTT | 2224 Astral Drive, Los Angeles, |
| CALMAN MENZER | 11750 Sunset Blvd., Los Angeles |
| CATHLEEN M. SCOTT | 2224 Astral Drive, Los Angeles, |

VI

The authorized number and qualification of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the Bylaws.

VII

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 persons. 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.

VIII

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

IN WITNESS WHEREOF, the undersigned, being the person or persons hereinabove named as the first director(s), have executed these Articles of Incorporation.

Robert F. Scott
ROBERT F. SCOTT Incorporator

Cathleen M. Scott
CATHLEEN M. SCOTT Incorporator

Calman M. Mezer
CALMAN MEZER Incorporator

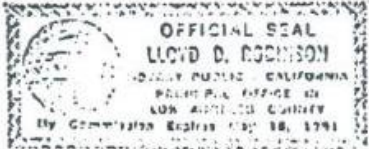
STATE OF CALIFORNIA)
) SS.
COUNTY OF LOS ANGELES)

On this 21st day of July, 1979, before me, a Notary Public for the State of California, personally appeared

ROBERT SCOTT and CALMAN MEZER
and CATHLEEN M. SCOTT

known to me to be the person(s) whose name(s) are subscribed to the within Articles of Incorporation, and acknowledged to me that they executed the same.

Lloyd D. Robinson
Notary Public





I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

AUG 3 1979



March Fong Eu

Secretary of State