

ARTICLES OF INCORPORATION OF
**TOP OF THE MOUNTAIN
CHILDREN'S DISEASE
FOUNDATION**

A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE I: The name of the corporation is: Top of the Mountain Children's Disease Foundation.

ARTICLE II: 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. The specific purpose of this corporation is to raise awareness of life threatening and chronic diseases afflicting children and to improve the quality of life for children with life threatening and chronic diseases and their families.

ARTICLE III: The name and address in the State of California of this corporation's initial agent for service of process is: J. Douglas Post, Esq., Law Office of J. Douglas Post, 123 Columbia Street, Pasadena, CA 91105

ARTICLE IV:

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3).
- B. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- 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.

ARTICLE V: The number of directors and the manner in which directors shall be chosen and removed from office, their qualifications, powers, duties, term of office, the manner of filling vacancies on the board of directors and the manner of calling and holding meetings of directors shall be as stated in the bylaws.

ARTICLE VI:

- A. 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.
- B. 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

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fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Internal Revenue Code section 501(c)(3).

Dated: January 8, 2009

John M. Orr, Incorporator

DECLARATION

I hereby declare under penalty of perjury under the laws of the State of California that I am the person who executed the foregoing Articles of Incorporation, which instrument is my act and deed.

Dated: January 8, 2009

John M. Orr, Incorporator