

**State of California**  
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 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

FEB 27 2008

DEBRA BOWEN  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
THE HERCULES EDUCATION FOUNDATION

FEB 01 2008

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

**ONE:** The name of this corporation is The Hercules Education Foundation

**TWO:** 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 educational purposes. The specific purposes for which this corporation is organized are to assist and enhance educational opportunities for students attending public schools serving Hercules, California residents by raising funds and obtaining contributions from individuals, organizations, businesses, and institutions and donating the contributions received and funds raised to public schools serving Hercules.

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

Alfred A. "Mick" Cabral  
3260 Blume Drive, Suite 410  
Richmond, California 94806

**FOUR:** (a) This corporation is organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(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 propagand, 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, or in opposition to, any candidate for public office.

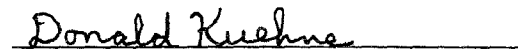
**FIVE:** The names and addresses of the persons appointed to act as the initial directors of this corporation are:


Name	Address
Chester Stevens	111 Civic Drive, Hercules, CA 94547
Donald Kuehne	111 Civic Drive, Hercules, CA 94547
Lia Gates	111 Civic Drive, Hercules, CA 94547
Edward Sharp	111 Civic Drive, Hercules, CA 94547

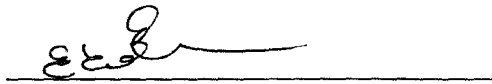
**SIX:** The property of this corporation is irrevocably dedicated to educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. On 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 fund, foundation, or corporation which is organized and operated exclusively for educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Dated: November 8, 2007

  
Chester Stevens, Director

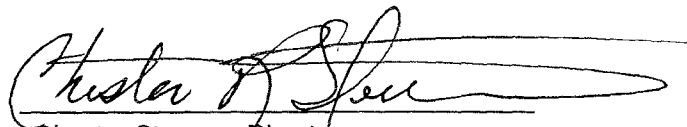
  
Donald Kuehne, Director

  
Lia Gates, Director

  
Edward Sharp, Director

We, the above-mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which instrument is our act and deed.

Dated: November 8, 2007

  
Chester Stevens, Director

  
Donald Kuehne, Director

  
Lia Gates, Director

  
Edward Sharp, Director

