

CERTIFICATE OF INCORPORATION

OF

MATTER OF TRUST, INC.

1. The name of the corporation is MATTER OF TRUST, INC.

2. The address of its registered office in the State of Connecticut is 246 Post Road East, P.O. Box 791, Westport, Connecticut 06881-0791. The name of its registered agent at such address is Jamie K. Gerard. The agent's residence address is 402 Silver Creek Lane, Norwalk, Connecticut 06850.

3. The nature of the business or purposes to be conducted or promoted shall be exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and as a public charity under Sections 509(a)(1) or 509(a)(2), whichever is applicable, as may be amended from time to time, and shall include the following:

A. To provide non-profit organizations with donation items, seconds, volunteer availability, publicity, training, logistics or other financial assistance;

B. To serve the needs of the non-profit community of San Francisco County, California, and elsewhere, by providing furnishings, software, books, office supplies, technical equipment, manpower, training and media experts, services or other funding to non-profit organizations;

C. To promote causes of non-profit organizations and to coordinate the transfer of deductible receipts for donations;

D. To coordinate landfill diversion of useful items to non-profit organizations;

E. To coordinate, conduct and promote web auctions for surplus donated items not selected by non-profits, and to sue such income in making grants to non-profit organizations;

F. To carry on, conduct and exercise all rights and powers authorized for non-stock, non-profit corporations under the laws of the State of Connecticut and under the pertinent provisions of the Internal Revenue Code referred to above;

G. To solicit and receive contributions, grants, donations, gifts, bequests, devises and other sources of funding to promote the purposes of this corporation;

H. To accept, hold, invest, reinvest, and administer any contributions, grants, donations, gifts, bequests, and devises, received for said purposes;

I. To enter into such agreements and arrangements with EXCESS ACCESS, LLC, or such other organization or entity as the corporation shall determine, to carry out any of the aforesaid purposes; and

J. To make distributions to organizations that carry out the purposes above stated that qualify as public charities and tax-exempt organizations under the Internal Revenue Code.

K. To engage in any lawful act or activity for which a corporation may be organized under the Connecticut Revised Non-Stock Corporation Act.

4. As a means of accomplishing the purposes of the corporation, as herein set forth, the corporation shall have, among other powers granted to it by law, the following powers:

(a) To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(b) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

(c) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired, or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

(d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

(e) In general, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or

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incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

5. The corporation is a non-stock, non-profit corporation and shall not have or issue shares of stock or pay dividends.

6. There shall be no members of the corporation. Control of the corporation shall be vested in a Board of Directors which shall be constituted, elected and serving as set forth in this Certificate of Incorporation and as the by-laws provide.

7. All of the activities, property, business and affairs of the corporation shall be governed by and under the exclusive control of a Board of Directors. The Board of Directors is empowered to create, prescribe, amend and approve such corporate by-laws, rules and regulations as may be deemed necessary to accomplish the purposes and to exercise the powers and privileges of the corporation, to classify and fix the number and quorum of the Board of Directors and their terms of office, to appoint officers of the corporation, to employ administrative officials and other employees, and to do any other acts which will best promote the interests of the corporation in accordance with the purposes of its creation.

The Board of Directors may appoint an Executive Committee from its members to which it may delegate powers to direct the affairs of the corporation between meetings of the Board of Directors, subject to provisions of the by-laws.

No portion of the assets or other properties of the corporation shall be paid over or distributed to any director at

any time or upon the dissolution or winding up of the affairs of the corporation. This shall not prohibit the corporation from engaging and compensating any director who shall render professional or other services to the corporation.

8. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Jamie K. Gerard	246 Post Road East P.O. Box 791 Westport, CT 06881-0791

9. The names and mailing addresses of each person who is to serve as a director until the first annual meeting of the members of until a successor is elected and qualified are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Lisa Gautier	5813 Geary Boulevard, #111 San Francisco, CA 94121
Patrice Gautier	5813 Geary Boulevard, #111 San Francisco, CA 94121
Dominic Massoni, CPA	2134 Van Ness Avenue San Francisco, CA 94109
Peter DeVries	111 Kenwood Way San Francisco, CA 94127
Jamie K. Gerard, Esq.	246 Post Road East P.O. Box 791 Westport, CT 06881-0791

10. There shall be not less than three (3) nor more than fifteen (15) members of the Board of Directors.

11. The corporation shall have perpetual existence.

12. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

13. Election of directors need not be by written ballot unless the by-laws of the corporation so provide.

14. Meetings of members may be held within or without the State of Connecticut as the by-laws may provide. The books of the corporation may be kept (subject to any provision of law) outside the State of Connecticut at such place(s) as may be designated from time to time by the Board of Directors or in the by-laws of the corporation.

15. No part of the net earnings of the corporation should inure to the benefit of or be distributable to the corporation's directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Certificate of Incorporation, the corporation shall not carry on any other activities not permitted to be

carried on (a) by a corporation exempt from federal income taxes under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

16. Upon any dissolution or termination of the existence of the corporation, all of its property and assets shall, after payment of the lawful debts of the corporation and the expenses of its dissolution or termination, be delivered, conveyed, and paid over to one or more charitable, scientific or educational organizations located in the State of Connecticut, California or otherwise and qualified as an exempt organization under Section 501(c)(3) of the Code, as the Board of Directors shall determine to carry out or further the purposes of this corporation.

17. References to sections of the Code shall be deemed references to the Internal Revenue Code of 1954, as the same may be amended from time to time, and to the corresponding provisions of any future United States Internal Revenue law.

18. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

19. This Certificate of Incorporation shall be effective on its filing.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Connecticut Revised Nonstock Corporation Act, do make this certificate under the penalties of false statement, hereby declaring and certifying that this is my act and deed, and the facts herein stated are true, and accordingly have hereunto set my hand this 23rd day of November, 1998.

Jamie K. Gerard
Jamie K. Gerard
Incorporator

Acceptance of Appointment by Registered Agent

Jamie K. Gerard
Jamie K. Gerard
Registered Agent

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