

State of Idaho

Department of State

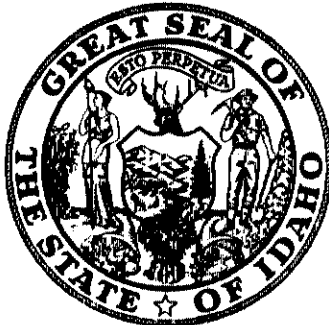
CERTIFICATE OF INCORPORATION OF

MEA FOUNDATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of MEA FOUNDATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: November 24, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

Nov 24 3 13 PM '93

ARTICLES OF INCORPORATION SECRETARY OF STATE

OF

MEA FOUNDATION, INC.

The undersigned, acting as the incorporator of a nonprofit corporation (the "Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I
NAME OF THE CORPORATION

The name of the Corporation is MEA Foundation, Inc.

ARTICLE II
NONPROFIT STATUS

The Corporation is an Idaho nonprofit corporation.

ARTICLE III
DURATION

The Corporation shall have perpetual existence.

ARTICLE IV
PURPOSES OF THE CORPORATION

The purposes for which the Corporation is organized are charitable and educational. In accomplishing those purposes, the Corporation may engage in the transaction of any lawful activity permitted to be conducted by exempt organizations under Section 501(c)(3) of the federal Internal Revenue Code. In accomplishing those purposes, the Corporation shall engage in activities designed to assist minorities, women and children achieve equality of opportunity as diverse members of society and as entrepreneurs engaged in moral capitalism, and, in particular, shall engage in activities to promote hospice care, health and education for high risk persons.

ARTICLE V
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Isabel Blonder	P.O. Box 2273 San Gabriel, CA 91778
Cynthia Gomez, M.D.	74 New Montgomery Suite 600 San Francisco, CA 94105
Carl W. Harder	P.O. Box 1617 Boise, ID 83701

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 877 Main Street, Suite 1000, Boise, Idaho 83702 and the name of its initial registered agent at such address is Carl W. Harder.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Carl W. Harder	P.O. Box 1617 Boise, ID 83701

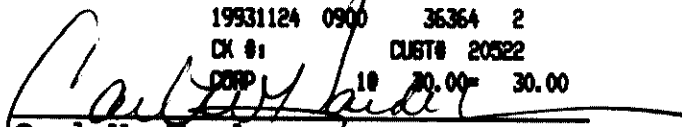
ARTICLE VIII
MEMBERS

The Corporation will not have members.

ARTICLE IX
DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, in accordance with applicable law, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation to the University of California at San Francisco AIDS Research Study or, if that program no longer is in existence, to other nonprofit organizations organized exclusively or in part for purposes similar to those of the Corporation.

Dated: November 24, 1993

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 Carl W. Harder