

ARTICLES OF INCORPORATION OF GEORGETOWN DIVIDE READY BY 21, INC.

I. NAME

The name of the corporation is Georgetown Divide Ready by 21, Inc.

II. PURPOSES

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 public purposes, including, but not limited to, the instruction of the public on subjects useful to individuals and beneficial to the community; the creation or maintenance of public buildings, parks facilities, monuments, or works and to lessen the burdens of government and to combat community deterioration. The public purpose of the corporation further involves the operation of a nonprofit organization dedicated to raising, managing and exercising stewardship over resources to enhance the quality of life in the Georgetown Divide community. The specific purposes of this corporation are to improve the health, social, educational, vocational, and character development of boys and girls residing in El Dorado County and to offer guidance to them for their continued development as productive members of society.

III. INITIAL AGENT FOR SERVICE OF PROCESS

The name of the initial agent of the corporation for service of process is

VI. DIRECTORS

The corporation shall have nine (9) Directors. **Quorum at a meeting of the Board of directors shall be five (5).** The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

VII. BYLAW PROVISIONS

(a) Directors. The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

(b) Members. This is not a membership organization.

VIII. TRUST FUNDS

The Corporation may establish one or more common trust funds for the purpose of furnishing investments to it or to any, beneficial, charitable, or educational institution affiliated with corporation the purpose of which is substantially in accord with that of the Georgetown Divide Ready by 21, Inc. or to any organization, society, or corporation holding funds or property for the benefit of said institution or corporation, or holding funds for the purpose of supporting a bishop, priest, religious pastor, or teacher or any building or buildings used by or owned by any of the foregoing, whether holding such funds or property as fiduciary or otherwise.

Notwithstanding the provisions of any general or special law in any way limiting the right of any of the foregoing or the officers of directors thereof, as fiduciary or otherwise, to invest funds held by them, it shall be lawful for the Corporation to invest any or all of its funds or property in shares or interests of such common trust fund or trust funds; provided, that, in the case of funds or property held as fiduciary, such investment is not prohibited by the wording of the will, deed, or other instrument creating such fiduciary relationship.

IX. DEDICATION AND DISSOLUTION

(a) The property of this corporation is irrevocably dedicated to public purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private persons.

(b) 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 public purposes substantially in accord with those of this corporation and which has established its tax-exempt status under Internal Revenue Code Section 501 (c)(3).

(c) If this corporation holds any assets on 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, on petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

X. LIMITATION ON CORPORATE ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

XI. DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES

Notwithstanding any other provision in these Articles of Incorporation, the Corporation shall be subject to the following limitations and restrictions:

- (a) The Corporation shall distribute its income for each taxable year at a time and in a manner that will not subject the corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986.
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986.
- (d) The Corporation shall not make any investments that will subject it to tax under Section 4944 of the Internal Revenue Code of 1986.
- (e) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of Georgetown Divide Ready by 21, Inc, and the initial Directors named in these Articles of Incorporation, have executed these Articles of Incorporation on ____ September, 2007.

DIRECTORS

ACKNOWLEDGMENT

State of California County of El Dorado

On _____ before me, _____ (NAME AND TITLE OF OFFICER
TAKING ACKNOWLEDGMENT), personally appeared

_____ personally known to
me or proved to me on the basis of satisfactory evidence to be the persons whose names are
subscribed to the within instrument and acknowledged to me that they executed the same in their
authorized capacities, and that by their signatures on the instrument the persons, or the entity
upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.

DECLARATION

We are the persons whose names are subscribed below. We collectively are all of the incorporators of Georgetown Divide Ready by 21, Inc., and we have executed these Articles of Incorporation. The foregoing Articles of Incorporation are our act and deed, joint and severally.

Executed on September ____, 12007, at Georgetown, California.

We, and each of us, declare that the foregoing is true and correct.

_____, Incorporator

_____, Incorporator

_____, Incorporator

_____, Incorporator

_____, Incorporator

_____, Incorporator

_____, Incorporator

_____, Incorporator

_____, Incorporator

RESOLUTION OF BOARD OF DIRECTORS ADOPTING BYLAWS

WHEREAS, Section 211 of the California Corporations Code authorizes the Board of Directors, as well as the outstanding voting shares of the corporation, to adopt Bylaws unless prohibited from so doing by the corporation's Articles of Incorporation or by the Bylaws; and

WHEREAS, the Articles of Incorporation of this corporation do not prohibit the Board of Directors from adopting Bylaws; and

WHEREAS, no shares of this corporation have been issued and the Board of Directors has not yet adopted any Bylaws for the management of the business and for the conduct of the affairs of this corporation; and

WHEREAS, Bylaws have been presented to the Directors at this meeting and it is deemed to be in the best interests of the corporation that the Bylaws be adopted;

NOW, THEREFORE, BE IT RESOLVED that the Bylaws so presented be, and they hereby are, approved and adopted as and for the Bylaws of this corporation.

BE IT FURTHER RESOLVED that the Secretary of this corporation be, and hereby is, authorized and directed to certify copies of the Bylaws and to insert one certified copy in the minute book of this corporation and to keep another certified copy at the corporation's principal executive office where it shall be open to inspection by the shareholders at all reasonable times during office hours, as provided in Section 213 of the California Corporations Code.

_____, Incorporator

_____, Incorporator

_____, Incorporator

_____, Incorporator

_____, Incorporator

_____, Incorporator

_____, Incorporator

_____, Incorporator

_____, Incorporator