

State of California



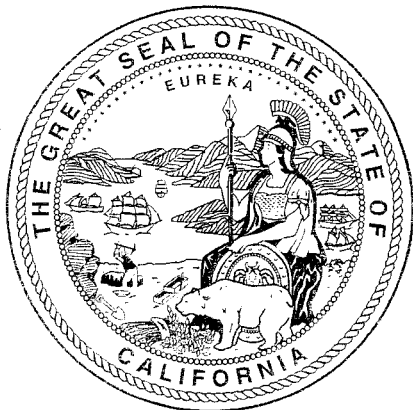
SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 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

MAR - 2 2004



Kevin Shelley
Secretary of State

**ARTICLES OF INCORPORATION
OF
SJWC EMPLOYEES' COMMUNITY FUND, INC.**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

FEB 25 2004

KEVIN SHELLEY
Secretary of State

I. NAME

The name of the corporation is SJWC Employees' Community Fund, Inc.

II. PURPOSES

- A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes. The purpose of this corporation is to engage in any lawful act or activity, for which a corporation may be organized under such law.
- B. The specific purpose of this corporation is to provide support to charitable, religious, scientific, testing for public safety, literary or educational purposes organizations that have qualified and are registered as tax-exempt organizations.
- C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

III. INITIAL AGENT FOR SERVICE OF PROCESS

The name of the initial agent of the corporation for service of process is Andrea J. Elliott, whose complete business address is 374 West Santa Clara Street, San Jose, California 95196.

IV. MEMBERS

The corporation is authorized to have up to one hundred (100) Members, who will all enjoy the same rights, privileges and responsibilities.

V. DEDICATION

(a) The property of this corporation is irrevocably dedicated to its not for profit and tax-exempt 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 shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for not for profit purposes and which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3) .

(c) If this corporation holds any assets in trust such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of Santa Clara County on petition therefor by the Attorney General or by any person concerned in the liquidation in a proceeding to which the Attorney General is a party.

VI. 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.

VII. 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 expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of SJWC Employees' Community Fund, Inc. have executed these Articles of Incorporation on Feb. 20, 2004.

INCORPORATORS

Andrea J. Elliott, Incorporator

Andy Gere, Incorporator

Bob Day, Incorporator

ACKNOWLEDGMENT

State of California
County of _____

On _____, 2004, before me, _____, personally appeared Andrea J. Elliott, Andy Gere and Bob Day [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.

Signature _____ [Seal]

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

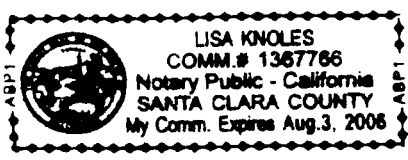
County of Santa Clara } ss.

On 2-20-04, before me, Lisa Knoles, Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Robert Day, Andrew Gere, Andrew Elliott
Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

WITNESS my hand and official seal.
Lisa Knoles
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Articles of Incorporation of SJC Employees Community Fund
Document Date: 2-20-04 Number of Pages: 3

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

- Signer's Name: Robert Day, Andrew Gere, Andrew Elliott
- Individual
 - Corporate Officer — Title(s): _____
 - Partner — Limited General
 - Attorney in Fact
 - Trustee
 - Guardian or Conservator
 - Other: _____

Signer Is Representing: self

