

2954081

ARTICLES OF INCORPORATION

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

of

APR 29 2008

CYDF USA, INC.

I

The name of this corporation is:

CYDF USA, INC.

II

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 public and charitable purposes. The specific purpose for which this corporation is formed is:

To form a crusade against abject poverty across the globe, particularly in the rural areas through a Community-Based Scholarship Project Model.

To help needy orphans in the Philippines and other developing countries, by providing educational opportunities and mentorship support.

III

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

**Antonio M. Mendoza
936 Vienna Street
San Francisco, CA 94112**

IV

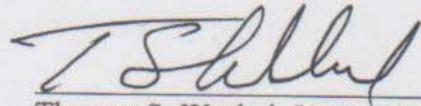
- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (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 propaganda, 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.

V

The property of this corporation is irrevocably dedicated to charitable purposes 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 charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

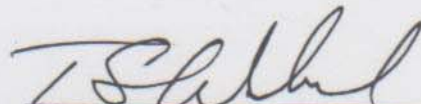
Date: 4/25/08



Thomas S. Wrobel, Incorporator

I declare that I am the person who executed the foregoing Articles of Incorporation which execution is my act and deed.

Date: 4/25/08



Thomas S. Wrobel, Incorporator

