



SECRETARY OF STATE

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

That the attached transcript of 3 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

JUL 31 2003



Kevin Shelley
Secretary of State

2546007

**ARTICLES OF INCORPORATION
OF
CROSSROADS COMMUNITY OUTREACH FOUNDATION, INC.**

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

JUL 25 2003

KEVIN SHELLEY
Secretary of State

I.

The name of the corporation is CROSSROADS COMMUNITY OUTREACH FOUNDATION, INC.

II.

A. The 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 primary purposes of the corporation are to bridge schools and the larger civic, educational and cultural communities and to create programs in support of children, youth and families and their education. Additionally, the corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable and public purposes, or in any other charitable activities.

B. The corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code").

C. In furtherance of its purposes, the corporation shall have all the general powers enumerated in Sections 5140 and 5141 of the California Nonprofit Public Benefit Corporation Law, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

III.

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

Roger Weaver
1714 21st Street.
Santa Monica, CA 90404

IV.

The corporation shall have no members.

V.

A. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of California), and the corporation shall not participate in 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.


B. During such period, or periods, of time, if any, as the corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must distribute the corporation's income at such time and in such manner so as not to subject the corporation to tax under Section 4942 of the Code, and the corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

C. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

VI.


The property of the corporation is irrevocably dedicated to charitable and educational purposes, meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes, meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, and which has established its tax exempt status under Section 501(c)(3) of the Code, or to a government unit or agency exclusively for public purposes.

Dated: 5-20-03, 2003



Roger Weaver, Incorporator

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



Roger Weaver, Incorporator



CCOF Mission Statement

Crossroads Community Outreach Foundation, Inc. ("CCOF") is a California nonprofit public benefit corporation dedicated to bridging schools and the larger civic, educational and cultural communities and creating programs in support of children, youth and families and their education.

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

OCT 08 2008

Date:

Employer Identification Number:
20-0607113

DLN:

17053257745058

Contact Person:

CASEY A SUTFIELD

ID# 31474

Contact Telephone Number:

(877) 829-5500

Public Charity Status:

170(b)(1)(A)(vi)

CROSSROADS COMMUNITY OUTREACH
FOUNDATION
1714 21ST ST
SANTA MONICA, CA 90404

Dear Applicant:

Our letter dated December 2004, stated you would be exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, and you would be treated as a public charity, rather than as a private foundation, during an advance ruling period.

Based on the information you submitted, you are classified as a public charity under the Code section listed in the heading of this letter. Since your exempt status was not under consideration, you continue to be classified as an organization exempt from Federal income tax under section 501(c)(3) of the Code.

Publication 557, Tax-Exempt Status for Your Organization, provides detailed information about your rights and responsibilities as an exempt organization. You may request a copy by calling the toll-free number for forms, (800) 829-3676. Information is also available on our Internet Web Site at www.irs.gov.

If you have general questions about exempt organizations, please call our toll-free number shown in the heading.

Please keep this letter in your permanent records.

Sincerely yours,



Robert Choi
Director, Exempt Organizations
Rulings and Agreements

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: DEC 06 2004

CROSSROADS COMMUNITY OUTREACH
FOUNDATION INC
C/O JANEY K CABELL
1714 21ST ST
SANTA MONICA, CA 90404

Employer Identification Number:
20-0607113
DLN:
17053287097014
Contact Person:
DIANE M GENTRY ID# 31361
Contact Telephone Number:
(877) 829-5500

Accounting Period Ending:
JUNE 30
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
YES
Effective Date of Exemption:
JUNE 25, 2003
Contribution Deductibility:
YES
Advance Ruling Ending Date:
JUNE 30, 2008

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. During your advance ruling period, you will be treated as a public charity. Your advance ruling period begins with the effective date of your exemption and ends with advance ruling ending date shown in the heading of the letter.

Shortly before the end of your advance ruling period, we will send you Form 8734, Support Schedule for Advance Ruling Period. You will have 90 days after the end of your advance ruling period to return the completed form. We will then notify you, in writing, about your public charity status.

Please see enclosed Information for Exempt Organizations Under Section 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

If you distribute funds to other organizations, your records must show whether they are exempt under section 501(c)(3). In cases where the recipient organization is not exempt under section 501(c)(3), you must have evidence the

Letter 1045 (DO/CG)

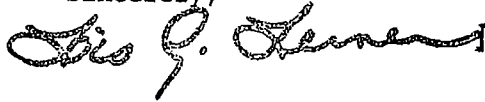
CROSSROADS COMMUNITY OUTREACH

funds will be used for section 501(c)(3) purposes.

If you distribute funds to individuals, you should keep case histories showing the recipient's name and address; the purpose of the award; the manner of selection; and the relationship of the recipient to any of your officers, directors, trustees, members, or major contributors.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

A handwritten signature in cursive script, appearing to read "Lois G. Lerner".

Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Information for Organizations Exempt Under Section 501(c)(3)
Form 872-C