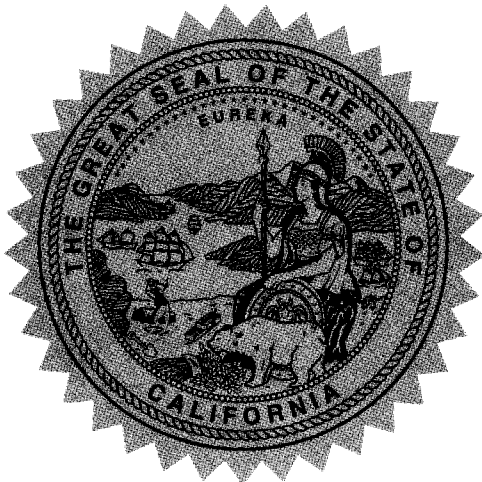


**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 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 15 1999

Bill Jones

Secretary of State

ENDORSED - FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

ARTICLES OF INCORPORATION**JUL 15 1999****OF**

BILL JONES, SECRETARY OF STATE

JUSTGIVE**I**

The name of this corporation is JustGive.

II

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 Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The purposes of this corporation are to engage in charitable, educational, scientific, religious, and literary activities. This corporation is organized and shall be operated exclusively for such purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code").

III

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

Kendall Webb
4421 20th Street
San Francisco, CA 94114

IV

No substantial part of the activities of this corporation shall consist of lobbying or carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted pursuant to a valid election under Section 501(h) of the Code. This corporation shall not participate or intervene in any political campaign including publishing or distributing 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 this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

VI

Upon the dissolution or winding up of the corporation, its assets remaining after payment, 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 charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code.

Dated: July 15, 1999.


Kendall Webb, Incorporator

