


JUL 22 1991

6341-91
CHERYL A. LAU SECRETARY OF STATE



No. _____

CERTIFICATE OF INCORPORATION
OF
PROJECT M.A.N.A.

I.

The name by which this corporation is to be known is Project M.A.N.A. and its location shall be 550 Boothill Court, Township of Incline Village, County of Washoe, State of Nevada.

II.

The period of duration of this nonprofit corporation shall be indefinite.

III.

Project M.A.N.A. is a non-profit corporation organized solely for general charitable purposes. The principal office for the transaction of the business of this corporation is 550 Boothill Court, Township of Incline Village, County of Washoe, State of Nevada. This corporation is formed pursuant to the provisions of NRS 81.290, et seq.

IV.

The nonprofit corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to any members thereof.

V.

The number of trustees initially will be three and the names and addresses of the persons who are to serve as initial trustees are as follows:

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NAME	ADDRESS
1. Ann Ryan	550 Boothill Court Incline Village, Nevada 89451 Post Office Box 3980 Incline Village, Nevada 89450
2. Charles Cunningham	550 Boothill Court Incline Village, Nevada 89451
3. Dr. Laird H. Blackwell, Ph.D.	Post Office Box 10708 Truckee, California 95737

VI.

The respective terms of office for the trustees will be one year each; trustees are to be chosen at the first meeting after the incorporation of Project M.A.N.A. and annually thereafter and as provided in the Bylaws prospectively to be ratified at the first meeting of the corporation.

VII.

All the properties of Project M.A.N.A. shall be held under the name and title of "Project M.A.N.A.", or in such other name and title as may be required from time to time, all in furtherance of the charitable purposes of Project M.A.N.A. Any and all property owned by Project M.A.N.A. shall be deemed to be held and titled as authorized by the trustees without any necessity for any specific retitling and/or rerecording of the same.

VIII.

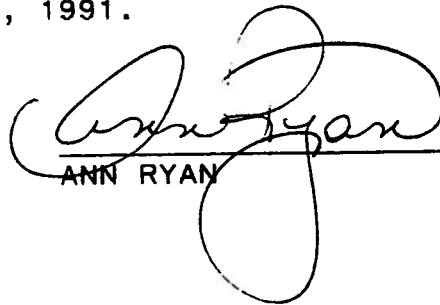
The day-to-day business affairs of the non-profit corporation shall be managed and governed by and in a manner consistent with the provisions of NRS 81.290 et seq. and other applicable law, and by the bylaws of the corporation, as they may be adopted and

from time to time amended and revised.

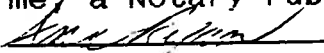
IX.

We, the undersigned, being the first trustees of PROJECT M.A.N.A., hereinbefore named, for the purpose of forming a nonprofit corporation pursuant to the General Corporation laws of the State of Nevada, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hands.

DATED this ⁴13th day of May, 1991.


ANN RYAN

STATE OF NEVADA)
) SS
COUNTY OF WASHOE)

On this 13th day of May, 1991, personally appeared before me, a Notary Public in and for said County and State, , who acknowledged that she executed the above instrument.


NOTARY PUBLIC



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RECEIVED
JUN 17 1991

SECRETARY OF STATE

RECEIVED
MAY 30 1991

SECRETARY OF STATE

DATED this 13 day of May, 1991

Charles Cunningham
CHARLES CUNNINGHAM

STATE OF NEVADA)
) ss
COUNTY OF WASHOE)

On this 13th day of May, 1991, personally appeared before me, a Notary Public in and for said County and State, Charles Cunningham, who acknowledged that he executed the above instrument.

Mary P. Pascoe
NOTARY PUBLIC



DATED this ___ day of May, 1991.

Laird R. Blackwell
DR. LAIRD H. BLACKWELL, Ph.D.

STATE OF Nevada)
) ss
COUNTY OF Washoe)

On this 21st day of May, 1991, personally appeared before me, a Notary Public in and for said County and State, Laird Blackwell Ph.D., who acknowledged that he executed the above instrument.

Mary P. Pascoe
NOTARY PUBLIC



MAR 05 1992

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
PROJECT M.A.N.A.

CHERYL A. LAU SECRETARY OF STATE

No. 6341-91 *Cheryl Lau*
Ann Ryan, Charles Cunningham, and Dr. Laird H. Blackwell,
Ph.D. the first trustees of Project M.A.N.A., hereby certify
that, earlier this day, Article III of the Articles of
Incorporation of Project M.A.N.A., was amended in its entirety to
read as hereafter provided. In addition, Articles X and XI will
be added as provided in this amendment. The Amendments were
approved by the unanimous vote by the Board of Trustees of the
corporation. There are no members or shareholders of the
corporation.

Article III of the Articles of Incorporation was amended to
read as follows:

III

Project M.A.N.A. is a non-profit corporation organized
exclusively for charitable, religious, educational and scientific
purposes, including, for such purposes, the making of
distributions to organizations that qualify as exempt
organizations under section 501(c)(3) of the Internal Revenue
Code, or corresponding section of any future federal tax code.
The principal office for the transaction of the business of this
corporation is 550 Boothill Court, Township of Incline Village,
County of Washoe, State of Nevada. This corporation is formed
pursuant to the provisions of NRS 81.290, et seq.

Article X of the Articles of Incorporation is included and
reads as follows:

X

No part of the net earnings of the corporation shall inure
to the benefit of, or be distributable to its members, trustees,
officers, or other private persons, except that the corporation
shall be authorized and empowered to pay reasonable compensation
for services rendered and to make payments and distributions in
furtherance of the purposes set forth in Article Third hereof.
No substantial part of the activities of the corporation shall be
the carrying on of propaganda, or otherwise attempting to
influence legislation, and the corporation shall not participate
in, or intervene in (including the publishing or distribution of
statements) any political campaign on behalf of or in opposition
to any candidate for public office. Notwithstanding any other
provision of these articles, the corporation shall not carry on
any other activities not permitted to be carried on (a) by a
corporation exempt from federal income tax under section

501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article XI of the Articles of Incorporation is included and reads as follows:

XI

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposed or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

In witness whereof, we have hereunto subscribed our names this 4th day of March, 1992.

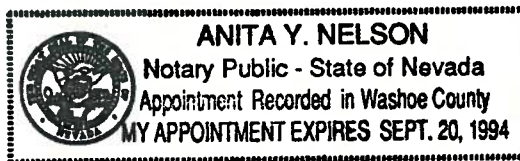
Dated this 4th day of March, 1992.

Laird R. Blackwell
Dr. Laird H. Blackwell, Ph.D.

STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

On this 4th day of March, 1992, personally appeared before me, a Notary Public in and for said County and State, Dr. Laird R. Blackwell, who acknowledged that he executed the above instrument.

Anita Y. Nelson
NOTARY PUBLIC



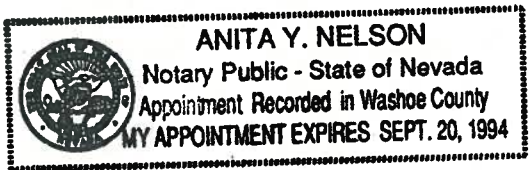
DATED this 4th day of March, 1992

Ann Ryan
Ann Ryan
President & Secretary (AK)

STATE OF NEVADA)
)
) ss.
COUNTY OF WASHOE)

On this day of 4th March, 1992, personally appeared before me, a Notary Public in and for said County and State, Ann Ryan, who acknowledged that he executed the above instrument.

Anita Y. Nelson
NOTARY PUBLIC



DATED this 4th day of March, 1992

Charles Cunningham
Charles Cunningham

STATE OF NEVADA)
)
) ss.
COUNTY OF WASHOE)

On this 4th day of March, 1992, personally appeared before me, a Notary Public in and for said County and State, Charles Cunningham, who acknowledged that he executed the above instrument.

Anita Y. Nelson
NOTARY PUBLIC

