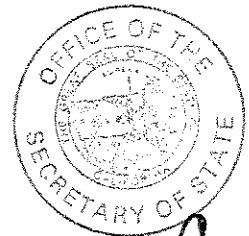
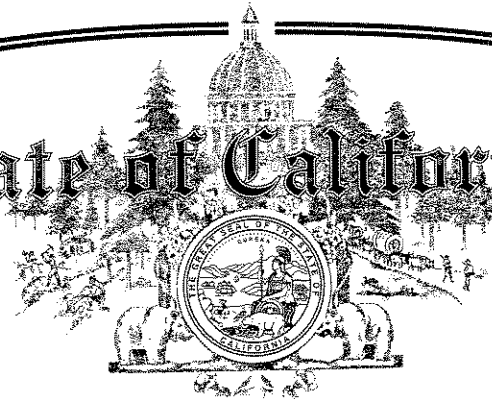


State of California



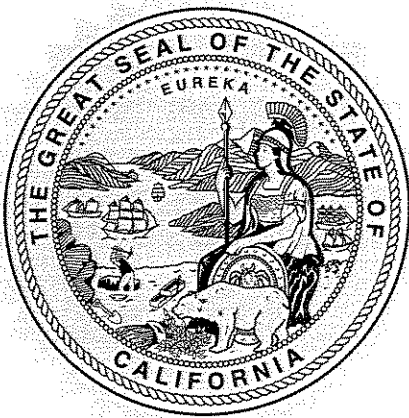
SECRETARY OF STATE

I, *Kevin Shelley*, 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

MAY 10 2004



Kevin Shelley
Secretary of State

APR 30 2004

KEVIN SHELLEY
Secretary of State

ARTICLES OF INCORPORATION
OF
ACE MENTOR SAN FRANCISCO BAY AREA, INC.,
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

I

The name of this corporation is: **ACE Mentor San Francisco Bay Area, Inc.**

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 specific purpose of this corporation is to (i) enlighten and motivate students towards architecture, construction, engineering, and related careers, and (ii) provide mentoring and scholarship opportunities for future designers, engineers, and contractors.

III

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

David R. Bonneville
c/o Degenkolb Engineers
225 Bush Street, Suite 1000
San Francisco, CA 94104-4207

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 of 1986, as amended (the "Code").
- B. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (ii) a corporation, contributions to

which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

- 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 any candidate for public office.

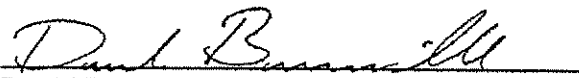
V

- A. 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, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- B. Upon the dissolution or winding up of the corporation, its assets remaining after payment, 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 Code.

VI


Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of California and the Bylaws of the corporation.

Dated: April 30, 2004



David R. Bonneville
Incorporator

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



David R. Bonneville
Incorporator

