

2301528

FILED
In the Office of the Secretary of State
of the State of California

JAN 2 2001

Bill Jones
BILL JONES, Secretary of State

**ARTICLES OF INCORPORATION
of
TEACH, INC.**

ARTICLE I

The name of this corporation is TEACH, INC.

ARTICLE 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 charitable purposes.

ARTICLE III

The specific purpose of this corporation is to provide charitable and public assistance to the general public by organizing events and programs on worldwide public and social concerns.

ARTICLE IV

The name and address in the State of California of this corporation's initial agent for service of process is Mildred S. Cunningham, located at 3883 West Century Boulevard, Suite 615, Inglewood, California 90303.

ARTICLE V

This corporation is organized and operated exclusively for charitable and public purposes within the meaning of Internal Revenue Code Section 501 (c)(3).

ARTICLE VI

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.

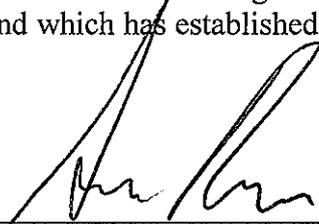
ARTICLE VII

The property of this corporation is irrevocably dedicated to charitable and public purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code; 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.

ARTICLE VIII

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 and public purposes and which has established its tax-exempt status under Internal Revenue Code 501(c)(3).

Dated: November 8, 2000



Gene M. Ramos, Esq.
Incorporator