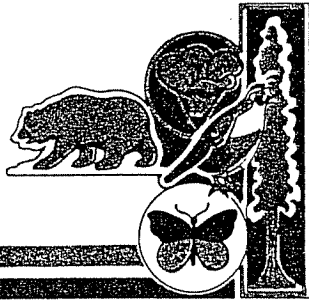


1948940



State
of
California
SECRETARY OF STATE

CORPORATION DIVISION

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

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

SEP 21 1995



Bill Jones

Secretary of State

1948940

ARTICLES OF INCORPORATION OF
NORCAL LACROSSE FOUNDATION, INC.
A California Nonprofit Public Benefit Corporation

ENDORSED - FILED
In the office of the Secretary of State
of the State of California
SEP 21 1995

BILL JONES, Secretary of State

I

The name of this corporation is: NORCAL LACROSSE FOUNDATION, 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. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and 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 of 1986 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

III

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

Allan E. Anderson
670 Howard Street
San Francisco, CA 94105

IV

A. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section

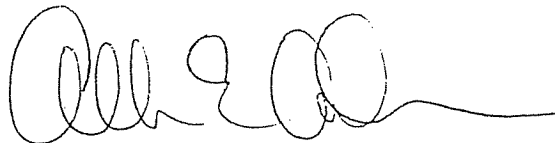
501(h) of the Internal Revenue Code of 1986 and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code of 1986.

B. All corporate property is irrevocably dedicated to the purposes set forth in Article II, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

C. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization or organizations organized and operated exclusively for charitable purposes which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any further United States internal revenue law and which have established their tax-exempt status under Section 2370ld of the California Revenue and Taxation Code or the corresponding section of any future California revenue and tax law.

Dated: _____

9/1/95



ALLAN E. ANDERSON,
Incorporator