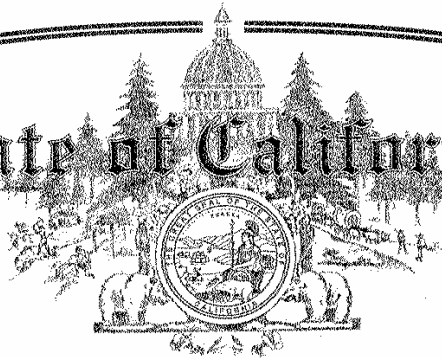


State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 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

JAN 09 2004



Kevin Shelley
Secretary of State

2570957

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

**ARTICLES OF INCORPORATION
OF
GOOD NEWS BEARS**

NOV 13 2003

KEVIN SHELLEY
Secretary of State

I.

The name of this corporation is GOOD NEWS BEARS.

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 **public and charitable purposes**.

B. The specific purpose of this corporation is to foster and promote goodwill, alleviate trauma and suffering, and spread love and compassion through the sharing and giving of teddy bears and other items appropriate to the mission of the organization.

III.

The name and address in the State of California of this corporation's initial agent for service of process is: Geraldine C. Albright, 2795 Vernazza Drive, Livermore, CA 94550.

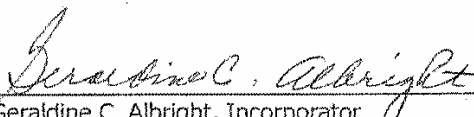
IV.

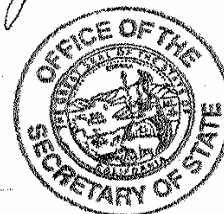
A. This corporation is organized and operated exclusively for **charitable** purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

B. 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.

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. 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), Internal Revenue Code.


Geraldine C. Albright, Incorporator



WAIVER OF NOTICE AND CONSENT
TO THE HOLDING OF THE
FIRST MEETING OF THE DIRECTORS
OF

GOOD NEWS BEARS

The following directors of the corporation named above hereby waive notice and consent to the holding of the first meeting of the board of directors of the corporation on the day and at the place set forth as follows:

TIME:

DATE:

PLACE:

Executed this day, _____.

Geraldine C. Albright, Director

Jeanie Haigh, Director

Patricia K. Burkhart, Director

Carole Phillips, Director

Beth Medeiros, Director

MINUTES OF FIRST MEETING OF
BOARD OF DIRECTORS OF

GOOD NEWS BEARS

A quorum of the directors named either by the Incorporator or listed in the Articles of incorporation of the corporation named above, constituting the board of directors of this corporation, held their first meeting at the time, on the day and at the place set forth as follows:

TIME:

DATE:

PLACE:

The following directors, constituting a quorum of the full board, were present at the meeting:

Geraldine C. Albright, Jeanie Haigh, Patricia K. Burkhart,
Carole Phillips and Beth Medeiros

On the motion and by unanimous vote, the following persons were elected temporary chairman and secretary by the first meeting:

Temporary Chairman: Geraldine C. Albright

Temporary Secretary: Patricia K. Burkhart

WAIVER

The chairman announced that the meeting was held pursuant to written waiver of notice thereof and consent thereto signed by all of the directors of the corporation named as such by the Incorporator or in the Articles of Incorporation; such waiver and consent was presented to the meeting and on motion duly made, seconded, and unanimously carried was made a part of the records of the meeting.

ARTICLES FILED

The chairman stated that the original Articles of Incorporation of the corporation had been filed in the office of the California Secretary of State as follows:

Filing Date: November 13, 2003

Corporate No: 2570957

The chairman presented to the meeting a certified copy of the Articles of incorporation, showing filings as stated, and the secretary was directed to insert the copy in the book of minutes of the corporation.

PURPOSES, OBJECTIVES & BYLAWS

The matter of the adoption of Bylaws for the regulation of the corporation was next considered. The secretary presented to the meeting a form of bylaws which was duly considered and discussed. The chairman noted that a statement of Purposes and Objectives of the corporation was desirable and necessary to guide the affairs of the corporation and that before the Bylaws were adopted that said Purposes and Objectives should be resolved and included therein. On motion duly made, seconded, and unanimously carried, the following resolutions were adopted;

WHEREAS, the directors of this corporation have not as yet adopted any bylaws for the corporation; and

WHEREAS, the Purposes and objectives should be enumerated in the Bylaws; and

WHEREAS, the best interests of this corporation will be served by the adoption of bylaws;

THEREFORE, BE IT RESOLVED, that the bylaws presented to this meeting and discussed are hereby adopted as the bylaws of this corporation and that the Purposes and objectives therein stated shall be the purposes and objectives of this corporation.

RESOLVED FURTHER, that the secretary of this corporation is authorized and directed to execute a certificate of the adoption of these bylaws and to insert these bylaws as so certified in the book of minutes of this corporation and to see that a copy of the bylaws, similarly certified, is kept at the principal office for the transaction of business of this corporation.

ELECTION OF OFFICERS

The meeting proceeded to the election of a president, a secretary, and a chief financial officer. The following were offices indicated before their names:

<u>Office</u>	<u>Name</u>
President	Geraldine C. Albright
Chief Financial Officer	Carole Phillips
Secretary	Patricia K. Burkhart

Each officer so elected, being present, accepted his or her office, and thereafter the president presided at the meeting as chairman, and the secretary acted as secretary of the meeting.

CORPORATE SEAL

The secretary presented for the approval of the meeting a proposed seal of the corporation, consisting of two concentric circles with the name of the corporation in one circle and the words and figures in the form as follows:

(SEAL)

On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the corporate seal in the form, words, and figures presented to this meeting is hereby adopted as the seal of this corporation.

ACCOUNTING YEAR

The chairman suggested that the meeting consider the adoption of an accounting year. On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that this corporation adopt an accounting year as follows:

DATE ACCOUNTING YEAR BEGINS:

DATE ACCOUNTING YEAR ENDS:

PRINCIPAL OFFICE LOCATION

After some discussion, the location of the principal office of the corporation for the transaction of the business of the corporation was fixed pursuant to the following resolution unanimously adopted, on motion duly made and seconded:

RESOLVED, that the following County and City are hereby designated and fixed as the county and City in which the principal office for the transaction of the business of this corporation shall be located, until changed by subsequent resolution of this board.

COUNTY: Alameda

CITY: Livermore

ESTABLISHMENT OF BANK ACCOUNT

The chairman suggested that the directors consider the proposal of establishing a bank account. On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that a corporate bank account shall be opened at

RESOLVED FURTHER, that all checks drawn on this bank account must be signed by the president or chief financial officer.

MEMBERSHIP CERTIFICATE

The secretary presented to the meeting a proposed form of membership certificate for use by the corporation. On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the form of membership certificate presented to this board is hereby approved and adopted as the membership certificate of this corporation.

The secretary was instructed to insert a copy of the certificate in the book of minutes immediately following the minutes of this meeting.

INCORPORATION EXPENSES

In order to provide for the payment of the expenses of incorporation and organization of the corporation, on motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the president and the chief financial officer of this corporation be, and they hereby are, authorized and directed to pay the expense of the incorporation and organization of this corporation.

AUTHORIZATION TO FILE WITH GOVERNMENTAL AGENCIES

1. Exemptions from Federal and State Taxes. The chairman explained that federal and state tax exemptions are available to certain nonprofit corporations. On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the president consult with legal counsel to ascertain the availability of exemptions from taxation under the federal and state tax codes and, if such are available, the president is authorized and directed to execute and file all necessary applications for exemptions from such tax with the appropriate state and federal tax authorities, and to pay necessary filing fees.

2. Statement by Domestic Nonprofit Corporation. The following resolution was moved, seconded, and unanimously carried:

RESOLVED, that the president is authorized and directed to execute and file with the office of the Secretary of State the Statement by Domestic Nonprofit Corporation, setting forth the names and addresses of the corporation, its officers, directors, and agent for service of process.

ISSUANCE OF MEMBERSHIPS; ESTABLISHMENT OF DUES

The chairman next stated that he had been advised to seek legal counsel to ascertain whether issuance of memberships in the corporation would be exempt from any state and federal securities acts, and to review the nature and limitations of such exemptions.

Thereafter, the following resolutions were moved, seconded, and adopted:

RESOLVED, that the president of this corporation investigate any necessity for compliance with federal or state securities acts and call for a special meeting within five (5) days if legal counsel indicated such was necessary; otherwise, it was

RESOLVED, that the president and secretary are authorized and directed to proceed with the issuance of membership certificates to such persons who apply for membership, are found to be qualified by the membership committee or board of directors, and who have tendered the payment of any required membership or initiation fee or dues.

