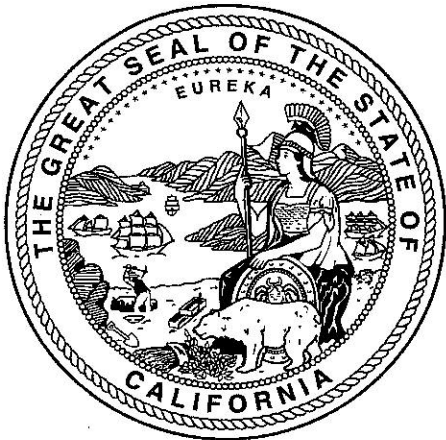


State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 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

APR - 7 2008

DEBRA BOWEN
Secretary of State

3094354

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

APR - 4 2008

ARTICLES OF INCORPORATION
OF
FOUNDATION FOR PREVENTION OF CHILDHOOD OBESITY

I.

The name of this corporation is Foundation for Prevention of Childhood Obesity.

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 and primary purpose of this corporation is to make charitable grants to organizations which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States internal revenue law, or is the equivalent of a public charity described in section 509(a)(1), (2) or (3) of the Code or a private operating foundation described in section 4942(j)(3) of the Code as provided for by Internal Revenue Service Revenue Procedure 92-94.

III.

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

Doran Andry
620 Newport Center Drive, Suite 400
Newport Beach, CA 92660

IV.

A. Notwithstanding any provision contained in these Articles or in any other governing instrument of this corporation, this corporation shall not carry on any activities not permitted to be carried on (a) by 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 (b) by 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.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this 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.

C. Notwithstanding any provision contained in these Articles or in any other governing instrument of this corporation, 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.

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 hereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment (or provision for payment) of all of its debts and liabilities shall be distributed to a nonprofit fund, foundation or corporation designated by the Board of Directors of this corporation which is organized and operated exclusively for charitable, educational or scientific purposes and which has established its tax

exempt status under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law.

VI.

Notwithstanding any provision contained in these Articles or in any other governing instrument of this corporation, this corporation is required to distribute its income for each taxable year at such times and in such manner as not to subject this corporation to tax under Section 4942 of the Code or the corresponding provision of any future United States internal revenue law. In addition, this corporation shall not, during any period and to the extent that it is a private foundation described in Section 509 of the Code or the corresponding provision of any future United States internal revenue law, (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any taxable expenditures as defined in Section 4945(d) of the Code; or (d) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code or the corresponding provision of any future United States internal revenue law.

Dated: April 4, 2008



Scott Santagata, Incorporator

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

Dated: April 4, 2008



Scott Santagata

