

ARTICLES OF INCORPORATION
OF
[AXIS FOUNDATION, INC.]

ARTICLE I

The name of this corporation is *[AXIS FOUNDATION, INC.]*.

ARTICLE 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 *[Applicable Statute]* for charitable purposes.

B. The purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), to provide assistance and counseling to at risk adolescents below the age of Nineteen (19) years transitioning them between the correctional system and a normal productive member of society, as well as any other legal and charitable purpose.

ARTICLE III

The name and address in this state of this corporation's initial agent for the service of process is *[Name of Agent, Address of Agent]*.

ARTICLE IV

A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

B. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

A. The property of this corporation is irrevocably dedicated to the charitable purposes stated in Article II.B., and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, if any, of this corporation, or to any other private person.

B. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code. Any such funds distributed would continue to support the purposes as stated Article II.B.

ARTICLE VI

Any amendment to these Articles of Incorporation, any merger or other corporate reorganization involving this corporation, and the plan of distribution of the assets of this corporation upon dissolution of this corporation shall require the prior written consent of the Attorney General of the State of California.

ARTICLE VII

In addition to any other rules or restrictions applicable under law and regardless of whether or not it is classified as a private foundation under Section 509 of the Internal Revenue Code, this corporation:

- a. shall make distributions for each taxable year at such time and in such manner as required under Section 4942 of the Code;
 - b. shall not approve of, or engage in, any act of self-dealing as defined in subsection (d) of Section 4941 of the Code;
 - c. shall not retain any excess business holdings as defined in subsection (c) of Section 4943 of the Code;
 - d. shall not make any jeopardizing investments to tax under Section 4944 of the Code;
- and

e. shall not make any taxable expenditure as defined in subsection (d) of Section 4945 of the Code.

DATED: _____
Cordell J. Thomas, Incorporator