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**ENDORSED
FILED**

In the office of the Secretary of State
of the State of California

MAR 28 1977

MARCH FONG EU, Secretary of State

By JAMES E. HARRIS
Deputy

ARTICLES OF INCORPORATION
OF
CENTER FOR TRAINING & CAREERS, INC.

- I. The name of the corporation shall be:
CENTER FOR TRAINING AND CAREERS, INC.
- II. The purposes for which this corporation is formed are:
 - A. The specific and primary purposes are to establish an educational and skills training institution to develop and enhance employment opportunities and job placement for the economically disadvantaged, the unemployed, the underemployed, and underskilled on an exclusively non-profit, charitable and educational basis.
 - B. The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of California and to have and exercise all other powers and to do all other acts necessary or convenient to carry out the primary purposes of this corporation, including without limitation, any or all of the following acts:
 - (1) To engage in projects to promote, sponsor and encourage the specific and primary purpose set forth in paragraph A above.
 - (2) To enroll the financial and technical support, assistance and cooperation of private persons, firms, associations, foundations, and corporations and of Federal, State and local governmental bodies and agencies in the achievement of the primary purposes of this corporation;
 - (3) To act as a public service non-profit corporation by serving as a conduit for the transmission of financial and technical support and assistance from the sources mentioned in the preceding sub-paragraph, to the members of this organization and to enter into any and all appropriate regulatory agreements for that purpose;
 - (4) To enlist the participation of members in the planning coordination, organization and administration of the projects of this corporation;

- (5) To buy, lease, rent, or otherwise acquire, hold or use, own, enjoy, sell, exchange, lease as lessor, mortgage, deed in trust, pledge, encumber, transfer upon trust, or otherwise dispose of any and all kinds of property, whether real, personal or mixed, and including shares of stock, bonds or securities of other corporations, and wherever situated;
- (6) To acquire by bequest, gift, grant, purchase or otherwise, any and all types of real and personal property or interest therein, of every kind and description;
- (7) To borrow money, contract debts, issue bonds, notes and other evidences, and secure the same by any or all other property of this corporation or issue the same unsecured;
- (8) To act as trustee under any trust and to receive, hold, administer and expend funds and property subject to any such trust; and
- (9) To enter into, make, perform and carry out partnerships, joint ventures, and contracts of every kind for any lawful purposes and without limit as to amount with any person, firm, corporation or governmental agency.

C. Notwithstanding any statement of purposes or powers aforesaid, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of one or more of the primary purposes mentioned in Article II-A.

D. In addition thereto, 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.

III. This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes.

IV. The County of this State where the principal office for the transaction of the business of this corporation is located is Santa Clara County.

V. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAMES

ADDRESSES

PHILIP O. YOUNG, 4 North Second Street, San Jose, California 95113
JAMES N. ONO, 1103 North Fourth Street, San Jose, California 95112
MS. BARBARA MONTANO, 5836 El Dori, San Jose, California 95123
MS. RUTH SABORY, 15 Hawthorne Way, Apt. 110, San Jose, California 9511
MS. JULIE LEE, 820 Coventry Court, Sunnyvale, California 94087

- VI. The authorized number and qualifications of directors and members of this corporation, the different classes of memberships, if any, the property, voting and other rights and privileges of members and their liability for dues and assessments, if any, and the method of collection thereof, shall be as set forth in the by-laws.
- VII. This corporation is organized solely for non-profit purposes and is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof. The property assets, profits and net income of this corporation are irrevocably dedicated to social welfare purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any private shareholder or individual. Nothing herein shall prevent the payment of reasonable compensation for services rendered or of reimbursement of reasonable expenses incurred in connection with the corporation's affairs.
- VIII. Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this corporation, shall be distributed to the Federal Government, or to the State of California, or a local government body of the State of California, for use exclusively for public purposes, or to non-profit fund, foundation or corporation which is organized and operated exclusively for educational or charitable purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code and Section 23701-d of the Revenue and Taxation Code. If this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Superior Court of the County in which this corporation's principal office is located, upon petition therefore by the Attorney General or by any person, concerned in the liquidation.

IN WITNESS WHEREOF, the undersigned being the persons hereinabove named as the first directors, have executed these Articles