

2133191

ARTICLES OF INCORPORATION

OF

Pancreatic Cancer Action Network, Inc

I

The name of this corporation is  
Pancreatic Cancer Action Network, Inc.

II

A. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

B. The specific purpose of this corporation is to fund research to prevent, detect, treat and cure pancreatic cancer; and to raise awareness of the disease to focus attention on the need to find a cure.

III

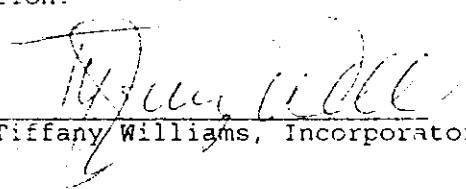
The name and address in the State of California of this corporation's initial agent for service of process is:

Pam Acosta  
14048 Annandale Lane  
Rancho Cucamonga, CA 91761

IV

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to in insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

Date: February 05, 1999

  
Tiffany Williams, Incorporator

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

FEB 8 1999

  
BILL JONES, Secretary of State

2133191

**CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION**

**FILED**  
In the office of the Secretary of State  
of the State of California

SEP 29 1999

*Bill Jones*  
BILL JONES, Secretary of State

The undersigned certify that:

1. They are the president and the secretary of Pancreatic Cancer Action Network, Inc., a California corporation.
2. Article II of the Articles of Incorporation of this corporation is amended to read as follows:
  - 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 and is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
  - B. Notwithstanding any other provision of these Articles, 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 provisions of any future United States Internal Revenue Law).
  - C. Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.
  - D. 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.
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

FROM :


FAX NO. : 5183995143

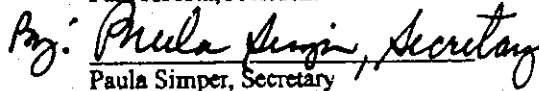
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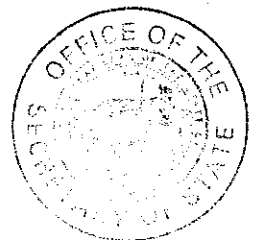
4. The foregoing amendment of Articles of Incorporation has been duly approved by 100% vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 9/21/99

 BY: PAM ACOSTA  
Pam Acosta, President

 Paula Simper, Secretary  
Paula Simper, Secretary





**State of California**  
Secretary of State

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

That the attached transcript of 2 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

JUN 30 2007

*Debra Bowen*

DEBRA BOWEN  
Secretary of State

**CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION**

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

**JUN 27 2007**

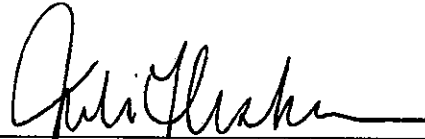
The undersigned certify that:

1. They are the president and the secretary of Pancreatic Cancer Action Network, Inc., a California corporation (the "Corporation").
2. Article II of the Articles of Incorporation of the Corporation is amended to read as follows:
  - A. The 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 Corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
  - C. The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person.
  - D. Notwithstanding any other provision of these Articles, 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 provisions of any future United States Internal Revenue Law).
  - E. Upon the dissolution or winding up of the Corporation, the assets remaining after payment, or provision for payment, of all debts and liabilities of the 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) of the Internal Revenue Code.
  - F. No substantial part of the activities of the 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 or in opposition to any candidate for public office.

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the board of directors.
4. The Corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 6/22/07



Julie Freshman, President and CEO



Stephanie R. Davis, Secretary

