I, MARCH FONG EU, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

OCT 30 1990

[Signature]

Secretary of State
ARTICLES OF INCORPORATION
OF
FOOD BANK FOR MONTEREY COUNTY

I

The name of this corporation is Food Bank for Monterey County.

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 purposes of this corporation are to distribute food to alleviate hunger, to provide emergency food services during a natural disaster and to conduct educational awareness programs related to hunger issues.

III

The name and address in the State of California of this corporation's initial agent for service of process is: Neil Thompson, 600 South Main Suite 7, Salinas, CA 93901

IV

A. This corporation is organized and operated exclusively for charitable and/or educational purposes within the meaning of Section 501 (c) (3) of the 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.
The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fred Kennedy</td>
<td>22274 Veronica Dr., Salinas, CA 93908</td>
</tr>
<tr>
<td>Karen Fleming</td>
<td>12737 Sundance, Salinas, CA 93908</td>
</tr>
<tr>
<td>Carol Russell</td>
<td>100 Paseo Hermosa, Salinas, CA 93902</td>
</tr>
</tbody>
</table>

The property of this corporation is irrevocably dedicated to charitable and/or educational 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 and/or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

DATED: June 11, 1990

Fred Kennedy, Director
Karen Fleming, Director
Carol Russell, Director

We, the above mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Fred Kennedy, Director
Karen Fleming, Director
Carol Russell, Director
I, BILL JONES, Secretary of State of the State of California, hereby certify:

That the attached transcript 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

MAY 07 1998

Bill Jones
Secretary of State
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the president and the secretary, respectively, of FOOD BANK FOR MONTEREY COUNTY, a California corporation.

2. Article VI of the Articles of Incorporation of this corporation is amended to read as follows:

"The property of this corporation is irrevocably dedicated to charitable and/or educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code 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 and/or educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code."

3. The foregoing amendment of 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.

Dated: 5/4/98

Elizabeth Williams, President

Andrew Miller, Secretary