

**ARTICLES OF INCORPORATION
OF
SHOES THAT FIT**

(DATED: MAY 17, 1993)

ARTICLE I

The name of this corporation is SHOES THAT FIT.

ARTICLE II

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.

The specific and primary purposes for which this Corporation is formed include providing shoes and other clothing items to needy children who attend elementary schools in order to enhance the self-esteem of such students and thus attempt to improve their scholastic achievement and interest. This objective may be achieved through:

- a.** Pairing needy schoolchildren and their needs for shoes and clothing items with individuals, groups, businesses, foundations, and other entities who wish to purchase or donate funds for the purchase of such needed articles of clothing;
- b.** Supplying orientation and training materials and instructions to groups and individuals who are interested in implementing the Shoes That Fit program to provide clothing items to needy schoolchildren;
- c.** Receiving, holding and disbursing contributions, gifts, grants, real and personal property, bequests, devises, and other funds for the above purposes;
- d.** Making, performing, and carrying out contracts of every kind for any lawful purpose, without limit as to the amount;
- e.** Assisting in the formation of other organizations, groups or entities to establish similar programs.

f. Coordinating with and supporting the efforts of other individuals, groups and organizations who have similar goals and purposes.

ARTICLE III

The name and address in this State of the Corporation's initial agent for service of process is Roni Lomeli, 1420 N. Claremont Blvd., Suite 107B, Claremont, California 91711.

ARTICLE IV

This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

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 or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distributing of statements).

ARTICLE V

The property of this Corporation is irrevocably dedicated to the purposes set forth on Article II hereof, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, trustee, officer or member of this Corporation, or to the benefit of any individual.

Upon the winding up and dissolution of this Corporation, and after paying and adequately providing for the debts and liabilities of the Corporation, the assets of this Corporation shall be distributed to any successor organization, or to any 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 of 1954, as amended.

(A copy of the original Articles of Incorporation for Shoes That Fit which contains the official seal and signature of the Office of the Secretary of State of California is available upon written request at the discretion of Shoes That Fit).

Bylaws