

3265824



State of California
Secretary of State

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

That the attached transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of this office.

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

JAN 5 2010



Debra Bowen

DEBRA BOWEN
Secretary of State

3265824

**ARTICLES OF INCORPORATION
OF**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

**RATTLE FOUNDATION
A California Nonprofit Public Benefit Corporation**

DEC 18 2009

**ARTICLE I.
NAME**

The name of this corporation is **RATTLE FOUNDATION**.

**ARTICLE II.
PURPOSES**

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 California Nonprofit Public Benefit Corporation Law for charitable purposes.

B. This corporation is organized exclusively for religious, charitable, scientific, educational and literary purposes as contemplated within the meaning of Section 501(c)(3) of the Internal Revenue Code (hereinafter the "Code"). Despite any other provision in these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

C. The specific purposes of this corporation are to publish Rattle, a biannual periodical of poetry and essays, to operate the related Rattle web site and to support other exempt purposes under Section 501(c)(3) of the Code.

ARTICLE III.
AGENT FOR SERVICE OF PROCESS

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

Alan C. Fox
12411 Ventura Blvd.
Studio City, CA 91604

ARTICLE IV.
LIMITATION ON CORPORATE ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V.
DEDICATION

A. The property of this corporation is irrevocably dedicated to purposes meeting the requirements for exemption provided by Section 501(c)(3) of the Code, and no part of the net income or assets of this corporation shall ever inure to the benefit of, or be distributed to any of its directors, trustees, officers, members or any private individuals, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purposes clause hereof.

B. Upon the winding up and dissolution of this 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, corporation or similar entity which is organized and operated exclusively for religious, charitable, scientific, educational or similar purposes as contemplated within the meaning of Section 501(c)(3) of the Code and which has established its tax exempt status under Section 501(c)(3) of the Code. Any such remaining assets shall be disposed of by decree of the Superior Court of the county in which this corporation has its principal office, on petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party, exclusively for such purposes or to such organization or organizations, as said Superior Court shall determine, which are organized and operated exclusively for such charitable purposes. Such decree of the Superior Court may be waived if the Attorney General makes a written waiver of objections to the disposition.

ARTICLE VI.
PRIVATE FOUNDATION REQUIREMENTS

During any period in which this corporation is deemed to be a private foundation as described in Section 509(a) of the Code it will comply with the following requirements:

- A. This corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- B. This corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- C. This corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.
- D. This corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code.
- E. This corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VII.
DEFINED TERMS

As used in these articles of incorporation, the terms "Internal Revenue Code" and "Code" mean the United States Internal Revenue Code of 1986, as amended, and a reference to a provision of that Code shall be deemed to indicate the corresponding provision of any further United States Internal Revenue law.

DATED: December 18, 2009



Linda L. Hill, Incorporator

