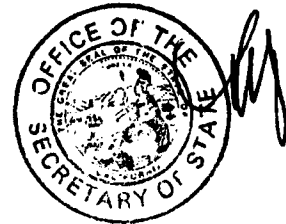


JW House
EIN: 20-2034560
Part I, Line 7
Authorized representative.

JW House's authorized representative:
Jill Mather Bartow, Esq.
Morgan, Lewis & Bockius LLP
2 Palo Alto Square
3000 El Camino Real, Suite 700
Palo Alto, CA 94306

JW House
EIN: 20-2034560
Part II, Line 1
Articles of Incorporation

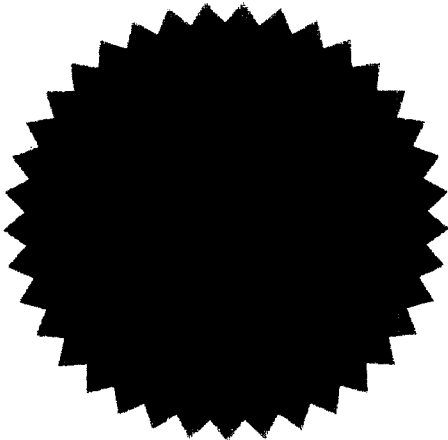
**SECRETARY OF STATE**

I, *Kevin Shelley*, 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

NOV 19 2004



Kevin Shelley
Secretary of State

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

NOV 15 2004

KEVIN SHELLEY
Secretary of State

ARTICLES OF INCORPORATION
OF
THE JW HOUSE
A California Nonprofit Public Benefit Corporation

ARTICLE ONE: The name of the corporation is **The JW House**.

ARTICLE TWO: (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) This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and 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, as amended, 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, as amended, or the corresponding provision of any future United States internal revenue law.

ARTICLE THREE: The name and address in this state of the Corporation's initial agent for service of process is:

Alan F. Wong
c/o Morgan, Lewis & Bockius LLP
2 Palo Alto Square
3000 El Camino Real, Suite 900
Palo Alto, CA 94306

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. In the event the California Corporations Code is amended to further eliminate or limit the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the California Corporations Code, as so amended, without further shareholder action. Any repeal or modification of this Article Three shall not result in any liability for a director with respect to any action or omission occurring prior to such repeal or modification.

ARTICLE FOUR: (a) No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, as amended, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

(b) All corporate property is irrevocably dedicated to the purposes set forth in Article Two, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

(c) Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) as is organized and operated exclusively for charitable or educational purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

Dated: November 15, 2004



Jill Mather Bartow, Incorporator



JW House
EIN: 20-2034560
Part II, Line 5
Bylaws

**BYLAWS
OF
JW HOUSE**

A California Nonprofit Public Benefit Corporation

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**BYLAWS
OF
JW HOUSE**

ARTICLE I - ORGANIZATION

Section 1. **NAME.** The name of the corporation is JW House.

Section 2. **PURPOSE.** The purposes of the corporation are as described in Article Two of the Articles of Incorporation of the corporation.

Section 3. **NO PECUNIARY GAIN, PROFIT OR DIVIDEND.** No dividends shall be declared or paid to any private individual or person, nor shall any private individual or person upon the dissolution of the corporation for any reason be entitled to receive a distributive or other share of the assets then owned or held by the corporation, it being expressly understood that the corporation is not formed for profit and is a corporation which does not contemplate pecuniary gain, profit or dividends for any private individual or person, and is a corporation organized and operated exclusively as a nonprofit public benefit corporation, no part of the net earnings of which shall inure to the benefit of any private individual or person. Upon dissolution of the corporation, all of the business, properties and assets shall go and be set over to and used for the objects and purposes set forth in Article Two of the Articles of Incorporation of the corporation.

Section 4. **PRINCIPAL OFFICE.** The principal executive office of the corporation shall be as designated from time to time by resolution of the Board of Directors. The Board of Directors is hereby granted full power and authority to change said principal executive office from one location to another. Any such change shall be noted by the Secretary opposite this Section, but shall not be considered an amendment of these Bylaws. Other business offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

ARTICLE II - MEMBERSHIP

The corporation shall have no members.

ARTICLE III - BOARD OF DIRECTORS

Section 1. **POWERS AND DUTIES.**

(a) **General Powers and Duties.** Subject to the limitations of the Articles of Incorporation, the Bylaws and the laws of the State of California, all corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors.

(b) Specific Powers and Duties. Without prejudice to its general powers and subject to the same limitations, the Board of Directors shall:

- (1) Appoint and remove at the pleasure of the Board, all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties;
- (2) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California;
- (3) Adopt and use a corporate seal; and alter the forms of the seal;
- (4) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities; and
- (5) Conduct and direct the management of the corporation.

Section 2. COMPOSITION OF BOARD OF DIRECTORS AND NUMBER OF DIRECTORS. The number of directors that shall constitute the whole board shall be not more than 13 nor fewer than 1, and collectively they shall be known as the Board of Directors. The exact number of directors may be fixed from time to time within such limit by a duly adopted resolution of the Board of Directors.

Section 3. QUALIFICATION OF DIRECTORS. Except as otherwise provided herein, at the time of election and during the entire term of office, no Director shall be an adverse party in action or proceeding by or against the corporation. Should any Director, including without limitation an ex-officio Director, bring a legal action against the corporation, then until that action, including all appeals thereof, is finally resolved, such Director shall be suspended from further participation on the Board and shall neither (i) attend any meeting of the Board or any committee of the Board, nor (ii) receive any minutes or reports of Board or Board committee meetings or activities. If such Director serves ex-officio, then the organization or body in which he or she holds office shall designate another individual who meets all applicable qualifications contained in these Bylaws to serve in that Director's place during the pendency of that Director's suspension. Upon the cessation of the event giving rise to a Director's suspension, that Director shall automatically be entitled to resume participation on the Board, including without limitation the rights to attend Board and Board committee meetings and to receive minutes and reports of Board and Board committee meetings and activities.

Failure of a Director to continuously meet the foregoing qualifications and requirements during his or her entire term of office, shall immediately and automatically result in the office being declared vacant by the Board of Directors.

Section 4. ELECTION OF DIRECTORS. Directors shall be selected by the Board of Directors at the annual meeting of the Board of Directors to hold office for a term of one (1) year.

Section 5. REMOVAL FROM OFFICE; RESIGNATION.

(a) Any Director may be removed from office, at the discretion of the Board of Directors, who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by final order or judgment of any court to have breached any duty arising under Section 5231 of the California Nonprofit Corporation Law, has failed to attend three consecutive meetings of the Board or who fails to meet the qualifications of Directors set forth in Section 3 of this Article.

(b) Any Director may resign effective upon giving written notice to the President or the Secretary, unless such notice specifies a later time for the effectiveness of such resignation.

(c) No Director may resign without providing proper notice to the Attorney General, if the corporation would be left without a duly elected Director in charge of its affairs.

Section 6. VACANCIES. A vacancy in the Board of Directors shall be deemed to exist in the case of the death, resignation, or removal of any Director, if a Director has been declared of unsound mind by order of court or convicted of a felony, or if the authorized number of Directors is increased. Candidates to fill vacancies shall be selected by the Board of Directors.

Section 7. RESTRICTIONS ON INTERESTED DIRECTORS. Not more than 49% of the persons serving on the Board of Directors at any time may be "interested persons." An interested person is (i) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. Any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

ARTICLE IV - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. PLACE OF MEETING. The regular meetings of the Board of Directors shall be held at any place designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board of Directors. In the absence of such designation, the regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board of Directors may be held either at a place so designated or at the principal executive office of the corporation.

Section 2. REGULAR MEETINGS. The Board of Directors shall meet, without call, at such times as shall from time to time be fixed by the Board of Directors; provided, however, should the date designated fall upon a legal holiday observed by the corporation, then said meeting shall be held on the next day thereafter ensuing which is a full business day.

Section 3. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President, the Chairman of the Board or by any two (2) Directors. Special meetings of the Board of Directors shall be held upon four (4) calendar days' notice given by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, facsimile, electronic mail, telegraph, telex, or other similar means of communication. Any such notice shall be addressed or delivered to each Director at such Director's address as is shown upon the records of the corporation or as may have been given to the corporation by the Director for purposes of notice, or if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission or at the time indicated in the confirmation report if delivered by facsimile or electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving notice has reason to believe will promptly communicate it to the recipient. A notice or waiver of notice need not specify the purpose of any special meeting of the Board of Directors.

Section 4. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board of Directors and shall have the same force and effect as a unanimous vote of such Directors.

Section 5. ACTION AT A MEETING: QUORUM AND REQUIRED VOTE. Presence of a majority of the authorized number of Directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as hereinafter provided. Members of the Board of Directors may participate in a meeting through use of a conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another. Participation in a meeting as permitted in the preceding sentence constitutes presence in person at such meeting. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by law, by the Articles of Incorporation, or by these Bylaws, including but not limited to those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, provided that any action taken is approved by at least a majority of the required quorum for such meeting.

Section 6. VALIDITY OF A DEFECTIVELY CALLED OR NOTICED MEETING.

The transactions of any meeting of the Board of Directors, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present, or who, though present, has prior to the meeting or at its commencement protested the lack of proper notice to him or her, signs a written waiver of notice or consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 7. ADJOURNMENT. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment. Otherwise, notice of the time and place of holding of adjourned meetings need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

Section 8. FEES AND COMPENSATION. Directors shall not receive any stated salary for their services as Directors; provided, however, that Directors may be reimbursed for any expenses actually incurred in connection with the performance of their duties as Directors. Nothing contained in this section shall be construed to preclude any Director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore.

ARTICLE V - OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be a President, a Secretary and a Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, Assistant Secretaries or Assistant Financial Officers, and such other officers as may be appointed in accordance with the provisions of Section 4 of this Article. One person may hold two or more offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

Section 2. ELECTION. The officers of the corporation, other than those appointed in accordance with the provisions of Section 4 of this Article, shall be elected annually by the Board of Directors and each officer so elected shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or until a successor shall be elected and qualified. At any regular or special meeting of the Board of Directors, the Board of Directors may fill a vacancy in any office caused by the death, resignation, removal or disqualification of any officer, or by any other cause. The officers of the corporation shall assume office on the first day following their election. An officer elected to fill a vacancy shall assume office immediately and shall serve for the unexpired term of the officer being replaced in accordance with the Bylaws.

Section 3. MANAGEMENT POWERS

The officers are authorized to sign and execute in the name of the Corporation all applications, contracts, leases and other deeds and documents or instruments in writing of whatsoever nature that may be required in the ordinary course of the business of the Corporation and that may be necessary to secure for operation of the corporate affairs, governmental permits and licenses for, and incidental to, the lawful operations of the business of the Corporation, and to do such acts and things as such officers deem necessary or advisable to fulfill such legal requirements as are applicable to the Corporation and its business; provided, however, the signatures of any two officers of the Corporation shall be required for each instance to effectuate any of the foregoing acts.

Section 4. SUBORDINATE OFFICERS. The Board of Directors may elect or authorize the appointment of such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 5. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting thereof. The removal of any officer shall be subject, in each case, to the rights, if any, of such officer under any contract of employment. Any officer may resign at any time by giving written notice to the President, or to the Secretary of the corporation, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. PRESIDENT. The President shall be the chief executive officer of the corporation. The President shall be an ex-officio member of all committees of the corporation, and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors or prescribed by these Bylaws. The President shall appoint members to committees created in accordance with these Bylaws.

Section 7. VICE PRESIDENT. In the absence or disability of the President, the Vice President, if any, and if there is more than one Vice President, then in the order established by resolution of the Board of Directors, shall perform all of the duties of the President, and when so acting shall have all the powers of, and be subject to all of the restrictions upon, the President.

Section 8. SECRETARY. The Secretary shall keep, or cause to be kept, at the principal executive office, or such other place as the Board of Directors may order, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date. The Secretary shall also record or cause to be recorded and shall keep or cause to be kept a Book of Minutes of actions taken at all meetings including actions by unanimous written consent of the Board of Directors, and of the committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at such meetings. Such minutes shall be in written form. Such other books and records shall be kept either in written form or in any other form capable of being converted into written form.

The books, records and minutes of the proceedings of the Board of Directors and committees of the Board of Directors shall be open to inspection by every Director as provided for in the California Nonprofit Corporation Law. The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors required by the Bylaws or by law to be given and shall have such other powers to perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 9. CHIEF FINANCIAL OFFICER. The Chief Financial Officer of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Director. The Chief Financial Officer shall cause to be deposited all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Chief Financial Officer shall disburse the funds of the corporation as shall be ordered by the Board of Directors, shall render to the President and the Board of Directors, whenever they shall request it, an accounting of all transactions as Chief Financial Officer and of the financial condition of the corporation, shall submit an annual report as required by Article VIII - Section 4, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 10. ASSISTANT SECRETARIES AND ASSISTANT FINANCIAL OFFICERS. The Assistant Secretaries and the Assistant Financial Officers, in the order of their seniority as specified by the Board of Directors shall, in the absence or disability of the Secretary or Chief Financial Officer, respectively, perform the duties and exercise the powers of the Secretary or Chief Financial Officer and shall perform such other duties as the Board of Directors shall prescribe.

Section 11. COMPENSATION OF OFFICERS. The officers named in this Article shall serve without compensation.

ARTICLE VI - COMMITTEES

Section 1. COMMITTEES. Except as limited by Section 6 of this Article, the Board of Directors may create standing or special committees for any purposes, each consisting of two (2) or more Directors, and delegate to such committees any of the powers and authorities of the Board of Directors. Such committees shall have the power to act only in intervals between meetings of the Board of Directors and shall at all times be subject to the control of the Board of Directors. The chair and members of each committee shall be selected by the President, with the approval of the Board of Directors, and may be removed by majority vote of the Directors then in office.

Section 2. TERM OF OFFICE. The chair and each member of each standing committee shall serve until the next annual election of members of the Board of Directors and until his or her successor is appointed or until such committee is sooner terminated, or until such person is removed, resigns, or otherwise ceases to qualify as a chair or member, as the case may be, of the committee. Chairs and members of special committees shall serve for the life of the

committee unless they are sooner removed, resign, or cease to qualify as a chair or member, as the case may be, of such committee.

Section 3. VACANCIES. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

Section 4. MEETINGS: QUORUM. Each committee shall meet as often as necessary to perform its duties, at such times and places as directed by its chair or by the Board of Directors. A majority of the members of a committee shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall keep accurate minutes of its meetings, the chair designating a secretary of the committee for this purpose, and shall make periodic reports and recommendations to the Board of Directors.

Section 5. EXPENDITURES. Any expenditure of corporation funds by a committee shall require prior approval of the Board of Directors.

Section 6. LIMITATION ON DELEGATION. In accordance with the California Nonprofit Corporation Law, the Board of Directors may not delegate to any committee the following powers:

- (a) The filling of vacancies on the Board of Directors or in any committee which has the authority of the Board of Directors;
- (b) The fixing of compensation of the Directors for serving on the Board of Directors or on any committee;
- (c) The amendment or repeal of the Bylaws or the adoption of new Bylaws;
- (d) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) The appointment of committees of the Board of Directors or the members thereof;
- (f) The expenditure of corporate funds to support a nominee or applicant for Director; or
- (g) The approval of any self-dealing transaction except as provided by law.

ARTICLE VII - INDEMNIFICATION OF AGENTS OF THE CORPORATION: PURCHASE OF LIABILITY INSURANCE

Section 1. INDEMNITY OF AGENTS. The corporation shall, to the maximum extent permitted by the California Nonprofit Corporation Law, indemnify each of its agents

against expenses, judgments, fines, settlements and other amount actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the corporation. For purposes of this Article, an "agent" of the corporation includes any person who is or was a director, officer, employee or other agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise; or was a director, officer, employee or agent of the predecessor corporation, of the corporation, or of another enterprise at the request of such predecessor corporation.

Section 2. ADVANCE OF EXPENSES. The corporation shall, to the extent permitted by law, advance expenses incurred or to be incurred by an agent in connection with any proceeding arising by reason of the fact that such person was or is an agent of the corporation, provided such advance is authorized by the Board of Directors and permitted by law.

Section 3. INSURANCE. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against that liability under the provisions of this Article.

Section 4. OTHER FIDUCIARY POSITIONS. This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subsection (f) of Section 5140 of the California Nonprofit Corporation Law.

ARTICLE VIII - MISCELLANEOUS

Section 1. VOTING SHARES. The corporation may vote any and all shares held by it in any other corporation by such officer, agent or proxy as the Board of Directors may appoint, or in default of any such appointment, by its President or by its Vice President and, in such case, such officers, or any of them, may likewise appoint a proxy to vote said shares.

Section 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the corporation, and any and all securities owned or held by the corporation requiring signature for the transfer, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by a resolution of the Board of Directors.

Section 3. EXECUTION OF CONTRACTS. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the

corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 4. ANNUAL REPORT. The Chief Financial Officer of the corporation shall provide to the Directors within 120 days after the close of its fiscal year, a report containing the following information in reasonable detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(b) The principal changes in the assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and

(e) Any information required by California Nonprofit Corporation Law Section 6322, as from time to time amended.

Any financial statements presented as part of the above described report shall be prepared in accordance with generally accepted accounting principles.

Section 5. APPROPRIATION OF BUSINESS OPPORTUNITY AND CONFIDENTIAL INFORMATION.

(a) No director or officer of the corporation may appropriate or divert to others any opportunity for profit in connection with a transaction in which it is known or could be anticipated that the corporation is or would be interested. Such opportunities include but are not limited to, acquisition of real or personal property, appointment of suppliers, or design or development of new products, services or areas of business related to the corporation's present or planned services or service areas.

(b) Each director or officer of the corporation with access to confidential information regarding the corporation or the corporation's business is excepted to hold such information in confidence and to refrain from either using such information for personal gain or disclosing it unnecessarily outside the scope of the director's or officer's duty with respect to the corporation.

ARTICLE IX - FISCAL YEAR

The fiscal or business year of the corporation shall begin on January 1 and end on December 31 of each year.

ARTICLE X - AMENDMENTS

Section 1. AMENDMENT. New Bylaws may be adopted or these Bylaws may be amended, restated or repealed by the Board of Directors.

Section 2. RECORD OF AMENDMENTS. Any amendment or alteration in these Bylaws shall be forthwith filed with the original Bylaws of the corporation.

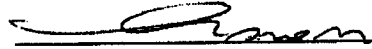
Section 3. REVIEW. These Bylaws shall be reviewed periodically by the Board of Directors to insure their continuing completeness and applicability.

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CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of JW House, a California nonprofit public benefit corporation, and that the foregoing Bylaws including this Certificate, constitutes the Bylaws of said corporation as duly adopted by the Board of Directors on November 15, 2004.

IN WITNESS OF, I have hereunto subscribed my name this 15th day of November, 2004.



Anne Marie Knapen-Asnong, Secretary

JW House
EIN: 20-2034560

Part IV

Narrative Description of Activities

JW House is a corporation formed on November 15, 2004 under the Nonprofit Public Benefit Corporation Law of the State of California for charitable purposes. Specifically, JW House aims to provide housing and services for families of patients undergoing treatment for life threatening illnesses away from home.

In 1992, doctors diagnosed four-year old JW Knapen with acute lymphoblastic leukemia, a rare and serious form of cancer which prevents the body from producing healthy blood cells. After four years of radiation and chemotherapy, his doctors proclaimed JW had been cured. Unfortunately, years of radiation treatment caused JW to develop brain tumors and, over his Thanksgiving break in 2002, fourteen-year old JW suffered a series of seizures. The doctors again diagnosed JW with cancer. In early 2003 after chemotherapy proved ineffective against the tumors, JW underwent brain surgery. Because his doctors were unable to remove all of the affected tissue, JW again faced a series of radiation and chemotherapy treatments. For a short time, JW's health improved until early 2004 when his doctors discovered another tumor on his brainstem. After unsuccessful chemotherapy treatments, doctors turned to alternative treatments as JW's health declined through the spring of 2004. While JW spent more time in the hospital, he realized that his family and the families of fellow patients often slept in the hospital's waiting rooms and ate meals from vending machines to stay near their ill loved one and because of the prohibitively high costs of hotels. During this time, JW began to envision building a home for families of children fighting life-threatening diseases like him. While his health declined to a point where doctors feared his death was imminent, JW began planning and fundraising for his "dream project," the JW House.

With the belief that serious illnesses present challenges that must be faced not only by the patient but also by his or her loved ones, JW House aims to provide a place of welcome and support for families of patients undergoing treatment for life-threatening illnesses away from home. While their child, spouse, sibling or parent is being treated for serious illnesses, often in a location far from their homes, family members need a network of support that will provide them with resources for an extended stay in an unfamiliar area, but also with the comfortable independence in a space of their own.

Because of the expense and length of many treatments and the cost of hotels, families of patients undergoing treatment for life-threatening illnesses are often faced with few housing options, many eating meals from hospital vending machines and sleeping in waiting areas to be close to their ill family member and save much-needed money for medical expenses. Families in such a situation have little choice: either stay in a hotel for an extended period while the patient is treated, an option that quickly depletes savings and may not be near enough to the treatment center in times of emergency, or save money and sleep at the hospital to be immediately available to the patient. Most families likely have no choice but to choose the latter. This exacerbates an already stressful situation for the family members—and the patient—by

reducing the amount and quality of much-needed sleep, providing few, if any, nutritional options to fulfill dietary needs, and stripping families of their independence and dignity.

To address these issues and the need for an alternative to hotels and hospital waiting rooms, JW House will provide guest housing on or near hospital grounds where families may stay while their family member is undergoing treatment. At JW House, family members will be able to enjoy a place to rest, refresh and renew their spirits in the privacy and comfort of their own space, while still being just a step away from their family member undergoing treatment. In exchange for providing this much-needed service, guests of JW House will be asked to make a nominal donation of \$5 to \$20 per day; however, if their financial situation does not allow such a donation, the family's stay will be free.

JW House targets another important need of their guests. Because the majority of JW House's guests will likely be from out-of-town, they will not have access to their usual resources such as babysitters or means of transportation. Additionally, they will be unfamiliar with the surrounding area, making everyday errands more stressful and time consuming. Finally, the guests will be physically apart from their support group of friends and others experiencing similar situations. JW House is organizing a support network of volunteers that will provide healthy meals, transportation, babysitting, errands and network support groups for the patients' families staying at JW House.

By providing patients and their families with a network of resources, independence and a "home away from home" during a challenging time, the families and patients can focus all of their efforts on the most important task of recovery.

JW House
EIN: 20-2034560
Part V, Line 1a

Names, titles, mailing addresses of officers, directors and trustees with compensation information.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Anne Marie Knapen- Asnong	Director and Secretary	1725 Martin Avenue San Jose, CA 95128	none
Geert Knapen	Director	1725 Martin Avenue San Jose, CA 95128	none
Barbara Mount	Director and President	14720 Farwell Avenue Saratoga, CA 95070	none
Helen Marchese Owen	Director, Chairman of the Board and Vice President	1145 Yorkshire Drive Cupertino, CA 95014	none
Victoria Prapong, CCLS	Director and Vice President for Operations	1183 Amarillo Avenue, #11 Palo Alto, CA 94303	none
Debra Weed	Director	1130 Camino Pablo San Jose, CA 95125	none
Fuk Chun Alan Wong, MD	Director and Chief Financial Officer	1190 Nikulina Court San Jose, CA 95120	none

JW House
EIN: 20-2034560
Part V, Line 2a

Anne Marie Knapen-Asnong (Director and Secretary) and Geert Knapen (Director) are spouses and parents of JW Knapen, the founder.

Fuk Chun Alan Wong is the pediatric oncologist treating JW Knapen, the son of directors Anne-Marie Knapen-Asnong and Geert Knapen.

Victoria Praong is a psychotherapist who has under her care JW Knapen, the son of director and Secretary Anne-Marie Knapen-Asnong and director Geert Knapen.

JW House
 EIN: 20-2034560
 Part V, Line 3a

Name, qualifications, average hours worked and duties of officers and directors listed in Part V, Line 1a:

Name	Qualifications	Average hours worked (per week)	Duties
Anne Marie Knapen-Asnong	Degree and experience in education; experience in caregiving and volunteerism; mother of founder, JW Knapen	30 hours	General public relations, communications, event planing, record-keeping
Geert Knapen	Advanced degrees in civil engineering with emphasis in electronics; extensive work and professional experience in electronics and engineering, business and venture capital aquisitions; father of founder, JW Knapen	10 hours	Computer and technological support; general business counsel; long range business planning and oversight; strategic planning
Barbara Mount	Degrees in education and theology; experience in community-based fundraising, foundation grant work, property purchase and management, small business management and event planning	30 hours	General organization; public relations oversight; strategic planning; legal oversight; fund raising support; community relations
Helen Marchese Owen	Extensive experience in fundraising and chairmanship; participation on numerous boards of directors; extensive experience in real estate purchase, development and sales, community activism, volunteerism	30 hours	Fund raising, public relations, community relations, event planning
Victoria Prapong, CCLS	Advanced degree in education with emphasis on the hospitalized child; experience with developing and supervising programs for pediatric oncology patients; experience with supervising volunteers; experience with community education programs	20 hours	Operations; events; website development and management; program development.
Debra Weed	Studies in business management; experience in charitable fundraising; experience in event planning and community relations	20 hours	Community relations; sales; outreach; fundraising; bookkeeping; public relations
Fuk Chun Alan Wong, MD	Extensive experience in pediatric oncology	10 hours	Financial planning and record-keeping; public relations; community relations; long-range planning and development; event planning

JW House
EIN: 20-2034560
Part V, Line 5a

Conflict of Interest Policy

The Board adopted the following Contract of Interest Policy by unanimous written consent effective February 25, 2005:

JW House

Conflict of Interest Policy

The Board of Directors of JW House (the "Corporation") has adopted the following conflict of interest guidelines.

1. Definition of Conflict of Interest

A conflict of interest exists whenever there is any proposed transaction of the Corporation in which a director, officer or staff member has any actual or potential involvement, interest or relationship, either directly or indirectly. A director, officer or staff member shall have an indirect interest in a proposed transaction if (1) the other party to the transaction is related to such director, officer or staff member, (2) such other party is an entity in which the director, officer or staff member has a material financial interest, or (3) the director, officer or staff member is an officer, director or general partner of such other party.

A conflict of interest may also exist when the interests or concerns of any director, officer or staff member, or such person's immediate family, or any party, group or organization to which such person has allegiance, may be seen as competing with the interests or concerns of the Corporation.

2. Conflict of Interest by Director or Officer

2.1 Each director or officer of the Corporation has a duty to disclose to the Board of Directors and to any applicable Committee of the Board the material facts of any proposed transaction of the Corporation in which such director or officer has any actual or potential conflict of interest. Such director or officer shall, upon request, respond to questions regarding the matter at issue.

2.2 The disclosure required under § 2.1 above must be made prior to any consideration of such proposed transaction by the Board or by any applicable Committee of the Board.

2.3 The director or officer having the conflict shall not participate in the deliberation or decision regarding the matter under consideration, and shall retire from the room during the deliberations and vote.

2.4 Any proposed transaction in which a director or officer has a conflict of interest must be approved by a majority of the members of the Board or the applicable Committee of the Board entitled to vote other than the interested director(s) at a meeting at which a quorum is present, even though the disinterested directors may constitute less than a quorum. Such interested director(s), if present, may be counted solely for purposes of determining whether a quorum is present.

2.5 The minutes of the meeting of the Board of Directors or the Committee of the Board shall reflect that the conflict of interest was disclosed and that the interested person was not present during the deliberation and vote.

2.6 Where there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or the Committee of the Board, excluding the person concerning whose situation the doubt has arisen.

3. Conflict of Interest by Staff

3.1 Each staff member has a duty to disclose to the President of the Corporation the material facts of any proposed transaction of the Corporation in which such person has any actual or potential conflict of interest. Such staff member shall, upon request, respond to questions regarding the matter at issue.

3.2 The disclosure required under § 3.1 above must be made prior to any consideration of such proposed transaction by the Corporation.

3.3 A staff member having an actual or proposed conflict of interest shall not participate in the deliberation or decision by the Corporation regarding the matter under consideration.

3.4 The President of the Corporation shall take such additional action as may be required to ensure that the conflict of interest is resolved, and shall maintain a record of the existence and resolution of the conflict.

3.5 When there is any doubt as to whether a conflict of interest exists, the matter shall be resolved by the President.

* * *

A copy of this conflict of interest statement shall be furnished to each director, officer and staff member who is presently serving the Corporation, or who may hereafter become associated with it. New directors, officers and staff members shall be advised of the policy upon undertaking the duties of office.

JW House

EIN: 20-2034560

Part VI, Line 1a

Describe each program that provides goods, services or funds to individuals.

JW House will provide a guest house on or near hospital grounds where families may stay overnight while their child, sibling, spouse or parent is undergoing treatment for a serious illness.

JW House will organize and support a network of volunteers that will provide meals, transportation, babysitting, errands and networking groups to assist the families of patients undergoing treatment away from home. The organization will also provide access to social services and create a support group of families and individuals who have experienced the same or similar circumstances.

As JW House becomes fully occupied, JW House will build a network to organize and support affordable housing options for overnight stays for families of patients undergoing treatment who cannot gain admission to the guesthouse because of a lack of occupancy at the home.

JW House
EIN: 20-2034560
Part VI, Line 2

Limitation of the provision of services to a specific individuals or group of individuals; criteria for the selection of participants for each program.

JW House will weigh the following criteria in determining the eligibility for the use of the facilities:

- Geographical distance from hospital facilities
- Financial need
- Hardship status (e.g., single parents or lack of transportation)
- Gravity of illness of family member undergoing treatment

JW House will also seek referrals from staff members, doctors, nurses and social workers from local hospitals. The organization will serve families of patients treated at other area public hospitals, and may give priority to families of seriously ill pediatric patients. JW House will work diligently to ensure that its services are well advertised inside these hospitals.

JW House

EIN: 20-2034560

Part VI, Line 3

Eligibility of related individuals' receipt of services.

No individuals currently receiving services from JW House currently have any family or business relationship with any officer, director, trustee, or person listed in Part V, line 1a, 1b or 1c; however, it is possible that, in the future, those receiving the services of the JW House may be the families of patients of Director and Chief Financial Officer Alan Wong. Like all recipients of JW House's services, these recipients will be chosen in accordance with the criteria listed in Part VI, Line 1a above.

JW House

EIN: 20-2034560

Part VIII, Line 4a

Description of fundraising programs.

Mail solicitations: JW House will undertake letter writing campaigns in which it solicits donations after explaining the inspiration behind the organization's beginnings and a description of its services.

Foundation grant solicitations: JW House has not yet solicited foundation grants; however, it plans to research and solicit those grants for which it feels qualified to receive.

Government grant solicitation: JW House has not yet solicited foundation grants; however, it plans to research and solicit those grants for which it feels qualified to receive.

Accept donations on website: JW House currently does not accept donations on its own website, but is planning on accepting donations on its website in the future.

Receive donations from another organization's website: Donors can give to JW House through justgive.org, an organization that connects charities and causes with donors wishing to make donations.

The organization may conduct special events in the future as it sees fit to conduct its activities.

JW House
EIN: 20-2034560
Part VIII, Line 4d

List all states and local jurisdictions in which you will conduct fundraising.

JW House conducts its only own fundraising events in the greater Bay Area of Northern California. However, JW House solicits donations from justgive.org and will solicit donations on its own website, both of which are accessible from all states and other jurisdictions.

JW House

EIN: 20-2034560

Part VIII, Line 7a

Facilities, role of developer and business/family relationships between the developer and officers, directors or trustees.

JW House plans to finance the building of the facilities through donations and other fundraising activities described above. The organization will hire independent general contractors to build its facilities; however, it has not yet hired an architect to draft the plans, nor requested bids for the construction.

JW House
EIN: 20-2034560
Part VIII, Line 10
Intellectual property rights.

Songs of Love Foundation, an organization that creates personalized songs for terminally ill children and young adults, wrote a song for JW Knapen, the founder of JW House and son of Directors Anne Marie Knapen-Asnong and Geert Knapen. According to correspondence from Songs of Love Foundation, JW may upload the song on a website featuring JW. In accordance with this letter, JW has uploaded the song to JW House's website for others to enjoy.

JW House

EIN: 20-2034560

Part IX, Statements of Revenues and Expenses, Line A9

Itemized list of gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes.

Current tax year (From January 1, 2005 through February 28, 2005)

Wristband sales	\$25,372.63
Concert receipts and donations	\$765.00
T-Shirt sales	\$512.00
Sweatshirt sales	\$2,040.00
Art book sales	\$150.00
Total	\$28,839.63

Projections for each of the two succeeding tax years, based on the gross receipts of admissions and merchandise sold to date:

Wristband sales	\$25,602.00
Concert receipts and donations	\$15,500.00
Art show receipts and donations	\$19,235.00
T-Shirt sales	\$4,222.00
Sweatshirt sales	\$7,080.00
Art book sales	\$1,000.00
Bake sales	\$1,057.87
Tamale/craft sales	\$1,676.00
Total	\$75,372.87

JW House

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Part IX, Statements of Revenues and Expenses, Line A23

Any expense not otherwise classified, such as program services.

Current Tax Year (From January 1, 2005 through February 28, 2005)

Postage	\$740.00
Fictitious Name Publication	\$15.00
Buttons	\$516.15
Fictitious Name application fee	\$37.00
Other	\$1,444.29
Total	\$2,752.44

Projections for next succeeding tax year (From January 1, 2006 through December 31, 2006)

Postage	\$900.00
Construction costs	\$550,000.00
Miscellaneous	\$1,500.00
Total	\$552,400.00

Projections for next succeeding tax year (From January 1, 2007 through December 31, 2007)

Postage	\$1,000.00
Operation of JW House*	\$100,000.00
Miscellaneous	\$1,500.00
Total	\$102,500.00

*includes upkeep of house, meals, transportation, other expenses