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12-26-2000

U.S. Department of Commerce
Patent and Trademark Office
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Reel # _____ Frame # _____

Conveyance Type

- Assignment
 - Security Agreement
 - Merger
 - Change of Name
 - Other _____
 - License
 - Nunc Pro Tunc Assignment
- Effective Date
Month Day Year
11-1-2000

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name **CONSUMER CREDIT COUNSELORS OF INLAND EMPIRE, INC.**

Formerly _____

75824590

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization **California**

Receiving Party

Mark if additional names of receiving parties attached

Name **SPRINGBOARD, INC.**

DBA/AKA/TA _____

Composed of _____

Address (line 1) **6370 Magnolia Avenue**

Address (line 2) **Second Floor**

Address (line 3) **Riverside** **California** **92506**

City State/Country Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other _____
 - Citizenship/State of Incorporation/Organization **California**
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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01 FC:481 40.00 DP
02 FC:482 100.00 DP

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Deanne M. Van Natta

12-5-2000

Name of Person Signing

Signature

Date Signed

**AMENDED
ARTICLES OF INCORPORATION
OF
SPRINGBOARD, INC.**

I

The name of this corporation shall be ***SPRINGBOARD, INC.***

II

The purposes for which this corporation is formed are:

(a) The specific and primary purpose is to organize and provide a consumer or family credit counseling educational program and to supply guidance for this community service.

This service shall include the following

1. Community educational programs on wise use of credit, personal and family budgeting, homebuyer education and housing issues, and establishing and protecting consumer credit histories.
2. Assistance in reducing the number of personal bankruptcies through the cooperation of welfare and legal aid social service groups, merchants, banks, and finance companies.
3. Confidential counseling regarding personal and family budgeting, consumer and housing debts and remedies as well as advisory services on any credit-related problem to help consumers help themselves.

4. Consumer debt settlement, or bill paying, or pro-rata services in cooperation with creditors, at no more than a nominal fee for reimbursement or partial reimbursement of costs.

(b) The general purposes and powers are:

1. To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest, devise, or otherwise; to sell and convert property, both real and personal into cash; and to use the funds of this corporation and the proceeds, income, rents, issues, and profits derived from any property of this corporation for any of the purposes for which this corporation is formed.

2. To purchase or otherwise acquire, own, hold, sell, assign, transfer or otherwise dispose of, to mortgage, pledge or otherwise hypothecate or encumber, and to deal in and with shares, bonds, notes, debentures, or other securities or evidence of indebtedness of any person, firm, corporation or association and, while the owner or holder thereof, to exercise all rights, powers, and privileges of ownership.

3. To purchase or otherwise acquire, own, use, hold, sell, exchange, assign, convey, lease, or otherwise dispose of and to mortgage or otherwise hypothecate or encumber real and personal property.

4. To borrow money, incur indebtedness, and to secure the repayment of same by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.

5. To carry into effect any one or more of the objectives and purposes hereinbefore set forth and, to that end, to do any one or more of the acts and things aforesaid, and likewise, any and all acts or things necessary or incidental thereto; and, in conducting or

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carrying on its activities, and for the purpose of promoting or furthering any one or more of said objectives or purposes, to exercise any or all of the powers hereinbefore set forth in this Article, and any other or additional power now or hereafter authorized by law, either alone or in conjunction with others, as principal, agent, or otherwise; provided, however, that this corporation shall not have the power to and shall not, carry on propaganda or otherwise attempt to influence legislation or to participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office.

6. The property of this corporation is irrevocably dedicated to charitable and 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 organization shall inure to the benefit of any private persons. 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 that is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation code and that has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code.

The purposes and powers stated in each of the foregoing statements of purpose, except where otherwise expressed, shall in no way be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

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Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in activities which, in themselves, are not in furtherance of the charitable or educational purposes set forth in subparagraph (a) of this Article II. In conducting its activities, the corporation shall not (1) lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest, (2) pay any compensation in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, (3) make any part of its services available on a preferential basis, (4) make any substantial purchase of securities or any other property for more than adequate consideration in money or money's worth, (5) sell any substantial part of its property for less than adequate consideration in money or money's worth, or (6) engage in any other transaction that results in substantial transfer or diversion of its income or corpus to any person who may have made a substantial contribution to the corporation, or to any corporation controlled by such a person through the ownership, direct or indirect, of fifty percent (50%) or more of the total value of shares of all classes of stock of such corporation, or, if an individual, to a member of the family of such a person.

III

This Corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.

IV

The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is Riverside.

V

The number of directors of the corporation shall consist of not fewer than EIGHT (8) or more than TWENTY FIVE (25), which number is subject to change by amendment of the articles or amendment or adoption of the bylaws by the vote or written assent of directors entitled to exercise a majority of voting power, or by the vote of a majority of a quorum at a meeting of directors duly called pursuant to the articles or bylaws.

VI

The organization and composition of a Board of Directors and an executive committee and other committees, all as may hereafter be decided upon, shall be as set forth in the bylaws

VII

All the funds and assets of the corporation, together with the net earnings thereof and income realized thereon, shall be exclusively devoted to the objectives and purposes hereinabove expressed. No director, officer, or employee of the corporation or any other person shall receive or be entitled to receive under any circumstances any pecuniary profit or benefit from the operation or liquidation thereof, except as reasonable compensation for services rendered in effecting one or more of the objectives or purposes of the corporation.

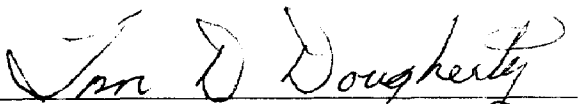
VIII

The corporation reserves the right to amend, alter, and repeal provisions contained in these Articles of Incorporation. Notwithstanding, it is the sense of the incorporators that any


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amendment, alteration, or repeal shall not affect the requirement for exclusive use of the corporation's funds and assets, together with the income realized thereon, for educational, charitable, scientific, religious, or literary purposes. It is further intended that no part of the corporation's fund or net earnings shall inure to the benefit of any individual, including any officer, director or employee of the corporation, and that it shall not participate in or intervene in any political campaign on behalf of any candidate for public office, and that in the event of dissolution of the corporation or the partial or entire liquidation of its assets and property, such assets and property shall not be paid or given other than toward educational, charitable, religious, scientific, or literary purposes as provided in Article II of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being the persons hereinbelow named as the CHAIR, PRESIDENT/CEO, and SECRETARY, executed these Amended Articles of Incorporation this 1st day of November, 2000.



Tom D. Dougherty, Chair



Dianne L. Wilkman, President/CEO



William O'Lavery, Secretary

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the **Chairman, President, Treasurer and Secretary**, respectively, of Consumer Credit Counselors of Inland Empire, a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation shall be SPRINGBOARD, INC.

3. Article II, number 6 is amended to read as follows:

The property of this corporation is irrevocably dedicated to charitable and 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 organization shall inure to the benefit of any private persons. 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 that is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation code and that has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
5. 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: 11/15/00

Jim W Dougherty
Chairman of the Board

Deanne Will
President

Robert E. Pusack
Treasurer

[Signature]
Secretary