

NEW MEXICO PUBLIC REGULATION COMMISSION

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DISTRICT 2 DAVID W. KING
DISTRICT 3 BEN R. LUJAN, CHAIRMAN
DISTRICT 4 LYNDAM. LOVEJOY
DISTRICT 5 E. SHIRLEY BACA



CORPORATION DEPARTMENT

1120 Paseo de Peralta/P.O. Box 1269
Santa Fe, NM 87504-1269
(505) 827-4508
1-800-947-4722

AUGUST 29, 2005

KIRKLAND & ELLIS
777 SOUTH FIGUEROA ST.
LOS ANGELES , CA 90017

RE: EVE'S FUND FOR NATIVE AMERICAN HEALTH INITIATIVES
SCC#2600765

THIS COMMISSION APPROVED AND FILED THE RESTATED ARTICLES OF INCORPORATION (REFERENCE #3301124) FOR THE ABOVE CORPORATION EFFECTIVE AUGUST 9, 2005. THE ATTACHED RESTATED CERTIFICATE OF INCORPORATION SHOULD BECOME A PERMANENT DOCUMENT OF THE CORPORATION'S CORPORATE RECORDS.

THE ATTACHED CERTIFICATE DOES NOT CONSTITUTE AUTHORIZATION FOR THE ABOVE REFERENCED CORPORATION TO TRANSACT ANY BUSINESS WHICH REQUIRES COMPLIANCE WITH OTHER APPLICABLE FEDERAL OR STATE LAWS, INCLUDING, BUT NOT LIMITED TO, STATE LICENSING REQUIREMENTS. IT IS THE CORPORATION'S SOLE RESPONSIBILITY TO OBTAIN SUCH COMPLIANCE WITH ALL LEGAL REQUIREMENTS APPLICABLE THERETO PRIOR TO ENGAGING IN THE BUSINESS FOR WHICH IT HAS OBTAINED THE ATTACHED RESTATED CERTIFICATE OF INCORPORATION.

YOUR CANCELLED CHECK, AS VALIDATED BY THIS COMMISSION, IS YOUR RECEIPT. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE CHARTERED DOCUMENT DIVISION AT (505) 827-4511 FOR ASSISTANCE.

CHARTERED DOCUMENT DIVISION
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OFFICE OF THE
PUBLIC REGULATION COMMISSION

RESTATED CERTIFICATE OF INCORPORATION

OF

EVE'S FUND FOR NATIVE AMERICAN HEALTH INITIATIVES

3301124

The Public Regulation Commission certifies that duplicate originals of Restated Articles of Incorporation attached hereto, duly signed and verified pursuant to the provisions of the

NONPROFIT CORPORATION ACT

(53-8-1 to 53-8-99 NMSA 1978)

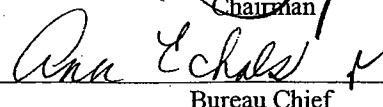
have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the Public Regulation Commission issues this Restated Certificate of Incorporation and attaches hereto a duplicate original of the Restated Articles of Incorporation.

Dated: AUGUST 9, 2005

In testimony whereof, the Public Regulation of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to be affixed at the City of Santa Fe.

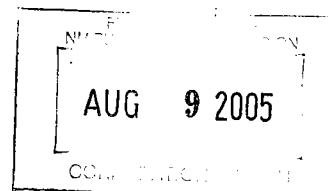

Chairman


Bureau Chief

**Nonprofit Corporation
AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

for

Eve's Fund for Native American Health Initiatives



Eve's Fund for Native American Health Initiatives, a nonprofit corporation organized and existing under the laws of the New Mexico Nonprofit Corporation Act (the "Corporation"), hereby certifies as follows:

1. The Corporation was incorporated on June 13, 2005, with NMPRC# 2600765;
2. The Corporation amends Article Three to include such language as set forth in the last paragraph within Article Three;
3. Pursuant to section 53-8-39 of the New Mexico Nonprofit Corporation Act, this Amended and Restated Articles of Incorporation restates and integrates and amends the provisions of the Articles of Incorporation of the Corporation; and
4. The following Amended and Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation, as amended, and have been duly approved as required by law and supersede the original Articles of Incorporation and all amendments thereto:

ARTICLE ONE

The name of the Corporation is Eve's Fund for Native American Health Initiatives.

ARTICLE TWO

The period of duration is perpetual.

ARTICLE THREE

The purpose for which the Corporation is organized is to provide health-related education, prevention, treatment, and other charitable services primarily to Native Americans.

The Corporation is a nonprofit corporation, organized under the New Mexico Nonprofit Corporation Act, and its purpose falls under one or more of the purposes enumerated in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation may engage in any lawful activity in furtherance of its purpose, including, without limitation, the following:

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CORPORATION BUREAU

(1) To receive bequests, gifts, and/or grants of any and all real or personal property to further the purpose.

(2) To develop programs to successfully raise funds to further the purpose.

Notwithstanding any of the above statements of purpose or power, the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any power that is not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation, or for the participation or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE FOUR

(1) The New Mexico street address of the Corporation's initial registered office is:

3101 Old Pecos Trail, # 677
Santa Fe, New Mexico 87505

(2) The name of the initial registered agent at the address of the initial registered office is Robert Crowell.

ARTICLE FIVE

The names and addresses of the initial board of directors are:

Name	Address
Barbara Roy	20 Everett Street Newport, Rhode Island 02840
Robert Crowell	3101 Old Pecos Trail, # 677 Santa Fe, New Mexico 87505
Wyatt Crowell	JP Morgan Securities, Inc. 2200 Ross Avenue, Third Floor Dallas, TX 75201

ARTICLE SIX

The name and address of the incorporator is:

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CORPORATE DIVISION

Name
Lois Broussard

Address
Kirkland & Ellis LLP
777 South Figueroa Street
Los Angeles, California 90017

AUG 9 2005

Dated: 7-25-05

Eve's Fund for Native American Health Initiatives

By:

Robert Crowell
Name: ROBERT CROWELL
Title: President + Treasurer

X By:

Wyatt Crowell
Name: WYATT CROWELL
Title: Secretary

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