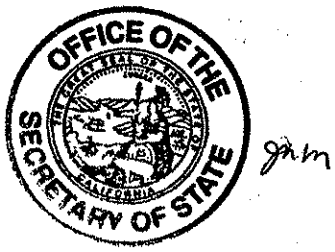
2863572



State of California
Secretary of State

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 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

APR 14 2006

BRUCE McPHERSON
Secretary of State

2863572

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

MAR 28 2006

ARTICLES OF INCORPORATION

OF

SUBVERSION CORPORATION,

a California Nonprofit Mutual Benefit Corporation

I.

The name of the Corporation is **Subversion Corporation**.

II.

This Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

III.

The address of the registered office of the Corporation in the State of California is 8000 Marina Blvd, Ste 600, Brisbane, CA 94005.

IV.

The name and California address of the Corporation's initial registered agent for service of process is Maria L. Carlile, 8000 Marina Blvd., Suite 600, Brisbane, CA 94005.

V.

The Corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any Director, Officer or Member of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its Directors or Officers for services rendered.

VI.

The Corporation shall be a Membership corporation and shall not have the authority to issue capital stock. The conditions of membership of the Corporation shall be as stated in the Bylaws of the Corporation.

VII.

The name and mailing address of the incorporator are as follows:

Name: Maria L. Carlile
Address: 8000 Marina Blvd. Ste 600
Brisbane, California 94005

VIII.

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation (whether voluntary or by operation of law), the Board of Directors of the Corporation will, after paying or making any provision for the payment all liabilities of the Corporation, distribute all of the assets of the Corporation as it sees fit, consistent with the contractual obligations of the Corporation. Notwithstanding the foregoing, if the Corporation is exempt from federal taxation pursuant to Section 501(a) of the Code at the time of any such liquidation, dissolution or winding up of the affairs of the Corporation, then the Board of Directors shall make such distribution(s) in such manner as the Board of Directors may determine to be best suited to the accomplishment of the purposes of the Corporation as set forth in Article II above and within the intent of Section 501(c) of the Code.

IX.

After the original or other Bylaws of the Corporation have been adopted, amended or repealed, as the case may be, in accordance with the provisions of Section 5211 of the General Corporation Law of the State of California, the power to adopt, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors of the Corporation in accordance with the procedures set forth in the Bylaws of the Corporation.

X.

Elections of Directors need not be by written ballot unless a member demands election by ballot at the meeting and before the voting begins or unless the Bylaws of the Corporation shall so provide.

XI.

To the fullest extent permitted by the Nonprofit Corporation Law of the State of California, as the same exists or may hereafter be amended, a Director of the Corporation shall not be personally liable to the Corporation or its Members for monetary damages for breach of fiduciary duty as a Director.

XII.

From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of California at the time in force may be added or inserted in the manner and at the time prescribed

by said laws, and all rights at any time conferred upon the Members of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article XII.

****

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand, declaring and certifying under penalties of perjury that the foregoing instrument is her act and deed and that the facts stated herein are true, this 23rd day of March, 2006.

Maria L. Carlile

OFFICE OF THE SECRETARY OF STATE