

ARTICLES OF INCORPORATION  
OF  
GREENDOT DIABETES

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

AUG 30 2012

ARTICLE I

The name of this corporation is GreenDot Diabetes.

ARTICLE II

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. The specific and primary purpose of this corporation is to engage in charitable, scientific and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"). This corporation shall accomplish such purpose by (1) developing software solutions based on an open, cloud-based architecture to create a consumer-mediated model for managing diabetes data; (2) making grants to charitable, educational and other organizations qualified and recognized as exempt from federal income tax under Section 501(c)(3) of the Code; and (3) engaging in any other activities that are appropriate and proper under Section 501(c)(3) of the Code.

ARTICLE III

The name and address in this state of this corporation's initial agent for the service of process are Aaron Neinstein, 534 Melrose Avenue, San Francisco, California 94127.

ARTICLE IV

A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

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

ARTICLE V

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member of this corporation, or to the benefit of any other private person. Upon the dissolution or winding up 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 or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code.

DATED: August 29, 2012

Linda C. Williams  
Linda C. Williams, Incorporator



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

SEP 13 2012 SH

Date: \_\_\_\_\_

*Debra Bowen*  
DEBRA BOWEN, Secretary of State