

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

**AUG 10 2011**

## **RESTATED ARTICLES OF INCORPORATION**

The undersigned certify that:

1. They are the president and the secretary, respectively of *Redwood Regional Watershed Center, Inc. Corporation Number 2640878*, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**RESTATED ARTICLES OF INCORPORATION  
OF  
Coastal Ecosystems Institute of Northern California  
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**ONE:** The name of this corporation is Coastal Ecosystems Institute of Northern California.

**TWO:** 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. The specific purposes for which this corporation is organized are

- 1) To develop, integrate and disseminate scientific information about coastal ecosystems.
- 2) To advance communication, collaboration, and activities that enhance ecosystem health.
- 3) To promote ecosystem-based management.

**THREE:** (a) This corporation is organized and operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not

participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

**FOUR:** The property of this corporation is irrevocably dedicated to charitable, scientific and educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

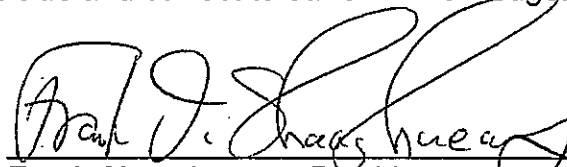
On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, scientific and educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

3. The forgoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. 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 to our own knowledge.

DATE: 8/5/11

  
Frank Shaughnessy, President

  
Sharon Hendrix Kramer, Secretary

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1. The proposed articles of incorporation and the proposed articles of amendment to the articles of incorporation of the corporation shall be distributed to a nonprofit foundation, or other organization, and operated exclusively for charitable, scientific and educational purposes, and the proceeds of the corporation shall be distributed to such organization, or other organization, and operated exclusively for charitable, scientific and educational purposes, and the proceeds of the corporation shall be distributed to such organization, or other organization, and operated exclusively for charitable, scientific and educational purposes.

2. The proposed articles of incorporation and the proposed articles of amendment to the articles of incorporation of the corporation shall be distributed to a nonprofit foundation, or other organization, and operated exclusively for charitable, scientific and educational purposes, and the proceeds of the corporation shall be distributed to such organization, or other organization, and operated exclusively for charitable, scientific and educational purposes.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. 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 to our own knowledge.

  
Frank Shargansky, President

  
Sharon Hendrix, Secretary



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 26 2011 *NBS*

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

  
DEBRA BOWEN, Secretary of State