

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 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

SEP 18 2008

DEBRA BOWEN
Secretary of State

AMENDED AND RESTATED
 ARTICLES OF INCORPORATION

OF

SEP 16 2008

THE MARIN CONSERVATION CORPS.

A California Nonprofit Public Benefit Corporation

The undersigned certify that:

1. They are the president and the secretary, respectively, of The Marin Conservation Corps., a California corporation (the "**Corporation**").
2. The Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

ONE: The name of this Corporation is **Conservation Corps North Bay, Inc.**

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 the corporation is organized are:

- (a) to organize and operate an independent nonprofit corporation to develop a youth employment, work training, classroom education, and career development program for young people of both sexes from all socioeconomic backgrounds;
- (b) to work closely with all local, state, and federal public land management agencies and with nonprofit land trusts, land preserves, or other nonprofit entities established for the purpose of protecting natural resources to identify, organize, and where possible, administer and oversee work projects on their respective lands;
- (c) to work on private lands or property where a public purpose or emergency condition exists;
- (d) to perform work on public lands in other states or nations, within the context of cultural exchange programs or pursuant to requests for emergency assistance or disaster relief;
- (e) to work with local, state, and federal disaster preparedness and emergency response programs in the development of a training component for the Corporation;
- (f) to provide auxiliary assistance to existing public and private emergency response and disaster relief agencies as appropriate;

- (g) to limit programs costs by using existing local, state, federal, and private sector resources and personnel as much as possible, and by seeking in-kind contributions of services, supplies, and equipment from participating agencies and program benefactors;
- (h) to develop a broad private sector base of support, in order to give the program long-term stability;
- (i) to seek other sources of financial support appropriate to the program, including but not limited to private foundation grants, donations from individuals, corporations, or other organizations, government grants, and contracts with public or nonprofit entities for the Corporation's services;
- (j) to undertake entrepreneurial activities as methods of support for this non-profit entity, consistent with the other purposes of the organization;
- (k) to do all other activities a corporation might otherwise do to sustain itself, including holding property, consistent with other purposes of the organization.

THREE:

- (a) The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private person.
- (b) Upon the winding up or dissolution of this corporation, and after paying or adequately providing for the debts and liabilities of the corporation, the remaining assets 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 Internal Revenue Code.

FOUR:


- (a) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- (b) No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

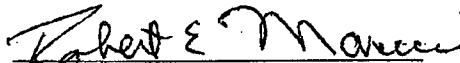
4. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the board of directors.

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.

Dated: August 26, 2008


Name: Kerry Mazzone
Title: President


Name: Robert E. Marcucci
Title: Secretary

