



State of California  
Secretary of State

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

That the attached transcript of 2 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

OCT 30 2009

DEBRA BOWEN  
Secretary of State

OCT 21 2009

**RESTATED ARTICLES OF INCORPORATION OF  
ENVIRONMENTAL COUNCIL OF SACRAMENTO, INC.**

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of the **Environmental Council of Sacramento, Inc.**, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**ARTICLES OF INCORPORATION****I**

The name of the corporation is Environmental Council of Sacramento, Inc.

**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 Nonprofit Public Benefit Corporation Law for public and charitable purposes.
- B. This corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.
- C. The specific purpose of this corporation is to operate a regional organization for the promotion of environmental awareness and understanding, as well as to achieve regional and community sustainability and a healthy environment for human beings.

**III**

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 any candidate for public office.

**IV**

The principal office of the Corporation is located in Sacramento County, California.

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 thereof or to the benefit of any private person. Upon the dissolution or winding up of the 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 Internal Revenue Code section 501(c)(3).

VI

The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by pertinent sections of the California Corporations Code and by the corporation's bylaws.

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

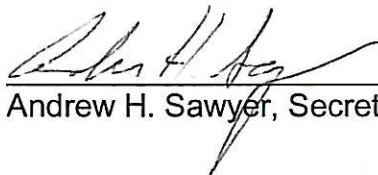
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date:

Oct 20, 2009



Alexander Kelter, President



Andrew H. Sawyer, Secretary

