

May 2, 2018

VIA FEDERAL EXPRESS

Ms. Mary Hsia-Coron
Protect Monterey County
130 Oak Street
Salinas, California 93901

Re: Certified copy of filed amended and restated Articles of Incorporation

Dear Ms. Hsia-Coron:

Enclosed for your corporate records is a certified copy of the filed amended and restated Articles of Incorporation for Protect Monterey County, as filed on April 13, 2018, with the California Secretary of State.

Very truly yours,

ADLER & COLVIN

By: *Elisabeth M. Ponsano*

Elisabeth M. Ponsano
Paralegal

EMP:vv

Enclosure

4059726

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
PROTECT MONTEREY COUNTY

FILED
SECRETARY OF STATE
STATE OF CALIFORNIA

APR 13 2018

lu

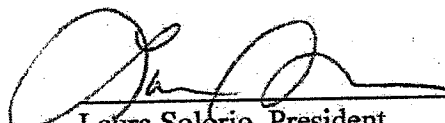
Pursuant to the provisions of Sections 5134 and 5811 of the California Corporations Code, the undersigned certifies that:

Laura Solorio and Mary Hsia-Coron certify that:

1. They are the President and the Secretary, respectively, of Protect Monterey County, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are hereby amended and restated as set forth in the attached amended and restated Articles of Incorporation, which are incorporated by this reference as if set forth in full in this Certificate.
3. The foregoing amendment and restatement has been duly approved by this corporation's Board of Directors.
4. The foregoing amendment and restatement has been duly approved by this corporation's members.

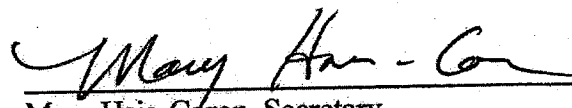
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true of our own knowledge.

DATED: April 12, 2018



Laura Solorio, President

DATED: April 12, 2018



Mary Hsia-Coron, Secretary

ARTICLES OF INCORPORATION
OF
PROTECT MONTEREY COUNTY

ARTICLE I

The name of this corporation is Protect Monterey County.

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 Nonprofit Public Benefit Corporation Law for public purposes.

B. The specific and primary purpose of this corporation is to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), and within the meaning of Section 23701f of the California Revenue and Taxation Code, including by (1) organizing and educating the public around a vision for a brighter future and specific solutions for tackling our communities' environmental and social justice issues, (2) developing, advocating and defending legislation, regulations, and government programs that improve the environment, protect natural resources, protect public health, and facilitate our communities' transition to a sustainable economy, and (3) conducting research and publicizing the positions of elected officials concerning these issues.

ARTICLE III

This corporation is organized and shall be operated primarily for social welfare purposes within the meaning of Section 501(c)(4) of the Code. This corporation shall not carry on any activities the nature or extent of which is inconsistent with exemption from federal income tax under Section 501(c)(4) of the Code.

ARTICLE IV

The property of this corporation is irrevocably dedicated to social welfare 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 (if any) of this corporation, or to the benefit of any private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for social welfare purposes and that has established its tax exempt status under Section 501(c)(4) of the Code (or, at the option of the Board of Directors of this corporation, to a nonprofit organization organized and operated exclusively for charitable or educational purposes which has established its tax-exempt status under Section 501(c)(3) of the Code).



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.

APR 27 2018 *AP*

Date: _____

Alex Padilla
ALEX PADILLA, Secretary of State