



**State of California**  
**Secretary of State**

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

That the attached transcript of 6 page(s) was prepared by and in this office from the record on file, 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

JAN 13 2007

*Debra Bowen*

**DEBRA BOWEN**  
**Secretary of State**

1598128

FILED  
In the office of the Secretary of State  
of the State of California

OCT 9 1987  
March Fong Eu  
MARCH FONG EU, Secretary of State

ARTICLES OF INCORPORATION  
OF  
GREENPEACE ACTION

I.

The name of this corporation is Greenpeace Action.

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 purpose of this corporation is to promote and advocate the protection and preservation of the environment.

C. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

III.

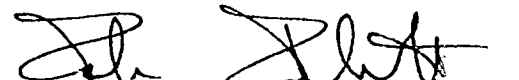
The name and address in the State of California of this corporation's initial agent for service of process are: Richard Dillman, 435 Utah Street, No. 4, San Francisco, California 94110.

IV.

The property of this corporation is irrevocably dedicated to civic league or 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 hereof 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 organized

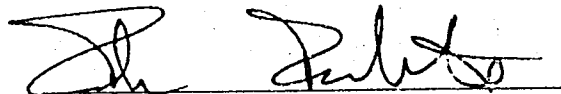
and operated exclusively for civic league or social welfare purposes and that has established its tax-exempt status under Section 501(c)(4) of the Internal Revenue Code.

DATED: 9/29/87

  
(Signature of Incorporator)

Peter Bahouth  
(Typed Name of Incorporator)

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

  
(Signature of Incorporator)

# G R E E N P E A C E

1611 Connecticut Ave. N.W., Washington D.C. 20009 • TEL (202) 462-1177 • TLX 89-2359

September 29, 1987

Office of the Secretary of State  
Corporate Division  
1230 J Street  
Sacramento, CA 95814

Re: Consent to Use of Name "Greenpeace Action"

Dear Sir or madam:

Greenpeace U.S.A. Incorporated, a California non-profit public benefit corporation, consents to the use of the name "Greenpeace Action" by a corporation to be formed by Peter Bahouth as its incorporator.

Sincerely,

Greenpeace U.S.A. Incorporated,  
a California nonprofit public  
benefit corporation

By  \_\_\_\_\_

Its CHAIRMAN \_\_\_\_\_

cc: Barry A. Abbott, Esq.  
Jesse Capin Smith, Esq.

BOSTON, CHICAGO, HONOLULU, JACKSONVILLE BEACH, SAN FRANCISCO, SEATTLE

1598128  
A389514  
CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

FILED  
In the office of the Secretary of State  
of the State of California

JUN 25 1990

*March Fong Eu*  
MARCH FONG EU, Secretary of State

PETER BAHOUTH and STEPHEN D'ESPOSITO certify that:

1. They are the president and the assistant secretary, respectively, of GREENPEACE ACTION, a California Corporation.
2. Article III of the articles of incorporation of this corporation is amended to read as follows:


Article III of the Articles of Incorporation of the Corporation is hereby deleted.


3. The foregoing amendment of the articles of incorporation has been duly approved by the board of directors.
4. Greenpeace Action, as of December 3, 1989 had no members. Therefore, pursuant to California Corporation Code sec. 5812(b)(3), no membership approval is necessary.

Pursuant to California Corporations Code sec. 6210(d), on or about May 25, 1989, Greenpeace Action filed with the Secretary of State an amended Statement by Domestic Nonprofit Corporation reflecting a change of the Corporation's registered agent from that designated in the original Articles of Incorporation.

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: 6/17/90

  
\_\_\_\_\_  
Peter Bahouth, President

  
\_\_\_\_\_  
Stephen D'Esposito, Asst. Secretary

(SEAL)

A419618

1598128

JUN 12 1992

OFFICERS' CERTIFICATE OF AMENDMENT  
OF ARTICLES OF INCORPORATION OF  
GREENPEACE ACTION

*March Fong Eu*  
MARCH FONG EU, Secretary of State

The undersigned, Chair of the Board of Directors, Executive Director, Secretary and Assistant Treasurer, respectively, of GREENPEACE ACTION, a California nonprofit public benefit corporation, hereby certify that:

1) The Articles of Incorporation of Greenpeace Action are amended by resolution of the Board of Directors at a duly held meeting in Washington D.C. on December 15, 1992, as follows:

Article I of the Articles of Incorporation of the Corporation be amended to read as hereafter set forth in full:


"The name of the corporation is Greenpeace, Inc."

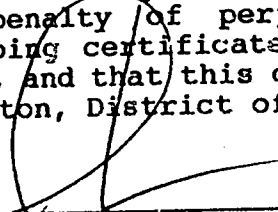
2) The foregoing amendment of the Articles of Incorporation of Greenpeace Action has been duly approved by the Board of Directors.

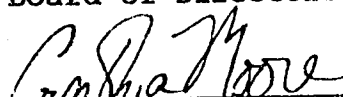
3) The foregoing amendment of the Articles of Incorporation of Greenpeace Action has been duly approved by the required vote of the members of the Corporation. Specifically, the foregoing amendment was approved on May 18, 1992, by an affirmative vote by written ballot of more than 2/3 of the voting members of the Corporation as required by the Bylaws of the Corporation.

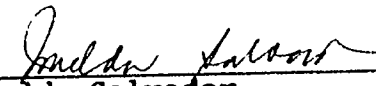
VERIFICATION

This Officers' Certificate of Amendment of Articles of Incorporation of Greenpeace Action is hereby made, executed and verified by the corporate officers of Greenpeace Action. Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his or her own knowledge, and that this declaration was executed on June 2, 1992 at Washington, District of Columbia.

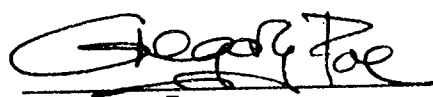
  
\_\_\_\_\_  
Michael Manolson  
Chair  
Board of Directors

  
\_\_\_\_\_  
Steve D'Esposito  
Executive Director

  
\_\_\_\_\_  
Cynthia Moore  
Secretary

  
\_\_\_\_\_  
Imelda Salvador  
Assistant Treasurer

[SEAL]

  
\_\_\_\_\_  
Gregory Poe  
Assistant Secretary

# Greenpeace Fund

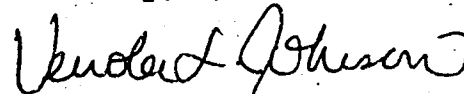
June 1, 1992

Office of the Secretary of State  
Corporate Division  
1230 J Street  
Sacramento, California 95814

Dear Sir or Madam:

This is to confirm that the Board of Directors of Greenpeace Fund, Inc., a California nonprofit public benefit corporation, have duly consented to the use of the name "Greenpeace, Inc." by a corporation formerly known as "Greenpeace Action."

Sincerely,



Venola Johnson  
Assistant Secretary

1436 U Street N.W., Suite 303  
Washington, DC 20009

Tel (202) 232-1590  
Fax (202) 462-4507



