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FILED

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

NOV 20 1978

MARCH TONG EU, Secretary of State

Deputy

ARTICLES OF INCORPORATION
OF
GREENPEACE U.S.A. INCORPORATED

The undersigned, all of whom are citizens of the United States, desiring to form a Non Profit Corporation under the General Non Profit Corporation Law of California, do hereby certify:

ARTICLE I.

The name of this corporation is GREENPEACE U.S.A. INCORPORATED.

ARTICLE II.

This corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954, and specifically to:

- (a) Identify, research and monitor issues of importance affecting marine mammals, other endangered species and the environment generally;
- (b) Increase public awareness and understanding of environmental issues through the media and other educational programs;
- (c) Develop and implement programs to aid in the protection of marine mammals, other endangered species and the environment generally.

The corporation shall have and exercise all rights and powers conferred by law, provided that the corporation shall not, except to an insubstantial degree, engage in any activities that are not in furtherance of the purposes stated in this Article.

ARTICLE III.

The property of this corporation is irrevocably dedicated to charitable, scientific and educational purposes and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE IV.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE V.

The County of the State of California where the principal office for the transaction of the business of this corporation is to be located is Orange County.

ARTICLE VI.

The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board to be known as the Board of Directors. The number of directors of this corporation shall be three. The number of directors herein provided for may be changed by a Bylaw duly adopted by the members. The names and addresses of the persons who are appointed to act as the first directors are:

- (1) Ann Spurgeon, 295 Fairview, Laguna Beach, Ca. 92651
- (2) David A. Tussman, 678 Grizzly Peak Bl., Berkeley, Ca. 94708
- (3) Gina Gusmano-Whiteley, 175 Reservoir Rd., San Rafael, Ca. 94901.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 14th day of November, 1978.


ANN SPURGEON

David A. Tussman

DAVID A. TUSSMAN

Gina Gusmano-Whiteley
GINA GUSMANO-WHITELEY

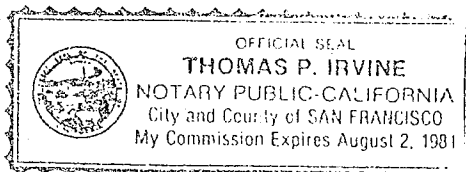
Acknowledgment

STATE OF CALIFORNIA,)
County of San Francisco) ss

On this 14TH day of November, 1978, before me,

Thomas P. Irvine, a Notary Public, in and for said County and State, duly commissioned and sworn, personally appeared DAVID A. TUSSMAN and GINA GUSMANO-WHITELEY, known to me to be the persons whose names subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the County of San Francisco the day and year in this certificate first above written.



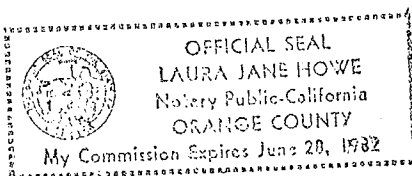
Thomas P. Irvine
Notary Public, State of California

STATE OF CALIFORNIA)
County of Orange) ss

On this 16TH day of November, 1978, before me,

LAURA JANE HOWE, a Notary Public, in and for said County and State, duly commissioned and sworn, personally appeared ANN SPURGEON, known to me to be the person whose name subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the County of Orange the day and year in this certificate first above written.



Laura Jane Howe
Notary Public, State of California

AUG 10 1990

March Fong Eu
MARCH FONG EU, Secretary of State

RESTATED
ARTICLES OF INCORPORATION
OF

GREENPEACE U.S.A. INCORPORATED

DAVID CHATFIELD and TRULY WEBB certify that:

1. They are the Chairperson of the Board and Secretary, respectively, of GREENPEACE U.S.A. INCORPORATED, a California nonprofit public benefit corporation.

2. The articles of incorporation of this corporation are amended and restated to read as follows:

I.

The name of this corporation is Greenpeace U.S.A. Incorporated.

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 California Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purpose of this corporation is to: (1) identify, research, and monitor issues of importance affecting marine mammals, other endangered species, and the environment generally; (2) increase public awareness and understanding of environmental issues through the media and other educational programs; and (3) develop and implement programs to aid in the protection of marine mammals, other endangered species, and the environment generally.

III.

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Sections 170(c)(2) and 501(c)(3) of the United States Internal Revenue Code of 1986, as amended.

B. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(a) of the Internal Revenue Code or (b) by a corporation to which contributions are deductible under Section 170(a) 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, except as otherwise permitted in accordance with elections duly made pursuant to Section 501(h) of the Internal Revenue Code and Section 23704.5 of the California Revenue and Taxation Code. This 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 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 that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

V.

This corporation elects to be governed by all of the provisions of the California Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof.

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 the articles of incorporation has been duly approved by the required vote of 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: 16 January 1990

Executed at: SAN FRANCISCO, CA

David Chatfield
DAVID CHATFIELD, Chairperson
of the Board

Truly Webb
TRULY WEBB, Secretary

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

MAR 10 1992

OFFICERS' CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
GREENPEACE U.S.A. INCORPORATED

March Fong Eu
MARCH FONG EU, Secretary of State

The undersigned, Executive Director, Secretary and Treasurer, respectively, of GREENPEACE U.S.A. INCORPORATED, a California nonprofit public benefit corporation, hereby certify that:

1) The Articles of Incorporation of Greenpeace U.S.A. Incorporated are amended by unanimous written consent dated December 16, 1991 executed by all members of the Board of Directors, 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 Fund, Inc."

2) foregoing amendment of the Articles of Incorporation of Greenpeace U.S.A. Incorporated has been duly approved by the Board of Directors.

3) Greenpeace U.S.A. Incorporated currently has and as of December 16, 1991 had no members. Therefore, pursuant to California Corporation Code sec. 5812(b)(3), approval of the membership for this amendment is not necessary.

VERIFICATION

This Officers' Certificate of Amendment of Articles of Incorporation of Greenpeace U.S.A. Incorporated is hereby made, executed and verified by the corporate officers of Greenpeace U.S.A. Incorporated. 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 February 25, 1992 at Washington, District of Columbia.

Toni Adams
Toni Adams
Chair
Board of Directors

Steve D'Esposito
Steve D'Esposito
Executive Director

Truly Webb
Truly Webb
Secretary

C. Louise Snow
C. Louise Snow
Chief Financial Officer
Treasurer

[SEAL]

Venola Johnson
Venola Johnson
Assistant Secretary

GREENPEACE ACTION

1436 U Street, NW
Suite 201-A
Washington, DC 20009
(202) 462-8817

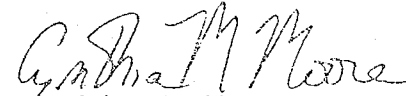
January 1, 1992

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 Action, a California nonprofit public benefit corporation, have duly consented to the use of the name "Greenpeace Fund, Inc." by a corporation formerly known as "Greenpeace U.S.A., Inc."

Sincerely,


Cynthia M. Moore
Secretary