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FILED
In the office of the Secretary of State
of the 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

Trudy Webb
TRUDY WEBB, Secretary