

State of California
Secretary of State



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

That the attached transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of this office.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



MAR 09 2010

Debra Bowen

DEBRA BOWEN
Secretary of State

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

CAUSA JUSTA :: JUST CAUSE

A California nonprofit public benefit corporation

Charlene Wedderburn and Joseph George certify that:

1. They are the President and Secretary, respectively, of Causa Justa :: Just Cause, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read in their entirety as follows:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is Causa Justa :: Just Cause.

ARTICLE II

PURPOSE

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 charitable purposes.

B. The general purposes and powers of this corporation are to have and exercise all rights and powers conferred on nonprofit public benefit corporations under the laws of the State of California.

C. The specific charitable purpose of this corporation is to educate and inform low-income residents of the San Francisco Bay Area about issues of social, racial and economic justice.

ARTICLE III

TAX-EXEMPT STATUS

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*") (or the corresponding section of any future federal internal revenue law).

B. No substantial part of the activities of this corporation shall consist of lobbying or carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise permitted by Section 501(h) of the Code and the corresponding laws of California, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of the Articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable purpose of this corporation, and this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding section of any future federal internal revenue law) or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding section of any future federal internal revenue law).

ARTICLE IV


DEDICATION AND DISSOLUTION

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 meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code and which has established its tax exempt status under Section 501(c)(3) of the Code (or the corresponding section of any future federal internal revenue law).

3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors of this corporation.
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in these Amended and Restated Articles of Incorporation are true and correct of our own knowledge.

Dated: _____, 2010



Charlene Wedderburn, President

Joseph George, Secretary