ARTICLES OF INCORPORATION

OF

CALIFORNIA MARINE SANCTUARY FOUNDATION

FIRST: The name of this corporation is **California Marine Sanctuary Foundation.**

SECOND:

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. This corporation is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purposes of this corporation are to promote the protection of California's four National Marine Sanctuaries (Monterey Bay, Channel Islands, Farallon Islands, and Cordell Bank). Notwithstanding any other provision of theses Articles, this Corporation shall not engage in any activities or exercise of powers that are not in furtherance of the purposes of this corporation.

THIRD: The name and address in the State of California of this corporation's initial agent for service of process is:

Mr. Warner Chabot
Center for Marine Conservation
580 Market Street, Suite 550
San Francisco, CA 94104

FOURTH:

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the 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.

FIFTH: 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 and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

Date: April 29, 1995

Warner Chabot

Warner Chabot, Incorporator

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

SEP 3 1997

BILL JONES Secretary

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CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF CALIFORNIA MARINE SANCTUARY FOUNDATION

Warner Chabot and Michael DeLapa certify that:

1. They are the President and the Secretary, respectively, of California Marine Sanctuary Foundation, a California nonprofit corporation.

2. The First Article of the articles of incorporation is amended to read as follows:

"**FIRST:** The name of this corporation is Monterey Bay Marine Sanctuary Foundation."

3. The foregoing amendment to the Articles of Incorporation has been duly approved by the Board of Directors.

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 this certificate are true and correct of our own knowledge.

Dated: August 28, 1997

Warner Chabot

Warner Chabot, President

Michael DeLapa

Michael DeLapa, Secretary

OFFICE OF THE SECRETARY OF STATE
THE GREAT SEAL OF THE STATE OF CALIFORNIA