

RESTATED ARTICLES OF INCORPORATION OF TRINIDAD
COASTAL LAND TRUST (Formerly Known as Humboldt North Coast
Land Trust)

ARTICLE I: NAME OF CORPORATION

1. The name of the corporation is Trinidad Coastal Land Trust

ARTICLE II: PURPOSE OF CORPORATION

2. 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.

3. The specific purpose of this corporation shall be to acquire and hold interests in land, including, but not limited to fee title or easements, within and surrounding the California Counties of Del Norte or Humboldt in a manner designed to promote the orderly and ecologically sound protection of such lands; to retain as open space for the benefit of the citizens of California and the United States, land which has special scenic, recreational or other biological or environmental values; to promote public coastal access and public access to other places by means of walking trails; to sustain and continue the existence in Trinidad, California, of a public library, museum, park, and garden; to promote the interpretive and educational aspects of all such lands or interests in lands, and to carry on other charitable and educational activities associated with this goal as allowed by law.

4. This corporation is organized exclusively for charitable and educational purposes within the meaning of Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provision of any future United States internal revenue law.

ARTICLE III: TAX-EXEMPT STATUS OF CORPORATION

5. Tax-exempt status

(a) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(b) The property owned by this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements of Revenue and Taxation Code §214. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

(c) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to an organization (or organizations) organized and operated exclusively for charitable, scientific, or educational purposes, if the organization has established its tax-exempt status under Internal Revenue Code §501(c)(3) (or corresponding provisions of any future federal Internal Revenue Code law) and has established its tax-exempt status under Revenue and Taxation Code §23701d (or the corresponding section of any future California revenue and tax law), and satisfies the requirements of Revenue and Taxation Code §214.

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