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

RESTATED ARTICLES OF INCORPORATION
OF
PROJECT SANCTUARY, INC.

SEP 29 1986
March Fong Eu
MARCH FONG EU, Secretary of State

Maggie Apfel and Mike Jossel

certify:

1. That they are the President and the Secretary, respectively, of PROJECT SANCTUARY, INC., a California nonprofit corporation.
2. That at a meeting of the Board of Directors, duly held at Ukiah, California, on July 29, 1986 the following Resolution was adopted:

BE IT RESOLVED, that the Articles of Incorporation of this corporation shall be and they are hereby amended and restated as herein set forth in full:

ARTICLES OF INCORPORATION
OF
PROJECT SANCTUARY, INC.

FIRST: The name of this nonprofit corporation shall be:
PROJECT SANCTUARY, INC.

SECOND: 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. It shall be operated exclusively for charitable purposes.

A. The specific and primary purposes of this organization are:

1. To assist women, with or without dependent children, in crisis situations by providing temporary emergency shelter, food and/or supportive services. Such services shall include, but not be limited to, counseling, education, training and employment assistance and referral; and referrals for needs such as financial assistance, medical and psychological services.

B. The general purposes and powers are to have and exercise all rights conferred on nonprofit public benefit corporations under the laws of California, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

C. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended. The corporation shall not participate in nor intervene in (including the publication or distribution of statements) any political

campaign on behalf of any candidate for public office.

Notwithstanding the foregoing statement of the specific and primary purposes, this corporation shall not engage in any activity which is not permitted to be engaged in: (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended; (2) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, as amended; or (3) by a public charity described in Section 509 (a) (1), (2) or (3) of the Internal Revenue Code of 1954, as amended.

THIRD: This corporation elects to be governed by the provisions of the Nonprofit Corporation Law effective January 1, 1980, not otherwise applicable to it under Parts 2 and 5 of Division 2 of Title 1 of the Corporations Code of the State of California.

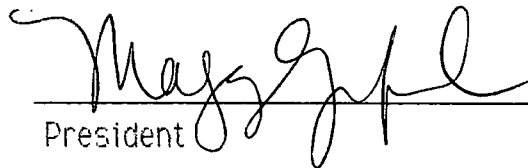
FOURTH: All of the properties, moneys, and assets of this corporation are irrevocable dedicated to charitable purposes and shall not inure to the benefit of any private individual.

FIFTH: In the event that this corporation shall be dissolved or wound up at any time, then all of the properties, moneys, and assets of this corporation, after payment of, or provisions for payment of, all debts and liabilities of this corporation, shall be transferred exclusively to and


become the property of such nonprofit funds, foundations, or corporations which are organized and operated exclusively for charitable purposes to provide temporary emergency shelter, food, and supportive services to women, with or without dependent children, in a crisis situation, as are selected and designated by the Board of Directors of this corporation, and which shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of the United States as that section exists or may subsequently be amended.

3. That the foregoing amendment and restatement has been approved by the required vote of the members.

IN WITNESS WHEREOF, the undersigned have executed this restatement this 29th day of July, 1986.



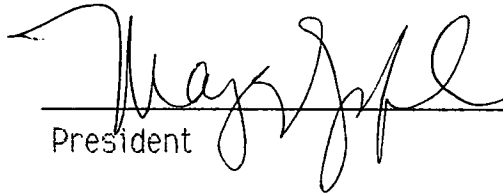
President




Secretary

Each of the undersigned, under penalty of perjury, does hereby declare that the matters set forth in the foregoing restatement are true and correct.

Executed in the City of Ukiah, County of Mendocino, State of California, this 29th day of July, 1986.



President



Secretary