

**Restated Articles of Incorporation
Of Earthmind as amended and restated on October 22, 2007**

The Undersigned certify that:

1. They are the President and Secretary, respectively, of EARTHMIND, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:
 - I. The name of the corporation is Earthmind. Earthmind may also do business as Willits Economic Localization (WELL), a former project of Earthmind.
 - II. 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 and charitable purposes.
 - III. The specific purpose for which this nonprofit corporation is formed is to engage in educational, scientific, and practical activities relating to the study, practice, and dissemination of sustainable technologies and economy.
 - IV. The general purposes and powers of the corporation are:
 - 1) to foster the creation of and to perpetuate local sustainable economies;
 - 2) to gather research materials and undertake independent research relating to the growth, development, and utilization of a sustainable local economy;
 - 3) to partner with other organizations to support common goals;
 - 4) to facilitate dialogue, education, and action within local communities;
 - 5) to identify gaps and weaknesses in the local economies that need action and strengthening and to incubate and coordinate projects that mitigate those issues;
 - 6) to solicit, collect, receive, acquire, hold, and invest money and property, both real and personal, including money and property received by gift, contribution, bequest, or devise;
 - 7) to sell and convert property, both real and personal, into cash, and to use the funds of this corporation and the proceeds, income, rents, issues, and profits derived from any property of this corporation for any of the purposes for which this corporation is formed;
 - 8) to enter into, make, perform, and carry out contracts of every kind for any lawful purpose and any purpose permitted under the Nonprofit Corporation Laws of the State of California and the Federal Government;
 - 9) to do all things necessary, expedient or appropriate to the accomplishment of any objects and purposes for which this corporation is formed.

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- V. This corporation is organized exclusively for charitable within the meaning of Internal Revenue Code section 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 section 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 section 170(c)(2) or the corresponding provision of any future United States internal revenue law.
- VI. Earthmind, originally incorporated in 1972, hereby elects to be governed by the Nonprofit Corporation Law of 1990 (Section 500-10481 of the California Corporations Code).
3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors.
4. The forgoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of the 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: _____

Michael Hackleman, President

Liam UiCearbhaill, Secretary