

FILED *uj*  
 Secretary of State  
 State of California  
 MAR 16 2016 *oo*

2082086

CERTIFICATE OF AMENDMENT AND RESTATEMENT  
 OF THE  
 ARTICLES OF INCORPORATION  
 OF  
 ASSOCIATION FOR PROGRESSIVE COMMUNICATIONS

Anriette Esterhuysen and Elizabeth Anne Probert certify that:

1. They are the President and the Secretary, respectively, of Association for Progressive Communications, a California non-profit public benefit corporation.

2. The Articles of Incorporation of this corporation are hereby amended and restated as set forth in the attached Amended and Restated Articles of Incorporation, which are incorporated by this reference as if set forth in full in this Certificate.

3. The foregoing amendment and restatement has been duly approved by this corporation's Board of Directors.

4. Pursuant to Section 5812(b)(2) of the Nonprofit Public Benefit Corporation Law, the foregoing amendment and restatement may be approved by the board alone because it only deletes the names and addresses of the first directors and the name and address of the initial agent.

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 of our own knowledge.

DATED: 15/11/15

*Anriette Esterhuysen*  
 Anriette Esterhuysen, President

DATED: 15/11/2015

*E. Probert*  
 Elizabeth Anne Probert, Secretary

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ASSOCIATION FOR PROGRESSIVE COMMUNICATIONS

- ONE: The name of this corporation is Association for Progressive Communications.
- TWO: 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. The Association for Progressive Communication's (APC) mission is to empower and support organizations, social movements and individuals in and through the use of information and communication technologies to build strategic communities and initiatives for the purpose of making meaningful contributions to equitable human development, social justice, participatory political processes and environmental sustainability.
- THREE: (a) This corporation is organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- (b) Notwithstanding any other provision of these Articles, the 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 Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- (c) No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distributions of statements) on behalf of, or in opposition to, any candidate for public office.

FOUR: The property of this corporation is irrevocably dedicated to educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and no part of the net income or assets of the organization shall ever inure to the benefit of any council member, officer, or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, 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 educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

MAR 23 2016 *pmo*

Date: \_\_\_\_\_

*Alex Padilla*

ALEX PADILLA, Secretary of State