

COPY

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ENDORSED - FILED
in the office of the Secretary of State
of the State of California

SEP 27 2012

**SECOND AMENDMENT TO AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
THE LEGAL AID SOCIETY OF SAN MATEO COUNTY**

David C. Wilson and Mary H. Lin hereby certify that:

1. The name of this corporation is The Legal Aid Society of San Mateo County.
2. They are the duly elected and acting President and Secretary, respectively, of The Legal Aid Society of San Mateo County, a California corporation.
3. The Articles of Incorporation of this corporation are hereby amended and restated to read as follows:
 - I. The name of this corporation shall be THE LEGAL AID SOCIETY OF SAN MATEO COUNTY (hereafter, the "Corporation").
 - II.
 - A. This Corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.
 - B. The primary purpose of this Corporation is to render legal assistance to persons without sufficient means to maintain their legal rights and to promote means for the legal protection of such persons.
 - III. This Corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States internal revenue law.
 - IV. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law or (b) by a corporation, contributions to which are deductible under Sections 170(a), 170(c)(2), 2055(a) or 2522(a) of the Code or the corresponding provision of any future United States internal revenue law.
 - V. No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as otherwise permitted in accordance with elections duly made pursuant to Section 501(h) of the

Code and Section 23704.5 of the California Revenue and Taxation Code or the corresponding provision of any future United States internal revenue law and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office, except as provided in section 501(h) of the Code or the corresponding provision of any future United States internal revenue law.

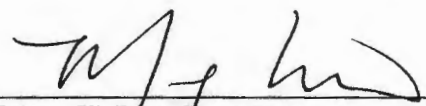
- VI. The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- VII. Upon the dissolution or winding 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 Code or the corresponding provision of any future United States internal revenue law.
- VIII. This Corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable under Part 5 of the California Corporations Code.
4. The Corporation has no members. Any action that would otherwise require approval by a majority of all members or approval by the members requires only approval of the Board of Directors.
5. The foregoing amendment and restatement of the Articles of Incorporation was duly approved by the Board of Directors of this Corporation at a meeting held at 350 Twin Dolphin Drive, Redwood City, California on September 19, 2012. The number of directors present at the meeting equaled or exceeded a majority of incumbent directors, as required for a quorum.

The undersigned, David C. Wilson and Mary H. Lin, the President and Secretary, respectively, declare under penalty of perjury under the laws of the State of California that the matters set out in the foregoing Certificate are true of their own knowledge.

Executed at Redwood City, California on September 19, 2012.



David C. Wilson, President



Mary H. Lin, Secretary

OCT 15 2012



DEBRA BOWEN, Secretary of State