



**State of California**  
**Secretary of State**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of   1   page(s) is a full, true and correct copy of the original record in the custody of this office.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

JUN - 3 2010



*Debra Bowen*

**DEBRA BOWEN**  
Secretary of State

MAY 13 2010

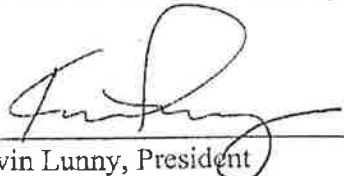
CERTIFICATE OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION

Kevin Lunny and Shelley Arrowsmith certify that:


1. They are the President and the Secretary, respectively, of Marin Agricultural Institute, a California nonprofit 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. This corporation has no 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 of our own knowledge.

DATED: 4-8, 2010

  
Kevin Lunny, President

DATED: 4/10, 2010

  
Shelley Arrowsmith, Secretary

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AGRICULTURAL INSTITUTE OF MARIN

ARTICLE I

The name of this corporation is Agricultural Institute of Marin.

ARTICLE 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 Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific and primary purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), including, without limitation, (1) educating the public about the health, environmental, and economic impacts of buying locally-grown food directly from farmers, (2) connecting and supporting communities and agriculture, and facilitating public access to healthy and locally- and sustainably-grown food, including through farmers markets, and (3) developing and operating a facility to house its activities and support community activities.

ARTICLE III

A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

B. Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.