

Corporation number 2644060

**Amended and Restated  
Articles of Incorporation**

**of**

**Pacific Forest and Watershed Lands Stewardship Council**

The undersigned, Art Baggett, Jr. and Randal S. Livingston, hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Pacific Forest and Watershed Lands Stewardship Council, a California nonprofit public benefit corporation.

2. The Articles of Incorporation of this corporation shall be amended and restated to read in full as follows:

I.

The name of this corporation is: Pacific Forest and Watershed Lands Stewardship Council.

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 charitable purposes of this Corporation shall be (i) to oversee and carry out the Land Conservation Commitment established by the Settlement Agreement by and between Pacific Gas and Electric Company ("PG&E"), PG&E Corporation and the California Public Utilities Commission (the "Commission"), dated December 19, 2003 (the "Settlement Agreement") and the Stipulation Resolving Issues Regarding the Land Conservation Commitment, dated September 25, 2003, filed with the Commission (the "Stipulation"), and (ii) to expend funds to provide greater resources to connect children, youth, and young adults in the PG&E service territory to nature, parks, open spaces, and the outdoors, and particularly to serve the needs of underserved youth.

III.

A. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt

from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this 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.

#### IV.

A. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net earnings or assets of this corporation shall inure to the benefit of (or be distributable to) any director or officer of this corporation or other private person, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes.

B. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, in a manner and amount as determined by the Board of Directors of this corporation; provided, however, that any such distributions to such organization (or organizations) shall be approved by the president of the California Public Utilities Commission.

#### V.

Any amendment of, or modification to, these articles of incorporation shall require the affirmative vote of all directors on the Board of Directors of this corporation.

#### VI.

This corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to tax on undistributed income imposed by Code Section 4942. Further, this corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), nor retain any excess business holdings as defined in Code Section 4943(c), nor make any investments in such manner as to incur tax liability under Code Section 4944 nor make any taxable expenditures as defined in Code Section 4945(d).

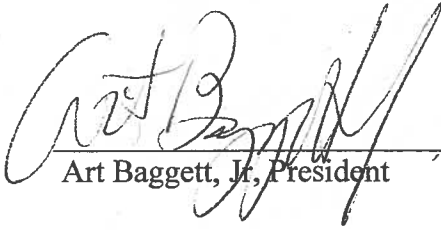
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3. The foregoing amendment has been approved by the Board of Directors of this corporation.

4. This corporation has no members.

The undersigned certify 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 their own knowledge.

Executed at San Francisco, California, on July \_\_\_\_, 2014.



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Art Baggett, Jr., President



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Randal S. Livingston, Secretary