

**CONSERVATION SOCIETY OF CALIFORNIA
BOARD OF TRUSTEES**

RESOLUTION

**APPROVING THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION**

WHEREAS, the Conservation Society of California (the "Society") is a 501(c)(3) nonprofit charitable organization, and

WHEREAS, the Articles of Incorporation of this corporation were originally filed and endorsed on April 23, 1936 in California under the name Alameda County Zoological Society, and

WHEREAS, the original Articles of Incorporation were amended by a majority of the members of the Alameda County Zoological Society in May 1950, changing the name of the corporation from Alameda County Zoological Society to East Bay Botanical and Zoological Society; restating the corporation's powers in sub-paragraph 1 of Article II; and stating that there is one class of members, and

WHEREAS, the Articles of Incorporation were further amended by the members in January 1978 (filed and endorsed April 20, 1978), changing the name of the corporation to East Bay Zoological Society; and, adding a new Article IX which irrevocably dedicated the corporate assets to nonprofit purposes under California Section 214 of the Rev. and Tax. Code, and

WHEREAS, the Articles of Incorporation were further amended in January 2017 (filed and endorsed August 25, 2017) by the required number of members, changing the name of the corporation to Conservation Society of California, and

WHEREAS, the Articles of Incorporation were further amended in December 2021 to clarify and update various provisions to comply with the California Nonprofit Law of 1980; and to allow the Bylaws of the corporation to define the qualifications and classes of membership in the corporation; and to allow the members to change the authorized number of trustees by amendment of the Bylaws rather than amending the Articles of Incorporation; and

WHEREAS, the Board of Trustees wishes to amend Article III to cause the corporation to elect to be governed by all the provisions of the new California Nonprofit Corporations

Law not otherwise applicable to it under Part 5 of Division 2 of Title 1 of the California Corporations Code.

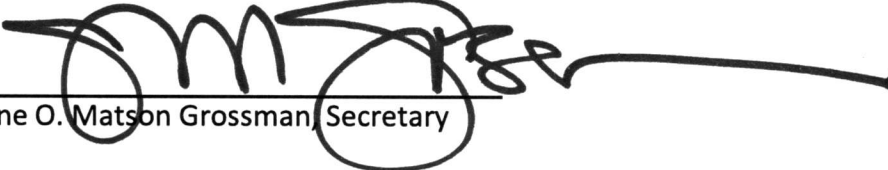
WHEREAS, the California Corporations Code Section 5819 permits nonprofit public benefit corporations to amend and to restate the Articles of Incorporation into a consolidated instrument; and

NOW THEREFORE BE IT RESOLVED, that the Amended and Restated Articles of Incorporation set forth in Exhibit A appended hereto are approved; and

BE IT FURTHER RESOLVED, The Board of Trustees shall submit the Amended and Restated Articles to the voting members of the Society for approval at the annual membership meeting of the Society in January 2023, as provided in the Society's Bylaws.

The above Resolution was passed by the Conservation Society of California Board of Trustees at its Regular Meeting on July 16, 2022, by a vote of 13 for, 0 against, and 0 abstentions.

Certification of the Secretary of the Conservation Society of California Board of Trustees



Elogeanne O. Matson Grossman, Secretary

Date: July 16, 2022