

A401802

State
of
California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

APR 15 1991



March Fong Eu

Secretary of State

RESTATED

ARTICLES OF INCORPORATION

OF

DIRECT RELIEF INTERNATIONAL

A Nonprofit Public Benefit Corporation

ENDORSED
FILED
In the office of the Secretary of State
of the State of California

APR 12 1991

MARCH FONGE, Secretary of State

ANN CARLOS and BROWNIE BORDEN certify that:

1. They are the President and Secretary, respectively, of DIRECT RELIEF INTERNATIONAL, a California nonprofit public benefit corporation.

2. The articles of incorporation of this corporation are amended and restated to read as follows:

ARTICLE I

The name of the corporation is DIRECT RELIEF INTERNATIONAL.

ARTICLE II

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 purposes for which this corporation is organized are exclusively religious, charitable, scientific, testing for public safety, literary, educational, to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Without limiting or restricting the foregoing general purposes, said corporation shall have the following special purposes:

To provide supplies to needy, deprived and distressed areas;

To aid people with necessary skills to perform volunteer or paid professional services in areas lacking adequate services;

To publish information and solicit funds relevant to the foregoing activities.

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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

(a) No substantial 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 in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to any members thereof or to any private shareholder, as defined for purposes of Section 501(c)(3) of the Internal Revenue Code of 1986, or other individual.

(c) The property, assets, profits, and net income of this corporation are dedicated irrevocably to religious, charitable, scientific, or hospital purposes, and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, trustee, officer, shareholder, or member thereof or to the benefit of any private individual.

(d) Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for religious,

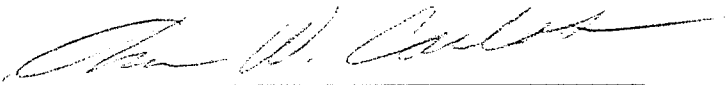
charitable, scientific, or hospital purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.

3. The foregoing amendment and restatement of articles of incorporation has been duly approved by the board of directors.

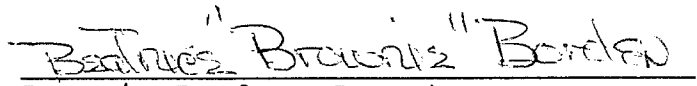
4. The corporation has no members.

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 and correct of our own knowledge.

DATE: March 23, 1991



Ann Carlos, President



Brownie Borden, Secretary