

SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

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

OCT 14 2003



Kevin Shelley
Secretary of State

RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the president and the secretary, respectively, of Out & Equal, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

I

The name of the corporation is Out & Equal.

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:

Public purposes.

B. The specific purpose of this corporation is to support the Lesbian, Gay, Bisexual, and Transgender community in the workplace.

III

A. Said corporation is organized exclusively for charitable, religious, educational and/or scientific purposes under Section 501(c)(3) of the Internal Revenue Code.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Sections 501(c)(3) purposes.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall no 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.

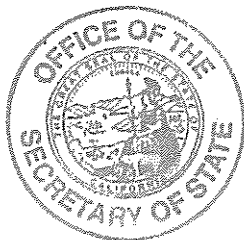
No withstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by an corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

C. Upon the dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the Federal government, or to a state of local government, for a public purpose.

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: 10/14/03



Selisse Berry
Selisse Berry, Executive Director

Kevin Shytle
Kevin Shytle, Secretary

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

OCT 14 2003

KEVIN SHELLEY
Secretary of State