

**FILED** *RM*  
in the office of the Secretary of State  
of the State of California  
AUG - 8 2005

ARTICLES OF INCORPORATION  
OF  
TIDES NETWORK

ONE: The name of this corporation is Tides Network.

TWO: (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 purposes of this corporation shall include charitable and educational activities exclusively to support Tides Foundation, The Tides Center, Tides, Inc. and Tides Two Rivers Fund, including, but not limited to, providing strategic leadership and direction, fundraising, administration, management, leadership, planning and coordination of mission, all in support of Tides Foundation, The Tides Center, Tides, Inc., and Tides Two Rivers Fund, and the making of grants, donations, gifts and contributions from the net income or assets of this corporation, exclusively for charitable, religious, scientific, literary, or educational purposes, and shall include any other charitable and educational activities as shall be determined by the Board of Directors to be appropriate.

THREE: This corporation is formed, and shall be operated exclusively in connection with, Tides Foundation, The Tides Center, Tides, Inc. and Tides Two Rivers Fund.

FOUR: The name and address in this state of the corporation's initial agent for service of process is:

Danica Remy  
P.O. Box 29198  
Presidio Building #1014  
Torney Avenue and Lincoln Boulevard  
San Francisco, CA 94129

FIVE: (a) This corporation is organized and operated exclusively for educational and charitable purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code and Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these articles, this corporation shall not carry on any 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 (ii) by a corporation contributions to which are deductible under Section 170(a) of the Internal Revenue Code.

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

SIX: (a) The property of this corporation is irrevocably dedicated to the purposes set forth in Article TWO above. No part of the net income or assets of this organization shall ever

inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private person.

(b) Upon the winding up and dissolution of this corporation, and after paying or adequately providing for its debts and obligations, the remaining assets shall be distributed, in the proportions determined to be appropriate by the Board of this corporation, among Tides Foundation, The Tides Center, Tides, Inc., and Tides Two Rivers Fund, provided that they are then described in Sections 170(b)(1)(A), 501(c)(3) and 509(a)(1) of the Internal Revenue Code, and provided that they then meets the requirements of Section 214 of the California Revenue and Taxation Code. If none of Tides Foundation, The Tides Center, Tides, Inc. and Tides Two Rivers Fund are then so described, distribution of the remaining assets shall be to such corporation(s), described in such Code provisions, as shall have been substituted for Tides Foundation, The Tides Center, Tides, Inc. and/or Tides Two Rivers Fund as the organizations this corporation is operated exclusively to support.

SEVEN: Notwithstanding any other provisions of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

DATED: August 8, 2005

  
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Cynthia R. Rowland, Incorporator