A0630277

State of California
Secretary of State

OFFICE OF THE SECRETARY OF STATE

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 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

JUN 3 0 2005

BRUCE McPHERSON
Secretary of State

Sec/State Form CE-107 (REV 03/31/05)

A0630277

RESTATED ARTICLES OF INCORPORATION

For Habitat for Humanity of Southern Santa Barbara County, Inc.
A 501(c)3 Organization
Secretary of State ID #2221199

ENDORSED - FILED
in the office of the Secretary of State
of the State of California
JUN 13 2005

The undersigned certify that:

1. They are the president and the secretary, respectively, of Habitat for Humanity of Southern Santa Barbara County, Inc., a California corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

Amended Articles of Incorporation
Habitat for Humanity of Southern Santa Barbara County, Inc.
A Nonprofit Public Benefit Corporation

This corporation is organized as a nonprofit public benefit tax-exempt corporation under sections 5000 et seq. of the California Corporations Code, section 23701d of the California Revenue and Taxation Code and section 501(c)(3) of the U.S. Internal Revenue Code.

1. The name of the corporation is Habitat for Humanity of Southern Santa Barbara County, Inc.

2. 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 and charitable purposes.

3. The corporation shall have no members.

4. The purposes for which the corporation is organized are as follows:

   a. To witness, communicate and implement the gospel of Jesus Christ, by means of the spoken and written word, in the southern portion of Santa Barbara County, California and throughout the United States and the world by working with economically disadvantaged people to help them create a better human habitat in which to live and work;
   b. To cooperate with other charitable organizations, through grants and otherwise, that are working to develop a better human habitat for economically disadvantaged people;
   c. To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or

purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these articles of incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such a manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and

d. To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the California Nonprofit Public Benefit Corporation Law.

5. Except as hereinafter provided, the corporation shall have all powers necessary or convenient to carry out its purposes, including the powers now or hereafter enumerated in the California Nonprofit Public Benefit Corporation Law.

6. No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to any of its 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 the purposes set forth in these articles of incorporation. 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 not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

7. Anything contained in these articles of incorporation to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or, (iii) a corporation organized and existing under the California Nonprofit Public Benefit Corporation law.

8. Irrevocable Dedication and Dissolution

a. The property of Habitat for Humanity of Southern Santa Barbara County is irrevocably dedicated to charitable purposes, and no part of the net income

or assets of Habitat for Humanity of Southern Santa Barbara County shall inure to the benefit of private persons.

This will include, but not be limited to, any real property owned and not yet sold to homeowner partners.

b. In the event of the dissolution and liquidation of this corporation, to the extent allowed or permitted under applicable laws, the property and assets of the corporation shall be, as determined by the Board of Directors, distributed to or sold and the proceeds of such sales distributed to: (i) Habitat for Humanity International, Inc., a Georgia Nonprofit Corporation and a corporation exempt from taxation under Section 501(c)3 of the Internal Revenue Code, as amended, and which is organized and operated exclusively for charitable and/or religious purposes; or (ii) if Habitat for Humanity International, Inc. no longer exists or qualifies to accept the assets, assets shall be distributed to a nonprofit organization(s), foundation(s), fund(s), or corporation(s) which is organized and operated exclusively for religious and/or charitable purposes, all of which such organizations, foundations, funds, or corporations shall be exempt under Section 501(c)3 of the Internal Revenue Code, as amended, and Section 214 of the Revenue & Taxation Code. In the event that any assets are not disposed of in accordance with the provisions of these articles of incorporation or that the corporation shall fail to act within a reasonable time in the manner provided in these articles of incorporation, the Court of Santa Barbara County shall, upon application of one or more persons having a real interest in the corporation or its assets, make such distribution(s) as provided in these articles of incorporation.

9. The number of directors of the corporation and the method of their election shall be as provided in the bylaws.

3. The foregoing amendment and restatement of Articles of Incorporation have 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: 6-8-05

Mark Grosch, President

Judy Ritchie

Judy Ritchie, Secretary

OFFICE OF THE SECRETARY OF STATE