

Articles of Incorporation and Bylaws:

**ARTICLES OF INCORPORATION
OF
THE OTTER PROJECT, INC.**

I

The name of this corporation is THE OTTER PROJECT, INC.

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.

III

The specific purpose of this corporation is to facilitate the recovery of the sea otter and to promote the sea otter as an indicator species for the health of the near-shore ecosystem through education of the general public and scientific research.

IV

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

Steve Shimek
3098 Stewart Court
Marina, CA 93933

V

This corporation is organized and operated exclusively for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and Section 214 of the California Revenue and Taxation Code. The assets of this corporation are irrevocably dedicated to the educational and scientific purposes that have established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

VI

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 any candidate for public office.

VII

The property of this corporation is irrevocably dedicated to educational and scientific purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

VIII

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for educational or scientific purposes and which has established its tax exempt status under IRC Section 501(c)(3).

Dated: November 28, 1998

Steven J. Shimek, Incorporator

**BY-LAWS OF
THE OTTER PROJECT, INC.
A NONPROFIT PUBLIC BENEFIT CORPORATION**

ARTICLE I - OFFICES

Section 1 - Principal Office

The corporation's principal office shall be located in Monterey County at such place as shall be designated, from time to time, by the Board of Directors (hereafter referred to as "Board").

Section 2 - Other Offices

This Corporation may also have offices at such other places, within the State of California as its business may require and as the Board may, from time to time, designate.

Section 3 – Change of Address

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

<u>475 Washington St, Suite A, Monterey</u>	Dated: <u>October 1, 2008</u>
_____	Dated: _____, 19__
_____	Dated: _____, 19__

ARTICLE II - PURPOSE

The primary purpose of this corporation is to facilitate the recovery of the sea otter and to promote the sea otter as an indicator species for the health of the near-shore ecosystem through education of the general public and scientific research.

ARTICLE III - MEMBERS

Section 1 - Members

The Corporation shall have no members.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - Powers of Directors

Subject to the limitations provided by the Articles of Incorporation or these By-laws, and California Nonprofit Corporation Law, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Each Director shall perform the duties of a Director, including the duties as a member of any committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 2 - Qualifications of Directors

Directorships are open to any person.

Section 3 - Number of Directors

The authorized number of Directors shall consist of not less than two (2) nor more than nine (9) voting members until changed by amendment to these By-laws. The Board shall fix the exact number of Directors, within these limits.

In addition to voting Directors, there may be one or more ex officio Directors who shall have all powers and privileges of Directors, except the right to vote.

Section 4 - Term of Office

To ensure continuity in leadership, half of the seats in the Corporation's first Board election will be for a term of one year and half for a term of two years. Subsequently, each board member shall serve for a term of two years. A Director may serve for successive terms.

Section 5 - Election

The Board of Directors shall be elected annually by the Board. Election shall be held at such time, place and in such manner as is determined by the Board.

Section 6 - Vacancies

A vacancy on the Board may be filled by the Board appointment of a successor to complete the term. If any Director has more than three unexcused absences at Board Meetings during their term, the Board may declare the Directorship vacant.

Section 7 - Compensation

Directors shall serve in a volunteer capacity without compensation. Directors may receive reimbursement for expenses incurred in connection with their duties as determined by the Board.

Section 8 - Resignation

Any Director may resign by giving written notice to the Board.

Section 9 - Meetings

Meetings of the Board shall be held at any place that has been designated by the Board. Regular meetings shall be held without call or notice on such dates and at such time as may be fixed by resolution of the Board.

The Chair or any two Directors may call special meetings for any purpose. Notice of special meetings shall be given to each Director by telephone at least 48 hours in advance or at least 4 days in advance by mail or fax.

Section 10 - Quorum

A majority of the authorized number of Directors shall constitute a quorum.

Section 11 - Telephone Conference Meetings

Members of the Board may participate in a meeting through the use of a conference call or similar communications equipment, so long as all members participating in such a meeting can hear one another.

Section 12 - Waiver of Notice

Any Director may waive notice of any meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 13 - Action Without A Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if the Board is polled and a majority consents in writing to the action.

ARTICLE V - COMMITTEES

Section 1 - Executive Committee

There shall be an Executive Committee that shall consist of the Executive Officers. The Executive Committee shall act for and on behalf of the Board between meetings of the Board, and shall report its actions to the Board at its next regular meeting.

Section 2 - Other Committees

The Board may establish other committees and task-oriented teams and delegate authority, as it deems necessary. At least two Directors shall be a member of each committee or team.

ARTICLE VI - OFFICERS

Section 1 - Number, Qualifications, Term and Election of Officers

The officers of this Corporation shall be a Chair, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, one or more Vice-Chairs and such other officers as it may deem appropriate. Any number of offices may be held concurrently by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as Chair.

Section 2 - Election

Officers shall be chosen annually by, and serve at the pleasure of, the Board, and shall hold their respective offices until resignation or until their respective successors are elected. Election of officers will take place at such time and place as designated by the Board.

Section 3 - Chair

The Chair is the chief executive officer and general manager of the Corporation and has, subject to the control of the Board, the general supervision, direction and control of the business and affairs of the Corporation.

Section 4 - Vice Chair

The Vice Chair, if elected, shall perform the duties of the Chair in the absence or disability of the Chair and shall perform such other duties as may be assigned by the Board.

Section 5 - Secretary

The Secretary shall keep, or cause to be kept, a book of minutes of meetings of members and of the Board, together with a copy of the corporation's Articles and By-laws, as amended to date, and shall perform such other duties as may be assigned by the Board.

Section 6 - Treasurer

The Treasurer is the Chief Financial Officer of the corporation and shall maintain, or cause to be maintained, adequate and correct accounts of properties and business transactions of the corporation. The Treasurer shall perform such other duties as may be assigned by the Board.

Section 7 - Vacancy

In the event that the office of Chair, Vice-Chair, Secretary or Treasurer or other office designated by the Board becomes vacant, the vacancy may be filled for the unexpired term by action of the sole remaining Directors in office.

ARTICLE VII - BOOKS AND RECORDS

At a location designated by the Board, the Corporation shall keep complete books and financial statements as well as records and summaries of proceedings of meetings of its Board and Committees.

ARTICLE VIII - OTHER PROVISIONS

Section 1 - Fiscal Year

The fiscal year of the Corporation shall begin on the First day of January in each year.

Section 2 - Indemnification

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person believed to be in the best interest of the corporation.

Section 3 – Dissolution of the Corporation upon attainment of goals.

The corporation shall be dissolved upon recovery of the southern sea otter population in California. Recovery shall be defined as delisting from the Endangered Species list and the sea otter population reaching 3,300 independent animals as censused by the US Biological Services.

ARTICLE IX - AMENDMENTS

These By-laws may be amended at any meeting by a majority vote of Directors then holding office.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of The Otter Project, Inc., a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of six (6) pages, as the Bylaws of this corporation.

Dated: February 15, 1999

Steven J. Shimek, Chair _____

Carolyn O'Donnell, Director _____

John Pearse, Director _____

Rachel Saunders, Director _____

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: February 15, 1999

Carolyn O'Donnell, Secretary _____

Changes to the Articles of Incorporation

SI 100 filed with Secretary of State changing the principal offices to 475 Washington St, Suite A, Monterey, CA 93940. Filed January 9, 2011

Amendments to the Bylaws

Article IV, Section 3 amended to read: "The authorized number of Directors shall consist of not less than two (2) nor more than nine (17) voting members until changed by amendment to these By-laws. The Board shall fix the exact number of Directors, within these limits.

Passed unanimously, 3/11/10