

2673896

ARTICLES OF INCORPORATION  
OF  
UNDERCURRENT

**FILED** *DML*  
in the office of the Secretary of State  
of the State of California  
SEP - 7 2004

*Kevin Shelley*  
KEVIN SHELLEY, SECRETARY OF STATE

I.

The name of this corporation is Undercurrent.

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 and charitable purposes.
- B. The specific purpose of this corporation is to educate and inform scuba divers about health and safety issues and diving opportunities, while supporting conservation projects important to divers.

III.

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

Kenneth L. Smith  
125 East Sir Francis Drake Blvd., Suite 200  
Larkspur, CA 94939

IV.

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code.
- B. 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.

V.

The property of this corporation is irrevocably dedicated to charitable purposes and not 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. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debt and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

Dated: September 1, 2004

*Kenneth L. Smith*  
Kenneth L. Smith, Incorporator