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MAY 6 1997

RESTATED ARTICLES OF INCORPORATION ~~By~~

SEA GRANT ASSOCIATION

~~By~~ *[Signature]*
184119

Pursuant to the provisions of Section 7-6-42 of the General Laws, 1956, as amended, the undersigned corporation executes the following Restated Articles of Incorporation for the purpose of restating its Articles of Incorporation as amended in a single instrument:

1. The name of the Corporation is Sea Grant Association (the "Corporation").
2. The period of its duration is perpetual.
3. The Corporation is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including the following:
 - A. To further the understanding, use, and conservation of marine and coastal resources (including those of the Great Lakes), and to encourage increased accomplishments and initiatives in related areas;
 - B. To increase the effectiveness of member institutions in their work on marine and coastal resource and environmental issues (including those of the Great Lakes);
 - C. To enhance the mutual capabilities and stimulate cooperation and unity of effort among members; and
 - D. To provide a forum for discussing programmatic issues and facilitating communication among members and with agencies, industry, and other interested parties.
4. The Corporation may engage in any and all other charitable activities permitted to an organization exempt from federal income tax under Section 501(c)(3) of the Code or corresponding future provisions of the federal tax law. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon nonprofit corporations in the State of Rhode Island.
5. No part of the income or principal of the Corporation shall inure to the benefit of any director or officer of this Corporation or any other private individual, except

that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it, and to make reasonable payments and distributions in furtherance of the aforementioned purposes of the Corporation. The Corporation shall not engage in any activity which is prohibited to a corporation exempt from federal income tax under Section 501(c)(3) of the Code or any corresponding future provision of the federal tax law. In accordance with the existing federal tax law, the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office by publishing or distributing statements, or in any other way. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

6. The Corporation may have one or more classes of voting members as provided for in the bylaws of the Corporation.
7. A statement as to the manner in which directors shall be elected or appointed shall be set forth in the bylaws of the Corporation.
8. Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or the termination of the Corporation are as follows:

Although the period of duration of the Corporation is perpetual, if for any reason the Corporation is to be dissolved or otherwise terminated, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the directors of the Corporation. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code. Any such assets not so distributed shall be disposed of by a Court of Competent Jurisdiction of the district or county in which the principal office of the Corporation is then located, exclusively for such exempt purposes within the meaning of Section 501(c)(3) of the Code or the corresponding section of any future federal tax code, or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such exempt purposes.

9. No person serving as an officer, director, employee or volunteer of the Corporation shall be liable to any person based solely on his or her conduct in the execution of

the office or duty, unless the conduct of the person constituted malicious, willful, or wanton misconduct.

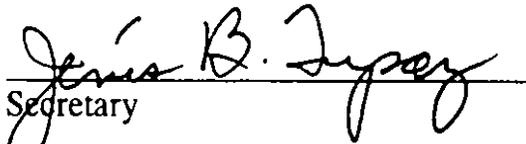
10. These Restated Articles of Incorporation correctly set forth the provisions of the Corporation's articles of incorporation, as heretofore amended, have been duly adopted as required by the Rhode Island Nonprofit Corporation Act, and supersede the original articles of incorporation and all prior amendments thereto.

IN WITNESS WHEREOF, the undersigned have executed these Restated Articles of Incorporation in duplicate this First day of February 1997.



President

ATTEST:



Secretary

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RECORDED
STATE OF RHODE ISLAND
CORPORATION