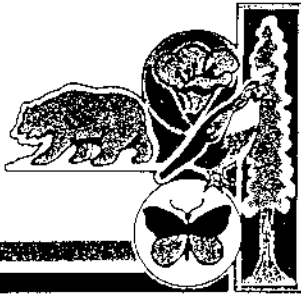


1889601



State  
of  
California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

JUN 19 1991



*March Fong Eu*

Secretary of State

1889601

ENDORSED  
FILED  
In the Office of the Secretary of State  
of the State of California

ARTICLES OF INCORPORATION

OF

JUN 14 1991

THE ESCONDIDO CREEK CONSERVANCY

MARCH FONG EU, Secretary of State

ONE: The name of this corporation is THE ESCONDIDO CREEK CONSERVANCY.

TWO: 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. The specific purposes for which this corporation is organized are the preservation and enhancement of open space lands located within the watershed of Escondido Creek and surrounding areas for educational, scientific, ecological and scenic opportunities.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is Martha L. Blane, 19828 Fortuna del Este, Escondido, California 92029;

FOUR: (a) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 180(c)(2) 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.

FIVE: The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

Name	Address
Richard S. Barker	19888 Fortuna del Este Escondido, California 92029
Martha L. Blane	19828 Fortuna del Este Escondido, California 92029
Deborah Bodnar-LeLevier	7030 Elfin Oaks Road Escondido, California 92029
Nancy L. Magistro	20561 Fortuna del Sur Escondido, California 92029
Thomas E. Montgomery	20710 Elfin Forest Road Escondido, California 92029
Blake H. McFeely	19939 Fortuna del Este Escondido, California 92029
Leonard A. Wittwer	19828 Fortuna del Este Escondido, California 92029

SIX: (a) The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

(b) On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for 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 charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Date: March 13, 1991  
Richard S. Barker  
Richard S. Barker, Director

Date: March 13, 1991  
Martha L. Blane  
Martha L. Blane, Director

Date: 03/13, 1991  
Deborah Bodnar-LeLevier  
Deborah Bodnar-LeLevier, Director

Date: 3/13, 1991  
Nancy L. Magistro  
Nancy L. Magistro, Director

Date: 3/13, 1991  
Thomas E. Montgomery  
Thomas E. Montgomery, Director

Date: 3/13, 1991  
Blake H. McFeely  
Blake H. McFeely, Director

Date: March 13, 1991  
Leonard A. Wittwer  
Leonard A. Wittwer, Director

We, the above-mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Richard S. Barker  
Richard S. Barker, Director

Martha L. Blane  
Martha L. Blane, Director

Deborah Bodnar-LeLevier  
Deborah Bodnar-LeLevier, Director

Nancy L. Magistro  
Nancy L. Magistro, Director

Thomas E. Montgomery  
Thomas E. Montgomery, Director

Blake H. McFeely  
Blake H. McFeely, Director

Leonard A. Wittwer  
Leonard A. Wittwer, Director