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

That on the 3rd day of March, 1989,

SANTA BARBARA BOTANIC GARDEN, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 29th day of October, 1987.

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

That the annexed transcript was prepared by and in this office from the record on file, 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 OCT 29 1987

[Signature]

MARCH FONG EU
Secretary of State
ARTICLES OF INCORPORATION

OF

SANTA BARBARA BOTANIC GARDEN, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the provisions of Title XXI, Part IV, Division First, of the Civil Code of the State of California, and we do hereby certify:

ARTICLE I.

That the name of the corporation shall be SANTA BARBARA BOTANIC GARDEN, INC.

ARTICLE II.

That the purposes for which this corporation is formed are as follows:

(a) To further the cause of natural history and art by the erection and maintenance of botanic gardens and free museums, and by the collection of such objects, whether natural or artificial as will pertain thereto, and by the dissemination of knowledge thereof.

(b) In pursuance of these objects, to solicit funds; to acquire and hold, encumber and transfer and/or sell or convey, real estate and personal property; to act as agent for other corporations, or persons, and to appoint or hire and employ agents; to erect and furnish buildings; to maintain and beautify gardens and grounds; to hire and employ servants; to establish and pay salaries, percentages or wages; to enter into and let contracts, to purchase or otherwise acquire objects of natural and/or historical history and art, and to sell and exchange the same.
for the sake of acquiring other material more desirable; to conduct expeditions or explorations of scientific quest; to subsidize scientific research; to publish reports, proceedings, bulletins or journals of science or art, or of divisions thereof; and in general to do any and all things conducive to the dissemination of knowledge of the sciences, and of art, or necessary to the realization of the purposes aforesaid, the whole to be conducted for the advantage, benefit and usufruct of the public, as from time to time determined by the Board of Trustees of said corporation hereinafter provided for.

(c) This corporation is one which does not contemplate pecuniary profit or gain to the members thereof.

ARTICLE III.
That the existence of this corporation is to be perpetual.

ARTICLE IV.
That the County in the State of California where the principal office for the transaction of the business of this corporation is to be located is Santa Barbara County.

ARTICLE V.
That the corporate powers, business and property of this corporation shall be exercised, conducted and controlled by a board of seven members who are to be selected in the mode and manner provided in the by-laws of this corporation, and the names of those who are appointed to manage the affairs of this corporation for the first year are:

<table>
<thead>
<tr>
<th>NAMES</th>
<th>RESIDENCES</th>
</tr>
</thead>
<tbody>
<tr>
<td>William Lassiter</td>
<td>Santa Barbara, California</td>
</tr>
</tbody>
</table>
Clara H. Gould  
Ellen S. Chamberlain  
Anne Stow-Fithian  
Helen S. Thorne  
Frederick B. Kellam  
Frank J. McCoy  
Santa Barbara, California  
Santa Barbara, California  
Santa Barbara, California  
Mt. Holyoke, New York  
Santa Barbara, California  
Santa Barbara, California

That the persons who are to act in the capacity of directors shall be given the title of trustees but they shall be subject to all laws of the state relating to directors except as otherwise provided. That the number of trustees may be changed by a by-law duly adopted by the members, and authority for such by-law is hereby given and conferred.

ARTICLE VI.

That the authorized number and qualification of members of this corporation, the definite classes of membership, if any, the property, voting and other rights and privileges of each class of membership and the liability of each or all classes to dues or assessments, and a method of collection thereof shall be set forth in the by-laws of this corporation; that there shall be issued to each member a certificate of membership.

ARTICLE VII.

That the by-laws of this corporation shall be adopted by the trustees named in the articles of incorporation, and thereafter be amended or repealed by any means provided in the by-laws.

IN WITNESS WHEREOF, the persons who are to act in the capacity of first directors of the corporation and are to be named trustees, have hereunto set their hands this 23rd day of February, 1939.

William J. Varian  
Clara H. Gould
STATE OF CALIFORNIA  
County of Santa Barbara  

On this 23rd day of February in the year one thousand nine hundred and thirty-nine, before me, MAPEL FEYROLD,  
a Notary Public in and for the said County of Santa Barbara,  
State of California, residing therein, duly commissioned and sworn, personally appeared William Lassiter, EDMUND E. BURKHART,  
Ellen C. Chamberlain, Anne Stow-Pithian, Helen S. Thorpe,  
Frederick B. Kellam and Frank J. McCoy, known to me to be the persons whose names are subscribed to the within instrument,  
and they severally acknowledged to me that they executed the same.  

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at my office in the said County of Santa Barbara, the day and year in this certificate first above written.  

MAPEL FEYROLD  
Notary Public in and for the County of Santa Barbara, State of California.
STATE OF CALIFORNIA
County of Santa Barbara

On this 21st day of February, in the year one thousand nine hundred and thirty-nine, before me, 

a Notary Public in and for the said County of Santa Barbara, State of California, residing therein, duly commissioned and sworn, personally appeared Clara B. Gould, known to me to be the person whose name is subscribed to the within instrument, and she acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at my office in the said County of Santa Barbara, the day and year in this certificate first above written.

[Signature]

Notary Public in and for the County of Santa Barbara, State of California.
Articles of Incorporation, and does hereby consent that Article Second of said Articles of Incorporation be amended by the addition of the foregoing provision, and does further authorize the President and Secretary of the Board of Trustees of said corporation to sign and verify by their oaths and file a certificate in the form and manner required by Sections 3670-3676 of the California Corporation Code, and in general to do any and all things necessary to effect said amendment in accord with Sections 3670-3674 of said Code.

In witness whereof, each of the undersigned has hereunto signed his or her name, on the respective dates set after each of the respective signatures, and each of us hereby states that he or she is entitled to one vote as of said respective dates, upon amendments to said articles of incorporation of the character of the foregoing amendment.

<table>
<thead>
<tr>
<th>Member</th>
<th>Date of Signature</th>
</tr>
</thead>
<tbody>
<tr>
<td>EDWARD H. STAHN</td>
<td></td>
</tr>
<tr>
<td>November 15, 1949</td>
<td></td>
</tr>
</tbody>
</table>
WRITTEN CONSENT OF MEMBERS TO
AMENDMENT OF ARTICLES OF INCORPORATION
OF SANTA BARBARA BOTANIC GARDEN, INC.,
A CALIFORNIA CORPORATION.

Whereas, at a regular meeting of the Board of Trustees
of Santa Barbara Botanic Garden, Inc., a California Corporation,
culy held at the Santa Barbara Foundation offices at No. 11 East
Carrillo Street, Santa Barbara, California, the same being a
regular series of meeting of said Board of Trustees in accordance
with the By-laws of the Corporation, on October 11th, 1940, at
3:30 p.m. of said day, at which meeting a majority of the members
of said Board of Trustees, such majority constituting a quorum of
said Board in accordance with the By-laws of the Corporation, were
at all times present and acting, an amendment to the articles of
incorporation of said corporation was adopted and approved by
resolution of said Board amending Article Second of said Articles
of Incorporation by adding thereto the following provision:

"(d) That the property of this corporation, including
assets held in trust, is irrevocably dedicated to religious,
hospital, scientific or charitable purposes, and upon the
liquidation, dissolution or abandonment of this corporation,
said property, including assets held in any trust, will not
inure to the benefit of any private person, but shall be
distributed to the University of California, an educational
institution, for the general uses and purposes of said
university; or if for any reason said University of California
is unable or unwilling to take the same, then said property,
including assets held in any trust, shall be distributed to
Santa Barbara Foundation, a California non-profit corporation,
for the general uses and purposes of said corporation; or if
for any reason said Santa Barbara Foundation is unable or
unwilling to take the same, then said property, including
assets held in any trust, shall be distributed to a fund,
foundation or corporation organized and operated for religious,
hospital, scientific or charitable purposes, or to the United
States of America, the State of California, or any political
subdivision of either thereof, as may be directed by the
Superior Court of the State of California, in and for the
County of Santa Barbara."

Now, therefore, each of the undersigned, together being
and constituting at least a majority of the members of said corpo-
ration, and being and constituting members of said corporation
holding at least a majority of the voting power thereof, does hereby
adopt, approve and consent to the foregoing amendment of said
Articles of Incorporation, and does hereby consent that Article Second of said Articles of Incorporation be amended by the addition of the foregoing provision, and does further authorize the President and Secretary of the Board of Trustees of said corporation to sign and verify by their oaths and file a certificate in the form and manner required by Sections 3870-3873 of the California Corporation Code, and in general to do any and all things necessary to effect said amendment in accord with Sections 3870-3874 of said Code.

In witness whereof, each of the undersigned has hereto signed his or her name, on the respective dates set after each of the respective signatures, and each does hereby state that he or she is entitled to one vote as of said respective dates, upon amendments to said articles of incorporation of the character of the foregoing amendment.

Member:               Date of Signature

MILDRED GLISS               Nov. 7, 1949
WRITTEN CONSENT OF MEMBERS TO AMENDMENT OF ARTICLES OF INCORPORATION OF SANTA BARBARA BOTANIC GARDEN, INC., A CALIFORNIA CORPORATION.

Whereas, at a regular meeting of the Board of Trustees of Santa Barbara Botanic Garden, Inc., a California Corporation, duly held at the Santa Barbara Foundation offices at No. 11 East Carrillo Street, Santa Barbara, California, the same being a regular class of meeting of said Board of Trustees in accordance with the By-laws of the Corporation, on October 21st, 19-40, at 3:30 p.m. of said day, at which meeting a majority of the members of said Board of Trustees, such majority constituting a quorum of said Board in accordance with the By-laws of the Corporation, were at all times present and voting, an amendment to the articles of incorporation of said corporation was adopted and approved by resolution of said Board amending Article Second of said Articles of Incorporation by adding thereto the following provision:

"(d) That the property of this corporation, including assets held in trust, is irrevocably dedicated to religious, hospital, scientific or charitable purposes, and upon the liquidation, dissolution or abandonment of this corporation, said property, including assets held in any trust, shall not be distributed to the University of California, an educational institution, for the general uses and purposes of said university; or if for any reason said University of California is unable or unwilling to take the same, then said property, including assets held in any trust, shall be distributed to Santa Barbara Foundation, a California non-profit corporation, for the general uses and purposes of said corporation; or if for any reason said Santa Barbara Foundation is unable or unwilling to take the same, then said property, including assets held in any trust, shall be distributed to a fund, foundation or corporation organized and operated for religious, hospital, scientific or charitable purposes, or to the United States of America, the State of California, or any political subdivision of either thereof, as may be directed by the Superior Court of the State of California, in and for the County of Santa Barbara."

Now, therefore, each of the undersigned, together being and constituting at least a majority of the members of said corporation, and being and constituting members of said corporation holding at least a majority of the voting power thereof, does hereby adopt, approve and consent to the foregoing amendment of said
Articles of Incorporation, and does hereby consent that Article Second of said Articles of Incorporation be amended by the addition of the foregoing provision, and does further authorize the President and Secretary of the Board of Trustees of said corporation to sign and verify by their oaths and file a certificate in the form and manner required by Sections 3670-3673 of the California Corporation Code, and in general to do all and all things necessary to effect said amendment in accord with Sections 3670-3674 of said Code.

In witness whereof, each of the undersigned has hereto signed his or her name, on the respective dates set after each of the respective signatures, and each does hereby state that he or she is entitled to one vote as of said respective dates, upon amendments to said Articles of Incorporation of the character of the foregoing amendment.

<table>
<thead>
<tr>
<th>Member</th>
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<tbody>
<tr>
<td>WALTER N. BRIGGS</td>
<td>Nov. 15, 1949</td>
</tr>
</tbody>
</table>


WRITTEN CONSENT OF MEMBERS TO
AMENDMENT OF ARTICLES OF INCORPORATION
OF SANTA BARBARA BOTANIC GARDEN, INC.,
A CALIFORNIA CORPORATION.

Whereas, at a regular meeting of the Board of Trustees
of Santa Barbara Botanic Garden, Inc., a California Corporation,
held at the Central Coast Foundation offices at No. 33 East
Carpinteria Street, Santa Barbara, California, the same being a
regular meeting of said Board of Trustees in accordance
with the By-Laws of the Corporation, on October 21st, 1947, at
3:30 p.m. of said day, at which meeting a majority of the members
of said Board of Trustees, such majority constituting a quorum
of said Board in accordance with the By-laws of the Corporation,
were all present and acting, an amendment to the articles of
incorporation of said corporation was adopted and approved by
resolution of said Board amending Article Second of said Articles
of Incorporation by adding thereto the following provision:

"(d) That the property of this corporation, including
assets held in trust, is irrevocably dedicated to religious,
hospital, scientific or charitable purposes, and upon the
liquidation, dissolution or abandonment of this corporation,
said property, including assets held in any trust, will not
inure to the benefit of any private person, but shall be
distributed to the University of California, an educational
institution, for the general uses and purposes of said
university, or if for any reason said University of California
is unable or unwilling to take the same, then said property,
including assets held in any trust, shall be distributed to
Santa Barbara Foundation, a California non-profit corporation,
for the general uses and purposes of said corporation; or if
for any reason said Santa Barbara Foundation is unable or
unwilling to take the same, then said property, including
assets held in any trust, shall be distributed to a fund,
foundation or corporation organized and operated for religious,
hospital, scientific or charitable purposes, or to the United
States of America, the State of California, or any political
subdivision of either thereof, as may be directed by the
Superior Court of the State of California, in aid for the
County of Santa Barbara."

Now, therefore, each of the undersigned, together being
and constituting at least a majority of the members of said corpo-
ation, and being and constituting members of said corporation
holding at least a majority of the voting power thereof, does hereby
adopt, approve and consent to the foregoing amendment of said
Articles of Incorporation, and does hereby consent that Article Second of said Articles of Incorporation be amended by the addition of the foregoing provision, and does further authorize the President and Secretary of the Board of Trustees of said corporation to sign and verify by their oaths and file a certificate in the form and manner required by Sections 3670-3673 of the California Corporation Code, and in general to do any and all things necessary to effect said amendment in accord with Sections 3670-3674 of said Code.

In witness whereof, each of the undersigned has hereto signed his or her name, or the respective names set after each of the respective signatures, and each does hereby state that he or she is entitled to the respective dates of said respective dates, upon amendments to said articles of incorporation of the character of the foregoing amendment.

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<tr>
<th>Member</th>
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<tbody>
<tr>
<td>HENRIETTA R. FRANCIS</td>
<td>November 15th, 1949</td>
</tr>
</tbody>
</table>
STATE OF CALIFORNIA
OFFICE OF
Franchise Tax Board
SACRAMENTO 14

January 17, 1955

Santa Barbara Botanic Garden, Inc.
Mission Canyon Road
Santa Barbara, California

$170651

Gentlemen:

RE: Exemption From Franchise Tax

It is the opinion of this office, based upon the evidence presented, that you are exempt from State franchise tax under the provisions of Section 23704d of the Revenue and Taxation Code, as it is shown that you are organized and operated exclusively as an educational organization.

Accordingly, you will not be required to file franchise tax returns unless you change the character of your organization, the purpose for which you were organized, or your method of operation. Any such changes should be reported immediately to this office in order that their effect upon your exempt status may be determined.

You will be required, however, to file annually, beginning with your current accounting period, an information return on Form 109 by the 15th day of the fifth month following the close of your fiscal year with this office so long as this exemption remains in effect. However, if you have income that is taxable under the provisions of Section 23771 of the Revenue and Taxation Code, a return on Form 109 must be filed by the 15th day of the third month following the close of your fiscal year. These forms may be obtained from this office or any of its branches.

Contributions made to you are deductible by the donors in arriving at their taxable net income in the manner and to the extent provided by Sections 17315, 17316, 17317, and 21122k of the Revenue and Taxation Code.

If the organization is not yet incorporated or has not yet qualified to do business in California, this approval will expire within thirty days unless incorporation or qualification is completed within such period.

Very truly yours,

John J. Campbell
Executive Director

By

Willen A. Hunt
Associate Tax Counsel

Mallison
- Secretary of State
I hereby certify that a meeting of the Board of Trustees of the Santa Barbara Botanic Garden, Inc., a corporation organized under the laws of the State of California, held the 10th day of December, 1964, at which a quorum was present and acting throughout, the following resolution was duly adopted and is now in full force and effect:

"RESOLVED, That any two of the following officers of this Corporation, viz: the President, Vice President, Treasurer, or Secretary be and they are hereby fully authorized and empowered to sell, assign, transfer, and deliver any and all shares of stocks, bonds, debentures, notes, evidences of indebtedness, or other securities now or hereafter standing in the name of or owned by this Corporation, and to make, execute, and deliver, any and all written instruments necessary or proper to effectuate the authority hereby conferred."

I further certify that the authority hereby conferred is not inconsistent with the Charter or Bylaws of this Corporation, and that the following is a true and correct list of the officers of the Corporation as of the present date.

Officers:

Mr. Forrest D. Wallace, President
Mr. Wilson Bradley, First Vice President
Mrs. Robert Jones, Second Vice President
Mr. William A. Benjamin, Third Vice President
Mrs. Elman R. Service, Secretary
Mr. William G. Myers, Treasurer

In witness whereof, I have hereunto set my hand and the seal of the said Corporation this 9th day of October 1990.

Mrs. Elman R. Service (Helen S.)
Secretary
Written Consent of Members to
Amendment of Articles of Incorporation
Of Santa Barbara Botanic Garden, Inc.,
A California Corporation.

Whereas, at a regular meeting of the Board of Trustees
of Santa Barbara Botanic Garden, Inc., a California Corporation,
duly held at the Santa Barbara Foundation offices at 333 East
Carrillo Street, Santa Barbara, California, the same being a
regular place of meeting of said Board of Trustees in accordance
with the By-Laws of the Corporation, on October 21st, 1945, at
3:30 p.m. of said day, at which meeting a majority of the members
of said Board of Trustees, such majority constituting a quorum of
said Board in accordance with the By-Laws of the Corporation, were
at all times present and acting, an amendment to the Articles of
Incorporation of said corporation was adopted and approved by
resolution of said Board amending Article Second of said Articles
of Incorporation by adding thereto the following provision:

"(2) That the property of this corporation, including
assets held in trust, is irrevocably dedicated to religious,
hospital, medical, scientific or charitable purposes, and upon the
liquidation, dissolution or abandonment of this corporation,
said property, including assets held in any trust, will not
inure to the benefit of any private person, but shall be
distributed to the University of California, an educational
institution, for the general uses and purposes of said
university; or if for any reason said University of California
is unable or unwilling to take the same, then said property,
including assets held in any trust, shall be distributed to the
Santa Barbara Foundation, a California non-profit corporation,
for the general uses and purposes of said corporation; or if
for any reason said Santa Barbara Foundation is unable or
unwilling to take the same, then said property, including
assets held in any trust, shall be distributed to a fund,
foundation or corporation organized and operated for religious,
hospital, scientific or charitable purposes, or to the United
States of America, the State of California, or any political
subdivision of either thereof, as may be directed by the
Superior Court of the State of California, in and for the
County of Santa Barbara."

Now, therefore, each of the undersigned, together being
and constituting at least a majority of the members of said corpo-
ration, and being and constituting members of said corporation
holding at least a majority of the voting power thereof, does hereby
adopt, approve and consent to the foregoing amendment of said
Articles of Incorporation, and does hereby consent that Articles Second of said Articles of Incorporation be amended by the addition of the foregoing provision, and does further authorize the President and Secretary of the Board of Trustees of said corporation to sign and verify by their oaths and file a certificate in the form and manner required by Sections 3670-3673 of the California Corporation Code, and in general to do any and all things necessary to effect said amendment in accord with Sections 3670-3674 of said Code.

In witness whereof, each of the undersigned has hereto signed his or her name, on the respective dates set after each of the respective signatures, and each does hereby state that he or she is entitled to one vote as of said respective dates, upon amendments to said articles of incorporation of the character of the foregoing amendment.

<table>
<thead>
<tr>
<th>Member</th>
<th>Date of Signature</th>
</tr>
</thead>
<tbody>
<tr>
<td>C. L. VIVIAN</td>
<td>November 11, 1949</td>
</tr>
<tr>
<td>GRACE H. LLOYD</td>
<td>November 11, 1949</td>
</tr>
<tr>
<td>SELLA BULLARD</td>
<td>November 11, 1949</td>
</tr>
<tr>
<td>CAROLINE P. GREEN</td>
<td>November 11, 1949</td>
</tr>
<tr>
<td>HUGH J. WELDON</td>
<td>November 11, 1949</td>
</tr>
<tr>
<td>W. H. BARKER</td>
<td>November 11, 1949</td>
</tr>
<tr>
<td>DOROTHY CROFTON-ATKINS</td>
<td>November 11, 1949</td>
</tr>
<tr>
<td>W. BODDY</td>
<td>November 11, 1949</td>
</tr>
<tr>
<td>CHARLES A. STORKE 2nd</td>
<td>November 11, 1949</td>
</tr>
</tbody>
</table>
WRITTEN CONSENT OF MEMBERS TO
AMENDMENT OF ARTICLES OF INCORPORATION
OF SANTA BARBARA BOTANIC GARDEN, INC.,
A CALIFORNIA CORPORATION.

Whereas, at a regular meeting of the Board of Trustees
of Santa Barbara Botanic Garden, Inc., a California Corporation,
duly held at the Santa Barbara Foundation offices at No. 333 East
Carrillo Street, Santa Barbara, California, the same being a
regular place of meeting of said Board of Trustees in accordance
with the By-laws of the Corporation, on October 21st, 1947, at
3:30 P.M. of said day, at which meeting a majority of the members
of said Board of Trustees, such majority constituting a quorum
of said Board in accordance with the By-laws of the Corporation, were
at all times present and acting, an amendment to the Articles of
incorporation of said corporation was adopted and approved by
resolution of said Board amending Article Second of said Articles
of Incorporation by adding thereto the following provision:

"(d) That the property of this corporation, including
assets held in trust, is irrevocably dedicated to religious,
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liquidation, dissolution or abandonment of this corporation,
said property, including assets held in any trust, will not
inure to the benefit or any private person, but shall be
distributed to the University of California, an academic
institution, for the general uses and purposes of said
university; or if for any reason said University of California
is unable or unwilling to take the same, then said property,
including assets held in any trust, shall be distributed to
Santa Barbara Foundation, a California non-profit corporation,
for the general uses and purposes of said corporation; or if
for any reason said Santa Barbara Foundation is unable or
unwilling to take the same, then said property, including
assets held in any trust, shall be distributed to a fund,
foundation or corporation organized and operated for religious,
hospital, scientific or charitable purposes, or to the United
States of America, the State of California, or any political
subdivision of either thereof, as may be directed by the
Superior Court of the State of California, in and for the
County of Santa Barbara."

Now, therefore, each of the undersigned, together being
and constituting at least a majority of the members of said corpora-
tion, and being and constituting members of said corporation
holding at least a majority of the voting power thereof, does hereby
adopt, approve and consent to the foregoing amendment of said
Articles of Incorporation, and does hereby consent that Articles Second of said Articles of Incorporation be amended by the addition of the foregoing provision, and does further authorize the President and Secretary of the Board of Trustees of said corporation to sign and verify by their oaths and file a certificate in the form and manner required by Sections 3670-3673 of the California Corporation Code, and in general to do any and all things necessary to effect said amendment in accord with Sections 3670-3674 of said Code.

In witness whereof, each of the undersigned has hereunto signed his or her name, on the respective dates set after each of the respective signatures, and each does hereby state that he or she is entitled to one vote as of said respective dates, upon amendments to said Articles of Incorporation of the character of the foregoing amendment.

Member. Date of Signature

HARRY A. JACKSON November 15th, 1949

[Blank lines]
WRITTEN CONSENT OF MEMBERS TO
AMENDMENT OF ARTICLES OF INCORPORATION
OF SANTA BARBARA BOTANIC GARDEN, INC.,
A CALIFORNIA CORPORATION.

Whereas, at a regular meeting of the Board of Trustees of Santa Barbara Botanic Garden, Inc., a California Corporation, duly held at the Santa Barbara Foundation office at 501 East Cárillo Street, Santa Barbara, California, the same being a regular place of meeting of said Board of Trustees in accordance with the By-laws of the Corporation, on October 21st, 1941, at 3:30 p.m. of said day, at which meeting a majority of the members of said Board of Trustees, such majority constituting a quorum of said Board in accordance with the By-laws of the Corporation, were at all times present and acting, an amendment to the articles of incorporation of said corporation was adopted and approved by resolution of said Board amending Article Second of said Articles of Incorporation by adding thereto the following provision:

"(d) That the property of this corporation, including assets held in trust, is irrevocably dedicated to religious, hospital, scientific or charitable purposes, and upon the liquidation, dissolution or abandonment of this corporation, such property, including assets held in any trust, will not accrue to the benefit of any private person, but shall be distributed to the University of California, an educational institution, for the general use and purposes of said university; or if for any reason said University of California is unable or unwilling to take the same, then said property, including assets held in any trust, shall be distributed to Santa Barbara Foundation, a California non-profit corporation, for the general use and purposes of said corporation; or if for any reason said Santa Barbara Foundation is unable or unwilling to take the same, then said property, including assets held in any trust, shall be distributed to a fund, foundation or corporation organized and operated for religious, hospital, scientific or charitable purposes, or to the United States of America, the State of California, or any political subdivision of either thereof, as may be directed by the Superior Court of the State of California, in and for the County of Santa Barbara."

Now, therefore, each of the undersigned, together being and constituting at least a majority of the members of said corporation, and being and constituting members of said corporation holding at least a majority of the voting power thereof, does hereby adopt, approve and consent to the foregoing amendment of said
Articles of Incorporation, and does hereby consent that Article
Second of said Articles of Incorporation be amended by the addition
of the foregoing provision, and does further authorize the President
and Secretary of the Board of Trustees of said corporation to
sign and verify by their names and file a certificate in the form
and manner required by Sections 3670-3673 of the California Cor-
poration Code, and in general to do any and all things necessary
to effect said amendment in accord with Sections 3670-3674 of said
Code.

In witness whereof, each of the undersigned has hereto
signed his or her name, on the respective dates set after each of
the respective signatures, and each does hereby state that he or she
is entitled to one vote as of said respective dates, upon amendments
to said Articles of Incorporation of the character of the foregoing
Amendment.

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<th>Member</th>
<th>Date of Signature</th>
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<tbody>
<tr>
<td>WALT MORTON</td>
<td>11/15 - 1949</td>
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</table>
WRITTEN CONSENT OF MEMBERS TO
AMENDMENT OF ARTICLES OF INCORPORATION
OF SANTA BARBARA BOTANIC GARDEN, INC.,
A CALIFORNIA CORPORATION.

Whereas, at a regular meeting of the Board of Trustees of Santa Barbara Botanic Garden, Inc., a California Corporation, duly held at the Santa Barbara Foundation offices at No. 11 East Carrillo Street, Santa Barbara, California, the same being a regular gathering of meeting of said Board of Trustees in accordance with the By-laws of the Corporation, on October 21st, 1949, at 5:30 p.m. of said day, at which meeting a majority of the members of said Board of Trustees, such majority constituting a quorum of said Board in accordance with the By-laws of the Corporation, were at all times present and acting, an amendment to the articles of incorporation of said corporation was adopted and approved by resolution of said Board amending Article Second of said Articles of Incorporation by adding thereto the following provision:

"(d) That the property of this corporation, including assets held in trust, is irrevocably dedicated to religious, hospital, scientific or charitable purposes, and upon the liquidation, dissolution or abandonment of this corporation, said property, including assets held in any trust, will not inure to the benefit of any private person, but shall be distributed to the University of California, an educational institution, for the general uses and purposes of said university; or if for any reason said University of California is unable or unwilling to take the same, then said property, including assets held in any trust, shall be distributed to Santa Barbara Foundation, a California non-profit corporation, for the general uses and purposes of said corporation; or if for any reason said Santa Barbara Foundation is unable or unwilling to take the same, then said property, including assets held in any trust, shall be distributed to a fund, foundation or corporation organized and operated for religious, hospital, scientific or charitable purposes, or to the United States of America, the State of California, or any political subdivision of either thereof, as may be directed by the Superior Court of the State of California, in and for the County of Santa Barbara."

NOW, therefore, each of the undersigned, together being and constituting at least a majority of the members of said corporation, and being and constituting members of said corporation holding at least a majority of the voting power thereof, does hereby adopt, approve and consent to the foregoing amendment of said
Articles of Incorporation, and does hereby consent that Article Second of said Articles of Incorporation be amended by the addition of the foregoing provision, and does further authorize the President and Secretary of the Board of Trustees of said corporation to sign and verify by their oaths and file a certificate in the form and manner required by Sections 3870-3874 of the California Corporation Code, and in general to do any and all things necessary to effect said amendment in accord with Sections 3870-3874 of said Code.

In witness whereof, each of the undersigned has heretofore signed his or her name, on the respective dates set after each of the respective signatures, and each does hereby state that he or she is entitled to one vote as of said respective dates, upon amendments to said articles of incorporation of the character of the foregoing amendment.

Member.                                      Date of Signature

______________________________               ____________________
LOUIS LANCASTER                                      Nov. 14, 1949

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WRITTEN CONSENT OF MEMBERS TO
AMENDMENT OF ARTICLES OF INCORPORATION
OF SANTA BARBARA BOTANIC GARDEN, INC.,
A CALIFORNIA CORPORATION.

Whereas, at a regular meeting of the Board of Trustees
of Santa Barbara Botanic Garden, Inc., a California Corporation,
July 22, 1960 at the Santa Barbara Foundation offices at No.1 East
Carrillo Street, Santa Barbara, California, the same being a
regular meeting of said Board of Trustees in accordance
with the By-Laws of the Corporation, on October 26th, 1949, at
3:30 p.m. of said day, at which meeting a majority of the members
of said Board of Trustees, such majority constituting a quorum
of said Board in accordance with the By-Laws of the Corporation,
were at all times present and acting, an amendment to the articles
of incorporation of said corporation was adopted and approved by
resolution of said Board amending Article Second of said Articles
of Incorporation by adding thereto the following provision:

"(d) That the property of this corporation, including
assets held in trust, is irrevocably dedicated to religious,
hospital, scientific or charitable purposes, and upon the
liquidation, dissolution or abandonment of this corporation,
said property, including assets held in any trust, will not
inure to the benefit of any private person, but shall be
distributed to the University of California, an educational
institution, for the general uses and purposes of said
university; or if for any reason said University of California
is unable or unwilling to take the same, then said property,
including assets held in any trust, shall be distributed to
Santa Barbara Foundation, a California non-profit corporation,
for the general uses and purposes of said corporation; or if
for any reason said Santa Barbara Foundation is unable or
unwilling to take the same, then said property, including
assets held in any trust, shall be distributed to a fund,
foundation or corporation organized and operated for religious,
hospital, scientific or charitable purposes, or to the United
States of America, the State of California, or any political
subdivision of either thereof, as may be directed by the
Superior Court of the State of California, in and for the
County of Santa Barbara."

Now, therefore, each of the undersigned, together being
and constituting at least a majority of the members of said corporation,
and being and constituting members of said corporation
holding at least a majority of the voting power thereof, does hereby
adopt, approve and consent to the foregoing amendment of said
CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF SANTA BARBARA BOTANIC GARDEN, INC., A CALIFORNIA CORPORATION.

The undersigned, Sellar Billard, and Charles A. Stone 2nd, do hereby certify and declare that they are, respectively, and have been at all times herein mentioned, the duly elected and acting President and Secretary of the Board of Trustees of Santa Barbara Botanic Garden, Inc., a California Corporation, and they do further certify and declare:

One: That at a regular meeting of the Board of Trustees of said Corporation, duly held at the Santa Barbara Foundation offices at No. 41 East Carrillo Street, Santa Barbara, California, the same being a regular place of meeting of said Board or Trustees in accordance with the By-laws of the Corporation, on the 31st day of October, 1949, at the hour of 3:30 P.M., at which meeting there was at all times present and acting a majority of the members of said Board of Trustees, such majority constituting a quorum of said Board in accordance with the By-laws of the Corporation, the following resolutions were adopted by unanimous vote of all the members of said Board then present and acting, namely:

Whereas, it is deemed by the Board of Trustees of this Corporation to be to its best interests and the best interests of the members that its articles of incorporation be amended in the manner in this resolution set forth:

Now, therefore, be it resolved that the Articles of Incorporation of Santa Barbara Botanic Garden, Inc., a California Corporation, be amended by adding to Article Second A, said Articles the following provision:

"(d) That the property of this corporation, including assets held in trust, is irrevocably dedicated to religious, hospital, scientific or charitable purposes, and upon the liquidation, dissolution or abandonment of this corporation, said property, including assets held in any trust, will not inure to the benefit of any individual person, but shall be distributed to the University of California, an educational institution, for the general use and purposes of said university; or if for any reason said University of California is unable or unwilling to take the same, then said property, including assets held in any trust, shall be distributed to
Santa Barbara Foundation, a California non-profit corporation, for the general uses and purposes of said corporation; or if for any reason said Santa Barbara Foundation is unable or unwilling to take the same, then said property, including assets held in any trust, shall be distributed to a fund, foundation or corporation organized and operated for religious, hospital, scientific or charitable purposes, or to the United States of America, the State of California, or any political subdivision of either thereof, as may be directed by the Superior Court of the State of California, in and for the County of Santa Barbara."

And RESOLVED further that the Board of Trustees of this corporation hereby adopts and approves said amendment of its articles of incorporation.

And RESOLVED further that the President and Secretary of this Board be, and they are hereby, authorized and directed to procure the adoption and approval of the foregoing amendment by the vote or written consent of the members of this corporation holding at least a majority of the voting power, taken or procured in accordance with the provisions of the by-laws of this corporation, and thereafter to sign and verify by their oaths and to file a certificate in the form and manner required by Sections 3670-3673 of the California Corporations Code, and in general to do any and all things necessary to effect said amendment in accordance with Sections 3670-3674 of said Code.

Two: That the foregoing is a full, true and correct copy of the resolutions so adopted at said regular meeting, and that said resolutions so adopted remain in full force and effect, and have not been revoked.

Three: That said corporation has no capital stock, but has members, and that the total number of the members of said corporation who are entitled, under the by-laws of said corporation, to vote on, or consent to, the adoption of amendments to the articles of incorporation is 21, each of whom is entitled to one vote.

Four: That Article Second of the Articles of Incorporation of said corporation has been amended by the written consents of 18 members of said corporation, which consents have been filed, and are now on file, with the Secretary of the Board of Trustees of said Corporation, a copy of the form of which consents is attached hereto, marked Exhibit A and made a part hereof by reference, and by the resolutions of the Board of Trustees of said
Corporation hereinafore set forth, by adding to said Article Second of said Articles of Incorporation the following provision:

"(d) That the property of this corporation, including assets held in trust, is irrevocably dedicated to religious, hospital, scientific or charitable purposes, and upon the liquidation, dissolution or abandonment of this corporation, said property, including assets held in any trust, will not inure to the benefit of any private person, but shall be distributed to the University of California, an educational institution, for the general uses and purposes of said university; or if for any reason said University of California is unable or unwilling to take the same, then said property, including assets held in any trust, shall be distributed to Santa Barbara Foundation, a California non-profit corporation, for the general uses and purposes of said corporation; or if for any reason said Santa Barbara Foundation is unable or unwilling to take the same, then said property, including assets held in any trust, shall be distributed to the State of California, to the United States of America, the State of California, or to the United States of America, the State of California, or any political subdivision of either thereof, as may be directed by the Superior Court of the State of California, in and for the County of Santa Barbara."

Five: That said consents set forth the wording of the proposed amendment to Article Second of the Articles of Incorporation of said corporation as immediately hereinafore set forth.

Six: That the seal of said corporation is affixed hereto by authority of said resolutions.

Seven: That said President and Secretary have been authorized by the above-mentioned resolutions of the Board of Trustees, and by said consents, to make this certificate, and to do all things necessary to comply with Sections 1070 to 1674 inclusive of the Corporations Code of the State of California.

Eight: That each of the persons who has signed said consents is a member in good standing, as of the respective dates of signing such consents by each of such persons, of said Corporation.

Nine: That this certificate is executed for the purpose of complying with the provisions of Sections 1670-1673 of the California Corporation Code.

IN WITNESS WHEREOF, the undersigned have executed this
certificate of amendment, pursuant to the authorization contained in the said resolution of the Board of Trustees, and in the written consents of the members, of said corporation, this 11th day of November, 1949.

Sellar Bullard
President of the Board of Trustees.

Charles A. Storke
Secretary of the Board of Trustees.

State of California,
County of Santa Barbara.

Sellar Bullard and Charles A. Storke, 2nd, being first duly sworn, each for himself depose and say:

That said Sellar Bullard is, and was at all the times mentioned in the foregoing certificate of amendment, the President of the board of Trustees of Santa Barbara Botanic Garden, Inc., the California Corporation therein mentioned, and said Charles A. Storke, 2nd, is, and was at all said times, the Secretary of said Board of Trustees; and that each of them has read said certificate and that the statements therein made are true of his own knowledge, and that the signatures purporting to be the signatures of said President and of said Secretary thereto are the genuine signatures of said President and Secretary, respectively.

Sellar Bullard

Subscribed and sworn to before me this 11th day of November, 1949.

Eunice S. Williams
Notary Public in and for the County of Santa Barbara, State of California.

No Commission Expires Nov. 23, 1951.
W R I T E N   C O N S E N T   O F   M E M B E R S   T O
A M E N D M E N T   O F   A R T I C L E S   O F   I N C O R P O R A T I O N

W H E R E A S ,   a t   a   r e g u l a r   m e e t i n g   o f   t h e   B o a r d   o f   T r u s t e e s
o f   S a n t a   B a r b a r a   E s t a t e   G a s t e n ,   I n c . ,   a   C a l i f o r n i a   C o r p o r a t i o n ,
s u c h   b e i n g   a   r e g u l a r   m e e t i n g   o f   t h e   B o a r d   o f   T r u s t e e s   i n   a c c o r d a n c e
w i t h   t h e   B y - l a w s   o f   t h e   C o r p o r a t i o n ,   o n   O c t o b e r   1 5 t h ,   1 9 4 7 ,   a t
3 : 3 0   p m   o f   t h a t   d a y ,   a t   w h i c h   m e e t i n g   m a j o r i t y   o f   t h e   m e m b e r s
o f   t h e   B o a r d   o f   T r u s t e e s ,   s u c h   m a j o r i t y   c o n s t i t u t i n g   a   m a j o r i t y   o f
s a i d   B o a r d   i n   a c c o r d a n c e   w i t h   t h e   B y - l a w s   o f   t h e   C o r p o r a t i o n ,   w e r e
a t   a l l   t i m e s   p r e s e n t   a n d   t e s t i f i n g ,   a n   a m e n d m e n t   t o   t h e   a r t i c l e s
o f   i n c o r p o r a t i o n   o f   s a i d   c o r p o r a t i o n   w a s   a d o p t e d   a n d   a p p r o v e d   b y
r e s o l u t i o n   o f   s a i d   B o a r d   e m e n d i n g   A r t i c l e   S e c t o n   o f   s a i d   A r t i c l e s
o f   I n c o r p o r a t i o n   b y   a d d i n g   t h e   f o l l o w i n g   p r o v i s i o n :

"(d)   T h a t   t h e   p r o p e r t y   o f   t h i s   c o r p o r a t i o n ,   i n c l u d i n g
a s e t s   h e l d   i n   t r u s t ,   i s   i n r e v o c a b l e   d e d i c a t e d   t o   r e l i g i o n ,
h o s p i t a l ,   s c i e n t i f i c   o r   c h a r i t a b l e   p u r p o s e s ,   a n d   u p o n   t h e
l i q u i d a t i o n ,   d i s s o l u t i o n   o r   a b a n d o n m e n t   o f   t h i s   c o r p o r a t i o n ,
s a i d   p r o p e r t y ,   i n c l u d i n g   a s e t s   h e l d   i n   t r u s t ,   w i l l   n o t
i n c r e a s e   t o   t h e   b e n e f i t   o f   a n y   p r i v a t e   p e r s o n ,   b u t   s h a l l   b e
d i s t r i b u t e d   t o   t h e   U n i v e r s i t y   o f   C a l i f o r n i a ,   a   e d u c a t i o n a l
i n s t i t u t i o n ,   f o r   t h e   g e n e r a l   u s e s   a n d   p u r p o s e s   o f   s a i d
u n i v e r s i t y ;   o r   i f   f o r   a n y   r e a s o n   s a i d   U n i v e r s i t y   o f   C a l i f o r n i a
i s   u n a b l e   o r   u n w i l l i n g   t o   t a k e   t h e   s a m e ,   t h e n   s a i d   p r o p e r t y,
i n c l u d i n g   a s e t s   h e l d   i n   t r u s t ,   s h a l l   b e   d i s t r i b u t e d   t o   S a n t a
B a r b a r a   F o u n d a t i o n ,   a   C a l i f o r n i a   n o n - p r o f i t   c o r p o r a t i o n ,
 f o r   t h e   g e n e r a l   u s e s   a n d   p u r p o s e s   o f   s a i d   c o r p o r a t i o n ;   o r   i f
f o r   a n y   r e a s o n   s a i d   S a n t a   B a r b a r a   F o u n d a t i o n   i s   u n a b l e   o r
u n w i l l i n g   t o   t a k e   t h e   s a m e ,   t h e n   s a i d   p r o p e r t y ,   i n c l u d i n g
a s e t s   h e l d   i n   t r u s t ,   s h a l l   b e   d i s t r i b u t e d   t o   a   f a n d,
f o u n d a t i o n   o r   c o r p o r a t i o n   o r s t a t e ,   o r   f o r   r e l i g i o n ,   s c i e n t i f i c,
h o s p i t a l ,   s c i e n t i f i c   o r   c h a r i t a b l e   p u r p o s e s ,   o r   t o   t h e   U n i t e d
S t a t e s   o f   A m e r i c a ,   t h e   S t a t e   o f   C a l i f o r n i a ,   o r   a   p o l i t i c a l
s u b d i v i s i o n   o f   e i t h e r   t h e r e f o r e ,   s h a l l   b e   d i r e c t e d   b y   t h e
S u p e r i o r   C o u r t   o f   t h e   S t a t e   o f   C a l i f o r n i a ,   i n   a n d   f o r   t h e
C o u n t y   o f   S a n t a   B a r b a r a . "

N o w ,   t h e r e f o r e ,   e a c h   o f   t h e   u n d e r s i g n e d ,   t o g e t h e r   b e i n g
a n d   c o n s t i t u t i n g   a t   l e a s t   a   m a j o r i t y   o f   t h e   m e m b e r s   o f   s a i d
c o r p o r a t i o n ,   a n d   b e i n g   a n d   c o n s t i t u t i n g   m e m b e r s   o f   s a i d   c o r p o r a t i o n
h e l d i n g   a t   l e a s t   a   m a j o r i t y   o f   t h e   v o t i n g   p o w e r   t h e r e f o r e ,   d o e s
h e r e b y
a d o p t ,   a p p r o v e   a n d   c o n s e n t   t o   t h e   f o l l o w i n g   a m e n d m e n t   o f   s a i d
Articles of Incorporation, and does hereby consent that Article Second of said Articles of Incorporation be amended by the addition of the foregoing provision, and does further authorize the President and Secretary of the Board of Trustees of said corporation to sign and verify by their oaths and file a certificate in the form and manner required by Sections 3670-3673 of the California Corporation Code, and in general to do any and all things necessary to effect said amendment in accord with Sections 3570-3674 of said Code.

In witness whereof, each of the undersigned has heretofore signed his or her name, on the respective dates set after each of the respective signatures, and each does hereby state that he or she is entitled to one vote as of said respective dates, upon amendments to said Articles of Incorporation of the character of the foregoing amendment.

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<th>Name</th>
<th>Date of Signature</th>
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<tr>
<td>BEATRIZ PARRAND</td>
<td>Nov. 4, 1949</td>
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WRITEEN CONSENT OF MEMBERS TO
AMENDMENT OF ARTICLES OF INCORPORATION
OF SANTA BARBARA BOTANIC GARDEN, INC.,
A CALIFORNIA CORPORATION.

Whereas, at a regular meeting of the Board of Trustees
of Santa Barbara Botanic Garden, Inc., a California Corporation,
held at the Santa Barbara Foundation offices at 521 East
Venture Street, Santa Barbara, California, on the
6th day of October, 1949, at 3:30 p.m., at which meeting a majority of the members
of said Board of Trustees, such majority constituting a quorum of
said Board in accordance with the By-Laws of the Corporation, were
at all times present and acting, an amendment to the articles of
incorporation of said corporation was adopted and approved by
resolution of said Board amending Article Second of said Articles
of Incorporation by adding thereto the following provision:

"[1] That the property of this corporation, including
assets held in trust, is irrevocably dedicated to religious,
hospital, scientific or charitable purposes, and upon the
termination, dissolution or abandonment of this corporation,
said property, including assets held in any trust, will
inure to the benefit of any private person, but shall be
distributed to the University of California, an educational
institution, for the general uses and purposes of said
university; or if for any reason such University of California
is unable or unwilling to take the same, then said property,
including assets held in any trust, shall be distributed to
Santa Barbara Foundation, a California non-profit corporation,
for the general uses and purposes of said corporation; or if
for any reason said Santa Barbara Foundation is unable or
unwilling to take the same, then said property, including
assets held in any trust, shall be distributed to a fund,
trust, foundation or corporation organized and operated for religious,
hospital, scientific or charitable purposes, or to the United
States of America, the State of California, or any political
subdivision of either thereof, as may be directed by the
Superior Court of the State of California, in and for the
County of Santa Barbara."

Now, therefore, each of the undersigned, together being
and constituting at least a majority of the members of said corporation,
and being and constituting members of said corporation
holding at least a majority of the voting power thereof, do hereby
adopt, approve and consent to the foregoing amendment of said
Articles of Incorporation, and does hereby consent that Article Second of said Articles of Incorporation be amended by the addition of the foregoing provision, and does further authorize the President and Secretary or the Board of Trustees of said corporation to sign and verify by their oaths and file a certificate in the form and manner required by Sections 3670-3673 of the California Corporation Code, and in general to do any and all things necessary to effect said amendment in accord with Sections 3670-3674 of said Code.

In witness whereof, each of the undersigned has hereto signed his or her name, at the respective dates set after each of the respective signatures, and each does hereby state that he or she is entitled to one vote as of said respective dates, upon amendments to said articles of incorporation of the corporation of the foregoing amendment.

Member. Date of Signature

Mrs. Oakland THORNE (HELEN C.) Nov. 2, 1949
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 OCT 1, 1990.

[Signature]

Secretary of State
SECOND RESTATED ARTICLES OF INCORPORATION

SANTA BARBARA BOTANIC GARDEN, INC.

Forrest D. Wallace and Helen S. Service certify that:

1. They are the president and the secretary, respectively, of SANTA BARBARA BOTANIC GARDEN, INC., a California nonprofit public benefit corporation.

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

I

The name of this corporation is SANTA BARBARA BOTANIC GARDEN, INC.

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 purposes of this corporation are to establish and maintain botanic gardens for public, charitable and scientific purposes.

III

A. This corporation is organized and operated exclusively for public, charitable and scientific purposes within the meaning of Section 501(c)(3) of the 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.
IV

The property of this corporation is irrevocably dedicated to charitable or 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. Upon the dissolution or winding up of the corporation, its assets remaining after payment, 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 or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Trustees.

4. The corporation has no members.

5. We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate of Restatement are true and correct of our own knowledge.

Dated: Sept 1, 1990

Forrest D. Wallace,
President

Helen S. Service,
Secretary