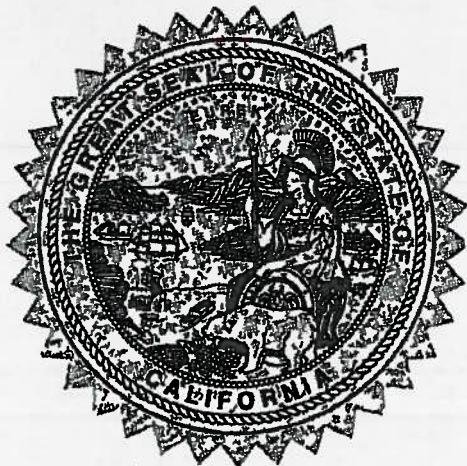


SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, 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 day of



DEC - 4 2000

Bill Jones

Secretary of State

2321544

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

NOV 29 2000

BILL JONES, Secretary of State

**ARTICLES OF INCORPORATION
OF**

MONROVIA WILDERNESS PRESERVE FOUNDATION, INC

I

The name of this corporation is

MONROVIA WILDERNESS PRESERVE FOUNDATION, 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 of the State of California for charitable purposes.

B The specific purpose of this corporation is to promote social welfare by protecting and preserving precious natural resources, rare and endangered plant species, riparian woodland and other dwindling wildlife habitats in and near the City of Monrovia.

III

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

**Michael G Colantuono, Esq
Richards, Watson & Gershon
333 South Hope Street
Los Angeles, California 90071-1469**

IV

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 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 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 provisions for payment, of all debts and liabilities of this corporation shall be distributed to the City of Monrovia, California for public purposes.

DATED November 20, 2000

By


Michael G. Colantuono, Incorporator



DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
FRESNO CA 93888

DATE OF THIS NOTICE 01-26-2001
NUMBER OF THIS NOTICE CP 575 F
EMPLOYER IDENTIFICATION NUMBER 95-4839197
FORM SS-4
8916808052 0

X

MONROVIA WILDERNESS PRESERVE
% MICHAEL COLANTUONO
415 S IVY AVE
MONROVIA CA 91016

FOR ASSISTANCE CALL US AT
1-800-829-1040

OR WRITE TO THE ADDRESS
SHOWN AT THE TOP LEFT

IF YOU WRITE, ATTACH THE
STUB OF THIS NOTICE

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER (EIN)

Thank you for your Form SS-4, Application for Employer Identification Number (EIN). We assigned you EIN 95-4839197. This EIN will identify your business account, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

Use your complete name and EIN shown above on all federal tax forms, payments and related correspondence. If you use any variation in your name or EIN, it may cause a delay in processing and incorrect information in your account. It also could cause you to be assigned more than one EIN.

Please use the label IRS provided when filing tax documents. If that isn't possible, use your EIN and complete name and address shown below to identify your account and to avoid delays in processing.

MONROVIA WILDERNESS PRESERVE
FOUNDATION INC
% MICHAEL COLANTUONO
415 S IVY AVE
MONROVIA CA 91016

If this information isn't correct, please correct it using page 2 of this notice. Return it to the address shown so we can correct your account.

If you want to apply to receive a ruling or a determination letter recognizing your organization as tax exempt, and have not already done so, you should file Form 1023/1024, Application for Recognition of Exemption, with the IRS Ohio Key District Office. Publication 557, Tax Exempt Status for Your Organization, is available at most IRS offices and has details on how you can apply.