

**Amended and Restated Articles of Incorporation of
Monrovia Wilderness Preserve Foundation, Inc.**

The undersigned certify that:

1. They are the Chairman of the Board and the Secretary, respectively, of Monrovia Wilderness Preserve Foundation, Inc., a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

I.

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

The name of this corporation is:

DEC 15 2006

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 general purpose of the corporation is to promote social welfare by engaging in charitable and educational activities in connection with the foothills in and near the City of Monrovia. In furtherance of the foregoing, the specific purposes of the corporation shall include, but not be limited, to (1) protecting, preserving and restoring precious natural resources, rare and endangered species, riparian woodland and other dwindling wildlife habitats and (2) furthering educational and recreational programs.

III.

- 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 in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

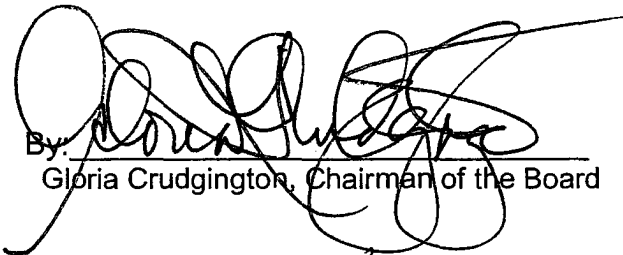
IV.


The property of this corporation is irrevocably dedicated to charitable 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.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.
4. The corporation has no members.

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

Dated: September 29, 2006

By: 
Gloria Crudgington, Chairman of the Board

By: 
Alice Griselle, Secretary

