

**FIRST AMENDMENT
TO THE
BYLAWS OF THE MONROVIA WILDERNESS PRESERVE
FOUNDATION, INC.**

The Board of Directors of the Monrovia Wilderness Preserve Foundation, Inc. (a California Nonprofit Public Benefit Corporation) does hereby amend its Corporate Bylaws dated September 28, 2006, as amended (the "Bylaws"), as follows:

AMENDMENTS:

1. Section 3.02 of Article III of the Bylaws is hereby amended by adding subsection (d) to read as follows:

"(d) Donors to the corporation may make, and the corporation may accept, donations that are unrestricted, or donations that are restricted for use by the corporation only for the maintenance, operation and improvement of Canyon Park or the Wilderness Preserve in the City of Monrovia. If the donor so-restricts his or her donation, the corporation shall separately account for the restricted funds and shall expend such funds consistent with the restriction imposed by the donor. Unrestricted donations may be expended for any lawful purpose of the corporation, with the consent of the Board."

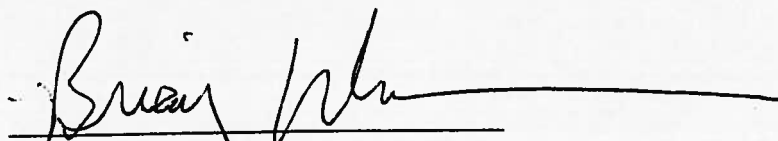
2. Section 7.07(e)(1) of Article VII of the Bylaws is hereby amended by adding the following sentence to the existing paragraph:

"In the case of any donated funds that are specifically directed for the maintenance, operation, and improvement of Canyon Park or the Wilderness Preserve as provided in Section 3.02(d), the Chief Financial Officer shall separately account for such funds in the annual report and other accounting records of the corporation and shall, upon direction of the Board, expend such restricted funds only for those limited purposes."

PRESERVATION OF BYLAWS:

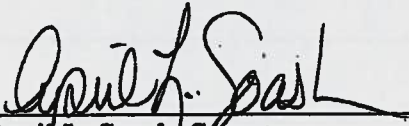
Except as specifically amended herein, the remaining provisions of the Bylaws shall remain in full force and effect.

Passed, approved and adopted this 13th day of July, 2010.



Brian Ulm, President
Monrovia Wilderness Preserve Foundation, Inc.

ATTEST:



April L. Soash, Secretary