

1245756

**ENDORSED
FILED**

In the office of the Secretary of State
of the State of California

MAY 1 - 1984

ARCH FONG EU, Secretary of State

Gloria J. Carroll
Deputy

ARTICLES OF INCORPORATION

OF

The San Luis Obispo County Land Conservancy

ONE: The name of this corporation is The San Luis Obispo County Land 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 and public purposes. The specific purposes for which this corporation is organized are to encourage preservation of natural and productive lands which contribute to the unique character of San Luis Obispo County through acquisition, holding, management, and disposal of land and interests in land in a manner designed to preserve, protect, and enhance the environmental, natural, wildlife habitat, scenic, historic, recreational, and productive values of such lands. The corporation will work with local agencies, property owners, and the interested public to identify such sites, to acquire real property interests where appropriate, and to manage such interests in a manner consistent with this purpose and inconformance with Section 501(c)(3) of the Internal Revenue Code and Sections 23701(d) and 214 of the California Revenue and Taxation Code.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is Patricia Ashbaugh, Maguire & Ashbaugh, 991 Osos Street, San Luis Obispo, CA 93420

FOUR:

(a) This corporation is organized and operated exclusively for charitable and educational 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 170(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 any candidate for public office.

FIVE: 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.

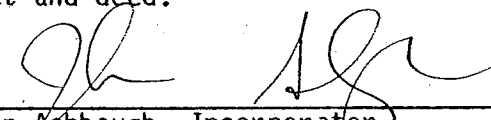
On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, corporation, which is organized and operated exclusively for charitable purposes and which was established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

January 26, 1984



John Ashbaugh, Incorporator

I, the above-mentioned Incorporator of this corporation, hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



John Ashbaugh, Incorporator

A397329

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

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

DEC 21 1990

EDWARD J. WARD AND JOHN JAUREQUI certify that:

MARION FONGEEL, Secretary of State

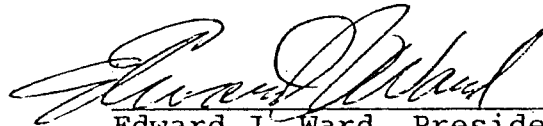
1. They are the president and treasurer, respectively, of THE SAN LUIS OBISPO COUNTY LAND CONSERVANCY, NON-PROFIT CORPORATION, a California Corporation, No. 1245756
2. Article ONE of the articles of incorporation of this corporation is amended to read as follows:

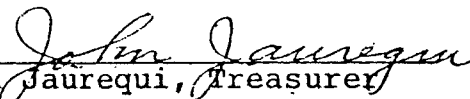
The name of this corporation is THE LAND CONSERVANCY OF SAN LUIS OBISPO COUNTY.

3. The foregoing amendment of articles of incorporation has been duly approved by the Board of Trustees.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of 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.

December 10, 1990


Edward J. Ward, President


John Jauregui, Treasurer

NON PROFIT

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

EDWARD J. WARD and JOHN JAUREGUI certify that:

A. They are the President and Treasurer, respectively, of THE LAND CONSERVANCY OF SAN LUIS OBISPO COUNTY, NON-PROFIT CORPORATION, a California Corporation, No. 1245756.

B. Article III of the Articles of Incorporation of this corporation is amended to read as follows:

ARTICLE III
OBJECTIVES AND PURPOSES

The objectives and purposes of this corporation shall be as follows:

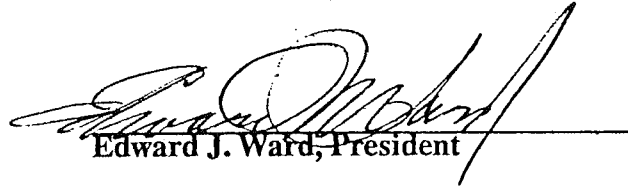
- 1. To work with public agencies, preservation-oriented organizations, property owners, and the interested public to encourage preservation of natural and productive lands which contribute to the unique character and heritage of San Luis Obispo County and adjoining regions. The corporation will work to preserve, protect, and enhance the environmental, natural, wildlife habitat, scenic, recreational, historic, and productive values of such lands in a manner consistent with its purpose and in conformance with Section 501(c) (3) of the Internal Revenue Code and Sections 23701(d) and 214 of the California Revenue and Taxation Code.**
- 2. To identify such areas and their significant characteristics based upon adopted public policies and information from recognized authorities, and to investigate alternative measures for protecting and managing their important characteristics.**
- 3. To acquire, through gift, sale, or other lawful means, interests in real property as necessary and convenient to protect such characteristics, which may include but are not limited to agricultural productivity, scenic values, ecological integrity, historic character, or managed public access.**
- 4. To monitor, and where appropriate to manage directly, the real property interests acquired by the corporation in a manner consistent with its purposes, with the protection of private property rights, and with applicable laws and regulations of all governing jurisdictions.**
- 5. To work with public agencies, other non-profit organizations, and property owners for the purpose of natural resource restoration or enhancement. This may include landscape construction, revegetation, and provision of facilities for educational and public access to natural resources.**

C. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Trustees.

D. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of 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.

May 23, 1991


Edward J. Ward, President


John Jauregui, Treasurer

NON-PROFIT

