

ENDORSED

FILED

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

OCT 29 1997

BILL JONES, Secretary of State

ARTICLES OF INCORPORATION

**THE FRIENDS OF DALEY RANCH,
A Nonprofit Public Benefit Corporation**

ONE: The name of this corporation is The Friends of Daley Ranch, a nonprofit public benefit corporation.

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 purposes. The specific purposes for which this corporation is organized are the preservation and enhancement of the Daley Ranch preserve in Escondido and surrounding lands and resources for scientific, educational, historical, cultural, recreational, ecological, scenic and open space purposes; and the establishment and operation of preservation, restoration and enhancement programs.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is Kevin K.

Johnson, Esq., 550 West "C" Street, Suite 1150, San Diego, CA 92101.

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, or in opposition to, any candidate for public office.

FIVE: The names and addresses of the persons appointed to act as the initial Directors of this corporation are

Name	Address
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Michael A. Everett

Tenaya Becker

Norman A. Syler

Richard A. Mercurio

SIX: The property of this corporation is irrevocably dedicated to charitable and educational 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, or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under Section 501©(3) of the Internal Revenue Code.