

State of California



SECRETARY OF STATE

I, *Kevin Shelley*, 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 2003



Kevin Shelley
Secretary of State

ARTICLES OF INCORPORATION
OF
PACIFIC COAST CONSERVATION ALLIANCE

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

DEC 03 2003

KEVIN SHELLEY
Secretary of State

ARTICLE I.

The name of this corporation is Pacific Coast Conservation Alliance.

ARTICLE 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 for public and charitable purposes.

B. The specific purpose of this corporation is to study endangered and threatened species to further their survivorship and to perform, as a primary component of its mission, the restoration of native habitats and management of lands occupied by protected species in an environmentally and biologically beneficial manner, consistent with state and federal environmental laws.

ARTICLE III.

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

William E. Haas
24251 Highway 76
Santa Ysabel, CA 92070

ARTICLE IV.

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

Theodore J. Griswold, Esq.
Procopio, Cory Hargreaves & Saavitch, LLP
530 B Street, Suite 2100
San Diego, California 92101

Philip Unitt
Collection Manager, Department of Birds and Mammals
San Diego Natural History Museum
P.O. Box 121390
San Diego, California 92112-1390

ARTICLE V.

- A. This corporation is organized and operated exclusively for public and charitable purposes within the meaning of Section 501(c)(3), 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.

ARTICLE VI.

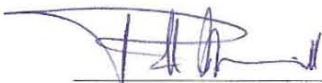
The property of this corporation is irrevocably dedicated to public and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or 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 purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

ARTICLE VII.

1. Limitation of Directors' Liability. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.
2. Indemnification of Corporate Agents. This corporation is authorized to indemnify its agents to the fullest extent permissible under California law. For purposes of this provision the term "agent" has the meaning set forth in Section 317 of the California Corporations Code.
3. Repeal or Modification. Any repeal or modification of the foregoing provisions of this Article VII shall not adversely affect any right of indemnification of an agent or limitation of liability of a director of this corporation relating to acts or omissions occurring prior to such repeal or modification.

The undersigned, being the persons named as above as the initial directors, declare that they are the persons who executed the foregoing Articles of Incorporation, which execution is their act and deed.

Dated: December 31, 2003



Theodore J. Griswold, Esq.

Dated: December 31, 2003



Philip Unitt