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

JAN - 9 1995

BILL JONES, Secretary of State

ARTICLES OF INCORPORATION

OF

CLAREMONT HILLS CONSERVATION CORPORATION

A California Nonprofit Public Benefit Corporation

I

The name of the corporation is CLAREMONT HILLS CONSERVATION CORPORATION.

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 charitable purposes.

B. The specific purpose of this corporation is to receive and hold a Power of Termination for public hillside open space purposes arising out of the conveyance of 1225 acres of undeveloped hillside land to the City of Claremont, California, for hillside parkland purposes, to receive and hold other powers of termination, conservation easements or other real property interests, and to perform the duties required by such powers of termination, conservation easements or other real property interests. The purpose of this corporation also is to receive donations for hillside open space acquisition, development and management from public agencies and private parties, and to undertake other activities to facilitate acquisition and development of additional publically owned or managed hillside land in and within the sphere of influence of the City of Claremont for public park, open space and recreational purposes.

III

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

Byron Hayes, Jr.  
600 Wilshire Boulevard, 10th Floor  
Los Angeles, California 90017

IV

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

V

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 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) of the Internal Revenue Code.

Dated: Dec 13, 1994

Alfred M. Gibbens  
Alfred M. Gibbens, Incorporator