CORPORATION DIVISION

I, MARCH FONG EU, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

APR 12 1990

MARCH FONG EU
 Secretary of State
ARTICLES OF INCORPORATION
OF
AGUA HEDIONDA LAGOON FOUNDATION

I

The name of this corporation is Agua Hedionda Lagoon Foundation.

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 purposes for which this corporation is organized include, but not limited to: the preservation and enhancement of land are for scientific, historic, educational, ecological, recreational, agricultural, scenic and open space opportunities.

III

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

R. THOMAS WOOD
325 Elm Avenue
Suite E-2
Carlsbad, CA 92008-2918

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. 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 said Code, or the corresponding provisions of any future statute of the United States.

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.

V

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

JEANNE B. McFADDEN  
1331 Chinquapin Avenue  
Carlsbad, CA  92008

JULIANNE L. NYGAARD  
3405 Spanish Way  
Carlsbad, CA  92008

MARGARET J. BONAS  
231 Olive Avenue  
Carlsbad, CA  92008

RANDI FJAERAN  
4566 Horizon Drive  
Carlsbad, CA  92008

VI

A. 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, trustee, officer or member thereof or to the benefit of any private person.

B. Upon the dissolution or winding up of the corporation, any assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to a governmental entity described in Section 170(b)(1)(A)(v) of the Internal Revenue Code, or to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, and which is qualified to receive "qualified conservation contributions" within the meaning of Section 170(h) of said Code, or the corresponding provisions of any future statute of the United States.

C. In the event of a liquidation of this corporation, all corporate assets shall be disposed of in such a manner as may be directed by decree of the Superior Court for the county in which the corporation has its principal office, on petition therefor by the Attorney General or by any person concerned in the dissolution, in a proceeding to which the Attorney General is a party.
VII

This corporation shall not allow voting by proxy for any purpose whatsoever.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of AGUA HEDIONDA LAGOON FOUNDATION and the initial directors named herein, execute these Articles of Incorporation on March 2, 1990.

INCORPORATORS and DIRECTORS

Jeanne B. McFadden
Jeanne B. McFadden

Julianne L. Nygaard

Margaret J. Bonas

Randi Fjaeran

DECLARATION

We are the persons whose names are subscribed below. We collectively are all of the incorporators of AGUA HEDIONDA LAGOON FOUNDATION and all of the initial directors named in the Articles of Incorporation, and we have executed these Articles of Incorporation. The foregoing Articles of Incorporation are our act and deed, jointly and severally.

Executed on March 2, 1990, at Carlsbad, California.

We, and each of us, declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Jeanne B. McFadden

Julianne L. Nygaard

Margaret J. Bonas

Randi Fjaeran