

CERTIFICATE OF AMENDMENT

1004303

OF

ARTICLES OF INCORPORATION

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

MAR 23 1981

John F. Fox, Secretary of State

DURRELL A. NAUGHAN AND RALPH ALWORTH certify that:

1. They are the president and the secretary, respectively, of the CALIFORNIA URBAN FORESTS COUNCIL ~~NONPROFIT CORPORATION~~, a California Corporation.
2. Article V of the articles of incorporation of this corporation is amended to read as follows:

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" 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."

" This corporation is organized exclusively for educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code."

" Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)."

3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The corporation has no voting members.

Durrell A. Naughan
Durrell A. Naughan, President

Ralph Alworth
Ralph Alworth, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Los Angeles, California on 3 March 1981.

Durrell A. Naughan
Durrell A. Naughan

Executed at Belmont, California on 10 March 1981.

Ralph Alworth
Ralph Alworth