

A0711265

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

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

DEC 10 2010

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of the *California Urban Forests Council*, a California corporation.
2. Article IV of the Articles of Incorporation of this corporation is amended to read as follows:


IRREVOCABLE DEDICATION: The property owned by this organization is irrevocably dedicated to charitable and educational 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 the benefit of any private person.

DISSOLUTION: The property of this corporation is irrevocably dedicated to charitable and educational 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 persons. Upon the dissolution of the corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and irrevocably dedicated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

For purposes of this section, charitable purposes include educational purposes. For purposes of this subdivision, "Educational purposes" means those educational purposes and activities for the benefit of the community as a whole or as an unascertainable and indefinite portion thereof, and do not include those educational purposes and activities that are primarily for the benefit of the organization's shareholders. Educational activities include the study of relevant information, the dissemination of that information to interested members of the general public, and the participation of interested members of the general public. (Per CA Revenue and Taxation Clause section 214.)

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

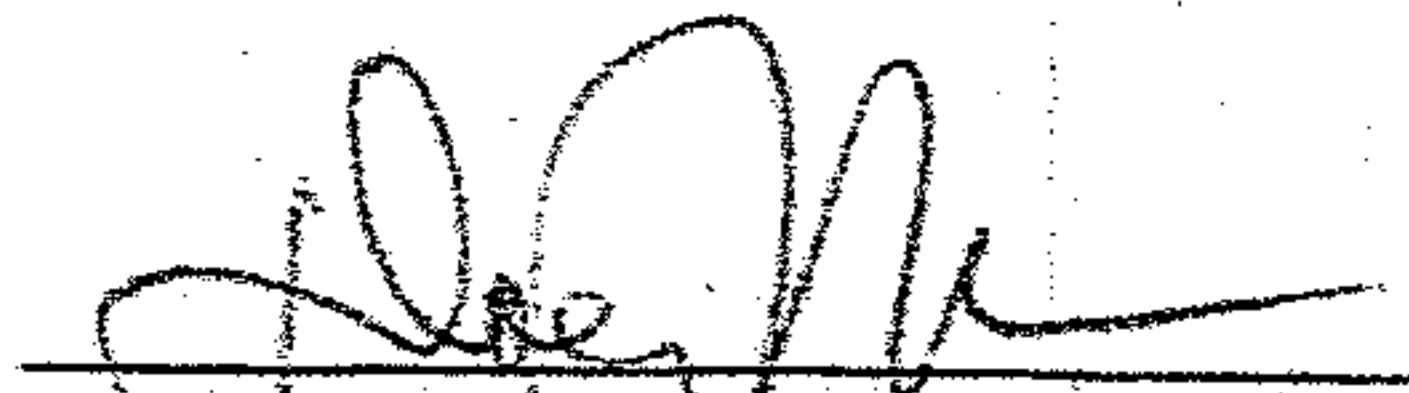
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.



(Signature of President)
Jack McCabe, President

11/9/10


Date



(Signature of Secretary)
Dorothy Abeyta, Secretary

11-15-2010

Date


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I hereby certify that the foregoing transcript of page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JAN 26 2011 *DD*

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State