

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

JUL - 5 2001

BILL JONES, Secretary of State

ARTICLES OF INCORPORATION
OF

THE SAN DIEGO RIVER PARK-
LAKESIDE SANTEE CONSERVANCY

1. The name of this corporation is:

The San Diego River Park - Lakeside Santee Conservancy

2. (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 work to establish a linear river park along the Lakeside segment of the Upper San Diego River, by means of (1) fundraising for and managing various recreational facilities, (2) purchasing and restoring river habitat, and (3) developing water quality and pollution control plans.

3. The name in the State of California of the corporation's initial agent for service of process is:

Deborah Jones
11682 Cheryl Ridge Ct.
San Diego, CA 92126

4. (A) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

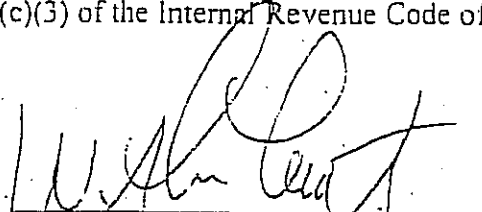
(B) Notwithstanding any other provisions in these articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

(C) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in any political campaign (including publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

5. 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 non-profit fund, foundation, corporation or other organization (or organizations) 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 of 1986.

7/2/01
Date


W. Alan Lautanen

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

The undersigned certifies that:

1. He is the sole incorporator of The San Diego River Park – Lakeside Santee Conservancy, a California corporation.

2. Article 1 of the Articles of Incorporation of this corporation is amended to read as follows:

“The name of this corporation is: The San Diego River Park – Lakeside Conservancy.”

3. Article 2(B) of the Articles of Incorporation of this corporation is amended to read as follows:

“The specific purpose of this corporation is to work to establish a linear river park along the Lakeside segment of the Upper San Diego River by means of (1) fundraising for and managing various river park amenities and facilities; (2) purchasing and restoring the river habitat, and (3) developing water quality and pollution control plans.”

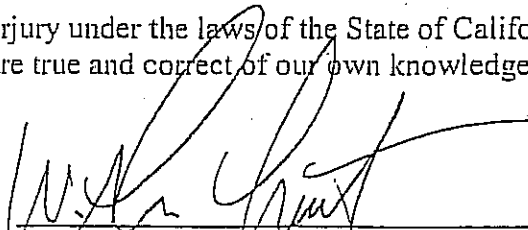
4. No directors were named in the original Articles of Incorporation and none have been elected.

5. The corporation has no members.

I 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.

Date:

10/9/01



W. Alan Lautanen, Incorporator