

ARTICLES OF INCORPORATION

OF

LOS ANGELES CONSERVATION CORPS, INC.

**ENDORSED
FILED**IN THE OFFICE OF THE Secretary of State
of the State of California

SEP 12 1985

MARCH FONG EU, Secretary of State

Gloria J. Carroll

Deputy

I

The name of this corporation is:

Los Angeles Conservation Corps, Inc.

II

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 public purposes. The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and Section 23701d of the California Revenue and Taxation Code, as amended, and more specifically for the following purposes:

(a) to organize and operate an independent nonprofit corporation to develop a youth employment, work training, classroom education, and career development program for young people of both sexes from all socioeconomic backgrounds in Los Angeles County and, to a limited extent, from other Southern California locations.

(b) to work closely with all local, state, and federal public land management agencies, including special district agencies operating in the City or County of Los Angeles, and with nonprofit land trusts, land preserves, or other nonprofit entities established for the purpose of protecting natural resources in Los Angeles County to identify, organize, and where possible, administer and oversee work projects on their respective lands;

(c) to work on private lands or property where a public purpose or emergency condition exists;

(d) to perform work on public lands outside Los Angeles County in other cities, counties, states, or nations, within the context of cultural exchange programs or pursuant to requests for emergency assistance or disaster relief;

(e) to provide auxiliary assistance to existing public and private emergency response and disaster relief agencies as appropriate;

(f) to limit program costs by using existing local, state, federal, and private sector resources and personnel as much as possible, and by seeking in-kind contributions of services, supplies, and equipment from participating agencies and program benefactors;

(g) to develop a broad private sector base of support in Los Angeles County, in order to give the program long-term stability;

(h) to seek other sources of financial support appropriate to the program, including but not limited to private foundation grants, donations from individuals, corporations, or other organizations, government grants, and contracts with public or nonprofit entities;

(i) to undertake entrepreneurial activities as methods of support for the non-profit entity, consistent with the other purposes of the organization;

(j) to do all other activities a corporation might otherwise do to sustain itself, including holding property, consistent with the other purposes of the organization.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and Section 2370ld of the California Revenue and Taxation Code, as amended.

III.

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

Michael Kantor
11355 West Olympic Boulevard
Ninth Floor
Los Angeles, California 90064

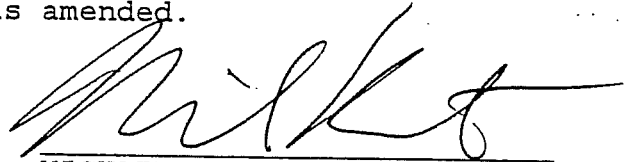
IV.

A. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

B. This corporation is not organized, nor shall it be operated, for pecuniary gain or profits, or dividends to the members thereof or to any private shareholder or individual.

C. The property, assets, profits, and net income of this corporation are irrevocably dedicated to the purposes set forth in Article II above, and no part of the profits, assets or net income of this corporation shall ever inure to the benefit of any director, trustee, officer, shareholder, or member thereof or to the benefit of any private individual.

D. Upon the dissolution or winding up of this corporation, the assets of this corporation remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a corporation, fund, or foundation, which is organized and operated exclusively for charitable purposes and which is qualified for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and from state income taxation under Section 23710d of the California Revenue and Taxation Code, as amended.



MICHAEL KANTOR, Incorporator

The undersigned declares that he is the person who has executed these Articles of Incorporation and hereby declares that this instrument is the act and deed of the undersigned.



MICHAEL KANTOR, Incorporator