

1970929



SECRETARY OF STATE

CORPORATION DIVISION

I, *BILL JONES*, 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

JUN 7 1996



*Bill Jones*

Secretary of State

ARTICLES OF INCORPORATION  
OF  
FRIENDS OF CORTE MADERA CREEK WATERSHED

We the undersigned residents of the County of Marin, State of California voluntarily wishing to form a non profit corporation under the Non -Profit Corporation Law of California, do hereby certify:

ARTICLE I. NAME

The name of this corporation shall be Friends of Corte Madera Creek Watershed ( hereafter called FCMCW).

ARTICLE II. PURPOSE

SECTION 1. PURPOSE AND OBJECTIVES: FCMCW shall be organized to protect, enhance and restore the biological, chemical and physical resources of the Corte Madera Creek watershed in order to achieve a productive and ecologically diverse natural system.

SECTION 2. PUBLIC PURPOSES: FCMCW shall be organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. 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. 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 for the private gain of any person.

SECTION 3. POLITICAL LIMITATIONS: No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The corporation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE III. AGENT

The initial agent for service of process of this corporation shall be Carole d'Alessio, 25 Crest Road, Ross, California 94957.

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ENDORSED  
FILED

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

JUN 5 1996

*Bill Jones*  
BILL JONES, Secretary of State

*Articles of Incorporation, Friends of Corte Madera Creek Watershed*

ARTICLE IV MEMBERSHIP

The persons that shall constitute the Board of Directors are, for the purpose of any statutory provision or rule of law relating to non profit corporations, are the members of the corporation and shall exercise all the rights and powers of members thereof.

ARTICLE V. BOARD OF DIRECTORS

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Name	Address
Carole d'Alessio	25 Crest Road, P.O. Box 339 Ross, CA 94957
Edward Banta	39 San Gabriel Drive Fairfax, CA 94930
Nancy Dempster	55 Cornelia Avenue Mill Valley, CA 94941
Maureen Groper	P.O. Box 483 San Anselmo, CA 94979
Lindsay Rehm	476 Wellesley Avenue Mill Valley, CA 94941
Barbara Salzman	48 Ardmore Road Larkspur, CA 94939
Richard Slusher	175 Upper Via Casitas #23 Greenbrae, CA 94904
Lou Vaccaro	21 Olema Road Fairfax, CA 94930
Chip Wray	2081 Hyde Burndale Road Sonoma, CA 95476

## *Articles of Incorporation, Friends of Corte Madera Creek Watershed*

The Board of Directors shall determine the policy and conduct the affairs of the Corporation and shall have the power to take any action which in their judgment shall advance the purposes of the Corporation as set forth in the By-Laws of this corporation.

### ARTICLE VI. DISSOLUTION

Upon the dissolution or winding up of the Corporation, the assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, religious and /or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which this corporation's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation.

### ARTICLE VII BY-LAWS

The authorized qualifications of members of this corporation, the different classes of membership, if any, the officers qualifications and duties, voting and other rights shall be set forth in the By-Laws.

### ARTICLE VIII AMENDING THE BY-LAWS

The By-Laws of this corporation shall be adopted by the Directors named in the Article: of Incorporation, and may thereafter be amended or repealed by any means provided in said By-Laws.

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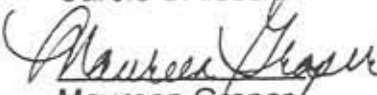
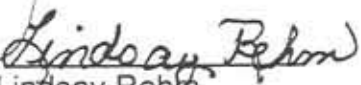
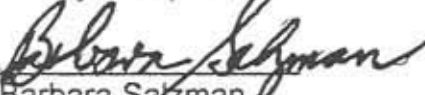
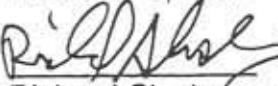
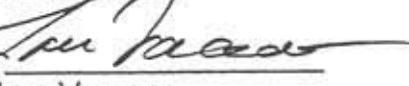
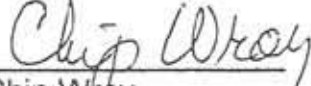
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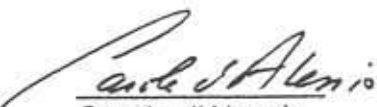
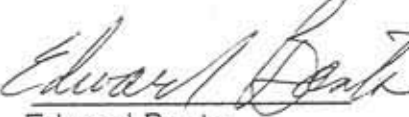
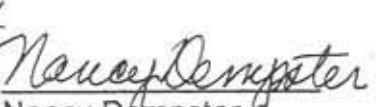
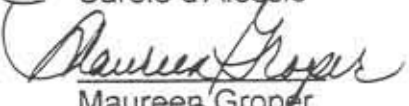

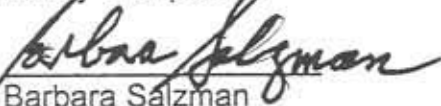
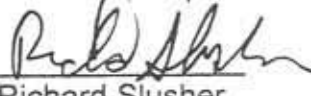
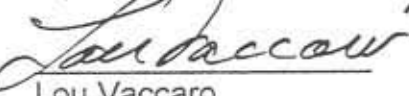
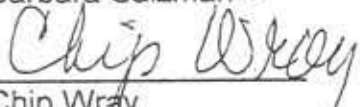
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**Articles of Incorporation, Friends of Corte Madera Creek Watershed**

In witness whereof, we have hereunto subscribed our names this 2 nd day of August.  
1995

 Carole d'Alessio	 Edward Banta	 Nancy Dempster
 Maureen Groper	 Lindsay Rehm	 Barbara Salzman
 Richard Slusher	 Lou Vaccaro	 Chip Wray

We declare that we are the persons who executed the foregoing articles of incorporation which execution is our act and deed.

 Carole d'Alessio	 Edward Banta	 Nancy Dempster
 Maureen Groper	 Lindsay Rehm	 Barbara Salzman
 Richard Slusher	 Lou Vaccaro	 Chip Wray