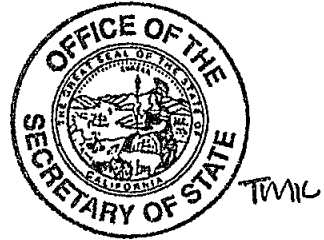


State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 16 2010

DEBRA BOWEN
Secretary of State

1818785

ARTICLES OF INCORPORATION
OF
CALIFORNIA NATIVE GRASS ASSOCIATION

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

A California Nonprofit Public Benefit Corporation

MAR 30 1992

March Fong Eu
MARCH FONG EU, Secretary of State

1. The name of this corporation is CALIFORNIA NATIVE GRASS ASSOCIATION.

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 (a) to develop the technology to restore and/or rehabilitate ecosystems using native grasses and associated species; (b) to encourage the production and distribution of seed and other plant material in order to restore, rehabilitate, maintain and protect natural ecosystems in California; (c) to educate the public on the values of native grasses and associated species in order to promote the restoration, rehabilitation, maintenance and protection of natural ecosystems in California.

3. The name and address in the State of California of this corporation's initial agent for service of process is PAUL KEPHART, Circle N Ranch, Gamboa Point, Big Sur CA 93920.

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.

(B) 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 or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(C) 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.

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 nonprofit fund, foundation or corporation which is 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.

Dated: April 19, 1991

Paul Kephart
PAUL KEPHART, Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Paul Kephart
PAUL KEPHART, Incorporator



STATE OF CALIFORNIA

FRANCHISE TAX BOARD

P.O. BOX 1286
RANCHO CORDOVA, CA. 95741-1286

March 30, 1992

In reply refer to
3401G BC

CALIFORNIA NATIVE GRASS ASSOCIATION

P. O. BX 566
DIXON CA 95620

Purpose : CHARITABLE, SCIENTIFIC
Code Section : 23701d
Form of Organization : Corporation
Accounting Period Ending: December 31
Organization Number :

You are exempt from state franchise or income tax under the section of the Revenue and Taxation Code indicated above.

This decision is based on information you submitted and assumes that your present operations continue unchanged or conform to those proposed in your application. Any change in operation, character, or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

In the event of a change in relevant statutory, administrative, judicial case law, a change in federal interpretation of federal law in cases where our opinion is based upon such an interpretation, or a change in the material facts or circumstances relating to your application upon which this opinion is based, this opinion may no longer be applicable. It is your responsibility to be aware of these changes should they occur. This paragraph constitutes written advice, other than a chief counsel ruling, within the meaning of Revenue and Taxation Code Section 21012 (a)(2).

You may be required to file Form 199 (Exempt Organization Annual Information Return) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 60 days.

March 30, 1992
CALIFORNIA NATIVE GRASS ASSOCIATION
Page 2

Exemption from federal income or other taxes and other state taxes requires separate applications.

THIS EXEMPTION IS GRANTED ON THE EXPRESS CONDITION THAT THE ORGANIZATION WILL SECURE FEDERAL EXEMPT STATUS WITH THE INTERNAL REVENUE SERVICE. THE ORGANIZATION IS REQUIRED TO FURNISH A COPY OF THE FINAL DETERMINATION LETTER TO THE FRANCHISE TAX BOARD WITHIN 9 MONTHS FROM THE DATE OF THIS LETTER.

A copy of this letter has been sent to the Office of the Secretary of State and to the Registry of Charitable Trusts.

B CLARK
EXEMPT ORGANIZATION UNIT
CORPORATIO. AUDIT SECTION
Telephone (916) 369-4171

EO :
cc: PAUL KEPHART



COPY



March Fong Eu
Secretary of State

1230 J Street
Sacramento, California 95814

CORPORATE DIVISION

Legal Review	(916) 445-0620
Certification	(916) 445-1430
Status	(916) 445-2900
Name Availability	(916) 322-2387
Statement of Officers	(916) 445-2020

11-4-91

ZAD LEAVY
3785 VIA NONA MARIE SUITE 309
CARMEL CA 93923

ATTN KATHERINE L PETTY

RE: CALIFORNIA NATIVE GRASS ASSOCIATION

- (XX) The proposed Articles of Incorporation or Statement and Designation have been approved for filing. The documents and fees, if submitted, have been placed in a pending file for a period of 60 days. The application for exemption from tax, together with the attachments thereto, have been sent to the Franchise Tax Board so that they may act on the granting of the required letter of exemption.
- () The proposed Articles of Incorporation or Statement and Designation, have been approved by our office and a copy sent to the Franchise Tax Board. The documents and fees, if submitted, have been placed in a pending file for a period of 60 days awaiting the granting of the required exemption letter.
- () The required Secretary of State filing fee for this document is \$30.00. Please remit the BALANCE DUE OF _____.
- (XX) ENCLOSED IS CK #121 IN THE AMOUNT OF \$25.00. THE PROPER AMOUNTS OF \$25.00 FOR THE FRANCHISE TAX BOARD AND \$30.00 FOR THE SECRETARY OF STATE WERE ALREADY RECEIVED ON 5-28-91.

Sections 23153 and 23221 of the Revenue and Taxation Code, prohibit the filing of Articles of Incorporation or Statement and Designation, until the exemption from the payment of franchise tax has been granted, or the minimum franchise tax of \$800.00 is paid.

The Franchise Tax Board will send a letter granting exemption from franchise tax, an inquiry requesting additional information, or rejection of the application to the address indicated on the application. If exemption is granted, a copy of the letter will be sent to our office for use in filing the pending Articles of Incorporation.

ALL INQUIRIES REGARDING THE ISSUANCE OF THE TAX EXEMPTION MUST BE DIRECTED TO THE FRANCHISE TAX BOARD, SACRAMENTO, CA, ATTENTION: EXEMPT SECTION.

DOCUMENT FILING SUPPORT UNIT
(916) 445-0620