

RESTATED ARTICLES OF INCORPORATION
OF
QUAIL BOTANICAL GARDENS FOUNDATION, INC.

The undersigned certify that:

1. They are the president and the secretary, respectively, of Quail Botanical Gardens Foundation, Inc., a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I

The name of this corporation is: Quail Botanical Gardens Foundation, Inc.

ARTICLE II

Section 1.

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 and educational purposes.

Section 2.

The specific and primary purposes for which this Corporation is formed are:

- A. To engage in the solicitation, receipt, and administration of property and funds, and from time to time to disburse such property, funds, and the income there from exclusively for charitable, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they

may hereafter be amended.

- B. To engage in and conduct charitable, educational, scientific and community activities in furtherance of the interests of this Corporation and in particular, to operate, maintain and support Quail Botanical Gardens and its attendant facilities as places of botanical beauty, diversity, education, and conservation pursuant to the policies established by the Board of Trustees of the Corporation and, without limiting the generality of the foregoing, to conduct such other activities as may, in the discretion of the Board of Trustees, be related to the general and specific purposes of the Corporation.

Section 3.

This Corporation shall have all the powers of a natural person, subject only to guidelines established by the Board of Trustees and to limitations imposed by these Articles of Incorporation, the Bylaws and applicable law.

Section 4.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. This Corporation is organized exclusively for charitable purposes within the meaning of section 501(c) 3 of the Internal Revenue Code of 1986. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization exempt 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 (b) by a corporation, contributions to which are deductible under Section 170(c) 2 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Article III

This Corporation shall have statutory members as described in Section 5056 of the California Nonprofit Corporation Law. The property, voting rights and other rights and privileges of membership shall be set forth in the

Corporation's Bylaws.

Article IV

The property of this corporation is irrevocably dedicated to scientific, educational, and charitable purposes meeting the requirements for exemption provided by Section 501(c) 3 of the Internal Revenue Code of 1986, as amended, and Sections 214 and 23701(d) of the California Revenue and Taxation Code, as such Sections now exist or may subsequently be amended. No part of said property or the net earnings of the Corporation shall inure to the benefit of any individual Trustee, Officer, or Member of the corporation or to the benefit of any private person or persons.

Upon the dissolution or winding up or abandonment of the corporation, after paying or adequately providing for the debts and obligations thereof, any remaining assets shall be distributed in accordance with a plan of liquidation, for use in furtherance of the purposes of the Corporation as set forth in Article II of these Articles of Incorporation, to any charitable, religious, scientific, literary, or educational organization which is then being operated as a charitable enterprise by an exempt organization qualified under Section 501(c)3 of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Revenue Law).

If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County of San Diego, upon petition therefore by the Attorney General or by any person concerned in the liquidation.

3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Trustees.
4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of 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.

Date: _____

, President

, Secretary

