STATE OF CALIFORNIA

DEPARTMENT OF FINANCIAL INSTITUTIONS

CERTIFICATE OF APPROVAL OF NAME

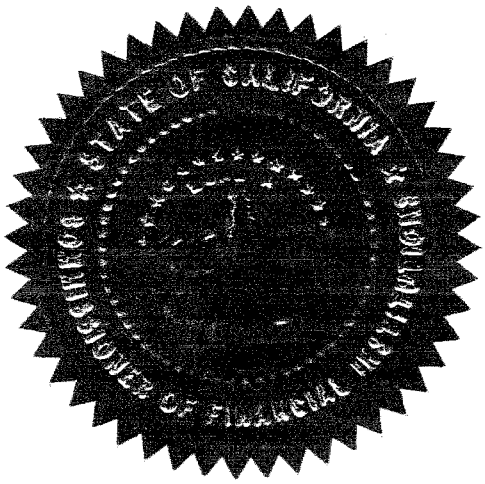
Pursuant to section 3903 of the Financial Code, I, DONALD R. MEYER, Commissioner of Financial Institutions of the State of California, do hereby approve the name **"SEQUOIA RIVERLANDS TRUST"** set forth in the attached Certificate of Amendment of Articles of Incorporation.

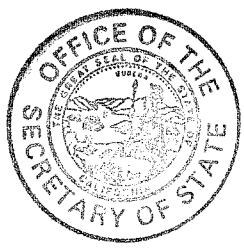
Given under my hand and official seal this 14th day of April, 2003, in the City and County of San Francisco, State of California.

DONALD R. MEYER
Commissioner of Financial Institutions

By

JAMES M. PATTEN
Staff Counsel





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CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the president and the secretary, respectively, of Sequoia Riverlands Trust, a California Corporation.

2. Articles Four (a) and Six of the Articles of Incorporation of this corporation, recorded on June 17, 1993, are amended to read as follows:

   FOUR: (a) This corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and meeting the requirements for exemption provided by section 214 of the Revenue and Taxation Code.

   SIX: The property of this corporation is irrevocably dedicated to educational and charitable purposes meeting the requirements for exemption provided by section 214 of the Revenue and Taxation Code and no part of the net income or assets of this corporation shall inure to the benefit any director, officer or member thereof or to the benefit of any private person.

   On 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 and educational purposes meeting the requirements for exception provided by section 214 of the Revenue and Taxation Code and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The corporation has no 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: 24 April 2006

R. Scott Spear, President

Brian Newton, Secretary

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

DEC 19 2006

OFFICE OF THE SECRETARY OF STATE

40595476

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

APR 1 5 2003

KEVIN SHELLEY
Secretary of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCOPORATION

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively of Sierra Los Tulares Land Trust, a California corporation.

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

   The name of this corporation is: Sequoia Riverlands Trust

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 3-21-03

President—R.Scott Spear

Secretary—Brian Newton

J558510

AGREEMENT OF MERGER

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

JAN 1 0 2001

BILL JONES, Secretary of State

This Agreement of Merger is entered into between The Kaweah Land Trust, a California non-profit public benefit corporation (herein "Surviving Corporation"), and Four Creeks Land Trust, Inc., a California non-profit public benefit corporation and Tule Oaks Land Trust, a California non-profit public benefit corporation (both herein referred to as "Merging/ Disappearing Corporations"). The parties hereto agree as follows:

1. The parties agree to a merger. Each of the Merging/Disappearing Corporations shall be merged into the Surviving Corporation.

2. Each of the corporations party to this Agreement is a qualified IRC § 501(c)(3) public benefit corporation, incorporated in the State of California; each is a "land trust" with a similar purposes and missions, operating in adjacent geographic areas.

3. The Surviving Corporation shall be The Kaweah Land Trust. Four Creeks Land Trust, Inc. and Tule Oaks Land Trust shall be disappearing corporations.

4. The name of The Kaweah Land Trust shall be changed to "Sierra Los Tulares Land Trust", a California non-profit public benefit corporation, as soon as practical.

5. The corporate year for the surviving corporation shall be July 1st through June 30th.

6. The Surviving Corporation is a non-membership corporation. Four Creeks Land Trust, Inc. is a non-membership corporation. Tule Oaks Land Trust is a membership corporation, and as part of that corporation's approval of this merger, its members must approve conversion to a non-membership corporation. This Surviving Corporation will be a non-membership corporation operated solely by the Board of Directors.

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7. The Artic... of Incorporation for The Kaweah La... Trust shall be amended upon completion of the merger to effectuate the name change. A copy of the anticipated amendment to the Articles of Incorporation is attached hereto as Exhibit A.

8. The Surviving Corporation shall have new bylaws which are approved as part of the approval of this Merger Agreement, a copy of which is attached hereto as Exhibit B.

9. All assets and liabilities of the parties hereto shall be merged and owned by the Surviving Corporation.

10. Each of the Merging/Disappearing Corporations shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such actions necessary and desirable to evidence or carry out this merger.

11. As part of this merger, each Merging/Disappearing Corporations shall provide to the Surviving Corporation an appropriate transfer of each easement or ownership interest in real property owned by the Merging/Disappearing Corporations.

12. There is a Memorandum of Understanding is attached hereto as Exhibit D is part of this Agreement.

13. The initial Board of Directors for the Surviving Corporation shall be composed as follows:

> Two (2) shall be nominated by each Merging/Disappearing Corporations and two (2) shall be nominated by he Surviving Corporation and the six (6) directors so selected shall agree upon three (3) additional directors at large.

14. The effect of the merger and the effective date of the merger are as prescribed by law.

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IN WITNESS WHE..OF, the parties have executed this A. ement.

DATED 01/04/01

THE KAWEAH LAND TRUST

Rick Kimball

By: RICK KIMBALL
Title: President

Mary Becker

By: MARY BECKER
Title: Secretary

DATED 1/5/01

FOUR CREEKS LAND TRUST, INC.

By: MICHAEL C. LOZITO
Title: President

Brian Newton

By: BRIAN NEWTON
Title: Secretary

DATED 1/5/01

TULE OAKS LAND TRUST

Terry R Manning

By: TERRY MANNING
Title: President

Billie Chandler

By: BILLIE CHANDLER
Title: Secretary

CI TIFICATION OF APPROVA
OF AGREEMENT OF MERGER

Rick Kimball and Mary Becker certify that:

1. They are President and Secretary, respectively of The Kaweah Land Trust, a California non-profit public benefit corporation.

2. The principal terms of the Agreement of Merger in the form attached were duly approved by the required vote of the Board of Directors of the Corporation, the Corporation being a non-membership Corporation.

3. The total number of Directors entitled to vote on the merger is eight (8). Eight (8) Directors voted in favor and zero (0) voted opposed.

4. No other approvals are required.

5. The Attorney General of the State of California has been given notice of the merger.

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.

DATED 11/28/00

Rick Kimball

By: RICK KIMBALL
Title: President

Mary Becker

By: MARY BECKER
Title: Secretary

CI TIFICATION OF APPROVA
OF AGREEMENT OF MERGER

Terry R. Manning and Billie Chandler certify that:

1. They are President and Secretary, respectively of Tule Oaks Land Trust, a California non-profit public benefit corporation.

2. The principal terms of the Agreement of Merger in the form attached were duly approved by the required vote of the members of the Corporation.

3. There is only one (1) class of members and the total number of Members of the Corporation entitled to vote on the merger is ten (10). Nine (9) voted in favor and zero (0) voted against.

4. No other approvals are required.

5. The Attorney General of the State of California has been given notice of the merger.

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.

DATED 11/28/2000

By: TERRY R. MANNING
Title: President

By: BILLIE CHANDLER
Title: Secretary

C! 'TIFICATION OF APPROVA
OF AGREEMENT OF MERGER

Michael C. Lozito and Brian Newton certify that:

1. They are President and Secretary, respectively of Four Creeks Land Trust, Inc. a California non-profit public benefit corporation.

2. The terms of the Agreement of Merger in the form attached were duly approved by the required vote of the members of the Corporation.

3. There is only one (1) class of members and the total number of members of the Corporation entitled to vote on the merger is sixteen (16). Twelve (12) voted in favor and zero (0) voted against.

4. No other approvals are required.

5. The Attorney General of the State of California has been given notice of the merger.

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.

DATED 28 Nov 00

By: MICHAEL C. LOZITO
Title: President

Brian Newton

By: BRIAN NEWTON
Title: Secretary

1861618

ENDORSED
FILED
In the office of the Secretary of State
of the State of California

JUN 17 1993

MARCH FONG EU, Secretary of State

ARTICLES OF INCORPORATION

OF

The Kaweah Land Trust

A CALIFORNIA PUBLIC BENEFIT CORPORATION

ONE: The name of this corporation is The Kaweah Land Trust.

TWO: 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. The specific purposes for which this corporation is organized are 1.) to accept donations of farmland,open space, grazing and farmland scenic easements, riparian and natural lands habitat with the intent of protecting them in perpetuity, 2). to purchase farmlands and open spaces, grazing and ranch lands, scenic easements, riparian and natural lands habitat or rights thereto with the intent of protecting them in perpetuity, and 3). to educate the public as to the value of these lands.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is Rick Kimball, 40806 Cherokee Oaks, Three Rivers, CA 93271.

FOUR: (a) This corporation is organized and operated exclusively for educational and 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 (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) 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, or in opposition to, any candidate for public office.

FIVE: The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

Name	Address
Rick Kimball	40806 Cherokee Oaks, Three Rivers, Ca 93271.

Don Hise 43120 Kaweah Dr., Three Rivers, Ca 93271
Elizabeth Scott-Graham 44244 Kaweah River Dr. Three Rivers, Ca.93271
Gary Borneholdt 43822 Skyline Dr. Three Rivers, Ca. 93271
Trudy Schuckert 42682 Heidi, Three Rivers, Ca. 93271
Jean Repogle 42670 Heidi, Three Rivers, Ca. 93271

SIX: The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, 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 educational and charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Date: 1-13-93

Don Hise, Director

Jean Repogle, Director

Rick Kimball, Director

Gary Bornholdt, Director

Trudy Schuckert, Director

Elizabeth Scott-Graham, Director

We, the above-mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Don Hise, Director

Jean Repogle, Director

Rick Kimball, Director

Gary Bornholdt, Director

Trudy Schuckert, Director

Elizabeth Scott-Graham, Director