

67M  
FEB 22 2000

**BYLAWS  
OF  
SJCOG, INC.**

**A California Non-Profit Public Benefit Corporation**

**BYLAWS**  
**OF**  
**SJCOG, INC.**

A California Nonprofit Public Benefit Corporation

**ARTICLE 1**  
**OFFICES**

Section 1.1. Principal Office. The principal office of the Corporation for the transaction of its business shall be located at such place in San Joaquin County, California, as the Board of Directors shall from time to time decide.

Section 1.2. Change of Address. The county of the Corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____	Dated: _____, ____
_____	Dated: _____, ____
_____	Dated: _____, ____
_____	Dated: _____, ____
_____	Dated: _____, ____

Section 1.3. Other Offices. The Corporation may also have offices at such other places, within the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

///

///

ARTICLE 2  
PURPOSES

Section 2.1. Objectives and Purposes.

2.1.1. This corporation is organized exclusively for public, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and 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 of 1954 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 1954 or the corresponding provision of any future United States internal revenue law.

Section 2.2. A specific purpose of this Corporation is to act as the designee of the joint powers agency organized pursuant to the San Joaquin County Habitat Conservation Plan including the acquisition, holding, administering and managing of real property pursuant to that plan.

ARTICLE 3  
MEMBERS

Section 3.1. Sole Corporate Member. The sole corporate member of this Corporation shall be the SAN JOAQUIN COUNCIL OF GOVERNMENTS, A California Joint Powers Agency formed pursuant to California Government Code Section 6500 and following.

ARTICLE 4  
DIRECTORS

Section 4.1. Number. The authorized number of Directors of this Corporation shall be ten (10). No reduction of the number of Directors authorized in the Articles or the Bylaws of the Corporation shall act to remove any Director prior to the expiration of such Director's term of office. Any increase in the authorized number of Directors shall be deemed to have created vacancies in a number equal to the unfilled positions on the Board of Directors which are created.

Section 4.2. Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation or in these Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4.3. Duties. A Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a

manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. It shall be the duty of the Directors to:

4.3.1. Perform any and all duties imposed on them collectively or individually by law, by the Article of Incorporation of this Corporation, or by these Bylaws.

4.3.2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation.

4.3.3. Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly.

4.3.4. Meet at such times and places as required by these Bylaws.

4.3.5. Register their physical and e-mail addresses with the Secretary of the Corporation, and notices of meetings mailed, telefaxed, e-mailed, or otherwise transmitted to them at such physical and/or e-mail addresses shall be valid notices thereof.

4.3.6. As deemed proper by the Board of Directors, to borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities.

Section 4.4. Ex Officio Membership of Board and Terms of Office. The Board of Directors shall be comprised of the following persons:

4.4.1. Two members of the Board of Supervisors of the County of San Joaquin who shall also be members of the Board of Directors of the San Joaquin Council of Governments, which Directors shall be appointed by, and shall hold office at the pleasure of, the Sole Corporate Member but in no case longer than that Director's term of office on the Board of Directors of the San Joaquin Council of Governments

4.4.2. Two members of the Stockton City Council and one member of the City Council of each of the incorporated cities within the County of San Joaquin, each of whom shall also be a member of the Board of Directors of the San Joaquin Council of Governments, which Directors shall be appointed by, and shall hold office at the pleasure of, the Sole Corporate Member but in no case longer than that Director's term of office on the Board of Directors of the San Joaquin Council of Governments.

Section 4.5. Compensation. Directors shall serve without compensation except that they may be allowed and paid their actual and necessary expenses incurred in attending Directors' meetings if approved by the Board. In addition, they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 4.03 of this Article. Directors may not be compensated for rendering services to the Corporation in any capacity other than Director.

Section 4.6. Place and Conduct of Meeting.

4.6.1. Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such place that has been designated from time to time by resolution of the Board of Directors and in conformity with Government Code Section 54954.

4.6.2. The use of conference telephone or similar communications equipment shall be permitted, so long as such participation is conducted in accordance with California Government Code Section 54953. Participation by telephone or other equipment that meets the criteria of this section shall constitute the presence of each participating person.

4.6.3. All meetings of the Board of Directors shall be noticed and held in conformity with California Government Code Section 54950 et. seq. (The Ralph M. Brown Act).

Section 4.7. Time and Place of Regular Meetings; Posting of Agendas. The time and place of Regular meetings of Directors shall be as determined from time to time by resolution of the Board of Directors. Agendas for all regular meetings shall be posted in accordance with California Government Code Section 54954.2

Section 4.8. Special and Emergency Meetings. Special meetings of the Board of Directors may be called and held pursuant to Section 54956 of the California Government Code. Emergency Meetings of the Board of Directors may be called and held pursuant to Section 54956.5 of the California Government Code.

Section 4.9. Quorum for Meetings. A quorum shall consist of a majority of the Board of Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of those Directors who are actually present at such meeting may adjourn to another time and place or to the time fixed for the next regular meeting of the Board. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to conduct business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

Section 4.10. Majority Action as Board Action. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), or the applicable provisions of the California Government Code, require a greater percentage or different voting rules for approval of a matter by the Board.

Section 4.11. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by any Vice-President of the Corporation if any have been appointed or, in the absence of each of these persons, by an acting Chair chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be held in conformity with California Government Code Section 54950 et. seq. (The Ralph M. Brown Act). Parliamentary matters at meetings shall be governed by Roberts' Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

Section 4.12. Vacancies. Vacancies on the Board of Directors shall exist (a) on the death, resignation, or removal of any Director, and (b) whenever the number of authorized Directors is increased. The Sole Corporate Member may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law, or has failed to attend a sufficient number of Board meetings, the number of which is to be set by a resolution adopted by the Board. Vacancies on the Board may be filled by the Sole Corporate Member. A person elected to fill a vacancy as provided in this Section shall hold office until the earlier of the expiration of the term of the person such Director replaced or until his or her death, resignation, or removal from office.

Section 4.13. Resignations. Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director in charge of its affairs, except upon notice to the Attorney General.

Section 4.14. Nonliability of Directors. To the extent allowed by law, the Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 4.15. Restriction on Interested Persons as Directors. No more than forty-nine percent (49%) of the persons serving on the board may be interested persons. An interested person is: (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

ARTICLE 5  
OFFICERS

Section 5.1. Number of Officers. The officers of this Corporation shall be a President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The Corporation may also have, as determined by the Sole Corporate Member, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President.

Section 5.2. Qualification, Election, and Term of Office. Any person may serve as officer of this Corporation. Officers shall be appointed by the Sole Corporate Member, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 5.3. Subordinate Officers. The Sole Corporate Member may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Sole Corporate Member.

Section 5.4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Sole Corporate Member, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Sole Corporate Member relating to the employment of any officer of the Corporation.

Section 5.5. Vacancies. Any vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Sole Corporate Member. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Sole Corporate Member shall fill the vacancy.

Section 5.6. Duties of President. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairman of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts,

checks, or other instruments which may from time to time be authorized by the Board of Directors, including agreements with third parties to provide services to the Corporation.

Section 5.7. Duties of Vice-Presidents. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-Presidents, if any, in order as fixed by the Board, or if not ranked, a Vice President designated by the Board, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-Presidents shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 5.8. Duties of Secretary. The Secretary shall:

5.8.1. Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

5.8.2. Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of the meeting, whether the meeting was regular or special, how the meeting was called, how notice of the meeting was given, the names of those present or represented at the meeting, and the proceedings of the meeting.

5.8.3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

5.8.4. Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or by these Bylaws.

5.8.5. Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefor, the Bylaws and the minutes of the proceedings of the Directors of the Corporation.

5.8.6. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 5.9. Duties of Chief Financial Officer/Treasurer. Subject to the provisions of these Bylaws relating to the "execution of Instruments, Deposits and Funds," the Chief Financial Officer/Treasurer shall:

5.9.1. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.



5.9.2. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

5.9.3. Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

5.9.4. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

5.9.5. Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefor.

5.9.6. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

5.9.7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

5.9.8. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## ARTICLE 6

### COMMITTEES

Section 6.1. Formation and Membership of Committees. The Corporation shall have such committees as may from time to time be designated by resolution of the Board of Directors. All committees may include persons who are not also members of the Board. Committees shall act in an advisory capacity only to the Board and shall not expend corporate funds or resources without Board approval.

Section 6.2. Meetings and Action of Committees. Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of the Ralph M. Brown Act and the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## ARTICLE 7

### INDEMNIFICATION

Section 7.1. Indemnification by Corporation of Directors, Officers, Employees, and Other Agents. To the extent that any person, who is, or was, a Director, officer, employee, or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue, or matter, such person, to the extent allowed by law, shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of Section 5238 of the California Nonprofit Public Benefit Corporations Law.

## ARTICLE 8

### INSURANCE FOR CORPORATE AGENTS

Section 8.1. Insurance for Corporate Agents. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee, or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## ARTICLE 9

### EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 9.1. Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 9.2. Checks and Notes. Except as otherwise specifically provided by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation; provided, in the absence of either or both, any two officers may sign.

Section 9.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 9.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

## ARTICLE 10

### CORPORATE RECORDS, REPORTS, AND SEAL

Section 10.1. Maintenance of Corporate Records. The Corporation shall keep at its principal office in the State of California:

10.1.1. Minutes of all meetings of Directors and committees of the Board indicating the time and place of such meetings, whether the meeting was regular or special, how the meeting was called, how notice of the meeting was given, and the names of those present or represented at the meeting, and the proceedings of the meeting.

10.1.2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

10.1.3. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by any member of the Board of Directors of the Corporation at all reasonable times during office hours.

Section 10.2. Corporate Seal. The Board of Directors may adopt, use, and alter a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 10.3. Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

Section 10.4. Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 10.5. Annual Report. The Board shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation, which report shall contain the following information in appropriate detail:

10.5.1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.

10.5.2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.

10.5.3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

10.5.4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

10.5.5. Any other information required by the Board of Directors.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

ARTICLE 11  
FISCAL YEAR

Section 11.1. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of July and end on the 30th day of June in each year.

ARTICLE 12  
BYLAWS

Section 12.1. Amendment. Subject to any provision of law applicable to the amendment of Bylaws of Public Benefit Nonprofit Corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Sole Corporate Member.

ARTICLE 13  
AMENDMENT OF ARTICLES

Section 13.1. Amendment of Articles. Any amendment of the Articles of Incorporation may be adopted by approval of the Sole Corporate Member.

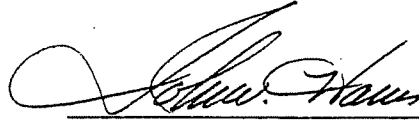
ARTICLE 14  
PROHIBITION AGAINST SHARING  
CORPORATE PROFIT AND ASSETS

Section 14.01. Prohibition Against Sharing Corporate Profit and Assets. No Director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

ADOPTION OF BYLAWS BY INCORPORATOR

I, the undersigned, am the Incorporator of SJCOG, Inc., a California nonprofit corporation, and hereby do adopt the foregoing Bylaws consisting of 14 pages, including this page, as the Bylaws of this Corporation.

Dated: 2/16, 2000.



---

JOHN W. HARRIS

Incorporator

File

**ARTICLES OF INCORPORATION**

**OF**

**SJCOG, INC.**

**I.**

The name of the corporation is: SJCOG, INC.

**II.**

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 public purposes.

B. This corporation is organized exclusively for public and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and 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 of 1954 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 1954 or the corresponding provision of any future United States internal revenue law.

C. A more specific public purpose of this Corporation is to act as the designee of the joint powers agency organized pursuant to the San Joaquin County Habitat Conservation Plan, including the acquisition, holding, administering and managing of real property pursuant to that plan.

///

///

///

**III.**

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

Julia E. Greene  
6 South El Dorado Street  
Suite 400  
Stockton, California 95202

IV.

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

B. 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.

V.

The property of this corporation is irrevocably dedicated to public, charitable, scientific, and educational purposes and no part of the net income or assets of this corporation shall never 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, scientific, or educational scientific purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

Dated: 2/16, 2000



JOHN W. HARRIS, Incorporator