

ARTICLES OF INCORPORATION
OF
ART BEAL FOUNDATION

**ENDORSED
FILED**

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

MAR 23 1977

MARCH FONG EU, Secretary of State

Janet E. Jauregui
Deputy

I

The name of this corporation is ART BEAL FOUNDATION.

II

The purposes for which this corporation is formed are:

(a) The primary purpose of the ART BEAL FOUNDATION is the restoration, preservation and protection of the unique manmade landmark known as "NITWIT RIDGE" located on Bedford Street in the western section of Cambria Pines in Cambria, California.

(b) The secondary purpose of the ART BEAL FOUNDATION is to assist in the restoration, preservation and protection of other unique County of San Luis Obispo landmarks, both natural and manmade, including but not restricted to the following: Morro Bay Estuary and Sandspit; the seven volcanic peaks from Morro Rock to Cerro San Luis; and Painted Rock and other sites containing native American art and artifacts, both sacred and secular.

(c) The general purposes and powers are to possess and exercise all of the powers conferred by law upon non-profit corporations and to have all other powers and to do all other acts necessary or incidental to the administration of the affairs and for carrying out the purposes of this corporation, including without limiting the generality of the foregoing, any or all of the following acts or things:

III

This corporation is organized under the General Non-Profit Corporation Law of the State of California.

IV

The county and this state where the principal office for the transaction of the business of this corporation is to be located in San Luis Obispo County.

V

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

<u>NAME</u>	<u>ADDRESS</u>
JOHN FITZRANDOLPH	238-1/2 Sandercock Street San Luis Obispo, California 93401
VICKI LEON	238-1/2 Sandercock Street San Luis Obispo, California 93401
JAMES M. DUENOW	550 Dana Street San Luis Obispo, California 93401

The number of directors may be fixed or changed from time to time by amendment of the Articles of Incorporation of this corporation, or by amendment of the bylaws of this corporation adopted by the vote or written assent of the members of the corporation entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of members called pursuant to the bylaws.

VI

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, and the property, voting, and other rights and privileges of members shall be as set forth in the bylaws; provided, however, that the members of this corporation shall have no liability for dues or assessments.

VII

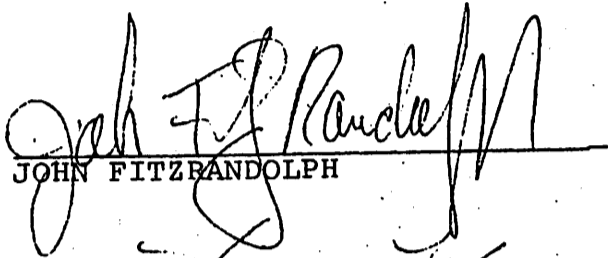
This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profit or dividends to its members and is organized solely for non-profit purposes. The property, assets, profits, and net income of this corporation are irrevocably dedicated to the charitable purposes, and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the Revenue and Taxation Code of the State of California.

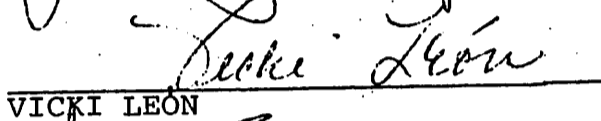
If this corporation holds any assets in trust, they shall be disposed of in such a manner as may be directed by judgment of the Superior Court of the county in which this corporation's principal office is located, on petition by the Attorney General or by any person concerned in the liquidation.

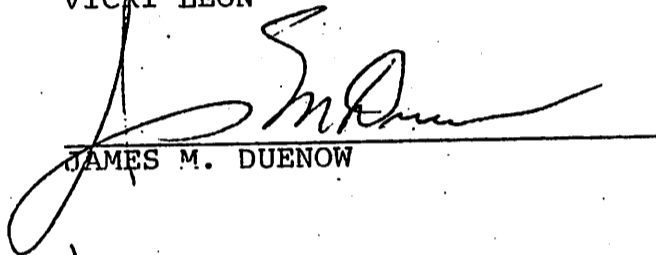
VIII

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.

IN WITNESS WHEREOF, we, the undersigned, being the persons named above as the first directors, have executed these Articles of Incorporation this 30th day of December, 1976.

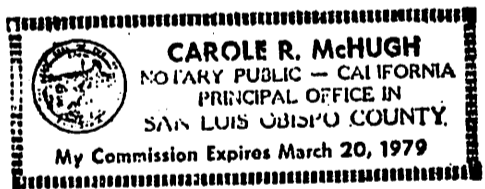

JOHN FITZRANDOLPH

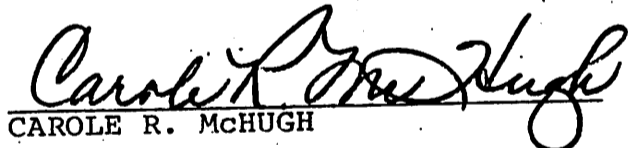

VICKI LEON


JAMES M. DUENOW

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN LUIS OBISPO)

On this, 30th day of December, 1976, before me, the undersigned, a notary public, personally appeared JOHN FITZRANDOLPH, VICKI LEON and JAMES M. DUENOW, known to me to be the persons whose names are subscribed to these Articles of Incorporation, and acknowledged to me that they executed the same.




CAROLE R. MCHUGH