



JOSEPH KELLY
TREASURER AND TAX COLLECTOR

COUNTY OF LOS ANGELES TREASURER AND TAX COLLECTOR

KENNETH HAHN HALL OF ADMINISTRATION
500 WEST TEMPLE STREET, ROOM 437
LOS ANGELES, CALIFORNIA 90012
TELEPHONE: (213) 974-2101 FAX: (213) 626-1812



HOME PAGE
TTC.LACOUNTY.GOV
PROPERTY TAX PORTAL
LACOUNTYPROPERTYTAX.COM

February 09, 2016

The Honorable Board of Supervisors
County of Los Angeles
383 Kenneth Hahn Hall of Administration
500 West Temple Street
Los Angeles, California 90012

Dear Supervisors:

ADOPTED

BOARD OF SUPERVISORS
COUNTY OF LOS ANGELES

26 February 9, 2016


PATRICK OGAWA
ACTING EXECUTIVE OFFICER

AGREEMENT TO PURCHASE TAX DEFAULTED PROPERTY SUBJECT TO THE TAX COLLECTOR'S POWER TO SELL AGREEMENT 2721 (FOURTH SUPERVISORIAL DISTRICT) (3 VOTES)

SUBJECT

The Palos Verdes Peninsula Land Conservancy is seeking to purchase one tax defaulted property through the Chapter 8 Agreement Sale process. The Chapter 8 Agreement Sale allows eligible public agencies and nonprofit organizations the opportunity to purchase tax defaulted property for a qualifying public purpose or benefit. The Palos Verdes Peninsula Land Conservancy intends to use the property for the preservation of open space.

IT IS RECOMMENDED THAT THE BOARD:

Approve and instruct the Chair of the Board to sign the Purchase Agreement Number 2721 (Agreement), authorizing the Treasurer and Tax Collector (TTC) to sell tax-defaulted property subject to the Tax Collector's power to sell to the Palos Verdes Peninsula Land Conservancy (nonprofit public benefit corporation).

PURPOSE/JUSTIFICATION OF RECOMMENDED ACTION

The TTC will sell the property described in this Agreement in accordance with the provisions of Division 1, Part 6, Chapter 8 of the Revenue and Taxation Code (R&TC), and the Board of Supervisors' policy adopted on November 24, 1970. Exhibit A of the Agreement indicates the legal description and selling price of the property.

Implementation of Strategic Plan Goals

Approval of the Agreement is in accordance with the Countywide Strategic Plan Goals of Operational Effectiveness/Fiscal Sustainability. The TTC will recover all defaulted property taxes and costs. The nonprofit's proposed use of the property is for a qualifying public purpose.

Strategic Asset Management Principles Compliance

Not Applicable.

FISCAL IMPACT/FINANCING

The revenue generated from this sale will recover all defaulted property taxes, penalties, interest owed on the property, and costs related to conducting the sale of the property, with proceeds apportioned among the affected taxing agencies.

FACTS AND PROVISIONS/LEGAL REQUIREMENTS

The Chapter 8 Agreement Sale procedure permits eligible public agencies to acquire tax-defaulted property subject to the Tax Collector's power to sell, pursuant to R&TC Section 3791, et seq.

Attachment A contains the purchaser's application and supporting documentation, which includes the nonprofit's request to purchase, minutes of the "Meeting of Board of Directors" authorizing the purchase, GIS map, and the Assessor plat map showing the dimension and general location of the requested property for purchase.

Exhibit A of the Agreement lists the affected Supervisorial District and location, a summary of the nonprofit's intended use of the property, the legal description of the property, and the proposed purchase price. Exhibit B of the Agreement is the nonprofit's Articles of Incorporation. Exhibit C of the Agreement is the nonprofit's resolution authorizing it to make the purchase. County Counsel has approved the Agreement as to form.

R&TC Section 3794.3 indicates that the Agreement shall take place only if approved by the Board of Supervisors.

In accordance with R&TC Section 3795, following adoption by the Board of Supervisors, the TTC shall submit the Agreement to the State Controller's Office for final approval.

Further, R&TC Section 3798 requires the TTC to publish a notice of the Agreement once a week, for three consecutive weeks, in a newspaper of general circulation published in the County.

Finally, pursuant to R&TC Section 3799, the TTC will attempt to contact the owner(s) and parties of interest to inform them of their tax liabilities and the provisions for the redemption of the property and prior to completing the Agreement Sale.

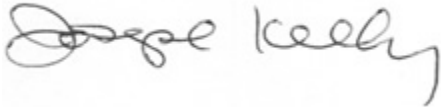
IMPACT ON CURRENT SERVICES (OR PROJECTS)

Not applicable.

CONCLUSION

Upon approval of the attached Agreement, the TTC requests that the Acting Executive Officer Clerk of the Board of Supervisors return all original documents to the Secured Property Tax Division at 225 N. Hill Street, Room 130, Los Angeles, California 90012 for further processing.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Joseph Kelly". The signature is fluid and cursive, with the first name "Joseph" written in a more compact, stylized manner and the last name "Kelly" written in a more extended, flowing script.

Joseph Kelly

Treasurer and Tax Collector

JK:KK:KG:ms

Enclosures

c: Assessor
Chief Executive Officer
Auditor-Controller
County Counsel
Acting Executive Officer, Board of Supervisors

AGREEMENT NUMBER 2721
PALOS VERDES LAND CONSERVANCY
ATTACHMENT A

Application to Purchase Tax-Defaulted Property from County

This application is to be completed by eligible purchasing entities to commence purchase of tax-defaulted property agreement sale from the county under applicable provisions of the California Revenue and Taxation Code. Please complete the following sections and supply supporting documentation accordingly. Completion of this application does not guarantee purchase approval.

A. Purchaser Information

1. Name of Organization: Palos Verdes Peninsula Land Conservancy
2. Corporate Structure – check the appropriate box below and provide corresponding information:
 - ☒ Nonprofit – provide Articles of Incorporation
 - ☐ Public Agency – provide mission statement (If redevelopment agency, also provide agency survey map)

B. Purchasing Information

Determine which category the parcel falls under and then check the appropriate box as it relates to the purchasing entity corporate structure and the intended use of the parcel:

Category A: Parcel is currently scheduled for a Chapter 7 tax sale

- ☐ No Purchase – State / county / taxing agency registering objection to preserve lien only
- ☐ Purchase by State / county / tax agency / revenue district / redevelopment agency / special district to preserve its lien
- ☐ Purchase by State / county / tax agency / revenue district / redevelopment agency / special district for public purpose
- ☐ Purchase by nonprofit for low-income housing or to preserve open space

Category B: Parcel is **not** currently scheduled for a Chapter 7 tax sale

- ☐ Purchase by State / county / taxing agency / revenue district / redevelopment agency / special district for public purpose
- ☒ Purchase by nonprofit to use parcel(s) for low-income housing or to preserve open space

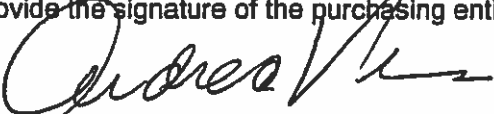
C. Property Detail

Provide the following information. If more space is needed for any of the criteria, consolidate the information into separate "Exhibit" document and attach accordingly:

1. County where the parcel(s) is located: Los Angeles
2. List each parcel by Assessor's Parcel Number: 7568-006-008
3. State the purpose and intended use for *each* parcel: preserving open space

D. Acknowledgement Detail

Provide the signature of the purchasing entity's authorized officer



Authorized Signature

Executive Director

Title

10/5/15

Date



PRESERVING LAND AND RESTORING HABITAT FOR THE EDUCATION AND ENJOYMENT OF ALL

September 3, 2014

Kathy Gloster, Assistant Treasurer & Tax Collector
Los Angeles County Treasurer & Tax Collector
Kenneth Hahn Hall of Administration
225 N. Hill St., Rm. 130
PO Box 512102
Los Angeles, CA 90012

SUBJECT: 2014A Tax Sale – Request to Purchase APN 7568-006-008

Dear Ms. Gloster:

At a regular meeting held on August 25, 2014, the Board of Directors of the Palos Verdes Peninsula Land Conservancy authorized Staff to pursue the acquisition of the following tax-defaulted properties located within our service area through a Chapter 8 Agreement: APN 7568-006-008.

- APN 7568-006-008 is a vacant lot on in Rancho Palos Verdes near the intersection of Bronco Drive and Martingale Drive. It abuts the George F Canyon Nature Preserve in the City of Rolling Hills Estates to the northeast; single-family homes and lots in the City of Rolling Hills to the north, west and south; and the City of Rancho Palos Verdes' Martingale Trailhead Park on Martingale Drive to the southeast. There is a conceptual trail in the City of Rancho Palos Verdes' conceptual trails plan that crosses this property, providing a potential connection to and between trail networks in Rolling Hills and Rolling Hills Estates. The intended use of the parcel is for the preservation of undeveloped open space and native habitat as well as public use via a future trail.
- The property is undeveloped open space without any improvements. Therefore, we haven't enclosed any documentation from the local building department as it isn't pertinent to this property.

As instructed, a copy of the Palos Verdes Peninsula Land Conservancy's Articles of Incorporation, a signed "Application to Purchase Tax-Defaulted Property from County" (Form SCO 8-16) and a \$100.00 check for the preliminary research fee for the parcel are enclosed.

Please provide the Palos Verdes Peninsula Land Conservancy with the necessary agreements and instructions to purchase these properties. The Palos Verdes Peninsula Land Conservancy understands that the offer of sale is subject to change or revocation due to the redemption of the defaulted taxes or the initiation of a legal process, such as a bankruptcy filing. If you have any questions, please feel free to contact me at (310) 541-7613 ext. 204 or via e-mail at avona@pvplc.org.

Sincerely,

Andrea Vona
Executive Director

enclosures

- Palos Verdes Peninsula Land Conservancy Articles of Incorporation
- Application to Purchase Tax-Defaulted Property from County (Form SCO 8-16)
- Check No. 52293

PALOS VERDES PENINSULA LAND CONSERVANCY

MINUTES

MEETING OF BOARD OF DIRECTORS

PVPLC Office, 916 Silver Spur Road, Rolling Hills Estates, California

August 25, 2014

Board Members Present:

Bill Swank; Bill Ailor; Amy Friend (called in); Cassie Jones; John Spletman (called in); Liz Kennedy (called in); Susan McKenna; Ken Swenson; Mike Kilroy; Bob Ford; Grace Wallace;

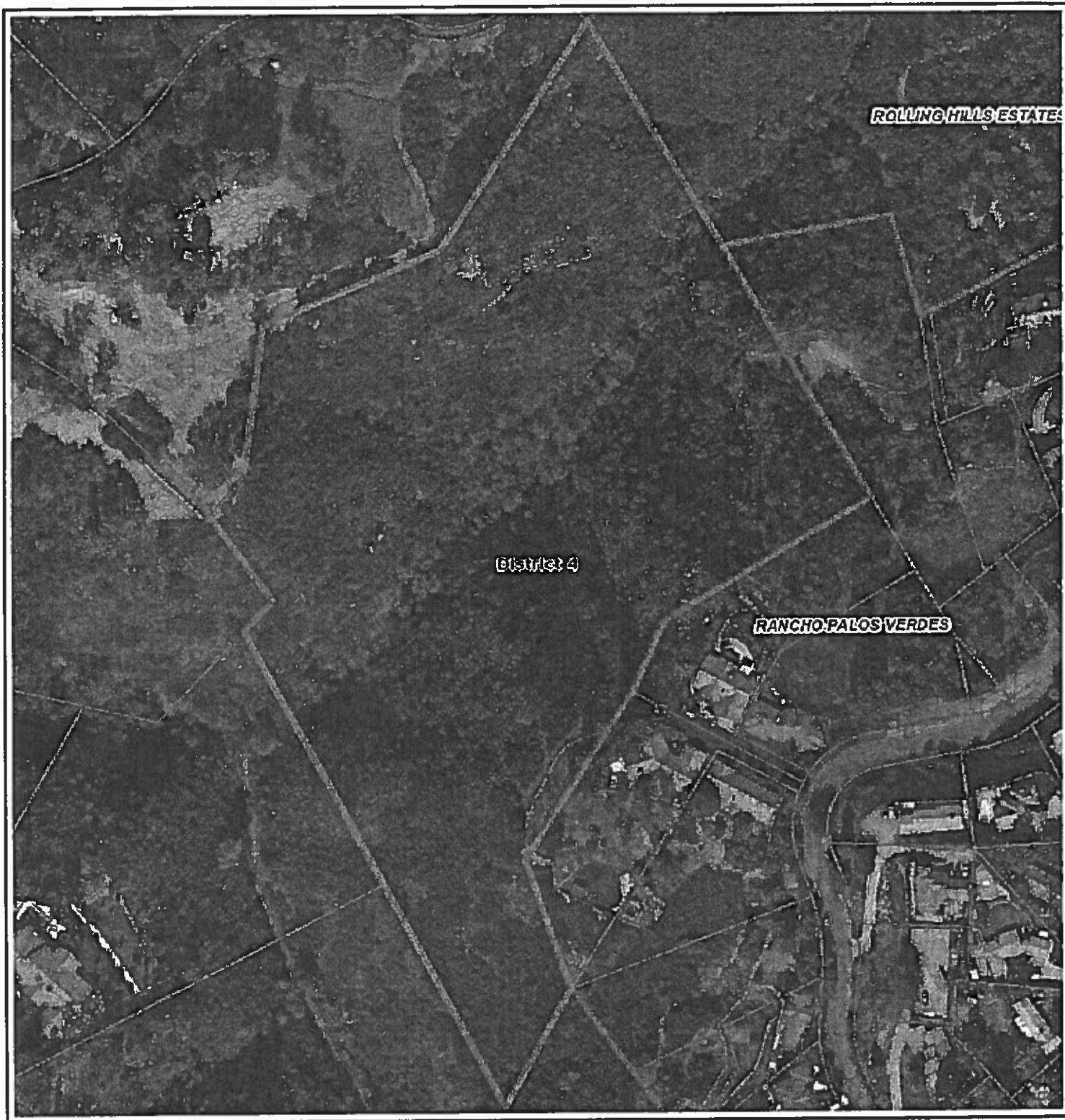
Board Members Absent:

Rob Kautz; Bruce Biesman-Simons; Alan Franz; Joe Platnick;

Also Present:

Andrea Vona;

| Agenda Item | Notes | Action |
|---|---|---------------|
| Call to Order | Bill Swank called the meeting to order at 7:00 pm. | |
| 1 Property at George F Canyon | It was moved and passed unanimously to proceed with the necessary steps to acquire the property at APN 7568-006-008 for the amount of back taxes, approximately \$237,189.00 and associated fees. This includes a Phase 1 Environmental Assessment, Title report and survey. Funds are to be drawn from the VanSickle Gift. | Passed |
| 2 Volunteer Trail Watch | Swenson reported on the 1 year anniversary of the Volunteer Trail Watch. The Stewardship Committee will be preparing an annual report. | Informational |
| 3 City Councilwoman Susan Brooks may be interviewing individuals regarding costs associated with the Preserves. | | Informational |
| 4 Easement Update | Swank and Vona reported on the status of the easement and Implementing Agreement (NCCP & IA). | Informational |
| | | |
| Adjournment/Next Meeting | 7:42 pm Next Regular Board Meeting October 1, 2014 | |
| | Minutes respectfully submitted by Cassie Jones, Secretary | |
| | | |
| | | |
| | | |



AGREEMENT #2721

7568-006-008

Printed: Nov 20, 2015



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Note: This map represents a quick representation of spatial imagery or vector layers using GIS-NET3. The map should be interpreted in accordance with the GIS-NET3 Public disclaimer statement.

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| | |
|-----------------|---|
| 7568 | 6 |
| SCALE 1" = 100' | |

SCALE 1" = 100'

72

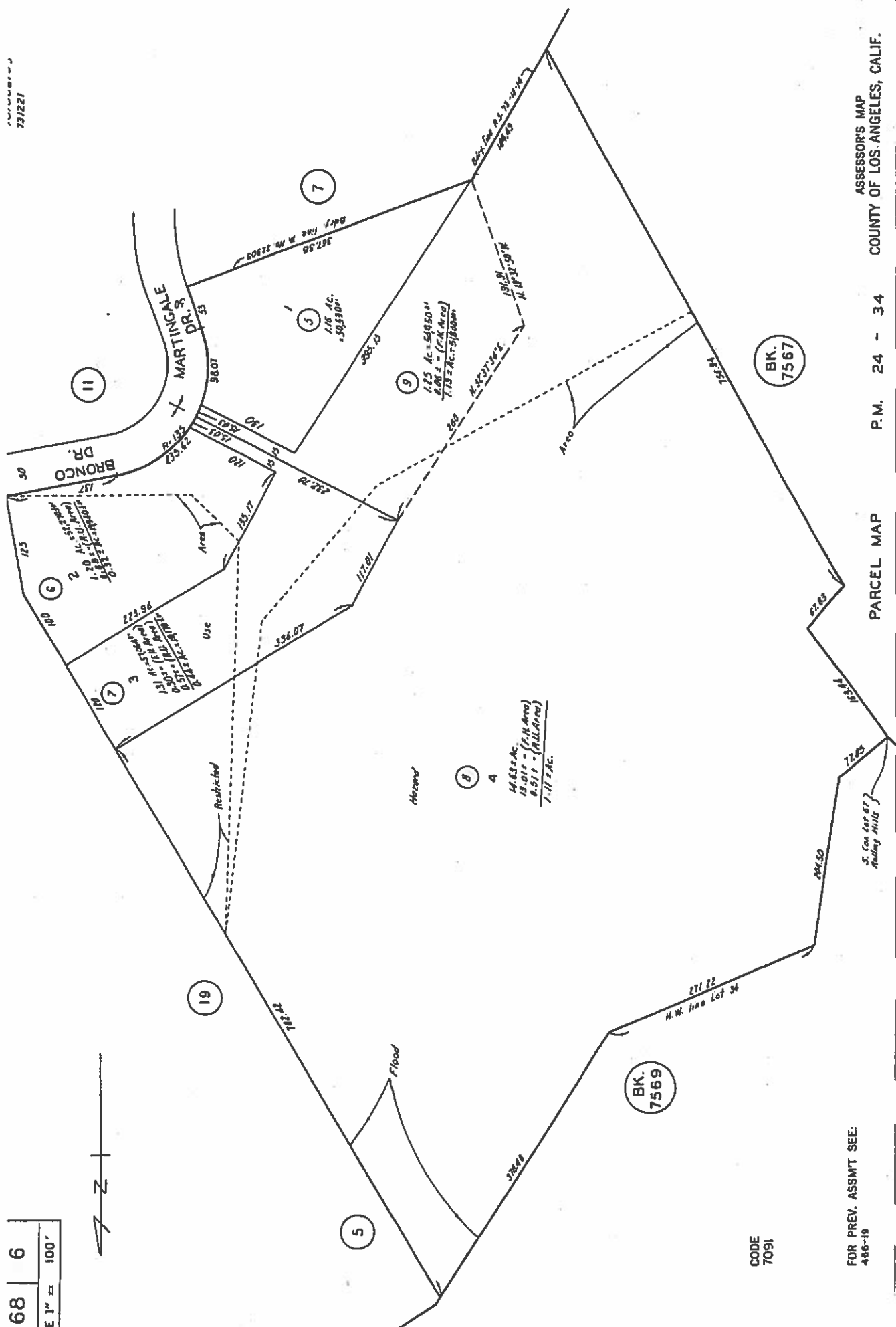
CODE
7091

FOR PREV. ASSMT SEE:
466-19

ASSESSOR'S MAP
COUNTY OF LOS ANGELES, CALIF.

P.M. 24 - 34

PARCEL MAP



RECORDING REQUESTED BY AND

AFTER RECORDATION, MAIL TO:

**TREASURER AND TAX COLLECTOR
COUNTY OF LOS ANGELES
225 N. HILL STREET, ROOM 130
LOS ANGELES, CA 90012**

(Space above line for Recorder's use)

**AGREEMENT FOR SALE AND PURCHASE OF TAX DEFAULTED REAL PROPERTY
AND COVENANTS, CONDITIONS, AND RESTRICTIONS
(APN 7568-006-008)**

*SEE: TAX DEED TO PURCHASER OF TAX-DEFAULTED PROPERTY
(APN 7568-006-008)*

This Agreement by and between the Board of Supervisors of the County of Los Angeles ("Seller") and **Palos Verdes Peninsula Land Conservancy**, a nonprofit corporation organized in accordance with provisions of California law ("Purchaser"), is made effective as of _____.

WHEREAS, as set forth in Purchaser's Articles of Incorporation (Exhibit B) of this Agreement, Purchaser is organized and existing for the purpose of charitable and public purposes.

WHEREAS, the Seller is interested in selling tax defaulted real properties to qualified nonprofits for the development of affordable housing for Low-Income Persons, open space or for public benefit.

NOW, THEREFORE, THE PARTIES AGREE AS FOLLOWS:

1. Subject to approval by the California State Controller and the Los Angeles County Board of Supervisors and subject to termination of redemption rights under Section 3803 of the California Revenue and Taxation Code, Seller agrees to sell to Purchaser that real property described in Exhibit A of this Agreement (the "Property"). The Property was tax defaulted for nonpayment of taxes and is now subject to the Los Angeles County Tax Collector's power to sell, under the County Tax Collector Tax Defaulted Sales Program (the "Program") pursuant to Division 1, Part 6, Chapter 8 of the California Revenue and Taxation Code.
2. The purchase price in this Agreement is the projection of the purchase price for a schedule of nine months. If this Agreement is completed in less time, then the purchase price will be decreased; however, if the completion of this Agreement is longer than this time, the price will increase accordingly. The Purchaser agrees to and shall pay the purchase price for the Property as stipulated in Exhibit B, which do not include the cost of giving notices of this Agreement and shall be paid within fourteen days of the effective

date of the sale. Attached as Exhibit C, respectively is the resolution by Purchaser's Board of Directors authorizing the Purchaser to purchase the Property.

3. DEFAULT

a. The following shall constitute events of default:

- 1) Said Property ceases to be used exclusively for the preservation of open space as the public purpose.
- 2) In the event that a petition of bankruptcy shall be filed by or against the Purchaser, and the petition has not been dismissed or discharged within 180 days of its filing.

4. BINDING FOR THE BENEFIT OF THE SELLER

All covenants contained in this Agreement shall be construed as covenants running with the land and shall be binding for the benefit of the Seller and such covenants and restriction shall be in force and effect, without regard to whether the Purchaser is owner or has an interest in the Property for fifteen years. Only the Seller, or its successor, may remove a covenant from the Property prior to that time.

5. NOTICES

Notices under this Agreement shall be given in accordance with applicable statutory requirements. If there are no statutory requirements in effect, notices, demands, requests, elections, approvals, disapproval's, consents or other communications given under this Agreement shall be in writing and shall be given by personal delivery, facsimile, certified mail (return receipt requested), or overnight guaranteed delivery service and addressed or faxed as follows:

If to Purchaser:

Palos Verdes Peninsula Land Conservancy
Ms. Andrea Vona
Executive Director
916 Silver Spur Road, #207
Rolling Hills Estates, California 90274

If to the Seller:

Treasurer and Tax Collector
225 N. Hill Street, Room 130
Los Angeles, CA 90012
FAX (213) 680-3648

Notices shall be effective upon receipt, if given by personal delivery; upon receipt, if faxed, provided there is written confirmation of receipt (except that if received after 5 p.m., notice shall be deemed received on the next business day); the earlier of (i) three business days after deposit with United States Mail, or (ii) the date of actual receipt as evidenced by the return receipt, if delivered by certified mail; and one day after deposit with the delivery service, if delivered by overnight guaranteed delivery service. Each party shall promptly notify the other party of any change(s) of address or fax to which notice shall be sent pursuant to this Agreement.

7. ENTIRE AGREEMENT

This Agreement, with Exhibits A through C, constitutes the entire agreement of the parties.

| | |
|-----------|--|
| EXHIBIT A | Real Property Description and Purchase Price |
| EXHIBIT B | Purchaser's Articles of Incorporation |
| EXHIBIT C | Resolution by Purchaser's Board of Directors |

APPROVED AS TO FORM:

MARY C. WICKHAM
County Counsel

By 
Deputy County Counsel

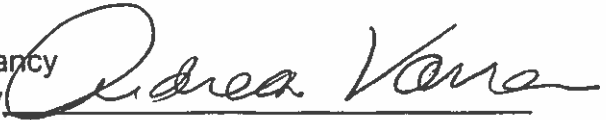
If all or any portion of any individual parcel listed in Exhibit A is redeemed prior to the effective date of this Agreement, this Agreement shall be null and void only as it pertains to that individual parcel

§§3791.4, 3793, 3795.5 R&T Code
Revised 11/15

The undersigned hereby agree to the terms and conditions of this Agreement and are authorized to sign for said agencies.

ATTEST: Palos Verdes Peninsula Land Conservancy

By



Executive Director

Title

(seal)

ATTEST:

Board of Supervisors
Los Angeles County

By

Clerk of the Board of Supervisors

By

Mayor of the Board of Supervisors

By

Deputy

(seal)

This Agreement was submitted to me before execution by the board of supervisors and I have compared the same with the records of Los Angeles County relating to the real property described herein.



Los Angeles County Tax Collector

Pursuant to the provisions of Sections 3793.1 and 3795 of the Revenue and Taxation Code, the Controller agrees to the selling price hereinbefore sets forth and approves the foregoing agreement this _____ day of _____, 20____.

BETTY T. YEE
CALIFORNIA STATE CONTROLLER

By:

Karen Garcia, Manager
Government Compensation & Property Tax
Standards Section

AGREEMENT NUMBER 2721
PALOS VERDES LAND CONSERVANCY
EXHIBIT A
REAL PROPERTY DESCRIPTION AND
PURCHASE PRICE

**EXHIBIT A
REAL PROPERTY DESCRIPTION AND PURCHASE PRICE**

**SUPERVISORIAL DISTRICT 4
AGREEMENT NUMBER 2721**

| <u>LOCATION</u> | <u>FIRST YEAR DELINQUENCY</u> | <u>PARCEL NUMBER</u> | <u>PURCHASE PRICE</u> | <u>PURPOSE OF ACQUISITION</u> |
|--------------------------------|-----------------------------------|--------------------------|---------------------------|-----------------------------------|
| CITY OF RANCHO PALOS VERDES | 2009 | 7568-006-008 | \$300,293.03* | OPEN SPACE |

LEGAL DESCRIPTION

PARCEL MAP AS PER BK 24 PG 34 OF P M LOT COM
AT MOST E COR OF LOT 4 TH NW AND FOLLOWING
BDRY LINE OF SD LOT TO MOST S COR OF LOT 1
TH N 19°32'50" W 191.91 FT TH N 32°37'34" E 280 FT
TH NE ON SE LINE OF SD LOT 4 TO BEG PART OF
LOT 4

*The purchase price quoted on this Exhibit A is a projection of the purchase price for a schedule of nine months. In addition, all cost related to the sale will be added to this price as follows: Cost of Notification, Cost of Publication, Cost of Postage, STPTS Fees, Title Report Fee and Forfeited State Lands Fee. If the agreement is completed in less than the nine month projection time, then the purchase price will be decreased; however if the completion of the agreement is longer than the nine month projection time, the price will increase accordingly.

AGREEMENT NUMBER 2721
PALOS VERDES LAND CONSERVANCY
EXHIBIT B
ARTICLES OF INCORPORATION

Section 7a: Articles of Incorporation.

Section 7b: By-Laws

BYLAWS OF
PALOS VERDES PENINSULA LAND CONSERVANCY

ARTICLE I
NAME, PURPOSES AND PRINCIPAL OFFICE

Section 1.1 Name.

The name of this corporation is the PALOS VERDES PENINSULA LAND CONSERVANCY.

Section 1.2 Purposes.

The corporation is organized under the Nonprofit Public Benefit Corporation Law of California exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

The specific purposes of this corporation include, but are not limited to, the preservation of land for historic, educational, recreational, scenic or open space uses. Preservation of land shall be accomplished by acquiring real property or partial interests therein, including conservation easements as defined in California Civil Code Section 815.2, and recording appropriate instruments necessary to protect in perpetuity the physical environment of the area for wildlife, ecological and aesthetic purposes beneficial to the public interest.

Section 1.3 Principal Office.

The principal office of this corporation shall be located in Los Angeles County, State of California, at an address to be established by resolution of the board of directors.

ARTICLE II
MEMBERSHIP

This corporation shall have no members.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1 Powers.

This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed directly by the

board of directors or, if delegated, under the ultimate direction of the board.

Section 3.2 Number of directors.

The authorized number of directors shall be eleven.

Section 3.3 Election and Term of Office of directors.

3.3.1 The initial eleven directors of the corporation shall be appointed by their execution of the articles of incorporation. Of those eleven directors, six directors shall serve from the date of appointment through the first regularly scheduled annual meeting of the board, and for a term of two years thereafter, until a successor has been elected, qualified, and accepted as a replacement on the board. The remaining five initial directors shall serve from the date of their appointment, through the first regularly scheduled annual meeting of the board of directors, and for a term of one year thereafter, until a successor has been elected, qualified, and accepted as a replacement on the board. Thereafter, each director shall be elected for a term of two years.

3.3.2 Each director shall hold office until the expiration of the term for which the director was elected, unless said director resigns or is removed from the board.

3.3.3 No director may serve more than two consecutive terms.

3.3.4 All subsequent directors shall be elected at the annual meeting of the board to fill the vacancies then occurring. All then sitting directors shall be entitled to vote, by secret written ballot, for the directors to be elected. At the discretion of the board, the election may be conducted by mail.

3.3.5 The quorum for election of directors is two-thirds of the then sitting directors, rounded to the next whole number. If a quorum is not met upon the first regularly scheduled election as a result of a sitting director refusing to vote, said director shall automatically be removed from the board.

3.3.6 All persons who wish to become candidates for election to the board must identify themselves to the Nominating Committee at least forty-five days prior to the date set for the election of directors. The Nominating

Committee has the authority to recommend to the board the candidates it suggests for election.

3.3.7 All voting directors shall have allocated to them the number of votes corresponding to the number of vacancies then to be filled at that election. Each director may then cast his or her votes for the candidates standing for election allocating their votes among the candidates in any fashion, and the candidates with the greatest number of votes shall be elected. Votes may not be split into fractional shares, and in the event of any tie votes, such candidates shall not be elected, but the board shall fill said position or positions as if a vacancy existed on the board.

Section 3.4 Vacancies.

A vacancy shall be deemed to exist in the event that the actual number of directors is less than the authorized number for any reason. Resignation of any director shall be effective upon receipt of written notice of such resignation by the board, the president, the vice president, or the secretary. The board may remove any director with or without cause by the vote of at least two-thirds of all then sitting directors. Unexcused absence of a director from three or more consecutive regular board meetings shall constitute cause for removal. Vacancies may be filled by the board for the unexpired portion of the term of any director who does not complete his or her term.

Section 3.5 Annual Meeting.

The annual meeting of the board of directors shall be held during the third week of October. Notice of the exact date, time, and place of the meeting shall be mailed to all directors at least 30 days in advance of the meeting.

Section 3.6 Regular Meetings.

The board, by resolution, may establish a schedule of regular meetings of the board.

Section 3.7 Special Meetings

Special Meetings of the board may be called by the president, or by any two (2) directors, by written notice delivered personally or by telephone or telegraph to each of the directors, or mailed by first class mail at least four (4) days or more prior to any such meetings. The notice shall state the time and place of such special meeting. Members of the board may participate in annual, regular, or special meetings of the board through the use of conference

telephone or similar communications equipment so long as all directors participating in such meeting can hear one another.

Section 3.8 Quorum.

A majority of the directors then in office shall constitute a quorum for the transaction of business, except to elect directors as provided in Section 3.3 of this Article III, or to adjourn as provided in Section 3.10 of this Article III. Every act or decision by a majority of the directors present shall be regarded as the act of the board, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 3.9 Waiver of Notice.

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after regular call and notice, provided (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 3.10 Adjournment.

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 3.11 Standard of Care.

A. General.

A director shall perform the duties of a director, including duties as a member of any committee of the board on which the director may serve, in good faith, in a manner such director believes to be in the best interests of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

(1) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;

(2) Counsel, independent accountants or other persons as to matters which the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a director in accordance with the foregoing shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat the public and charitable purposes to which the corporation, and assets held by it, are dedicated.

B. Non-liability of Directors.

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

C. Insurance for Corporate Agents.

The board 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.

D. Investments.

Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing this corporation's investments, the board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. The provisions of Subsection A, above, shall apply to this Subsection.

Section 3.12 Prohibited Transactions.

A. Loans.

This corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or of any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

B. Self-Dealing Transactions.

Except as provided in Subsection C below, the board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the corporation is a party and in which one or more of the directors has a material financial interest.

c. Approval.

The board may approve a self-dealing transaction if the board determines that the transaction is undertaken for the corporation's own benefit, and is fair and reasonable to this corporation; and the board, after reasonable investigation under the circumstances, determines that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the board, in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director(s).

Section 3.13 Compensation.

None of the directors shall be persons compensated by this corporation for services performed for this corporation. In this Section, the term "persons" includes individuals related by blood or marriage.

ARTICLE IV
COMMITTEES

Section 4.1 Committees of Directors.

The board may designate one (1) or more committees, each consisting of two (2) or more directors to serve at the pleasure of the board; provided, however, that if an executive committee is authorized by the board, said committee shall consist of not less than three (3) directors, and the resolution establishing such executive committee shall be adopted by a majority of the directors then in office. Appointments to all committees shall be made by the board of directors except that appointments to the executive committee shall be by majority vote of the

directors then in office. Any committee, to the extent provided in the resolution, shall have all the authority of the board except that no committee, regardless of board resolution may:

- A. Fill vacancies on the board of directors or on any committee;
- B. Expend any corporate funds for any purpose without the express authorization of the board of directors;
- C. Amend or repeal Bylaws or adopt new Bylaws;
- D. Amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- E. Appoint any other committees of the board of directors or the members of these committees.

Section 4.2 Meetings.

Meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE V OFFICERS

Section 5.1 Officers.

The officers of this corporation shall be president, vice-president, secretary and treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the directors. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the president of the board.

All officers of the corporation shall be selected from the membership of the board of directors, and must be members of the board of directors.

Section 5.2 Election.

The officers of this corporation shall be chosen annually by the directors, and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

Section 5.3 Removal.

Subject to the rights, if any, of any officer under any contract of employment, any officer may be removed, with or without cause, by the board of directors at any meeting of the board.

Section 5.4 Resignation.

Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified by that notice, and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5.5 Vacancies.

A vacancy in any office for any reason shall be filled in the manner described in these Bylaws for regular appointments to that office.

Section 5.6 President.

The president shall be the chief executive officer of the corporation, shall preside at all meetings of the board of directors and shall, subject to control of the board, generally supervise, direct and control the business and the officers of the corporation. The president shall be a member of all committees and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the board of by the Bylaws.

Section 5.7 Vice-President.

In the absence of the president, the vice-president shall preside at all meetings of the board of directors, and shall, subject to the control of the board, have the powers and duties of the president.

Section 5.8 Secretary.

The secretary shall keep a full and complete record of the proceedings of the directors, shall keep the seal of the corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be proper or necessary, shall supervise the keeping of the books of the corporation, and shall discharge such other duties as pertain to the office or as prescribed by the directors.

Section 5.9 Treasurer.

The treasurer shall have charge and custody of all funds of the corporation, shall deposit such funds in the manner required by the board, shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions, shall render reports and accountings as required, and shall discharge such other duties as pertain to the office or as prescribed by the directors.

ARTICLE VI
REPORTS TO DIRECTORS

Section 6.1 President's Annual Report.

The president shall furnish a written report annually to all directors of this corporation containing the following information:

- A. The assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- C. The revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- D. The expenses or disbursements of this corporation, for both general and restricted purposes during the fiscal year;
- E. Any transaction during the previous fiscal year involving FIVE THOUSAND DOLLARS (\$5,000.00) or more by this corporation and in which any director or officer of the corporation was a party. The report must

disclose the names of the interested persons involved in such transaction, stating such person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest;

- F. The amount and circumstances of any indemnifications or advances aggregating more than TWO THOUSAND DOLLARS (\$2,000.00) paid during the fiscal year to any officer or director of the corporation.

Section 6.2 Audited Financial Statement

Included within the president's annual report shall be the financial statements of the corporation in audited form.

ARTICLE VII
INDEMNIFICATION

Section 7.1 Definitions.

For the purposes of this Article VII, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 7.4 or 7.5(b) of this Article VII.

Section 7.2 Indemnification in Actions by Third Parties.

The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of

the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 7.3 Indemnification in Actions by or in the Right of the Corporation.

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed 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. No indemnification shall be made under this Section 7.3:

- A. In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

- B. Of amounts paid or expenses incurred in defending a threatened or pending action involving the Attorney General which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 7.4 Indemnification Against Expenses.

To the extent that an agent of the corporation is to be indemnified for any proceeding referred to in Section 2 or 3 of this Article VII or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 7.5 Required Determination.

Except as provided in Section 7.4 of this Article VII, any indemnification under this Article VII shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article VII, by:

- A. A majority vote of a quorum consisting of directors who are not parties to such proceeding; or
- B. The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

Section 7.6 Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon resolution of the board that the agent is entitled to be indemnified as authorized in this Article VII.

Section 7.7 Other Indemnification

No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article VII. Nothing contained in this Article VII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 7.8 Forms of Indemnification Not Permitted.

No indemnification or advance shall be made under this Article VII, except as provided in Section 7.4 or 7.5(b), in any circumstances where it appears:

- A. That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- B. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7.9 Nonapplicability to Fiduciaries of Employee Benefits Plans.

This Article VII does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article VII. The corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

ARTICLE VIII
AMENDMENTS

Section 8.1 Amendment of Articles of Incorporation.

Proposed amendments to the corporation's articles of incorporation must be submitted in writing to the directors at least one (1) month in advance of the board meeting at which they will be considered for adoption. The vote of two-thirds (2/3) of the directors shall be required to adopt an amendment to the articles of incorporation.

Section 8.2 Amendments to Bylaws.

Proposed amendments to this corporation's Bylaws must be submitted in writing to the directors at least one (1) month in advance of the board meeting at which they will be considered for adoption. The vote of two-thirds (2/3) of the directors shall be required to adopt an amendment to the Bylaws of this corporation.

ARTICLE IX
MISCELLANEOUS

Section 9.1 Fiscal Year.

The fiscal year of this corporation shall end each year on 30 September.

Section 9.2 Corporate Seal.

This corporation shall have a seal which shall be specified by resolution of the board of directors. The seal shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of the instrument.

Section 9.3 Contracts.

All contracts entered into on behalf of this corporation must be authorized by the board of directors and signed by at least two officers of the corporation.

Section 9.4 Execution of Checks.

Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of the corporation shall be signed by such individuals as are authorized by the board of directors.

END OF BYLAWS

Section 7e: Statement of Purpose

Undeveloped land on the Palos Verdes Peninsula area of Los Angeles County is being developed at a rapid rate. Members of the community who consider this undeveloped land to be a unique and special resource of the Peninsula are forming this organization. The goal of the corporation is to establish and implement methods for the preservation in perpetuity of selected land on the Palos Verdes Peninsula, as open space, for historic, educational, ecological, recreational, and scenic purposes.

Section 7f: Programs and Activities

Programs and activities which will be conducted by the Palos Verdes Peninsula Land Conservancy will include:

- o Manning a booth at a local street fair to introduce the organization to members of the community;
- o Presenting lectures to local organizations (Audubon Society, Sierra Club, schools, etc.) and local government agencies on unique natural features of the Palos Verdes Peninsula and the organization's efforts to preserve some of these features;
- o Conducting walks through major parcels of undeveloped land to acquaint interested persons with the resource.

Activities of this sort will raise the awareness of the community and create a large base of community support for our land acquisition and preservation activities.

In future years, the Conservancy may consider establishing interpretative centers to share the natural features of an area and encourage responsible use of and respect for our natural environment.

Section 7g: Fund Raising Activities

Planned fund raising activities:

1. Booth at annual Palos Verdes Peninsula Street Fair
2. Solicit donations at meetings of local civic groups and other organizations.
3. Sale of bumper stickers, T-shirts, other items at local functions
4. Solicitation by mail
5. Special awards and award functions for large donors

6. Distribution of brochures

Section 7h: Discontinued Activities

None

Section 7i: Leases and Agreements

None

PALOS VERDES PENINSULA LAND CONSERVANCY

PROPOSED BUDGET FOR FY89:
(1 OCTOBER 1988 THROUGH 30 SEPTEMBER 1989)

RECEIPTS

| | |
|-----------------|-----------|
| Fund Raising | \$250,000 |
| Interest Income | \$1,000 |
| ----- | |
| GROSS RECEIPTS | \$251,000 |

DISBURSEMENTS

| | |
|--|-----------|
| Acquisition of Land and Conservation Easements | \$200,000 |
| Stationery, Postage, Office Supplies | \$2,000 |
| Legal Fees | \$5,000 |
| Preparation and Printing of Brochures | \$5,000 |
| Booth and Insurance, Annual Street Fair | \$100 |
| Land Valuation, Title Reports on Land Acquisition | \$2,000 |
| Insurance | \$2,000 |
| Accounting Fees | \$1,000 |
| Annual Report | \$3,000 |
| Fund Raising Activity Expenses | \$5,000 |
| Travel | \$1,500 |
| Postal Box Rental and Other Miscellaneous Expenses | \$500 |
| ----- | |
| TOTAL DISBURSEMENTS | \$227,100 |
| YEAR END BALANCE | \$23,900 |

Section 7j: Samples of Literature

 The enclosed descriptive flier is the only document distributed to date.

***STATEMENT OF PURPOSE**

PVPLC is a non-profit public benefit corporation formed for the purpose of preserving in perpetuity selected land on the Palos Verdes Peninsula as open space for historical, educational, ecological, recreational and scenic purposes. Over 600 similar local land trusts are currently operational in at least 46 states, and have individually preserved from a few to thousands of acres of land for local enjoyment.

***WHO IS THE PALOS VERDES PENINSULA LAND CONSERVANCY?**

The Conservancy is a community-based group of private citizen volunteers working toward a common goal. Our Board of Directors and Advisory Council include men and women with diverse backgrounds and interests. The members are closely unified by their mutual concern for the future of the Palos Verdes Peninsula.

***WHY HAS IT BEEN ORGANIZED?**

The Peninsula's open land, which is so important in contributing to the rural atmosphere and quality of life that we all prize, is rapidly disappearing. The Conservancy has been formed to identify the remaining open land and arrange for acquisition and management of selected portions as open space beneficial to the entire community.

***HOW WILL IT OPERATE?**

As a non-profit corporation, PVPLC will work with local, state and federal agencies, and property owners, to acquire and manage open land on the Palos Verdes Peninsula. Acquisition may be by purchase or by donation; or PVPLC may merely obtain the property owner's agreement for a conservation easement which will forever protect the land. Funding for PVPLC's activities and projects will come primarily from individual donations. It is possible that from time to time some financial assistance may also be available through The California Coastal Conservancy or from other governmental or business sector sources.

***WHAT WILL IT DO FOR THE COMMUNITY?**

The Conservancy will preserve and manage selected open space on the Peninsula for the benefit of all. The benefits to be enjoyed may include hiking, riding, ecological studies, gazing at our beautiful scenery, birding and other outdoor pleasures. In addition, the presence of open land will help preserve our clean air, slow the dramatic increase in traffic, reduce water consumption and help retain the unique and desirable characteristics of the Peninsula.

***HOW CAN I HELP?**

Simply complete the form which is on the reverse side and return it with your contribution. Your name will be added to our mailing list for timely bulletins regarding PVPLC's projects, and for our quarterly newsletter.

904 SILVER SPUR RD., SUITE 274, ROLLING HILLS ESTATES, CA 90274

ANNOUNCING



PALOS VERDES PENINSULA LAND CONSERVANCY

REGISTRATION FORM

Yes, I want to help preserve the Palos Verdes Peninsula! Here is my donation for that worthwhile purpose.

| | |
|-------------|-----------|
| \$10-\$24 | Donor |
| \$25-\$99 | Friend |
| \$100-\$499 | Supporter |

Amount \$ _____, payable to Palos Verdes Peninsula Land Conservancy or to PVPLC. Mail to PVPLC, 904 Silver Spur Road, Suite 274, Rolling Hills Estates, CA 90274.

Name: _____

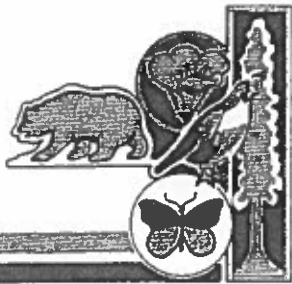
Address: _____

Telephone: _____

Please check below for further information on the indicated topics:

☐ Participation as a volunteer in PVPLC's activities.
☐ PVPLC's Sponsor, Patron and Benefactor programs.

Thank you for your support!



State of California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

NOV 02 1988



March Fong Eu

Secretary of State

A360138

NO. 1438540 P.S.E.D
FILED

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

CERTIFICATE OF AMENDMENT

OF

OCT 19 1988

ARTICLES OF INCORPORATION

MARCH FONG EU, Secretary of State

OF

PALOS VERDES PENINSULA LAND CONSERVANCY

JOSEPH K. SLAP and MARILYN LITVAK certify that:

1. They are the vice president and the secretary, respectively, of PALOS VERDES PENINSULA LAND CONSERVANCY, a California non-profit public benefit corporation.

2. Article IV, Section A of the articles of incorporation of this corporation is amended to read as follows:

"The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code."

3. Article IV, Section B of the articles of incorporation of this corporation is amended to read as follows:

"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 said Code, or the corresponding provisions of any future statute of the United States."

4. The foregoing amendment of articles of incorporation has been duly approved by the board of directors to correct a typographical error in the original articles.

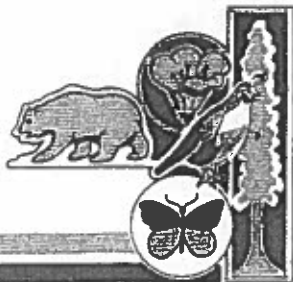
DATED: OCTOBER 10 , 1988

AMENDMENT TO ARTICLES

BE IT RESOLVED, THEREFORE, that Joseph K. Slap and Marilyn Litvak are hereby authorized on behalf of the Corporation to execute and have filed with the Secretary of State a Certificate of Amendment of the Articles of Incorporation to correct the typographical error.

Joseph K. Slaps
Marilyn Litvak
Richard T. Bana
J. M. R. D.
J. H.

Aunt M. A.
 Maudie Landon
 William H. Coker, Jr.



State of California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

JUN 14 1988



March Fong Eu

Secretary of State

1438543

ENDORSED
FILED

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

ARTICLES OF INCORPORATION
OF
PALOS VERDES PENINSULA LAND CONSERVANCY

JUN 10 1988

MARCH FONG EU, Secretary of State

I

The name of this corporation is the Palos Verdes Peninsula Land Conservancy.

II

- A. This organization 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 Law for charitable purposes.
- B. The specific purposes for which this corporation is organized include, but are not limited to, the preservation of land for historic, educational, ecological, recreational, scenic, or open space uses.

III

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

Name: William H. Ailor, III
Address: 11 Seaview Drive South
Rolling Hills Estates, CA 90274

IV

- A. The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 510(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 510(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of said Code, or the corresponding provisions of any future statute of the United States.
- C. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V

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

Names and Addresses:

| | |
|----------------------------------|---------------------------------|
| Dr. William H. Ailor, III | Richard T. Bara |
| 11 Seaview Drive South | 1 Peppertree Drive |
| Rolling Hills Estates, CA 90274 | Rancho Palos Verdes, CA 90274 |
| John S. Fiske | |
| 12 Academy Road | |
| Palos Verdes Peninsula, CA 90274 | |
| Ted Gibbs | |
| 3242 Parkhurst Drive | |
| Rancho Palos Verdes, CA 90274 | |
| Dr. James Hirtle | |
| 450 Silver Spur Road, Suite 100 | |
| Palos Verdes Peninsula, CA 90274 | |
| Benjamin Hitz, Jr. | |
| 6 Poppy Trail Lane | |
| Rolling Hills, CA 90274 | |
| Maude Landon | |
| 34 Santa Barbara | |
| Rancho Palos Verdes, CA 90274 | |
| Marilyn Litvak | |
| 1525 Espinosa Circle | |
| Palos Verdes Estates, CA 90274 | |
| Dr. Floyd D. Maxwell | |
| 2139 McRae Drive | |
| San Pedro, CA 90732 | |
| Martin Reiter | Joseph K. Slap |
| 30467 Ganado | 42 Cresta Verdes Drive |
| Rancho Palos Verdes, CA 90274 | Rolling Hills Estates, CA 90274 |

VI

- A. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, trustee, member, or officer of this corporation, or to any private person.
- B. Upon the dissolution or winding up of the corporation, any assets remaining after payment of, or provision for payment of, all debts and liabilities, shall be distributed to a governmental entity described in Section 170(b)(1)(A)(v) of the Internal Revenue Code, or to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, and which is qualified to receive "qualified conservation contributions" within the meaning of Section 170(h) of said Code, or the corresponding provisions of any future statute of the United States.
- C. In the event of a liquidation of this corporation, all corporate assets shall be disposed of in such manner as may be directed by decree of the Superior Court for the County of Los Angeles, on petition therefor by the Attorney General or by any person concerned in the dissolution, in a proceeding to which the Attorney General is a party.

IN WITNESS WHEREOF, the undersigned, being the initial directors of the Palos Verdes Peninsula Land Conservancy have executed these Articles of Incorporation on May 29, 1988.

DIRECTORS

William H. Ailor, III
William H. Ailor, III, Director

Richard T. Bara
Richard T. Bara, Director

John S. Fiske
John S. Fiske, Director

Ted Gibbs
Ted Gibbs, Director

James Hirtle M.O.

James Hirtle, Director

Benjamin Hitz, Jr.

Benjamin Hitz, Jr., Director

Maude Landon

Maude Landon, Director

Marilyn Litvak

Marilyn Litvak, Director

Floyd Maxwell

Floyd Maxwell, Director

Martin Reiter

Martin Reiter, Director

Joseph K. Slap

Joseph K. Slap, Director

DECLARATION

We are the persons whose names are subscribed below. We collectively are all of the initial directors of the Palos Verdes Peninsula Land Conservancy

, and we have executed these Articles of Incorporation. The foregoing Articles of Incorporation are our act and deed, joint and severally.

Executed on 29 May, 1988, at 37 Seaview Drive South, Rolling Hills Estates, California.

We, and each of us, declare that the foregoing is true and correct.

William H. Ailor, III
William H. Ailor, III, Director

Richard T. Bara
Richard T. Bara, Director

John S. Fiske
John S. Fiske, Director

Ted Gibbs
Ted Gibbs, Director

James F. Hirtle, M.D.
James Hirtle, Director

Benjamin Hitz, Jr.
Benjamin Hitz, Jr., Director

Maude Landon
Maude Landon, Director

Marilyn Litvak
Marilyn Litvak, Director

Floyd Maxwell
Floyd Maxwell, Director

Martin Reiter
Martin Reiter, Director

Joseph K. Slap
Joseph K. Slap, Director

Document listing the parcel and a specific description of the purpose and intended use

Parcel 7568-006-008

The project is a parcel acquisition and will be preserved by the Palos Verdes Peninsula Land Conservancy (PVPLC) as open space. The parcel is located along a steep canyon that consists of riparian habitat (willows) and coastal sage scrub, predominantly lemonadeberry. It is undisturbed habitat. A blue line stream flows through the canyon. It is one of the few canyons on the Palos Verdes peninsula with permanent water flow.

Since 2005, the Palos Verdes Peninsula Land Conservancy has been creating the Palos Verdes Nature Preserve (PVNP) through land acquisitions made possible by donations from community members and bond funds from the Wildlife Conservation Board, California Coastal Conservancy, County of Los Angeles and the City of Rancho Palos Verdes.

The vegetation historically found in the area is coastal sage scrub, one of the most rare plant communities in the United States. It is estimated that this plant community occupies less than 10% of its former range. This plant community supports a high number and variety of species. The area also serves as habitat to many migrating birds moving through the region in fall and spring.

California gnatcatcher (*Polioptila californica californica*), dependent on CSS, is a species listed federally as threatened, and a California state Species of Special Concern. The primary cause of this species' decline is the cumulative loss of coastal sage scrub vegetation to urban and agricultural development. The parcel is located adjacent to California gnatcatcher critical habitat. It may provide a dispersal corridor as climatic conditions and vegetation communities change.

The parcel is located adjacent to federally endangered Palos Verdes blue butterfly critical habitat, and contains its host plant, deerweed. In the future, PVPLC may collaborate with the Institute for Wildland Studies to release captive-reared butterflies at the site, to provide a new population and decrease impacts of stochastic events.

AGREEMENT NUMBER 2721
PALOS VERDES LAND CONSERVANCY
EXHIBIT C
BOARD OF DIRECTORS RESOLUTION

PALOS VERDES PENINSULA LAND CONSERVANCY BOARD OF DIRECTORS
RESOLUTION

Upon a motion duly made, and passed unanimously, the Directors of this Corporation have adopted the following resolution:

To proceed with the necessary steps to acquire the property at APN 7568-006-008 for the amount of back taxes, approximately \$237,189.00 and associated fees. This includes a Phase 1 Environmental Assessment, Title report and survey. Funds are to be drawn from the VanSickle Gift.

The undersigned certifies that she is the duly elected Secretary of this Corporation, and that the above is a true and correct copy of the resolution that was duly adopted at a meeting of the Board of Directors, which was held in accordance with State law and the by-laws of the Corporation.

Dated: August 25, 2014

A handwritten signature in dark ink, consisting of a large, stylized 'C' followed by a horizontal line and a few additional strokes.