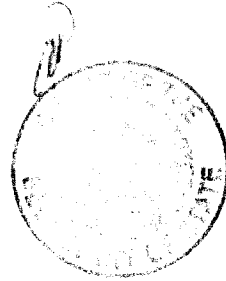


State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



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

FEB 17 2007

Debra Bowen

DEBRA BOWEN
Secretary of State

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

JAN 11 2007

**ARTICLES OF INCORPORATION
 OF
 UPPER AMERICAN RIVER FOUNDATION
 A CALIFORNIA PUBLIC BENEFIT CORPORATION**

ONE: The name of this corporation is UPPER AMERICAN RIVER FOUNDATION.

TWO: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purpose for which this corporation is organized is to conserve and protect the unique qualities of California's upper American River watershed so that it may be enjoyed by future generations.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is John S. Gaffney, 950 Sevier Road, Cool, CA 95614.

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

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

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

Name	Address
William Camazzo	5209 Crestline Drive, Foresthill, CA 95631
Grant Fraser	235 Katherine Way, Auburn, CA 95603
John S. Gaffney	950 Sevier Road, Cool, CA 95614
William E. Templin	5125 Linda Lou Drive, Carmichael, CA 95608

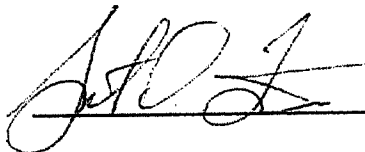
SIX: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

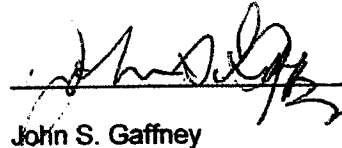
Date: December 21, 2007

 Director

William Camazzo

 Director

Grant Fraser

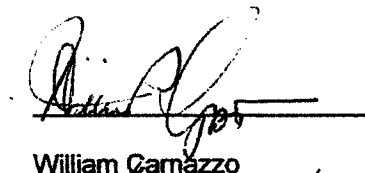
 Director

John S. Gaffney

 Director

William E Templin

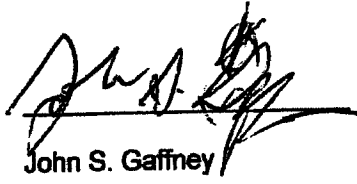
We, the above-mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

 Director

William Camazzo

 Director

Grant Fraser


Director
John S. Gaffney


Director
William E. Templin

