

**ARTICLES OF INCORPORATION OF
THE SUSTAINABILITY COUNCIL OF VENTURA COUNTY**

A California Nonprofit Public Benefit Corporation

I. The name of the corporation is The Sustainability Council of Ventura County.

II. 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 and primary purpose for which this corporation is organized is to provide educational programs and materials to the public that promote awareness and implementation of principles of sustainability in Ventura County.

III. The name and address of the corporation's initial agent for service of process is:

Robert Chianese
2465 Hall Canyon Road
Ventura, California 93001

IV. a. This corporation is organized and operated exclusively for charitable and educational 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.

V. 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.

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

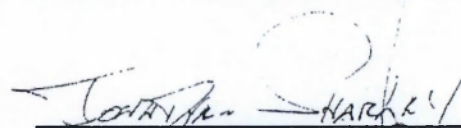
Robert Chianese	2465 Hall Canyon Road, Ventura, CA 93001
Jonathan Sharkey	141 West A Street, Port Hueneme, CA 93041
Harry Gaskill	2588 Seahorse Avenue, Ventura, CA 93001

VII. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net earnings or assets of the corporation shall inure to the benefit of any director, officer or member, or to the benefit of any private person.

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



ROBERT CHIANESE, Director



JONATHON SHARKEY, Director

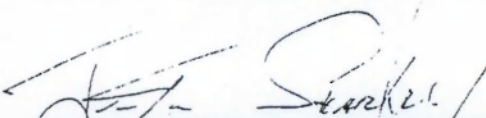


HARRY GASKILL, Director

On 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.

Dated September 15, 1997


ROBERT CHIANESE, Director


JONATHAN SHARKEY, Director


HARRY GASKILL, Director