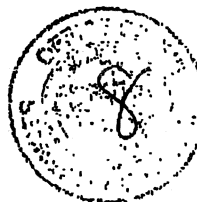


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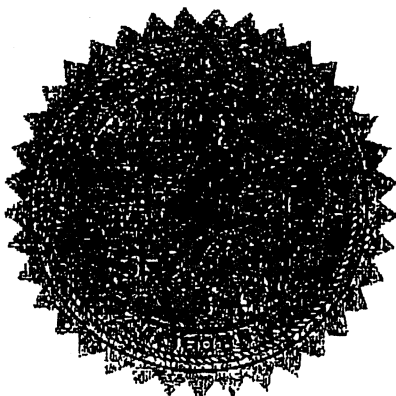
**SECRETARY OF STATE**

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 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

**MAR 02 2005**



*Kevin Shelley*  
Secretary of State

2707591

**ARTICLES OF INCORPORATION**  
**OF**  
**FRESNO'S CHAFFEE ZOO CORPORATION**

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

MAR 02 2005

**KEVIN SHELLEY**  
**Secretary of State**

**I.**

The name of this corporation is Fresno's Chaffee Zoo Corporation.

**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 and charitable purposes.

B. The specific purposes of this corporation are as follows:

(1) Scientific research and education; and

(2) To acquire, establish, operate, maintain and control zoological gardens, and collections and specimens of animals, including mammals, fish, birds, reptiles, and insects, for the study and promotion of zoology and natural history and for the education, recreation, and pleasure of the general public.

**III.**

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

Kenneth A. Baldwin, Esq.  
5 River Park Place East  
Fresno, CA 93720

**IV**

A. This corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law, or (b) a

corporation, contributions to which are deductible under Internal Revenue Code Section 170(c)(2) or the corresponding provision of any future United States Internal Revenue law.

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 charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any directors, 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 purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

Dated: March 2, 2005

  
Kenneth A. Baldwin, Incorporator

