

SECTION 16

Inventory of Tangible Property

Oakland Zoo Tangible Property

FYE: 9/30/2011

Asset	Property Description	c	Date Acquired	Asset Note	*
Group: Animals					
388	20 Elephant Female		7/01/92		
389	Chimpanzee Male		7/01/92		
394	20 Aldabra male 217		7/01/92		
399	20 Chimpanzee Female		7/01/92		
404	20 Elephant Female		7/01/92		
408	20 Camel - Male 799		7/01/92		
409	20 Camel Female 800		7/01/92		
412	20 giraffe Female 8		10/02/93		
413	20 Hornbills 890		8/20/93		
414	20 Elphant Female		12/09/93		
415	20 Hornbill 921		3/08/94		
430	20 Aldabra tortoise		12/30/94		
431	20 Common Eland		3/29/95		
432	20 Common Grants		9/11/95		
441	20 Dean Lewis		2/28/99		
669	Male Elephant		3/15/04		
670	Lubeebats (31)		5/31/04		
671	Squirrel Monkey (3)		5/31/04		
770	Child Zoo-Animal Acquisitions		9/01/05		

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Group: Buildings & Improvements

27	140 Snow Building		12/01/76		
32	40 Train Shed		5/01/81		
38	300 Modular Office		9/01/82		
39	80 Mobile Home		10/01/82		
41	80 Greenhouse		2/01/83		
51	20 Barn		2/01/85		
53	40 Fence		2/01/85		
63	80 White House Improvements		3/01/86		
67	20 Zebra Night House		6/01/86		
70	80 Walk-In Entrance		11/01/86		
73	20 Brandt Hamadryas		12/01/86		
75	20 Chimpanzee Exhibit		2/01/89		
77	80 New Shop, truck		4/01/89		
81	20 Hospital Roof		10/01/90		
83	20 Iron Bars Gibbons		2/01/91		
88	20 Elephant Project		6/01/92		
89	20 Kirkpatrick Bench		6/01/92		
93	20 Bison Corral		8/01/92		
95	20 Vet Hospital		7/01/92		
96	140 Snow Bldg Repair		7/01/92		
97	20 Lion Exhibit		7/01/92		
98	20 Elephant Exhibit		10/01/89		
99	20 Flamingo Plaza		7/01/92		
100	20 Gibbon Exhibit		12/01/90		
102	20 Giraffe Exhibit		8/01/92		
103	140 Lower Park Restoration		8/01/93		
104	80 K1 Park Entrance		4/01/94		
105	20 Siamang Island		1/01/94		
106	20 Sun Bear Exhibit		6/08/96		
107	140 Snow Bldg Improvements		8/01/93		
108	20 K1 Aviary		4/01/93		
109	20 K1 Vet Hospital		12/01/93		
110	20 K1 Hay Barns		7/01/93		
111	20 Elephant Mod		10/01/93		
112	60 Food Service Stand		7/01/93		
113	200 Education/Op Bldg		3/15/94		
115	20 Aladin Mechanical		6/30/94		
116	20 TV Monitor, Elephant		6/30/94		
117	120 Blue/Green House		6/30/95		
118	40 Train Station		6/30/95		
119	20 Minor Animal Improvements		6/30/95		
120	120 White House Improvements		6/30/95		
122	20 Elephant Exhibit		6/30/95		
123	20 Label for Exhibit		8/01/94		

Oakland Zoo Tangible Property

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Asset	Property Description	c	Date Acquired	Asset Note	*
Group: Buildings & Improvements (continued)					
124	200 New roof - warehouse		4/26/96		
125	20 New Roof Giraffe		4/26/96		
126	20 Rock Works		3/01/96		
128	20 Bosack Kruger		6/30/97		
129	300 K2 Administration Bldg		6/30/97		
130	20 K2 Sun Bear Addition		6/30/96		
133	20 African Savanna		4/11/98		
134	140 Snow Bldg		4/30/98		
135	20 Zebra Exhibit		4/11/98		
136	60 Rides Area Improvements		7/01/97		
137	40 Rides Area Improvements		7/01/97		
138	20 Well Improvements		7/01/97		
140	80 Various Bldg Additions		1/01/99		
141	80 Front Entrance		4/30/99		
142	200 Education Center		3/31/99		
143	80 Signage		3/31/99		
145	Meas I & K - Art		12/31/98		
146	80 Meas K Master Plan		12/31/98		
147	20 African Savanna		2/28/99		
148	20 Environmental Impact		7/01/98		
153	140 Snow Bldg Improvements		7/01/98		
463	Ed Center Kitchen		6/30/00		
465	African Savanna		6/30/00		
466	Warthog Exhibit		6/30/00		
467	African Savana		6/30/00		
468	Warthog Exhibit		6/30/00		
469	Signage Improvement		6/30/00		
470	Maintenance Building		6/30/00		
471	Maintenance Building		6/30/00		
475	Rides - Phase III		6/30/00		
488	Elephant Exhibit		6/30/00		
494	BBI Construction - improvements		12/21/00		
495	Barn improvements		1/23/01		
496	Glass for Hyrax exhibit		4/24/01		
497	Ed Center kitchen		6/30/01		
499	Infrastructure		6/30/01		
500	Small Exhibits		6/30/01		
501	Signage		6/30/01		
504	Front Entrance - Meas K		6/30/01		
505	Warthog		6/30/01		
506	Snow Bldg improvements		6/30/01		
507	Lion - Chain Link Fence		6/30/01		
509	Front Entrance - Meas I		6/30/01		
510	Maintenance Bldg		9/30/00		
512	Front Entrance - Meas AA		6/30/01		
560	Maintenance Bldg-Meas K		9/30/00		
561	Af Savanna (Barn-From K)		6/30/01		
562	Af Savanna (From Meas I)		6/30/01		
563	Pavers		6/30/01		
603	Infrastructure		6/30/02		
606	African Savanna		6/30/02		
607	Rides (Merry go Round)		6/30/02		
608	Maintenance Bldg		6/30/02		
610	Front Entrance		6/30/02		
612	Tiger improvement		6/30/02		
613	Squirrel Monkey		6/30/02		
614	Snow Building		6/30/02		
615	Tiger Improvement		6/30/02		
616	Baby Elephant Shoot 7 Improvement		8/15/01		
635	Africa Savanna -Measure K		7/01/02		
638	FrontEntrance - Measure K		6/01/03		
639	Lion Exhibit - Measure K		3/01/03		
640	Giraffe Exhibit - Measure K		5/01/03		
642	Restrooms -Measure K		1/01/03		
644	Operations Office		1/01/03		
646	Giraffe Barn - Measure k		7/01/02		
673	Lion Exhibit -Measure K		6/30/04		
675	Restrooms Measure K		6/30/04		
676	Master Art Measure K		6/30/04		

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Asset	Property Description	c	Date Acquired	Asset Note	*
Group: Buildings & Improvements (continued)					
703	Various Elephant Infrastructure		7/01/04		
704	African Savanna-Measure K		7/01/04		
705	Education Center Improvements		7/01/04		
706	Education Center Impr-Measure K		7/01/04		
707	General Infrastructure-Measure K		7/01/04		
711	Educ Ctr-Measure K		10/01/04		
718	Africa Savanna-Measure K		11/01/04		
719	Measure K-Gen Infrastructure		6/01/05		
720	Signage		6/01/05		
729	New Roof		12/31/05		
760	Child Zoo-Fund Rasing Costs		9/01/05		
761	Child Zoo-Plan,Design,Proj Mgt		9/01/05		
762	Child Zoo-Measure I Funds		9/01/05		
763	Child Zoo-Measure K Funds		9/01/05		
764	Child Zoo-Measure G Funds		9/01/05		
767	Child Zoo-Bldg & Structures		9/01/05		
768	Child Zoo-Exhibit Development		9/01/05		
769	Child Zoo-Furnishings		9/01/05		
771	Child Zoo-Exhibits/Interactive Areas		9/01/05		
772	Child Zoo-Rock Work		9/01/05		
774	Vet Hospital Improvements		6/30/06		
809	Posts/Signage-Meas K		10/30/06		
810	Snow Bldg Mods		10/31/06		
811	New Fence Goat Area		10/31/06		
812	Shade Sails Goat Pet Zoo/Amphitheatre		11/30/06		
813	Madagascar Exhibit		11/30/06		
814	Vet Hospital		10/31/06		
815	Playground		12/31/06		
816	Various Signage		12/31/06		
817	Vanpely Construction		3/31/07		
818	Rock Childrens Zoo		3/31/07		
819	Signage		3/31/07		
820	Radius Pad		3/31/07		
821	Walkway Extension		3/31/07		
822	Shade Sail Structure		3/31/07		
823	Solar Panels		3/31/07		
830	Snow Bldg Renovation		5/31/07		
833	Restaurant Fixturing		6/30/07		
834	Solar Panels		6/30/07		
839	Mobile Modular		9/30/07		
853	Perimeter Fence		11/30/07		
854	Accounting Trailer Office		11/01/07		
859	Install Furnace		1/01/08		
861	Tiger Perimeter Fence Ext		2/01/08		
862	Fence Ext Bat Highway		2/01/08		
879	Concrete Alligator		5/01/08		
886	Snow Bldg Renovation		8/01/08		
887	Snow Bldg Roof		9/01/08		
890	Water Main Children's Zoo		9/30/08		
898	Elephant Barn Infill		12/31/08		
902	Snow Bldg Signage		11/30/07		
903	Snow Bldg Renovation		1/30/09		
909	Replace Window Chimp Cage		3/01/09		
910	Multi-Species Exhibit		3/31/09		
912	Childrens Zoo Improvements		6/01/09		
915	Outdoor Bench Baboon		9/15/09		
918	Addition Multi Specious exb		10/20/09		
919	Addition Multi-Species Exhibit		11/01/09	X	
920	Giraffe Barn Addition		12/01/09		
922	Additional Skylights		12/01/09	X	
923	Wallaroo Exhibit		1/01/10	X	
924	Chimp Hloding/Commissary		1/01/10	X	
927	Addition of Wallaroo Exhibit		2/01/10		
928	Addition of Chimp Nighthouse		2/01/10		
932	ADDITION WALLAROO EXHIBIT		3/01/10		
941	Wild Australia Exhbit		6/01/10		
944	Addition of Wallaroo Exhbits		7/01/10		
948	Addition to Sun Bear Exhibit		9/01/10		
949	Chimps Window		9/01/10		

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Asset	Property Description	c	Date Acquired	Asset Note	*
Group: Buildings & Improvements (continued)					
952	Elephant Barn - Radiant Heat	c	10/01/10		
953	Elephant Barn Remodel	c	10/01/10		
954	Gen. Curetors Residence new shower	c	11/01/10		
958	Baldor drive @Skyride	c	1/01/11		
966	Air Conditioner Edu Bldg	c	4/01/11		
		c			
Group: Equipment					
154	40 Sky Ride		7/01/77		
155	40 Train		7/01/77		
156	40 Train Track		7/01/77		
157	40 Tub Rides		7/01/77		
158	40 Little Cart		7/01/77		
161	40 Merry-Go-Round		7/01/77		
249	120 Evacuation System		10/31/93		
252	100 Lift Table-Rand		3/31/94		
254	40 AA2 Train CP Huntington		5/01/93		
255	80 Bay Alarm		3/15/94		
256	40 AA2 Train Track		5/01/94		
261	40 Train - Alligators		8/09/94		
262	40 Train - Rhino		5/31/95		
264	40 Merry-Go-Round		6/30/95		
265	40 Red Baron		6/30/95		
270	20 Signage K2		1/01/96		
272	120 AG Bag Compost		11/30/96		
273	70 Cart-Carriage		10/31/96		
274	100 Sky Ride Evacuation		10/31/96		
278	40 Grips for Skyride		12/17/96		
282	40 Little Car Improvements		10/31/96		
283	20 K2 Signage		3/01/97		
284	20 Chimp Cage		4/28/97		
286	60 Economy Rest. Tools		6/16/97		
288	40 AA2 Rides improvements		11/30/97		
294	60 Picnic Tables-Af. Savanna		4/01/98		
297	60 Bay Alarm - Food Stand		1/31/98		
299	60 Cash Register - Food Stand		6/17/98		
300	120 Loader Arm		6/11/98		
303	40 Rides K3 tubs		6/30/98		
304	120 Martin Industries		10/31/98		
305	120 Bay Area Sweeper		12/31/98		
306	120 Mower - Turf &		4/30/99		
308	120 Ag Bag Int'l Comp		11/30/98		
311	100 Various		6/30/99		
313	40 Various rides		1/01/99		
315	40 Engine for Rides		5/31/98		
518	Mobile Storage Bin		9/30/00		
520	Clutch for compactor		10/31/00		
529	Radio repeater		2/05/01		
530	Registers - front entrance		6/30/01		
532	Shelves/counters/sinks/install		6/30/01		
533	Walk-In Combo Refrigerator		6/30/01		
534	Refrigerator system		6/30/01		
536	Randcus Serving Center		6/30/01		
537	Gas Griddle & Accessories		6/30/01		
538	Fire Supression System		6/30/01		
539	Freezer center/worktop		6/30/01		
540	Fryer-gas		6/30/01		
541	Refer counter/Worktop		6/30/01		
542	Serving Counter		6/30/01		
543	Storage w/ glass door		6/30/01		
545	Steamer		6/30/01		
546	Freezer center/griddle		6/30/01		
559	(3) Macs - Educations		6/30/01		
565	Train (2)		4/01/02		
567	Gage Tek		8/31/01		
573	Back Hoe		8/31/01		

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Asset	Property Description	c	Date Acquired	Asset Note	*
Group: Equipment (continued)					
575	Blackbaud upgrade		8/30/01		
583	Scanners (gift)		12/31/01		
593	Auggie Scrapper		4/30/02		
598	Ice Machine w bin		5/31/02		
627	SkyrideChairs		3/17/03		
630	SQL Upgrade		6/13/03		
632	Signs		7/01/02		
636	Sky ride Chairs- Measure K		3/01/03		
648	Blackbaud Upgrade		10/30/03		
651	POSIM		3/31/04		
656	Dell 1600 SC Server		8/15/03		
662	Donor Recognition Sign		4/25/04		
665	Ultrium 460 Tape Drive		4/12/04		
672	X-Ray Machine		1/14/04		
678	Measure K Rides Area		6/30/04		
683	Servers		3/01/05		
689	Chairs and Tables		6/01/05		
691	Pods/Bags/Hoses		5/01/05		
693	Food Bev Cart		5/01/05		
694	Elephant Signage		7/01/04		
695	Food cart		6/01/05		
698	Phone System		6/01/05		
723	Food Kisok		6/30/05		
724	Phone System		6/30/05		
732	Ice System		2/28/06		
736	Gateway Systems Software		4/30/06		
745	Computer		7/01/05		
746	Computer Equipment		7/01/05		
749	Gateway Systems Software		4/30/06		
751	Computer Equipment		4/30/06		
779	Gateway System		7/31/06		
781	Computer Equipment		9/30/06		
782	Gateway Software		9/30/06		
783	Gateway Systems		9/30/06		
786	Vet Imaging Equipment		1/31/07		
827	Various PC's		7/24/06		
828	Dell PC		11/08/06		
829	7 Dell PCs		4/30/07		
832	Computers		6/03/07		
835	Sound Equipment		6/30/07		
840	Computers		8/31/07		
841	Network Upgrade		9/30/07		
842	Network Upgrade		9/30/07		
843	Network Upgrade		7/31/07		
844	Zoo Signage		9/30/07		
845	Zoo Signage		9/30/07		
846	Zoo Signage		9/30/07		
848	Zoolights Lights/RTM		11/28/07		
849	Fence		11/30/07		
850	Fence		11/30/07		
851	Network Equipment		11/30/07		
852	Network Equipment		11/30/07		
856	Accounting Tables		9/30/07		
863	Infrastructure Upgrade-Wireless		2/01/08		
864	Infrastructure Upgrade-Wireless		2/01/08		
865	Network Upgrade		11/01/07		
866	Red Baron Ride Improvement		3/31/08		
869	Lighting Retrofit		4/01/08		
870	Skyride Chairlift Improvements		4/01/08		
871	Computer Equipment		4/01/08		
873	Bobcat Bucket		4/01/08		
878	Install Cable Railing		4/01/08		
882	B-Day Party Add		6/30/08		
883	Pizza Prep Table		6/30/08		
884	Picnic Tables		7/31/08		
885	Pizza Oven		8/01/08		
888	Concrete Alligator		9/01/08		
889	Electric Cart 48V		9/30/08		
891	Computer Equipment		9/30/08		

Oakland Zoo Tangible Property

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Asset	Property Description	c	Date Acquired	Asset Note	*
Group: Equipment (continued)					
892	Computer Equipment		9/30/08		
893	Pizza Oven Component		9/30/08		
894	Tsunami MP 5054-R Base Station		4/20/08		
895	Food Warmer		11/30/08		
896	Paging System		12/31/08		
899	Zoolights-Bulbs		10/31/08		
905	Elephant Barn Heating System		1/31/09		
907	Golf Cart EZ-Go MPT 1000		2/28/09		
911	Computers		4/01/09		
930	ZOOLIGHTS BULB		3/01/10		
933	APPLE COMPUTER		4/01/10		
935	Train Sound System		4/01/10		
937	Computer (Carl)		5/01/10		
942	Main Gate Safe (cs 7100)		7/01/10	X	
943	Cash Register(5)		7/01/10	X	
946	Computer		1/07/10		
947	Network Server		10/01/10		
950	Proxim Ed314 dsi port		9/01/10		
951	Water Pump valve @ Giraffe		9/01/10		
955	ZL Lights, sockets & Plugs	c	12/01/10		
956	DEB PC	c	12/01/10		
957	Computer	c	1/01/11		
959	Office Professional plus 2010	c	1/01/11		
960	CONTAINER (TWO 24' & 20')	c	2/01/11	X	
961	9 Radios	c	2/01/11	X	
964	Refrigerated Counter	c	1/28/11	X	
965	Animal Management PC	c	3/01/11		
967	SKy Ride Addition	c	4/15/11		
		c			

Group: Furniture & Fixtures

346	80 Alarm System		7/01/93		
351	20 K2 Signage Improvement		4/01/94		
355	300 Phone System		5/03/96		
356	160 Blackbaud Software		8/30/95		
357	300 Taylor Made Copier		8/31/96		
360	300 Prints for Admin		6/02/97		
361	300 Phone System - New		6/02/97		
362	300 Furniture new		6/20/97		
367	20 Phones - Office		12/31/96		
370	80 Wells Fargo Comp		8/06/96		
380	160 Software/Hardware		6/29/98		
382	80 Virco		10/31/98		
384	200 Furniture for Ed		3/31/99		
385	200 Mult Zones - Com		3/31/99		
481	Office Furniture		6/30/00		
482	Furniture		11/30/99		
554	Umbrellas & stands		6/30/01		
556	GrandBenedict Gift Shop Fixtures		6/30/01		
625	Workstations		3/14/03		
677	Patio Furniture Sales Tax		7/01/03		
753	Office Computers		3/31/20		
754	Gateway Project		4/30/06		
756	Computer Equipment		5/01/06		
776	Wicker Chairs		8/31/06		
777	Folding Charis		10/31/06		
847	Office Desks		9/30/07		
855	Accounting Office Panels		11/30/07		
857	Accounting Office Panels		1/01/08		
860	Patio Furniture		2/01/08		
868	Chairs		4/01/08		
914	Umbrella (Food)		8/01/09		
934	Auditorium Chair		4/01/10		
		c			

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Asset	Property Description	c	Date Acquired	Asset Note	*
Group: Land Improvements					
12	80 Parking Lot		10/01/90		
13	80 Brick Project		12/01/90		
16	20 KL Path Railings		5/01/94		
17	120 K Sewer		5/01/94		
18	120 Paving Road In		7/01/94		
19	80 Master Plan Art		6/30/94		
20	140 Lemington-Strom		5/31/97		
22	120 K2 Infrastructure		6/30/97		
24	120 Meas I Entry Road		3/31/99		
25	120 Irrigation Project		4/30/99		
26	120 Various Infrastructure		2/28/99		
483	Infrastructure		6/30/00		
634	IrrigationProject - Measure K		11/01/02		
641	Lower Parking Lot- Measure K		4/01/03		
702	Infrastructure		7/01/04		
725	Survey-Upper Parking Lot		1/31/06		
765	Child Zoo-Site Preparation		9/01/05		
766	Child Zoo-Infrastructure		9/01/05		
773	Child Zoo-Landscape/Irrigation		9/01/05		
787	Relocate Guy Anchors		7/31/06		
789	Landscaping		10/31/06		
790	Grade Pathway		11/30/06		
791	Asphalt Improvements		12/31/06		
794	Install Fence Camel Exhibit		10/31/06		
795	Tree Roots Mitigation		7/31/06		
796	Fence/Flatwork		7/31/06		
803	Bathroom Tile		7/31/06		
804	CZ-Infrastructure-Chainlink		7/31/06		
837	Arroyo Viejo Creek Improvements		8/31/07		
838	Campanella		8/31/07		
858	Elephant Barn Addition		1/01/08		
867	Upper Parking Lot Improvements		4/01/08		
872	Landscaping		4/10/08		
874	Parking Wall		10/01/07		
875	Retaining Wall		10/01/07		
876	Parking Lot Improvements		12/01/07		
877	Arroyo Creek Improvements		7/01/07		
880	Parking Lot Improve		3/01/08		
881	Lemur Irrigation		6/25/08		
897	Main Zoo Mound Island		10/31/08		
901	Concrete Flatwork-Train Loading Area		2/28/09		
904	Tram Rides Platform		1/31/09		
913	New Baboon Exhibits (Tree)		8/01/09		
917	Asphalt Improvement Baboon		9/28/09		
921	Land Improvement		12/01/09		
929	KING STATE OAK PLANTING		2/01/10		
931	SIGNAGE		3/01/10		
936	King Estates Oak tree plantation		4/01/10		
938	Ultrablocks		5/01/10		
939	Wild Australia Exhibit		1/05/10		
940	New Side walk		5/01/10		
945	Replacing Old water line (suvanna)		7/01/10	X	

c

Group: Vehicles

450	200 Zoomobile		6/01/91		
453	20 Trailer for Animals		3/20/95		
457	20 Main Zoo Chevy		8/31/97		
485	Toyota 7104C		6/30/00		
486	Cart - Toyota		6/30/00		
549	Toyota PU Truck		7/31/00		
550	Taylor Dunn Electric Cart		8/15/00		
652	EZ- Go Cart		4/27/04		
697	Lift/Bedliner Kawasaki		12/01/04		
738	4 Golf Carts		9/30/05		

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Asset	Property Description	c	Date Acquired	Asset Note	*
Group: Vehicles (continued)					
739	1 Golf Cart		12/31/05		
740	2006 Toyota Tacoma		1/31/06		
752	Toyota Prius		4/01/06		
808	Zoomobile Toyota Prius 07		10/31/06		
824	Bobcat S185 Skidsteer		4/30/07		
825	Utility Vehicle-Kubota		4/30/07		
826	Ford 08 F-250 P/U Truck		4/30/07		
906	Electric Flatbed Cart		1/31/09		
908	Ford Boxdump Truck		2/28/09		
916	Truck/BOXDUMP/3-4YD/DSL		8/15/09		
925	Addition of Tax & transfer fees for two trucks		1/01/10		
926	FORD F150 PICK-UP TRUCK		2/01/10		
962	E-Z-GO RXV Shuttle 4-passenger Electric	c	2/01/11		
963	DT PIERCEY TOYOTA	c	2/01/11	X	

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SECTION 19

Articles of Incorporation and By-Laws

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF EAST BAY BOTANICAL & ZOOLOGICAL SOCIETY

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California
APR 20 1978
MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

Jo Ann Harley and Don Tucker certify:

1. That they are the president and secretary, respectively, of the East Bay Botanical & Zoological Society, a California non-profit corporation.

2. That at a meeting of the board of directors of said corporation, duly held at Oakland, California, on October 12, 1977, the following resolutions were adopted:

"RESOLVED: That Article II of the articles of incorporation be amended to read as follows:
'The name of the corporation is East Bay Zoological Society.'"

"RESOLVED: That the title provision of the articles of incorporation as amended, of this corporation which now reads:
'Articles of Incorporation of East Bay, Botanical and Zoological Society'
is amended to read as follows:
'Articles of Incorporation of East Bay Zoological Society.'"

"RESOLVED: That the articles of incorporation of this corporation are hereby amended by the addition of a new Article IX to read as follows:

IX


'The property of this corporation is irrevocably dedicated to those purposes meeting the requirements for a welfare exemption under Section 214 of the Revenue and Taxation Code and no part of the net income or assets of this organization shall ever inure to the benefit of any private persons. 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 non-profit fund, foundation, or corporation which is organized and operated exclusively for purposes meeting the requirements for a welfare exemption under Section 214 of the Revenue and Taxation Code and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such a manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is party."

3. That at a meeting of the members of said corporation, duly held at Oakland, California, on January 26, 1978, resolutions were adopted, and the wording of the amended articles as set forth in the members' resolutions is the same as that set forth in the directors' resolutions in Paragraph 2 of this certificate.


4. That the number who voted affirmatively for the adoption of said resolution is 125, and that the number of members constituting a quorum is 125.

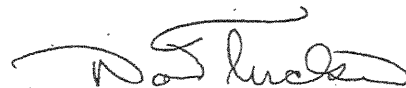

Jo Ann Harley, President


Don Tucker, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.

Executed at Oakland, California, on March 8, 1978.


Jo Ann Harley, President


Don Tucker, Secretary



ARTICLE OF INCORPORATION
OF THE
ALAMEDA COUNTY ZOOLOGICAL SOCIETY

FILED
In the office of the Secretary of State
OF THE STATE OF CALIFORNIA

APR 23 1936

FRANK C. JORDAN
SECRETARY OF STATE
By *[Signature]*
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KNOW ALL MEN BY THESE PRESENTS:

I.

That this non-profit corporation is formed under and by virtue of the laws of the State of California, and particularly under Section 593, of Title XII, of Part 4, of Division 1, of the Civil Code of the State of California.

II.

That the name of this corporation is the "Alameda County Zoological Society".

III.

That this is a corporation which does not contemplate pecuniary gain or profit to the members thereof formed for the purpose of fostering, promoting, encouraging and teaching the conservation and propagation of wild animal life; for scientific research in all branches of zoology; for teaching and encouraging humane treatment of animals, and for wholesome recreation for the public. To these ends this corporation shall be empowered:

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

2. To purchase, own, hold, lease, convey, mortgage, hypothecate, exchange, and receive donations and bequests of real and personal property and otherwise acquire and deal in all kinds of real and personal property for the accomplishment of the objects of this corporation.

3. To do any and all things necessary and convenient to accomplish the objects for which this corporation is created.

IV.

That there is no capital stock and there are no shares of stock.

WILLIAM W. HOFFMAN
ATTORNEY AT LAW
1400 - 28TH AVENUE
OAKLAND, CALIF.

166674

V.

1 court in this state where the principal office of the trans-
2 action of the business of the corporation is to be located in Alameda
3 County, California.

VI.

4 The membership of this corporation is divided into seven classes,
5 namely: Honorary, Associate, Life, Donor, Patron, Founder, Benefactor,
6 Active, Family, Junior and Business, and all members have an equal
7 right to vote in the affairs of this corporation and such rights and
8 privileges as are prescribed by the by-laws of this corporation.

VII.

9 That the names and residences of the seven persons who are to act
10 in the capacity of directors of the corporation until the selection of
11 their successors and who shall be known and designated as trustees
12 are as follows, to-wit:

- 14 Owen C. Carr, residing at 202 Regillus Apartments, Oakland, Calif.
- 15 Howard O. Welty, residing at 6024 Chabot Road, Oakland, Calif.
- 16 Earle C. Linsley, residing at 2050-10th Ave., Oakland, Calif.
- 17 Edward A. Martin, residing at 1177 Euclid Ave., Berkeley, Calif.
- 18 George H. Hagy, residing at 1524 Webster Street, Alameda, Calif.
- 19 Edward R. Madigan, residing at 5528 Glenbrook Ave. Oakland, Calif.
- 20 Dr. Leonard Barnard, residing at 8081 Margarido Dr. Oakland, Calif.

21 The authorized number and qualifications of the members of the
22 corporation, the different classes of membership, the property, voting
23 and other rights and privileges of each class of membership, and the
24 liability of each or all classes, dues or assessments and the method of
25 collection thereof be set forth in the by-laws of the corporation.

26 Authority is hereby granted to the members of this corporation,
27 entitled to vote, to change from time to time the authorized number of
28 trustees of this corporation by a duly adopted amendment of the by-laws
29 of this corporation.

VIII.

30 That the name of the existing unincorporated association which
31 is hereby being incorporated is "Alameda County Zoological Society".
32 I, **IN WITNESS WHEREOF**, the president and secretary of the Alameda
33 County Zoological Society, the existing unincorporated association
34 have subscribed these articles of incorporation March 27, 1938.

Earle C. Linsley
President

Howard O. Welty
Secretary

1 STATE OF CALIFORNIA }
2 COUNTY OF ALAMEDA } ss.

3 EARLE C. LINSLEY and HOWARD O. WELTY, each being first duly
4 sworn, each for himself and not for the other, depose and say:

5 That the said EARLE C. LINSLEY, is the duly and regularly elect-
6 ed and acting president of the Board of Trustees of the Alameda County
7 Zoological Society and HOWARD O. WELTY is the duly and regularly elect-
8 ed and acting secretary of the Board of Trustees of the Alameda County
9 Zoological Society; that at a general meeting of the members of the
10 said Alameda County Zoological Society, duly and regularly held on the
11 18th day of March, 1936, at the office of the said Alameda County Zoo-
12 logical Society, in the City of Oakland, County of Alameda, State of
13 California, it was unanimously voted to authorize the incorporation of
14 the said Alameda County Zoological Society as a corporation formed
15 for purposes other than for pecuniary profit, under the laws of the
16 State of California, and it was further voted that the said EARLE C.
17 LINSLEY and HOWARD O. WELTY, be authorized and directed to execute and
18 acknowledge the Articles of incorporation of said Alameda County Zoo-
19 logical Society, on behalf of said Alameda County Zoological Society
20 and that said EARLE C. LINSLEY and HOWARD O. WELTY, have executed
21 these Articles by authority of the said Alameda County Zoological
22 Society.

23 *Earle C. Linsley*

24 *Howard O. Welty*

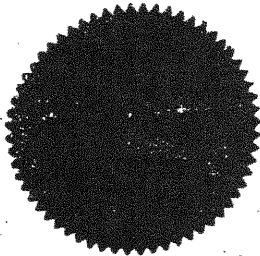
25
26 Subscribed and sworn to before
27 me this 11th day of April, 1936,

28 *Edward J. Smith*

29 NOTARY PUBLIC
30 in and for the County of Alameda, State of California

31
32 166674

State of California
County of Alameda ss.



GENERAL ACKNOWLEDGMENT
Notary's Office No. 411
Notary's Business Oakland California

On this 17th day of July in the year One Thousand
Nine Hundred and eighty before me, Edward J. Smith
a Notary Public in and for the County of Alameda, State of California, residing therein,
duly commissioned and sworn, personally appeared Charles J. Lindsey
and Howard W. Kelly

known to me to be the persons described in and whose names are subscribed to the
within instrument.

and they acknowledged to me that they executed the same

In Witness Whereof, I have hereunto set my hand and affixed my Official Seal, the day
and year in this certificate first above written.

1686

Edward J. Smith
Notary Public

in and for the said County of Alameda, State of California

166674

NAME: EAST BAY BOTANICAL AND ZOOLOGICAL SOCIETY

John A. [unclear]

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF ALAMEDA COUNTY ZOOLOGICAL SOCIETY

The undersigned, President and Secretary, hereby certify under oath:

1. That at a regular meeting of the Board of Directors of the Alameda County Zoological Society the following resolution was duly and regularly passed by unanimous vote of said directors, a quorum then and there present:

RESOLVED, that the Articles of Incorporation of Alameda County Zoological Society be amended as follows:

1. By striking the title to said Articles and inserting in lieu thereof the following:

"Articles of Incorporation of East Bay Botanical and Zoological Society."

2. By striking Paragraph II of said Articles and substituting in lieu thereof the following

"II. That the name of this corporation is East Bay Botanical and Zoological Society."

3. By striking sub-paragraph 1 of Paragraph III and substituting in lieu thereof the following:

"1. To acquire, establish, maintain, operate and control zoological gardens, botanical gardens, and parks, for the education, recreation and pleasure of the public."

2. That thereafter the amendments contained in the foregoing resolution were approved and adopted by written consent of a majority of the members of Alameda County Zoological Society. That the total number of members of said Society and the number entitled to vote on or consent to the adoption of such amendment was 163. That the number of members consenting to said amendments was 111.

3. That a copy of the form of written consent signed by a majority of the members aforesaid is as follows:

RESOLVED, that the Articles of Incorporation of Alameda County Zoological Society be amended as follows:

1. By striking the title to said Articles and inserting in lieu thereof the following:

"Articles of Incorporation of East Bay Botanical and Zoological Society."

2. By striking Paragraph II of said Articles and substituting in lieu thereof the following:

"II. That the name of this corporation is East Bay Botanical and Zoological Society."

3. By striking sub-paragraph 1 of Paragraph III, and substituting in lieu thereof the following:

"1. To acquire, establish, maintain, operate and control zoological gardens, botanical gardens, and parks, for the education, recreation and pleasure of the public."

"The undersigned member of Alameda County Zoological Society hereby consents to the amendment of the Articles of Incorporation of said Society in accordance with the foregoing resolution of its Board of Directors"

4. That there is but one class of members of said corporation, and that all of said members are entitled to vote on all proposed amendments to the Articles of Incorporation of said corporation.

Dated: Oakland, California, May / , 1950.

Gordon A. Graham

President, Alameda County Zoological Society.

Bernard B. Gordon

Secretary, Alameda County Zoological Society.

STATE OF CALIFORNIA)
) ss.
COUNTY OF ALAMEDA)

GORDON A. GRAHAM and BERNARD B. GORDON,
sworn, depose and say: being first duly

That they and each of them have read the foregoing Certificate of Amendment; that each knows the contents thereof, and that said Certificate and all matters therein set forth are true.

Gordon A. Graham

Subscribed and sworn to before me
this 2nd day of May, 1950.

Robert M. [illegible]

Notary Public in and for said
County and State.