

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
BRAIN TUMOR AND AIR POLLUTION FOUNDATION
a California nonprofit public benefit corporation**

Dr. Barry Wallerstein and Chery Cooper certify that:

1. They are the President and Secretary, respectively, of the Brain Tumor and Air Pollution Foundation, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this Corporation are hereby amended and restated in their entirety to read as follows:

“I.

NAME

BRAIN AND LUNG TUMOR AND AIR POLLUTION FOUNDATION

The name of this Corporation is Brain and Lung Tumor and Air Pollution Foundation

II.

PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under Nonprofit Public Benefit Corporation Law for public and charitable purposes.

The specific purposes of this corporation are: (i) to aid, assist, and support research on the incidence, detection, causes and cures of brain and lung tumors, especially those caused or aggravated by air pollution; and (ii) to receive and utilize funds acquired through the solicitation of donations, gifts, and bequests for the purposes for which this corporation was formed.

Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the

corresponding provision of any future United States Internal Revenue Law).

III.
MEMBER

This corporation shall have only one member within the meaning of Section 5056 of the California Corporations Code (“CCC”), and it is the South Coast Air Quality Management District, a district formed under statutes.

IV.
INITIAL AGENT FOR SERVICE OF PROCESS

The name of the initial agent of the corporation for service of process is: Kurt R. Wiese, Esq., whose complete business address is: 21865 Copley Drive, Diamond Bar, California 91765.

V.
DEDICATION AND DISSOLUTION

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

- (b) 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 public or charitable purposes and which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and whose sole member is the South Coast Air Quality Management District.

- (c) If this corporation holds any assets in trust, or if the corporation is formed for charitable purposes, then such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, on

petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

VI.
LIMITATION ON CORPORATE ACTIVITIES

No substantial part of the activities of this corporation shall consists of the carryon on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

VII.
AMENDMENT

These Articles of Incorporation may not be amended, restated, or modified without the consent of its sole member and without the consent of more than a two-thirds (2/3) majority of the Board of Directors of this corporation.”

3. The foregoing amended and restated Articles of Incorporation have been duly approved by the Member and Board of Directors of this Corporation.

4. This Corporation has one member.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: _____

Barry R. Wallerstein, D.Env.
President

Chery Cooper
Secretary