

ARTICLES OF INCORPORATION

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

DEC 08 2006

I

The name of this corporation is Tehachapi Cummings Land Trust.

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 purposes.
- or () charitable purposes.
- or (x) public and charitable purposes.

B. The specific purpose of this corporation is to to acquire, hold, operate and dispose of land or conservation easements on land of agricultural, historical, recreational, educational, scenic, ecological, or other environmental value to assist in the preservation of such land for the public benefit, and to disseminate information concerning the benefits of such preservation.

III

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

Name Charles N. McCollough
 Address P.O. Box 1020
 City Tehachapi State **CALIFORNIA** Zip 93581-1020

IV

- A. This corporation is organized and operated exclusively for **charitable** purposes within the meaning of Section 501(c)(3), Internal Revenue Code.
- 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 director, 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.

Charles N. McCollough
 Charles N. McCollough, Incorporated



By-Laws of Tehachapi Cummings Land Trust

Article I.

Name, Purpose and Principal Office

- 1.1 Name. The name of this corporation is Tehachapi Cummings Land Trust.
- 1.2 Purposes. This corporation is organized under the Nonprofit Public Benefit Corporation Law of California exclusively for charitable and educational purposes. The specific and primary purposes are: (1) to acquire, hold, operate and dispose of land or conservation easements on land of agricultural, historical, recreational, educational, scenic, ecological, or other environmental value within and surrounding the County of Kern Tehachapi area in a manner designed to assist in the preservation of such land for the benefit of the citizens of the County of Kern Tehachapi area; (2) to provide education and disseminate information concerning the values and benefits of preservation, conservation, and retention as open space of such lands; (3) to encourage sound land-use planning for Tehachapi area, and to do all of these things in conformance with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986 and Sections 23701(d) and 214 of the California Revenue and Taxation Code, each as now in effect or hereafter amended.
- 1.3 Principal Office. The principal office of this Corporation shall be located in Tehachapi in the County of Kern, State of California, at an address to be established by resolution of the Board of Directors.

Article II.

Members

- 2.1 Members. This Corporation shall have two categories of members. The first category shall be known as voting members, and the second category shall be known as associate members and shall have no vote.
- 2.2 Qualifications of Voting Members. The voting members shall be the persons who are the members of the Board of Directors. Death, resignation or removal of any Director automatically terminates membership as a voting member. Election of a successor Director shall make that Director a voting member of the Corporation.
- 2.3 Qualifications of Associate Members. Any person who contributes funds or time to the Corporation shall be an associate member of the Corporation unless he or she is, or becomes, a voting member or rejects associate membership. Election of a person as a voting member shall terminate their membership as an associate member.
- 2.4 Voting and Other Rights. Each voting member of the Corporation shall be entitled to one vote. Associate members shall not be entitled to vote, and no notice of any meeting of the voting membership of the Corporation need be given to any associate member.
- 2.5 Liabilities of Members. No person who is now, or who later becomes a member of this Corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this Corporation shall look only to the assets of the Corporation for payment.

Article III.
Board of Directors

3.1 Powers. This Corporation shall have powers to the full extent allowed by law. All powers and activities of this Corporation shall be exercised and managed directly by the Board or, if delegated, under the ultimate direction of the Board.

3.2 Number of Directors. The authorized number of Directors shall be not less than five (5), nor more than seven (7) until changed by an amendment of this section. The exact number of Directors within such limitations shall be established by resolution of the Board of Directors.

3.3 Election and Term of Office of Directors. For the first fiscal year of the Corporation, three (3) of the Directors shall be elected for a term of four (4) years and two (2) of the Directors shall be elected for a term of two (2) years. Thereafter, each Director shall be elected for a term of four (4) years. Each Director shall hold office until the expiration of the term for which elected, and until a successor has been named. With the exception of the Directors for the first fiscal year, subsequent Directors shall be elected at the biennial meeting of the Board of Directors to fill the vacancies then occurring. The Directors shall be elected by the Board of Directors by majority vote of all Directors in office immediately prior to each biennial meeting at which time terms of Directors expire.

3.4 Vacancies. A vacancy shall be deemed to exist in the event that the actual number of Directors is less than the authorized number for any reason. Resignation shall be effective upon receipt of written notice by the Board, the President, the Vice President or the Secretary. The Board may remove any Director with or without cause. Absence of a Director from three (3) or more consecutive regular Board meetings shall constitute a cause for removal. Vacancies may be filled by the Board for the unexpired portion of the term.

3.5 Biennial Meeting. The biennial meeting of the Board of Directors shall be held in the month of December of even numbered years, coincident with the regular December meeting of the Board of Directors at the time and place designated by the Board of Directors.

3.6 Regular Meetings. The Board of Directors, by resolution, may establish a schedule of regular monthly, bimonthly, quarterly, every four months, or semi-annual meetings of the Board of Directors. No notice of such regular meetings shall be required.

3.7 Special Meetings. Special Meetings of the Board of Directors may be called by the President, or by any three (3) Directors, by notice to each of the Directors personally, by telephone, or by e-mail prior to any such meeting. The notice shall state the time, place and subject of such special meeting.

3.8 Quorum. A majority of the Directors then in office shall constitute a quorum. Every act by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the Articles of Incorporation, these By-Laws, or the Nonprofit Corporation Law specifically requires a greater number. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Directors may not vote by proxy.

3.9 Standard of Care.

A. General. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (1) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
- (2) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence;
- (3) A committee of the Board upon which the Director does not serve as to matters within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

B. Investments. In investing, re-investing, purchasing, acquiring, exchanging, selling and managing the Corporation's investments, other than assets held for use or used directly in carrying out a public or charitable program of the Corporation, the Board of Directors shall avoid speculation, looking instead to the prudent disposition of the funds, considering the probable income as well as the probable safety of the Corporation's capital.

Unless limited by the Articles or by law, the Corporation may continue to hold property properly acquired or contributed to it. No retention of donated assets violates this section, where such retention was required by the donor in the instrument under which the assets were received by the Corporation.

No investment violates this section by virtue of the investment's speculative character, where the investment conforms to provisions authorizing such investment contained in the instrument or agreement under which the assets were contributed to the Corporation.

3.10 Prohibited Transactions.

A. Loans. This Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer; provided, however, that this Corporation may advance money to a Director or officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such Director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

B. Self-Dealing Transactions. Except as provided in Subsection C below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the Corporation is a party and in which one or more of the Directors has a material financial interest, or a transaction between this Corporation and one or more of the Directors, or between this Corporation and any person in which one or more of its Directors has a material financial interest.

C. Approval. The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of, and is fair and reasonable to this Corporation, and, after reasonable investigation, determines that this Corporation could not have obtained a more advantageous arrangement with reasonable effort, under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director.

D. Violations of the Self-Dealing Policy.

1. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

3.11 Indemnification. This Corporation shall provide indemnification to the full extent allowed by law. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent or Director of this Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against the liability under the law.

3.12 Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents, and to inspect the physical properties of this Corporation.

3.13 Compensation. At all times, fifty-one percent (51%) or more of the Directors shall be persons who have not been compensated within the previous twelve (12) months by this Corporation for services performed for this Corporation. In this section, the term "persons" includes individuals related by blood or marriage.

There shall be no compensation paid at any time to any Director for service as a Director.

Article IV.
Committees

4.1 Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, establish committees consisting of two (2) or more Directors, to serve at the pleasure of the Board. Such committee(s) shall have such power and authority as may be determined by the Board of Directors, except that no committee, regardless of Board resolution may:

- (1) Fill vacancies on the Board of Directors or on any committee;
- (2) Expend any Corporate funds for any purpose without the express authorization of the Board of Directors.
- (3) Amend or repeal By-Laws or adopt new By-Laws;
- (4) Amend or repeal any resolution of the Board of Directors;
- (5) Appoint any other committees of the Board of Directors or the members of these committees.

4.2 Advisory Committees. The Board of Directors may create one (1) or more ad hoc advisory committees, consisting of such persons as may be determined by the Board of Directors or appointed by the person designated by the Board to fill the committee(s).

4.3 Meetings. Meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of Article III and Section 6.7 of these By-Laws, with such changes in the context as necessary to substitute the committee and its members for the Board and its members. Each committee shall keep regular minutes of its proceedings, which shall be filed with the Secretary. All action by any committee shall be reported to the Board of Directors at the next meeting thereof.

Article V.
Officers

5.1 Officers. The officers of this Corporation shall be President, Vice President, Secretary and Treasurer. The Corporation may also have, at the discretion of the Directors, such other officers as may be appointed by the Directors. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the president. All officers of the Corporation shall be selected from the membership of the Board of Directors, and must be a member of the Board.

5.2 Election. The officers of this corporation shall be chosen biennially by the Directors, and each shall serve at the pleasure of the Board.

5.3 Removal. Any officer may be removed, with or without cause, by the Board of Directors, at any meeting of the Board.

5.4 Resignation. Any officer may resign at any time by giving written notice to this Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified by that notice, and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

5.5 Vacancies. A vacancy in any office for any reason shall be filled in the manner described in these By-Laws for regular appointments to that office.

5.6 President. The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the Board of Directors, and shall, subject to control of the Board, generally supervise and direct the business of the Corporation. The President shall be a member of all committees and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board or by these By-Laws.

5.7 Vice President. In the absence of the President, the Vice President shall preside at all meetings of the Board of Directors, and shall, subject to the control of the Board, have the powers and duties of the President.

5.8 Secretary. The Secretary shall keep a full and complete record of the proceedings of the Directors, shall keep the seal of the Corporation and affix same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be proper or necessary, shall supervise the keeping of the books of the Corporation, and shall discharge such other duties as pertain to the office or as prescribed by the Board.

5.9 Treasurer. The Treasurer shall have charge and custody of all funds of the Corporation, shall deposit such funds in the manner required by the Board, shall keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, shall render reports and accountings as required, and shall discharge such other duties as pertain to the office or as prescribed by the Board.

Article VI.
Miscellaneous

6.1 Fiscal Year. The fiscal year of the Corporation shall be determined, and may be changed, by resolution of the Board of Directors.

6.2 Corporate Seal. The Board of Directors may adopt a corporate seal which shall be specified by resolution of the Board of Directors. The seal shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of the instrument.

6.3 Contracts. All contracts entered into on behalf of this Corporation must be authorized by the Board of Directors, or such individuals as are authorized by the Board of Directors.

6.4 Execution of Checks. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of the Corporation shall be signed by such individuals as are authorized by the Board of Directors.

6.5 Reports to Directors. The President shall cause to be furnished a written report annually to all Directors of this Corporation containing the following information:

- (1) The assets and liabilities, including the trust funds, of this Corporation as of the end of the fiscal year;
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (3) The revenue or receipts of this Corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (4) The expenses or disbursements of this Corporation, for both general and restricted purposes during the fiscal year;
- (5) Any payment or promise of payment or other agreement during the previous fiscal year between this Corporation or a subsidiary and any officer or Director of the Corporation or subsidiary. The report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest.

6.6 Amendments. Proposed amendments to these By-Laws must be submitted in writing to the Directors at least four (4) weeks in advance of the Board meeting at which they will be considered for adoption. The affirmative vote of three (3) or a majority, whichever is greater, of the Directors present at any meeting shall be required to adopt an amendment to these By-Laws.

6.7 Parliamentary Authority. The current edition of "Robert's Rules of Order, Newly Revised" shall govern in all cases where applicable in which they are not inconsistent with the Articles of Incorporation, these By-Laws, and relevant ruling of federal or state authority.

6.8 Dissolution. Although duration of the corporation is to be perpetual, if dissolution becomes necessary, 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 with similar purposes 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.

Adopted: 9December2006

End of By-Laws

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: AUG 29 2007

TEHACHAPI CUMMINGS LAND TRUST
C/O CHARLES MCCOLLOUGH
PO BOX 1020
TEHACHAPI, CA 93581-1020

Employer Identification Number:
30-0393173
DLN:
17053030022027
Contact Person:
BRENDA WILKINS ID# 52638
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
June 30
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
December 8, 2006
Contribution Deductibility:
Yes
Advance Ruling Ending Date:
June 30, 2011

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. During your advance ruling period, you will be treated as a public charity. Your advance ruling period begins with the effective date of your exemption and ends with advance ruling ending date shown in the heading of the letter.

Shortly before the end of your advance ruling period, we will send you Form 8734, Support Schedule for Advance Ruling Period. You will have 90 days after the end of your advance ruling period to return the completed form. We will then notify you, in writing, about your public charity status.

Please see enclosed Information for Exempt Organizations Under Section 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

Letter 1045 (DO/CG)

TEHACHAPI CUMMINGS LAND TRUST

Sincerely,

A handwritten signature in black ink that reads "Robert Choi". The signature is written in a cursive style with a large, looping initial "R".

Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Information for Organizations Exempt Under Section 501(c)(3)
Statute Extension

TEHACHAPI CUMMINGS LAND TRUST

INFORMATION FOR ORGANIZATIONS EXEMPT UNDER SECTION 501(c)(3)

WHERE TO GET FORMS AND HELP

You can obtain forms and instructions by calling toll free 1-800-829-3676, through the Internet Web Site at www.irs.gov, and at local tax assistance centers.

You can obtain additional information about most topics discussed below through our customer service function by calling toll free 1-877-829-5500, or on our Web Site at www.irs.gov/eo. In addition, you should sign up for Exempt Organization's EO Update, a regular e-mail newsletter that highlights new information posted on the charities pages of irs.gov. To subscribe, go to www.irs.gov/eo and click on "EO Newsletter."

NOTIFY US ON THESE MATTERS

If you change your name, address, purposes, operations or sources of financial support, please inform our TE/GE EO Determinations Office at the following address: Internal Revenue Service, P.O. Box 2508, Cincinnati, Ohio 45201. If you amend your organizational document or by-laws, or dissolve, provide the EO Determinations Office with a copy of the amended documents. Please use your employer identification number on all returns you file and in all correspondence with the Internal Revenue Service.

FILING REQUIREMENTS

In your exemption letter, we indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If your exemption letter states that you are not required to file Form 990, you are exempt from these requirements. Otherwise, if your gross receipts are normally more than \$25,000, you must file Form 990 or Form 990-EZ with the Ogden Submission Processing Center, Ogden, UT 84201-0027.

You are eligible to file Form 990-EZ if your gross receipts are normally between \$25,000 and \$100,000, and your total assets are less than \$250,000. You must file the complete Form 990 if your gross receipts are over \$100,000, or your total assets are over \$250,000. The Form 990 instructions show how to compute your "normal" receipts.

Form 990 Schedule A is required for both Form 990 and Form 990-EZ.

Organizations With Gross Receipts of \$25,000 or Less

For tax periods beginning after December 31, 2006, you must file an annual electronic notice if your gross receipts are normally \$25,000 or less. Alternatively, you may file a complete Form 990 Package if we send one to you.

Exception: Section 509(a)(3) supporting organizations must file Form 990 or

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Form 990-EZ even if gross receipts are normally \$25,000 or less. However, supporting organizations of religious groups with gross receipts that are normally \$5,000 or less may file an annual electronic notice instead of Form 990 or Form 990-EZ.

Due Date of Return or Annual Electronic Notice

Your return or annual electronic notice is due by the 15th day of the fifth month after the end of your annual accounting period. There are penalties for failing to file a complete return timely. For additional information on penalties, see the Form 990 instructions or call our toll free number.

Revocation of Tax-Exempt Status

For tax periods beginning after December 31, 2006, your tax-exempt status will be revoked as of the filing due date of the third year if you fail to file for three consecutive years Form 990, Form 990-EZ, or the annual electronic notice.

If your tax-exempt status is revoked because you failed to file for three consecutive years, you must reapply for exemption and pay the appropriate user fee.

UNRELATED BUSINESS INCOME TAX RETURN

If you receive more than \$1,000 annually in gross receipts from a regular trade or business, you may be subject to Unrelated Business Income Tax and required to file Form 990-T, Exempt Organization Business Income Tax Return. There are several exceptions to this tax:

1. Income you receive from the performance of your exempt activity,
2. Income from fundraisers conducted by volunteer workers, or where donated merchandise is sold, and
3. Income from routine investments such as certificates of deposit, savings accounts, or stock dividends.

There are special rules for income derived from real estate or other investments purchased with borrowed funds. This income is called "debt financed" income. For additional information regarding unrelated business income tax, see Publication 598, Tax on Unrelated Business Income of Exempt Organizations, or call our toll free number shown above.

PUBLIC INSPECTION OF APPLICATION AND INFORMATION RETURN

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return, or the date the return is filed. This rule also applies to any Form 990-T filed after August 17, 2006. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. You must also provide copies

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of these documents to any individual, upon written or in person request, without charge other than reasonable fees for copying and postage.

You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or call our toll free number shown above.

FUNDRAISING

Contributions to you are deductible only to the extent that they are gifts and no consideration is received in return. Depending on the circumstances, ticket purchases and similar payments in conjunction with fundraising events may not qualify as fully deductible contributions.

CONTRIBUTIONS OF \$250 OR MORE

Donors must have written substantiation from the charity for any charitable contribution of \$250 or more. Although it is the donor's responsibility to obtain written substantiation from the charity, you can assist donors by providing a written statement listing any cash contribution or describing any donated property.

This written statement must be provided at the time of the contribution. There is no prescribed format for the written statement. Letters, postcards and electronic (e-mail) or computer-generated forms are acceptable.

The donor is responsible for the valuation of donated property. However, your written statement must provide a sufficient description to support the donor's contribution.

For contributions of cash, a check or other monetary gift made on or after January 1, 2007, a donor cannot claim a tax deduction unless the donor maintains a record of the contribution in the form of either a bank record (such as a cancelled check) or a written communication from the charity (such as a receipt or letter) showing the name of the charity, the date of the contribution, and the amount of the contribution.

For additional information regarding donor substantiation, see Publication 1771, Charitable Contributions - Substantiation and Disclosure Requirements. For information about the valuation of donated property, see Publication 561, Determining the Value of Donated Property.

CONTRIBUTIONS OF MORE THAN \$75 AND
CHARITY PROVIDES GOODS OR SERVICES

You must provide a written disclosure statement to donors who receive goods or services from you in exchange for contributions in excess of \$75.

Contribution deductions are allowable to donors only to the extent their contributions exceed the value of the goods or services received in exchange.

TEHACHAPI CUMMINGS LAND TRUST

Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as fully deductible contributions, depending on the circumstances. If you conduct fundraising events such as benefit dinners, shows, membership drives, etc., where something of value is received, you are required to provide a written statement informing donors of the fair market value of the specific items or services you provided in exchange for contributions of more than \$75.

You should provide the written disclosure statement in advance of any event, determine the fair market value of any benefit received, determine the amount of the contribution that is deductible, and state this information in your fundraising materials such as solicitations, tickets, and receipts. The amount of the contribution that is deductible is limited to the excess of any money (and the value of any property other than money) contributed by the donor less the value of goods or services provided by the charity. Your disclosure statement should be made, no later than, at the time payment is received. Subject to certain exceptions, your disclosure responsibility applies to any fundraising circumstances where each complete payment, including the contribution portion, exceeds \$75. For additional information, see Publication 1771 and Publication 526, Charitable Contributions.

EXCESS BENEFIT TRANSACTIONS

Excess benefit transactions are governed by section 4958 of the Code. Excess benefit transactions involve situations where a section 501(c)(3) organization provides an unreasonable benefit to a person who is in a position to exercise substantial influence over the organization's affairs. If you believe there may be an excess benefit transaction in which you are involved, you should report the transaction on Form 990 or 990-EZ. For information on how to correct and report this transaction, see the instructions for Form 990 and Form 990-EZ, or call our toll free number shown above.

EMPLOYMENT TAXES

If you have employees, you are subject to income tax withholding and the social security taxes imposed under the Federal Insurance Contribution Act (FICA). You are required to withhold Federal income tax from your employee's wages and you are required to pay FICA on each employee who is paid more than \$100 in wages during a calendar year. To know how much income tax to withhold, you should have a Form W-4, Employee's Withholding Allowance Certificate, on file for each employee. Organizations described in section 501(c)(3) of the Code are not required to pay Federal Unemployment Tax Act (FUTA) tax.

Employment taxes are reported on Form 941, Employer's Quarterly Federal Tax Return. The requirements for withholding, depositing, reporting and paying employment taxes are explained in Circular E, Employer's Tax Guide, (Publication 15), and Employer's Supplemental Tax Guide, (Publication 15-A). These publications explain your tax responsibilities as an employer.

CHURCHES

TEHACHAPI CUMMINGS LAND TRUST

Churches may employ both ministers and church workers. Employees of churches or church-controlled organizations are subject to income tax withholding, but may be exempt from FICA taxes. Churches are not required to pay FUTA tax. In addition, although ministers are generally common law employees, they are not treated as employees for employment tax purposes. These special employment tax rules for members of the clergy and religious workers are explained in Publication 517, Social Security and Other Information for Members of the Clergy and Religious Workers. Churches should also consult Publications 15 and 15-A. Publication 1828, Tax Guide for Churches and Religious Organizations, also discusses the various benefits and responsibilities of these organizations under Federal tax law.

PUBLIC CHARITY STATUS

Every organization that qualifies for tax-exemption as an organization described in section 501(c)(3) is a private foundation unless it falls into one of the categories specifically excluded from the definition of that term [referred to in section 509(a)(1), (2), (3), or (4)]. In effect, the definition divides these organizations into two classes, namely private foundations and public charities.

The Code section under which you are classified as a public charity is shown in the heading of your exemption letter. This determination is based on the information you provided and the request you made on your Form 1023 application. Please refer to Publication 557 for additional information about public charity status.

GRANTS TO INDIVIDUALS

The following information is provided for organizations that make grants to individuals. If you begin an individual grant program that was not described in your exemption application, please inform us about the program.

Funds you distribute to an individual as a grant must be made on a true charitable basis in furtherance of the purposes for which you are organized. Therefore, you should keep adequate records and case histories that demonstrate that grants to individuals serve your charitable purposes. For example, you should be in a position to substantiate the basis for grants awarded to individuals to relieve poverty or under a scholarship or education loan program. Case histories regarding grants to individuals should show names, addresses, purposes of grants, manner of selection, and relationship (if any) to members, officers, trustees, or donors of funds to you.

For more information on the exclusion of scholarships from income by an individual recipient, see Publication 970, Tax Benefits for Education.


Part X Public Charity Status (Continued)

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

- 6** If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.
- a Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization


 (Signature of Officer, Director, Trustee, or other authorized official)

Charles N. McCollough

(Type or print name of signer)

President

(Type or print title or authority of signer)

25 January 2007

(Date)

For IRS Use Only



IRS Director, Exempt Organizations

AUG 29 2007

(Date)

- b Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).
- (i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. _____
 - (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
 - (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.
 - (b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

- 7** Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. Yes No



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO BOX 1286
RANCHO CORDOVA CA 95741-1286

In reply refer to
755:G :SIK

February 20, 2007

TEHACHAPI CUMMINGS LAND TRUST
CHARLES N MCCOLLOUGH
PO BOX 1020
TEHACHAPI CA 93581-1020

Purpose : CHARITABLE
Code Section : 23701d
Form of Organization : Corporation
Accounting Period Ending: June 30
Organization Number : 2943213

You are exempt from state franchise or income tax under the section of the Revenue and Taxation Code indicated above.

This decision is based on information you submitted and assumes that your present operations continue unchanged or conform to those proposed in your application. Any change in operation, character, or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address must also be reported.

In the event of a change in relevant statutory, administrative, judicial case law, a change in federal interpretation of federal law in cases where our opinion is based upon such an interpretation, or a change in the material facts or circumstances relating to your application upon which this opinion is based, this opinion may no longer be applicable. It is your responsibility to be aware of these changes should they occur. This paragraph constitutes written advice, other than a chief counsel ruling, within the meaning of Revenue and Taxation Code Section 21012(a)(2).

You may be required to file Form 199 (Exempt Organization Annual Information Return) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. Please see annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax

February 20, 2007
TEHACHAPI CUMMINGS LAND TRUST
ENTITY ID : 2943213
Page 2

under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

Please note that an exemption from federal income or other taxes and other state taxes requires separate applications.

A copy of this letter has been sent to the Registry of Charitable Trusts.

M SIKICH
EXEMPT ORGANIZATIONS
BUSINESS ENTITIES SECTION
TELEPHONE (916) 845-4092
FAX NUMBER (916) 843-0187

EO :



State of California Secretary of State

STATEMENT OF INFORMATION (Domestic Nonprofit Corporation)

Filing Fee \$20.00. If amendment, see instructions.

IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. **CORPORATE NAME** (Please do not alter if name is preprinted.)

TEHACHAPI CUMMINGS LAND TRUST

This Space For Filing Use Only

DUE DATE: MARCH 08, 2007

COMPLETE PRINCIPAL OFFICE ADDRESS (Do not abbreviate the name of the city. Item 2 cannot be a P.O. Box.)

2. STREET ADDRESS OF PRINCIPAL OFFICE IN CALIFORNIA, IF ANY.

CITY

STATE ZIP CODE

17851 Tejon Drive

Tehachapi

CA

93561

NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS (The corporation must have these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

3. CHIEF EXECUTIVE OFFICER/

ADDRESS

CITY AND STATE

ZIP CODE

Charles N. McCollough

17851 Tejon Drive

Tehachapi

93561-5493

4. SECRETARY/

ADDRESS

CITY AND STATE

ZIP CODE

Sally Fox

P.O. Box 1020

Tehachapi

93581

5. CHIEF FINANCIAL OFFICER/

ADDRESS

CITY AND STATE

ZIP CODE

Priscilla L. Mester

19250 Longhorn Lane

Tehachapi

93561-5146

AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and Item 7 must be completed with a California address. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 7 must be left blank.)

6. NAME OF AGENT FOR SERVICE OF PROCESS

Charles N. McCollough

7. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL

CITY

STATE ZIP CODE

17851 Tejon Drive

Tehachapi

CA

93561-5493

DAVIS-STIRLING COMMON INTEREST DEVELOPMENT ACT (California Civil Code section 1350, et seq.)

8. Check here if the corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act and proceed to Items 9, 10 and 11.

NOTE: Corporations formed to manage a common interest development must also file a Statement by Common Interest Development Association (Form SI-CID) as required by California Civil Code section 1363.6. Please see instructions on the reverse side of this form.

9. ADDRESS OF BUSINESS OR CORPORATE OFFICE OF THE ASSOCIATION, IF ANY

CITY

STATE ZIP CODE

10. FRONT STREET AND NEAREST CROSS STREET FOR THE PHYSICAL LOCATION OF THE COMMON INTEREST DEVELOPMENT
(Complete if the business or corporate office is not on the site of the common interest development.)

9-DIGIT ZIP CODE

11. NAME AND ADDRESS OF ASSOCIATION'S MANAGING AGENT, IF ANY

CITY

STATE ZIP CODE

12. THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT.

Charles N. McCollough

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

Charles N. McCollough President

SIGNATURE

TITLE

25 January 2007

DATE