

**THE DESERT BOTANICAL GARDEN, INC.**

**RESOLUTIONS OF THE BOARD OF TRUSTEES**

**Amendment and Restatement of Articles of Incorporation**

WHEREAS, the Company was incorporated in Arizona pursuant to those Articles of Incorporation filed with the Arizona Corporation Commission on February 3, 1937 (the “**Articles of Incorporation**”);

WHEREAS, the Company has subsequently filed a number of amendments to the Articles of Incorporation including: (i) that amendment to the Articles of Incorporation filed with the Arizona Corporation Commission on February 22, 1979 (the “**1979 Amendment**”); (ii) that amendment to the Articles of Incorporation filed with the Arizona Corporation Commission on January 23, 1984 (the “**1984 Amendment**”); (iii) that amendment to the Articles of Incorporation filed with the Arizona Corporation Commission on November 13, 1991 (the “**1991 Amendment**”); and (iv) that amendment to the Articles of Incorporation filed with the Arizona Corporation Commission on November 23, 1998 (the “**1998 Amendment**”, and collectively with the 1979 Amendment, the 1984 Amendment and the 1991 Amendment, the “**Amendments**”);

WHEREAS, in an effort to streamline its Articles of Incorporation, the Company has previously considered amending and restating its Articles of Incorporation;

WHEREAS, in its previous attempt to amend and restate its Articles of Incorporation, the Company erroneously filed its Amended and Restated Bylaws with the Arizona Corporation Commission on June 17, 2010 (the “**Erroneous Filing**”);

WHEREAS, the Company believes that it is now advisable and in the best interests of the Company and its members to amend and restate the Articles of Incorporation to, among other things, incorporate all of the Amendments into a single document (the “**Restated Articles of Incorporation**”); and

WHEREAS, management has caused to be prepared the Restated Articles of Incorporation as attached hereto in **Exhibit A**.

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the Restated Articles of Incorporation are hereby adopted and approved;

RESOLVED FURTHER, that the President of the Company hereby is authorized and empowered to take any and all such further action (including, but not limited to, canceling the Erroneous Filing), to execute and deliver any and all such further agreements, instruments, documents and certificates and to pay such expenses, in the name and on behalf of the Company, as the President may deem necessary or advisable to effectuate the purposes and intent of the resolutions hereby adopted, the taking of such actions, the execution and delivery of such agreements, instruments, documents and certificates and the payment of such expenses by any such officer to be conclusive evidence of her authorization hereunder and the approval thereof; and

RESOLVED FURTHER, that any and all actions taken by the officers of the Company to carry out the purposes and intent of the foregoing resolutions prior to their adoption are approved, ratified and confirmed.

**EXHIBIT A**

**Restated Articles of Incorporation**

(See attached)