

State
of
California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

JUL 22 1985



March Fong Eu

Secretary of State

RESTATED ARTICLES OF INCORPORATION
OF
ROTARY INTERNATIONAL DISTRICT 524

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

JUL 11 1985

MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

CYRUS JOHNSON and MAX B. KEESLING certify that:

1. They are the Chairman of the Board of Directors and Secretary, respectively, of Rotary International District 524, a California corporation.

2. The Board of Directors of Rotary International District 524 approved a resolution providing that the Articles of Incorporation of Rotary International District 524 shall be amended and restated to read as follows:

"1. The name of this Corporation is Rotary International District 524.

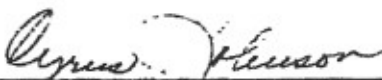
"2. This Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

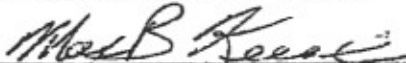
"3. This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

"4. 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 and winding up of this 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 charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code."

3. The adoption of these restated Articles of Incorporation has been approved by the required number of the members of this Corporation pursuant to Corporations Code Section 7813.5.


4. The Articles of Incorporation of Rotary International District 524, as restated in this Certificate, and the execution and filing of this Certificate have been duly approved by the Board of Directors of Rotary International District 524.



Cyrus Johnson,
Chairman of the Board


Max B. Keesling, Secretary

DECLARATION

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct of his own knowledge and that this declaration was executed on JUNE 3, 1985 at WESTLAKE VILLAGE, California.


Cy Johnson,
Chairman of the Board


Max B. Keesling, Secretary