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SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

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



MAY 02 2002

Bill Jones

Secretary of State

A0580513

**CERTIFICATE OF AMENDMENT OF
THE ARTICLES OF INCORPORATION OF
ROTARY INTERNATIONAL DISTRICT 524**

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

APR 30 2002

BILL JONES, Secretary of State

The undersigned certify that:

1. They are the President and Secretary, respectively, of Rotary International District 524, a California non-profit mutual benefit corporation.

2. Article 1 of the Articles of Incorporation of this Corporation is amended to read as follows:

"1. Name. The name of this Corporation is Rotary International District 5240."

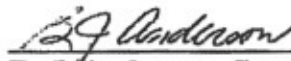
3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

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: 4-5, 2002.


Brenda Cressey, President


B. J. Anderson, Secretary