

NOV 10 1980

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

We, the undersigned, William G. Kelley, Post Commander and Michael D. Roberts, Post Adjutant who are President and Secretary respectively of Pacific Beach Post 552, American Legion, Department of California, a non-profit corporation number 197305 organized under the corporate laws of the State of California,

DO HEREBY CERTIFY:

(1) That on the 13th day of October, 1980 at the meeting place of this corporation, 853 Turquoise Street, City of San Diego, County of San Diego, State of California, a meeting of the Executive Committee which committee corresponds to the Board of Directors of the corporation was duly held.

(2) That at said meeting a resolution providing for the amendment of the existing Articles of Incorporation was adopted by a unanimous affirmative vote of the directors; that the following is a copy of the said resolution so adopted, to wit:

RESOLUTION TO AMEND THE EXISTING ARTICLES OF INCORPORATION
Existing Article IVA which is to be deleted:

That this corporation has no capital stock, is not formed for profit and is a corporation which does not contemplate pecuniary gain, profit or dividends to the members thereof. No part of the net earnings of this corporation shall inure to the benefit of any member or individual. The property of this corporation is irrevocably dedicated to charitable purposes and upon abandonment, liquidation or dissolution of the corporation, said property shall not inure to the benefit of any person but shall be distributed to the American Legion. The directors shall not be personally liable for the debts, liabilities or obligations of the corporation.

Change to Existing Article IVA to be known as Article IVA-1

This corporation is not organized, nor shall it be operated for pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to the members thereof but is organized solely for non-profit purposes. The property, assets, profits and net income of this corporation shall never inure to the benefit of any director, officer or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution or winding up of the affairs of this corporation, its assets remaining after payment of all debts and liabilities for which it is responsible shall be

Certificate of Amendment of Articles of Incorporation (cont)

distributed to The American Legion or 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 2370ld of the California Revenue and Taxation Code and/or section 501 (c) (19) of the United States Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of San Diego County upon petition thereof by the Attorney General or by any person concerned with its liquidation. The directors shall not be personally liable for debts, liabilities or obligations of the corporation.

WE DO HEREBY CERTIFY THAT:

(1) A meeting of the members of said corporation held at 853 Turquoise Street, San Diego, California on October 15, 1980 at which meeting the said resolution of the Board of Directors of the Corporation was approved by all of the members present and eligible to vote on the same.

(2) It was further resolved that the Post Commander, who is corporate President and the Post Adjutant, who is the corporate secretary be and are authorized and directed in the name and on behalf of the corporation to execute, deliver and file for record a proper certificate showing such amendment and to to execute, deliver and file such other documents and instruments and to perform such other acts and things as shall be necessary or proper to effect such amendment.

WE DO HEREBY FURTHER CERTIFY THAT:

The foregoing is a full, true and correct statement of a resolution adopted by the corporate Board of Directors and of corporation members and that the same appears in the minute books of said directors and corporation.

William G. Kelley
William G. Kelley
Corporate President

Michael D. Roberts
Michael D. Roberts,
Corporate Secretary

We certify under penalty of perjury that the facts set forth in the foregoing Certificate of Amendment are true and correct of our knowledge. Executed at San Diego, California on November 29, 1980.

Seal

William G. Kelley
President

William G. Kelley

Michael D. Roberts
Michael D. Roberts
Secretary