



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

FEB 4 1980



March Fong Eu

Secretary of State

WHEN FILED MAIL TO:

BERNARD A. ALLEN
Attorney at Law
P.O. Box 548
San Clemente, California
92672

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California
JAN 31 1980
MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy.

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RESTATE ARTICLES OF INCORPORATION
OF THE
SAN CLEMENTE CHAMBER OF COMMERCE
AND CERTIFICATE OF AMENDMENT

FIRST:

The name of this corporation is SAN CLEMENTE CHAMBER OF COMMERCE. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law not otherwise applicable to it under Parts 3 and 5 of Division 2 of Title 1 of the Corporations Code of the State of California.

SECOND:

This corporation is organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Mutual Benefit Corporation Law. More specifically, the corporation is organized to: (a) Preserve the competitive enterprise system of business by creating a better understanding and appreciation of the services and problems of business and professional men and women (b) Enhance business and community growth and development by encouraging economic programs designed to strengthen and expand the income potential of all business and professional enterprises within the City of San Clemente and its trade area, and (c) Foster programs designed to encourage and advance the civic, cultural, and social well-being of the City of San Clemente and Orange County.

THIRD:

That pecuniary profit is not the object of this corporation.

FOURTH:

The period of duration of this corporation is perpetual.

FIFTH:

The principal place of business of the corporation is in the City of San Clemente, County of Orange, State of California.

SIXTH:

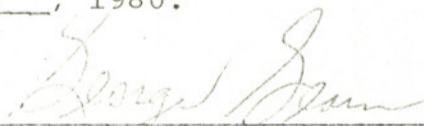
That the number of directors shall be determined by the ByLaws.

SEVENTH:


The undersigned certify that the original Articles of Incorporation were stricken, altered or amended as follows:

- (a) The opening paragraph of the original Articles has been stricken;
- (b) That paragraph "Second" has been changed to the content of paragraph "Second" herein;
- (c) That paragraph "Fourth" restates an amendment of March 3, 1975 which states that the Corporate existence is perpetual;
- (d) That paragraph "Sixth" is changed to omit reference to the number of directors. The number of directors will be set forth in the ByLaws. The approval for this change was made by the members;
- (e) That paragraph "Seventh" of the original Articles has been stricken.

Dated: January 25, 1980.

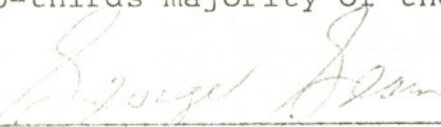


GEORGE GEARN, President




ALEX GOODMAN, Secretary

We declare that we are the persons who executed the above Restated Articles of Incorporation and Certificate of Amendment, that this instrument is our act and deed and the matters stated therein were approved by a two-thirds majority of the Membership and the Board of Directors.



GEORGE GEARN, President



ALEX GOODMAN, Secretary

VERIFICATION

STATE OF CALIFORNIA)
)
COUNTY OF ORANGE)

We, GEORGE GEARN, President and ALEX GOODMAN, Secretary
say:

We have read the foregoing RESTATE ARTICLES OF INCORPORATION OF THE SAN CLEMENTE CHAMBER OF COMMERCE AND CERTIFICATE OF AMENDMENT, and know its contents thereof; that the same is true of our own knowledge, except as to the matters which are therein stated upon our information or belief and as to those matters that we believe it to be true.

Executed on January 25th, 1980 at San Clemente,
California.

We declare under penalty of perjury that the foregoing
is true and correct.



GEORGE GEARN



ALEX GOODMAN