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CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATIONFILED *CU* *IK*  
in the office of the Secretary of State  
of the State of California

SEP 15 2011

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of WILHAGGIN NEIGHBORHOOD ASSOCIATION, a California corporation.
2. Article II A. of the Articles of Incorporation of this corporation is amended to read as follows:

This corporation is a nonprofit 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 public purposes.
3. Article V. of the Articles of Incorporation of this corporation is added to read as follows:

This corporation is organized and operated exclusively for social welfare purposes within the meaning of Internal Revenue Code Section 501 (c)(4).
4. Article VI. of the Articles of Incorporation of this corporation is added to read as follows:

The property of this corporation is irrevocably dedicated to social welfare 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.
5. Article VII. of the Articles of Incorporation of this corporation is added to read as follows:

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for social welfare purposes and which has established its tax-exempt status under Internal Revenue Code Section 501 (c)(4).
6. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
7. 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.

DATE: 1-18-11

Krista Whitman  
Krista Whitman, President

DATE: 1-18-11

Laura Hester  
Laura Hester, Secretary