

**State
of
California**
OFFICE OF THE SECRETARY OF STATE

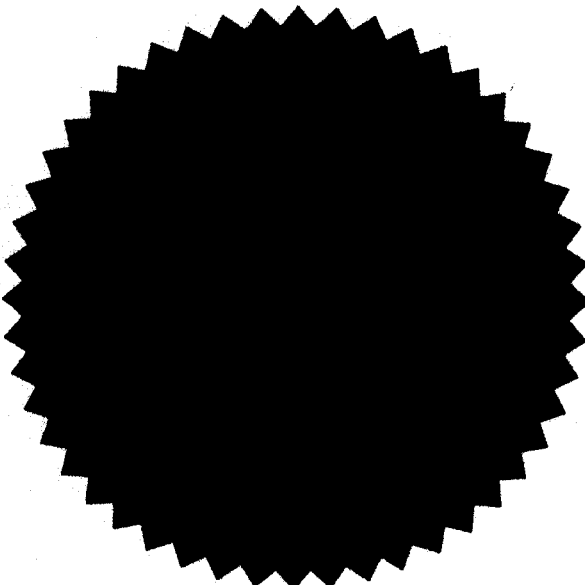
THE UNIVERSITY CLUB OF CLAREMONT

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

That the annexed transcript was prepared by and in this office from the record on file, 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

DEC 18 1991



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
THE UNIVERSITY CLUB OF CLAREMONT

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

JUL 23 1984

MARCH FONG EU, Secretary of State
James E. Harris
Deputy

J. Ford Forsyth and Fred Schneider certify that:

They are the President and Secretary, respectively, of The University Club of Claremont, a California nonprofit mutual benefit corporation. The following Amendment to the Articles of Incorporation of the corporation has been approved by the Board of Directors of the corporation:

1. Article II of the Articles of Incorporation is amended to read in its entirety as follows:

II. PURPOSES

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 educational and/or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The primary purposes of the corporation are to support and encourage education in the community, including the education of the members of the corporation.

2. Paragraphs (a) and (b) of Article VI of the Articles of Incorporation are amended to read in their entirety as follows:

(a) The property of this corporation is irrevocably dedicated to educational and/or 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.

(b) On the dissolution or winding up of this corporation, its assets remaining after payment of, 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 educational and/or charitable purposes and which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).


3. Paragraph (d) of Article VI of the Articles of Incorporation is deleted.

4. Article VIII of the Articles of Incorporation is deleted.

5. As required by Corporations Code Section 7813.5, this Amendment has been approved by the members. The vote of the members was taken at a duly held meeting at which a quorum of the members were present, and the majority of those present voted in favor of the Amendment. The affirmative votes in favor of the Amendment also constituted a

majority of the required quorum.

6. As further required by Corporations Code Section 7813.5, the fairness of the Amendment to the members has been approved by the Commissioner of Corporations pursuant to Section 25142, said approval having been made on July 3, 1984.




J. Ford Forsyth, President



Fred Schneider, Secretary

The undersigned declare under penalty of perjury that the statements contained in the foregoing certificate are true and correct of their own knowledge, and that this declaration was executed on July 17, 1984, at Claremont, California.



J. Ford Forsyth



Fred Schneider

STATE OF CALIFORNIA
DEPARTMENT OF CORPORATIONS
PERMIT

File No. 306 7869

THIS PERMIT IS PERMISSIVE ONLY AND DOES NOT CONSTITUTE A
RECOMMENDATION OR ENDORSEMENT OF THE SECURITIES PERMITTED TO BE ISSUED

Issuer: THE UNIVERSITY CLUB OF CLAREMONT

is hereby authorized to effect the change of applicant from a nonprofit mutual benefit corporation to a public benefit corporation in the manner and on the basis and for the uses and purposes set forth in its application filed May 15, 1984, and any amendments and supplements thereto to the date hereof.

Dated: Los Angeles, California
JUL 03 1984

FRANKLIN TOM
Commissioner of Corporations

By 

ROBERT L. RIFKIN
Senior Corporations Counsel

RLR:mm1