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FILED

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

AUG 7 1973

EDMUND G. BROWN Jr., Secretary of State

By *[Signature]*
Deputy

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

KARL ZOBELL and EDWIN P. BALMER certify:

1. That they are the president and secretary, respectively, of LA JOLLANS, INC., a California corporation.

2. That at a meeting of the Board of Trustees of said corporation, duly held at La Jolla, California, on April 18, 1973, the following resolution was adopted:

"RESOLVED: That the Articles of Incorporation of this Corporation are amended in their entirety, to read as follows:

"ARTICLES OF INCORPORATION
OF
LA JOLLANS, INC.

"KNOW ALL MEN BY THESE PRESENTS:

"That we, the undersigned, have voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and by virtue of the provisions of the General Non-Profit Corporation Law of the State of California, and we do hereby certify:

"FIRST: The name of the corporation shall be 'LA JOLLANS, INC.'.

"SECOND: The purposes for which this corporation is formed are as follows:

"(a) The specific and primary purposes for which this corporation is formed are to engage in

community planning activities for the community of La Jolla in the City of San Diego, State of California, and to protect, improve and beautify all areas of La Jolla.

"(b) The general purposes for which this corporation is formed are to conduct studies and to make comprehensive planning recommendations concerning land use in the community of La Jolla, to assist in the implementation of any adopted community plans in the community of La Jolla, and to do everything necessary, suitable or proper for the accomplishment of any one of the purposes or any one or more of the objectives herein enumerated.

"THIRD: This corporation is organized pursuant to the provisions of the General Non-profit Corporation Law of the State of California, Part 1, Division 2 of Title 1 of the Corporations Code of the State of California.

"FOURTH: The county in the State of California where the principal office for the transaction of the business of the corporation is to be located is San Diego.

"FIFTH: No part of the net earnings of this corporation shall inure to the benefit of any private member or individual. In the event of dissolution of this corporation, after adequate provision has been made for the payment of its debts and liabilities, all of its remaining assets shall be distributed to the income tax exempt organization or organizations, the purposes and goals of which are determined by the Board of Trustees to be most similar to those of this corporation.

Subject to the foregoing, the authorized number and qualifications of the members of this corporation, the different classes of membership, if any, the voting and other rights and privileges of the members, and their liability to dues and assessments and the method of collection thereof shall be set forth in the By-Laws of the corporation, unless and until such matters are set forth in an amendment to these Articles of Incorporation provided, however, that not more than one membership may be issued to any one member.

"SIXTH: The By-Laws of this corporation shall be adopted by the Trustees or members of this corporation and may thereafter be amended or repealed by any means provided in the By-Laws, excepting that a By-Law fixing or changing the number of trustees may not be adopted, amended or repealed within the vote or written assent of members entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of members duly called pursuant to these Articles of Incorporation or the By-Laws of the corporation, and the By-Laws may be amended or repealed in any other manner provided in the By-Laws. The number of Trustees may also be changed by an amendment to these Articles of Incorporation.

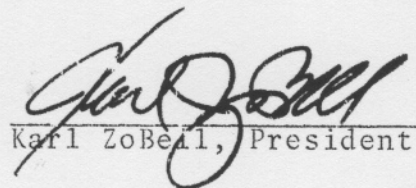
"SEVENTH: The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors and who shall be and are herein called trustees are:

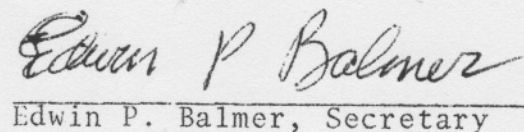
<u>NAME</u>	<u>ADDRESS</u>
George R. Henderson	7914 St. Louis Terrace La Jolla, California
Vernon H. Gaston	2477 Avenida de la Playa La Jolla, California
F. Seth Brown	8217 La Jolla Shores Drive La Jolla, California
Tim Sellow	2742 Bordeaux Avenue La Jolla, California
Karl M. ZoBell	6127 Beaumont Avenue La Jolla, California
Stephen L. Newnham	5836 Dirac Street San Diego 22, California
Joanne M. Perdue	4685 Mission Boulevard San Diego 9, California
Marie F. Borus	5620 Beaumont Avenue La Jolla, California
Marilyn R. Joynt	1049 Telspar San Diego 9, California

Susanne M. Swinko	4582 Edgeware Road San Diego, California
Madette M. Beard	4165 34th Street San Diego, California
Bernice E. Ahlers	3820 Rojo Tierra Road Lemon Grove, California
Donna M. Rose	4519 Cannington Drive San Diego, California
Mary Ann Brockman	4549 Florida Street San Diego, California
Irene M. Beerdeen	4460 Dayton San Diego, California

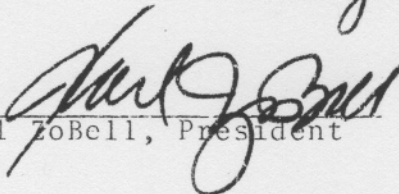
3. That the members have adopted said amendment by resolution at a meeting held at La Jolla, California, on April 18, 1973. That the wording of the amended Articles of Incorporation as set forth in the members' resolution, is the same as that set forth in the trustees' resolution in Paragraph 2 above.

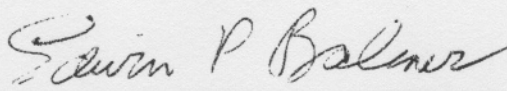
4. That there are fifteen(15) trustees and fifteen (15) members of La Jollans, Inc., and that all of them have voted in favor of said amended Articles of Incorporation by written consents given by them subsequent to said April 18, 1973, meeting.


Karl ZoBell, President


Edwin P. Balmer, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at La Jolla, California, on May 15, 1973.


Karl ToBell, President


Edwin P. Balmer, Secretary