

Term of existence made perpetual

72446

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of the State of California

JUL 25 1967

FRANK H. [unclear] Secretary of State
[Signature]

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

JOHN W. NOBLE and MARGARET N. KEILEY certify:

1. That they are the president and secretary, respectively, of the CALIFORNIA WRITERS' CLUB, a California non-profit corporation.

2. That at a meeting of the Board of Directors of said corporation, duly held at Berkeley, California, on the 3rd day of January, 1967, the following resolution was adopted:

"RESOLVED: That Article Fourth of the Articles of Incorporation of this corporation be amended to read as follows:

'That the corporation shall exist perpetually'."

3. That the number of directors who voted for said resolution amounted to 9; that the total number of directors amounts to 12; that therefore more than two-thirds of the members of the Board of Directors voted affirmatively for said resolution, as provided in Section 3701 of the Corporations Code.

4. That said corporation after the expiration of the term of its corporate existence and up to the date of the amendment continuously acted as a corporation and did business as such.

5. That at a meeting of the Board of Directors of said corporation, duly held at Berkeley, California, on the 2nd day of May, 1967, the following resolutions were adopted:

"RESOLVED: That Article Second of the Articles of Incorporation of this corporation be amended to read as follows:

'The purposes for which this organization exists shall be:

(a) The specific and primary purpose is to encourage writers in all forms of their craft.

(b) The general purposes are: to provide a forum for literary criticism, exchange of ideas and discussion; to help to discover new writers and to assist them in the development of their talent; to hold writers' workshops and conferences, to support literary competition, and to sponsor educational

meetings for the furtherance of professional development; to give public recognition to literary achievement; to continue the tradition of free expression as the writer's privilege and responsibility'."

"RESOLVED: That Article Sixth be added to the Articles of Incorporation of this corporation which article to read as follows:

'This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized solely for nonprofit purposes; any and all assets of the corporation are irrevocably dedicated to charitable purposes and no part of any net earnings or assets shall inure to the benefit of any member or any other individual. Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, all assets of this corporation shall go and be distributed to an organization, association, fund, or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes and which is recognized as a tax-exempt, nonprofit corporation by the U. S. Bureau of Internal Revenue.

'If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court in the county in which the dissolved corporation had its principal office, upon petition therefor by the Attorney General or any person concerned in the liquidation'."

6. That the number of directors who voted for said resolutions as set forth in Paragraph 5 supra amounted to 10; that the total number of directors amounts to 12; that therefore more than two-thirds of the members of the Board of Directors voted affirmatively for said resolutions, as provided in Section 3632 of the Corporations Code.

7. That the members of said corporation have equal voting power. That members entitled to cast 78 votes have consented in writing to the adoption of the amendments set forth in Paragraph 5 supra, and the form of written consent is:


"The undersigned members of the CALIFORNIA WRITERS' CLUB, a California corporation, hereby consent that Articles Second and Sixth of the Articles of Incorporation of said corporation be amended to read as follows:
(at this place in the written consent, the amended articles were set forth, identical in form to that set forth in the directors' resolution in Paragraph 5 above).

8. That the total number of members constituting a quorum is 90.

Dated: July 6, 1967.



President




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 Berkeley, California, on the 6th day of July, 1967.



President



Secretary