

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

A458286

Ruth Theodos and Nancy E. Elliott certify that:

1. They are the president and the treasurer, respectively, of California Writers' Club, a California corporation.
2. Article Second: Purposes of the articles of the incorporation of this corporation are amended to read as follows:

Section 1: California Writers' Club is organized for the purpose of providing a forum for educating both members and the public in the craft of writing and in marketing their works. This is served by the monthly public meetings, workshops, and seminars of each of the Branches, as well as the biennial conference, which is open to all writers and is conducted for the purpose of educating writers of all levels of expertise. California Writers' Club networks with and is a model for other groups and agencies involved in similar pursuits.

Section 2: This corporation is organized exclusively for charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

3. Article Seven of the articles of incorporation of this corporation is added to read as follows:

Section 1: Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

4. Article Eight of the articles of incorporation of this corporation is added to read as follows:

Section 1: Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under section 501 (c) (3) of the Internal Revenue Code.

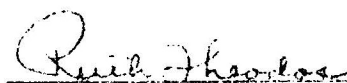
5. The foregoing amendments of articles of incorporation have been duly approved by the Board of Directors.
6. The foregoing amendments of articles of incorporation have been duly approved by the required vote of members.


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 to our own knowledge.

DATE: March 6, 1985

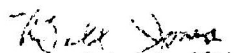
FILED
In the office of the Secretary of State
of the State of California

MAR 14 1985


Ruth Theodos, President


Nancy E. Elliott, Treasurer

NONPROFIT
02-92


BILL JONES, Secretary of State