

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
(ADOPTED FEBRUARY 23, 1981)
OF
LAGUNA BEACH EDUCATIONAL FOUNDATION

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California
JUL 8 - 1981
MARCH FONG EU, Secretary of State
By **JAMES E. HARRIS**
Deputy

KENNETH BEYER and GEROLD G. WILLIAMS certify that:

1. They are the president and treasurer, respectively, of the Laguna Beach Educational Foundation, a California corporation.

2. Article III of the Articles of Incorporation of this Corporation is amended as follows:

Subsections (a), (b), and (c) are deleted entirely and the following is substituted therefor:

(a) This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954.

(b) 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by corporation contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Old subsections (d) and (e) are renumbered (c) and (d), respectively.

3. Article V of the Articles of Incorporation of this Corporation is amended as follows:

Subsections (a), (b), (c), (d), (e) and (f) are deleted in the entirety and the following are substituted therefor:

- (a) The powers of this Foundation shall be exercised, its properties controlled, and its affairs conducted by a Board to be known as the "Board of Trustees". The number of Trustees of this Foundation shall be thirty (30). The Executive Committee shall be comprised of the four (4) officers and chairpersons of the designated standing committees. The Executive Committee shall be empowered with the management and control of the regular business affairs of the Foundation. The entire Board of Trustees, including the Executive Committee, shall meet quarterly or more frequently as determined by the Executive Committee. The officers and standing committees shall be as follows:

President
Vice-President
Secretary
Treasurer
Bequest and Capital Figt Committee
School Board Liaison Committee
Public Relations and Information Committee
Financial Committee
Annual Giving Committee
School Teacher Liaison Committee

- (b) The selection of members of the Board of Trustees shall be by a nomination at any regular meeting of the Board of Trustees by either the Executive Committee, a duly appointed nominating committee, or any member of the Board of Trustees acting alone. Election to the Board of Trustees shall be by simple majority vote.
- (c) The initial terms of office of the thirty (30) Trustees shall be staggered so that ten (10) members serve one (1) year, ten (10) members serve for two (2) years, and ten (10) members serve for three (3) years. The staggering of such membership shall be as designated by the Executive Committee. Members of the Board shall be eligible to serve a second consecutive term but shall be eligible for a third term only after a one (1) year break in consecutive service.

4. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors.

5. The corporation has no members.


KENNETH BEYER, President


GEROLD G. WILLIAMS, Treasurer