

NA CHCD TO: CALIFORNIA MARITIME ACADEMY FOUNDATION, INC.

666076

A150419

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

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

DEC 4 1974

EDMUND G. BROWN Jr., Secretary of State

Deputy

GORDON S. WHITE and MICHAEL SCHMAPP certify:

1. That they are the president and secretary, respectively, of California Maritime Academy Alumni Foundation, a California corporation.

2. That at a meeting of the board of directors of said corporation, duly held at Oakland, California, on November 12, 1974, the following resolution was adopted:

RESOLVED: That Article First of the articles of incorporation of this corporation be amended to read as follows:

FIRST: That the name of this corporation is:

CALIFORNIA MARITIME ACADEMY FOUNDATION, INC.

RESOLVED FURTHER, that the heading of said articles of incorporation of this corporation which now reads:

ARTICLES OF INCORPORATION
OF
CALIFORNIA MARITIME ACADEMY ALUMNI FOUNDATION, INC.
A Non-Profit Corporation

is amended to read as follows:

ARTICLES OF INCORPORATION
OF
CALIFORNIA MARITIME ACADEMY FOUNDATION, INC.
A Non-Profit Corporation

RESOLVED FURTHER: That Article Second of the articles of incorporation of this corporation be amended to read as follows:

SECOND: (a) The specific and primary purpose for which this corporation is formed is to operate for the advancement of science and for charitable purposes by the distribution of its funds for such purposes. It is specifically the purpose to organize a non-profit corporation which will comply with the requirements of Section 501 (c) (3) of the Internal Revenue Code of the United States as it exists as of the date of incorporation of this corporation. This corporation is also founded to accept gifts from other organizations and specifically to accept the assets of any organization or foundation upon its dissolution.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable and scientific purposes.

(c) This corporation shall have and exercise all rights and powers conferred on corporations under the laws of the State of California, provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article SECOND.

(d) This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof and is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable and scientific purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual. Upon 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 charitable and scientific purposes and which has established its tax exempt status under Section 2370ld of the Revenue and Taxation Code and/or Section 501(c) (3) of the Internal Revenue Code. If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which this corporation's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation.

(e) This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt, to influence legislation. This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office.

3. That at a meeting of the members of said corporation, duly held at Vallejo, California, on October 18, 1974, a resolution was adopted, and the wording of the amended article as set forth in the members' resolution is the same as that set forth in the directors' resolution in Paragraph 2 of this certificate.

4. That the number of members who voted affirmatively for the adoption of said resolution is 18, and that the number of members constituting a quorum is 15. Resolution was adopted unanimously.

Gordon S. White

GORDON S. WHITE, President

Michael Schnapp

MICHAEL SCHNAPP, 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 San Francisco, California, on Nov. 2-6, 1974.

Gordon S. White

GORDON S. WHITE, President

Michael S. Schnapp

MICHAEL SCHNAPP, Secretary

666076

FILED
in the office of the Secretary of State
of the State of California

JUN 09 1937

A493272

CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF

Bill Jones
BILL JONES, Secretary of State

CALIFORNIA MARITIME ACADEMY FOUNDATION, INC.

Charlie L. Bonham and James W. Bryant certify:

1. That they are the president and secretary, respectively, of California Maritime Academy Foundation, Inc., a California corporation.
2. That a meeting of the Board of Directors of such corporation, duly held at Vallejo, California on 6-4-37, the following resolution was adopted:

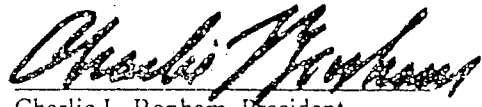
"RESOLVED: That paragraph (d) of Article SECOND of the Articles of Incorporation of this corporation be amended to read as follows:

(d) This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof and is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable and scientific purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private shareholder or individual. Upon 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 charitable and scientific purposes and which has established its tax exempt status under Section 23701a of the Revenue and Taxation Code and/or Section 501(c) (3) of the Internal Revenue Code. Such nonprofit fund, foundation or corporation shall be approved by the President of California Maritime Academy and the Board of Trustees of the California State University."

3. RESOLVED that a new Article SEVENTH is added to read as follows:

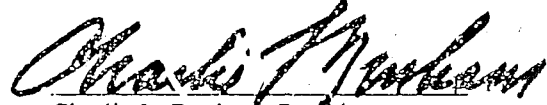
"SEVENTH: This corporation shall be an auxiliary organization of the California State University and shall conduct its operations in conformity with the California statutes governing such organizations (Chapter 7, commencing with Section 89900, of Part 55, Division 8, Title 3 of the Education Code) and the Regulations adopted by the Board of Trustees of the California State University (Subchapter 6, commencing with Section 42400, of Chapter 1, Division 5 of Title 5 of the California Code of Regulations) as required by the Education Code, Section 89900(c)."

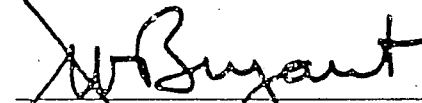
4. That at a meeting of members of said corporation, duly held at Vallejo, California, on _____, a resolution was adopted, and the wording of the amended articles as set forth in the members' resolution is the same as that set forth in the directors' resolutions in Paragraphs 2 and 3 of this certificate.
5. That the number of members who voted affirmatively for the adoption of said resolution is nine, and that the number of members constituting a quorum is seven. Resolution was adopted unanimously.


Charlie L. Bonham, President


James W. Bryant, 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 Vallejo, California, on 6-4-97


Charlie L. Bonham, President


James W. Bryant, Secretary

666076

FILED
in the office of the Secretary of State
of the State of California

SEP 23 1972

EDMUND G. BERNTSON, Secretary of State
By Ralph B. Manning
Deputy

ARTICLES OF INCORPORATION

OF

CALIFORNIA MARITIME ACADEMY ALUMNI FOUNDATION, INC.

A Non-Profit Corporation

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, GORDON WHITE, JACK HAMMERLAND, and JAMES BRYANT, for ourselves and successors have associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of California, and we do hereby certify:

FIRST: That the name of this corporation is:
CALIFORNIA MARITIME ACADEMY ALUMNI FOUNDATION, INC.

SECOND: (a) The specific and primary purpose for which this corporation is formed is to operate for the advancement of education and for charitable purposes by the distribution of its funds for such purposes. It is specifically the purpose to organize a non-profit corporation which will comply with the requirements of Section 501 (c) (3) of the Internal Revenue Code of the United States as it exists as of the date of incorporation of this corporation.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes.

(c) This corporation shall have and exercise all rights and powers conferred on corporations under the laws of the State of California, provided, however, that this corporation is

ORIGINAL

Not a copy of right
to be used in articles
No

not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article SECOND.

(d) No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall enure to the benefit of any private person or individual or any member or director of this corporation, and on liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed to the California

Maritime Academy Foundation, ~~if it is then in existence and exempt under Section 501(c)(3) of the Internal Revenue Code, but if not then in existence, or exempt, to another organization which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.~~

~~if it is then in existence and exempt under Section 501(c)(3) of the Internal Revenue Code, but if not then in existence, or exempt, to another organization which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.~~

~~if it is then in existence and exempt under Section 501(c)(3) of the Internal Revenue Code, but if not then in existence, or exempt, to another organization which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.~~

~~if it is then in existence and exempt under Section 501(c)(3) of the Internal Revenue Code, but if not then in existence, or exempt, to another organization which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.~~

~~if it is then in existence and exempt under Section 501(c)(3) of the Internal Revenue Code, but if not then in existence, or exempt, to another organization which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.~~

(e) This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt, to influence legislation. This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

THIRD: This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.

FOURTH: The County in the State of California where the principal office for the transaction of the business of this corporation is to be located is the County of Solano.

FIFTH: (a) The powers of this corporation shall be

exercised, its properties controlled, and its affairs conducted by a board to be known as the Board of Directors. The number of directors of this corporation shall be three (3). The number of directors herein provided for may be changed by a bylaw duly adopted by the members.

(b) The names and addresses of the persons who are appointed to act as the first directors are:

<u>NAMES</u>	<u>ADDRESSES</u>
Gordon White	19 Highland Avenue Piedmont, California 94611
Jack Hammerland	89 Woodland Way Piedmont, California 94611
James Bryant	403 Hilary Drive Tiburon, California 94920

SIXTH: None of the members or officers of this corporation are to be individually or personally liable for any portion of debts or liabilities contracted or incurred by the corporation.

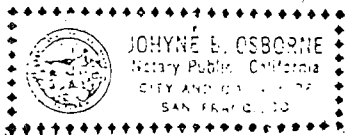
IN WITNESS WHEREOF for the purpose of forming this non-profit corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, and including all of the persons named herein as the first directors, have executed these articles of incorporation this 27th day of September, 1972.

Johnny B. Osborne

Gordon White
GORDON WHITE

Jack Hammerland
JACK HAMMERLAND

James Bryant
JAMES BRYANT



MY COMMISSION EXPIRES MAY 4, 1974

