

SEP 24 2010

**RESTATED
ARTICLES OF INCORPORATION
OF ROTARY CLUB OF WATSONVILLE**

The undersigned certify that:

1. They are the president and secretary, respectively, of ROTARY CLUB OF WATSONVILLE, a California Corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**"ARTICLES OF INCORPORATION
OF ROTARY CLUB OF WATSONVILLE**

I

The name of the corporation is ROTARY CLUB OF WATSONVILLE.

II

This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

III

The specific purpose of this corporation is to encourage and foster the ideal of service as a basis of worthy enterprise, including not for profit fellowship, recreation, education, scholarships, community events, programs for youth, philanthropic events and service projects benefitting the public, charitable activities, health, safety, humanitarian aid and other charitable, educational, and scientific events and activities.

IV

This corporation is organized and operated exclusively for social welfare purposes within the meaning of Internal Revenue Code Section 501(c)(4).

V

The property of this corporation is irrevocably dedicated to social welfare purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person.

VI

Upon the dissolution or winding up of the corporation, its assets remaining after payment, 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 social welfare purposes and which has established its tax-exempt status under IRC Section 501(c)(4).”

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

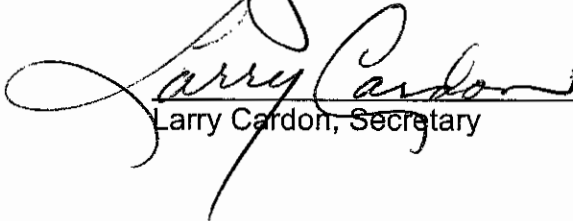
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the unanimous vote of the members.

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 of our own knowledge, and that this declaration and certification was executed within California on the date set forth below.

Date: September 13, 2010


Terry Medina, President

Date: September 17, 2010


Larry Cardon, Secretary





I hereby certify that the foregoing transcript of 10 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

OCT 12 2010

Date: _____ *jm*

Debra Bowen
DEBRA BOWEN, Secretary of State