

PERRY E. OLSEN
ATTORNEY AT LAW
406 MAIN ST., SUITE 224
WATSONVILLE, CALIFORNIA 95076

February 6, 1979

Mr. Leo Cronin
210 Brewington Ave.
Watsonville, CA 95076

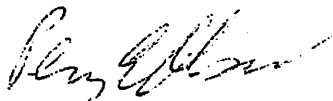
Re: Rotary

Dear Leo:

The committee on amending the By-Laws has met and decided to recommend the following amendments in the By-Laws. This conforms with the International's requirements. I am retyping all of the By-Laws including these in them, and will present them to you when they are ready.

The Rotary Endowment is fully incorporated now, and I am in the process of obtaining the federal exemption. I will keep you advised.

Very truly yours,



Perry E. Olsen
Attorney at Law

PEO/sr

enclosure

MINUTES OF MEETING OF BOARD OF TRUSTEES

The Board of Trustees of the WATSONVILLE ROTARY ENDOWMENT held a Meeting of the Board of Trustees on *April 11*, 1979, at *10:38 a.m.* at *406 main st. Watsonville* in Watsonville, California. The following Trustees, constituting all of the Board of Trustees of the WATSONVILLE ROTARY ENDOWMENT were present at the meeting:

Perry E. Olsen
Marie L. Bertone
Susan J. Rossi

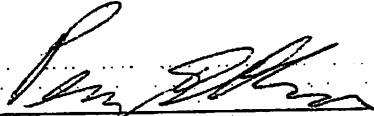
Perry E. Olsen presided as Chairman of the meeting and was appointed to act as Secretary of the meeting.

The Chairman announced that the Corporation's Articles of Incorporation had been filed with the Secretary of State of the State of California on January 19, 1979.

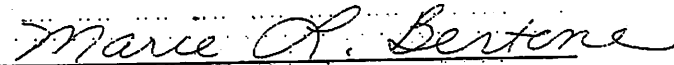
RESOLUTIONS ADOPTED BY UNANIMOUS
CONSENT OF THE BOARD OF TRUSTEES
OF
WATSONVILLE ROTARY ENDOWMENT

The undersigned, constituting all of the trustees of
WATSONVILLE ROTARY ENDOWMENT, hereby adopt the following resolutions
by unanimous written consent pursuant to By-Law of the
By-Laws of the Corporation:

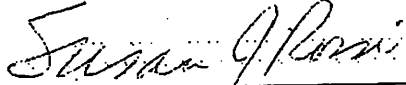
Dated: 4-11-79


Perry E. Olsen

Dated: 4-11-79


Marie L. Bertone

Dated: 4-11-79


Susan J. Rossi

FISCAL YEAR

RESOLVED, that the Fiscal Year of this Corporation shall end on June 30 of each year

CORPORATE SEAL

The Secretary presented to the meeting for adoption a proposed form of seal of the Corporation. Upon motion duly made and seconded, it was:

RESOLVED, that the form of corporate seal presented to this meeting be and hereby is adopted as the seal of this Corporation, and the Secretary of this Corporation is directed to place an impression thereof in the space directly below this resolution.

ELECTION OF OFFICERS

RESOLVED, that the following persons are elected as officers of this Corporation:

President	Leo J. Cronin
Vice President	Michael T. Jordan
Treasurer	Bill Meidl
Secretary	Vern Jones

FURTHER RESOLVED, none of the foregoing officers shall receive any salary of any kind from the Corporation.

APPLICATION FOR RECOGNITION OF EXEMPTION

RESOLVED, PERRY E. OLSEN, as Trustee, and Secretary, is authorized and directed to file IRS form 1023, Application for Recognition of Exemption, with the Internal Revenue Service on behalf of the Corporation.

ELECTION OF TRUSTEES

The Chairman announced that the next item of business was the election of trustees. Upon motion duly made and seconded, it was:

RESOLVED, that pursuant to the By-Laws, the following persons are elected as Trustees of the Corporation effective at the end of this meeting:

Leo J. Cronin
Michael T. Jordan
Bill Meidl
Vern Jones
Gerald FitzGerald
John Radin
Woody Kelley
Monte Lewis

RESOLVED, that the incorporating trustees, PERRY E. OLSEN, MARIE L. BERTONE, and SUSAN J. ROSSI, resign effective at the end of this meeting.

BY-LAWS

There was then presented to the meeting for adoption a proposed set of By-Laws of the Corporation. The By-Laws were considered and discussed and, on motion duly made and seconded, it was:

RESOLVED, that the By-Laws presented to this meeting be and hereby are adopted as the By-Laws of this Corporation.

Dated: _____

Perry E. Olsen
Secretary