

CERTIFICATE OF SECRETARY

STEVEN HENDERSON certifies as follows:

1. I am the duly appointed Secretary of WATSONVILLE ROTARY ENDOWMENT, a California non-profit public benefit corporation organized under the laws of the State of California (the "Corporation").
2. On January 18, 2017, the Board of Directors of the Corporation, by unanimous vote, adopted the following resolution:

*WHEREAS the Corporation's name is confusing to the Board of Directors and Members of the Watsonville Rotary Club, and changing that name to "Watsonville Rotary Foundation" would more clearly and accurately convey the nature and character of the Corporation;*

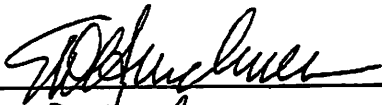
*NOW, THEREFORE, BE IT RESOLVED: That the Corporation's name is hereby changed to "WATSONVILLE ROTARY FOUNDATION", and*

*NOW, THEREFORE, BE IT FURTHER RESOLVED: That MURRY SCHEKMAN, President of the Corporation, or STEVEN HENDERSON, Chief Financial Officer of the Corporation, are authorized and instructed to take the following actions on behalf of the Corporation:*

1. *Execute all forms required by the California Secretary of State, the Franchise Tax Board, the Internal Revenue Service, and any and all other authorities, to properly give notice of and register the new name of the corporation as "WATSONVILLE ROTARY FOUNDATION" as well as any and all other documents necessary to consummate and complete the said change of name of the Corporation.*

3. The foregoing is a true and correct copy of a resolution adopted by the unanimous written consent of the Board of Directors of the Watsonville Rotary Endowment on January 18, 2017.

Executed this 18<sup>th</sup> of January, 2017.

  
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Steven D. Henderson Secretary