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**CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF
CATHOLIC CHARITIES OF THE ARCHDIOCESE OF SAN FRANCISCO,
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

Most Rev. John R. Quinn and Most Rev. Carlos A. Sevilla, S.J. certify that:

1. They are the duly acting President and Secretary respectively of the Corporation named above.

2. Articles 4, 5 and 8 of the Articles of Incorporation of the Corporation shall be amended to read as follows:

Article 4.

Deleted. The effect of the amendment of this Article 4 is to cancel all outstanding memberships.

Article 5.

The number of Directors of said corporation shall be thirty-five (35). The Directors shall be appointed in accordance with the provisions set forth in the By-Laws of this Corporation. Subject to the foregoing, the tenure of Directors shall be as prescribed in said By-Laws. The names and addresses of the Directors who shall serve for the first year are as follows:

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

APR 4 1994

Tony Miller
Acting Secretary of State

<u>Names</u>	<u>Addresses</u>
The Most Reverend John J. Mitty	1100 Franklin Street San Francisco, California
Right Reverend Patrick L. Ryan	4420 Geary Boulevard San Francisco, California
Right Reverend Charles Ramm	1100 Franklin Street San Francisco, California
Right Reverend Patrick G. Moriarty	1299 Irving Street San Francisco, California
Right Reverend John M. Byrne	3320 California Street San Francisco, California
Right Reverend William J. Flanagan	995 Market Street San Francisco, California
Reverend Nicholas Connolly	1100 Franklin Street San Francisco, California

Frank M. Buckley	630 Mason Street San Francisco, California
Andrew F. Burke	1408 Hobart Building 582 Market Street San Francisco, California
Andrew J. Lynch	343 Sansome Street San Francisco, California
William McGuinness	Court House Oakland, California
Harold R. McKinnon	Mills Tower San Francisco, California
Ester Rossi	1890 Broadway San Francisco, California

Article 8.

- (a) This nonprofit corporation is organized and shall be operated exclusively for religious and charitable (including social welfare) purposes; and there shall be no distribution of any gains, profits or dividends to the Directors thereof; and no part of the net earnings of this Corporation shall inure to the benefit of or be distributable to any Director or officer of this Corporation, or to any private individual, except that the Corporation may pay a reasonable compensation for services rendered.
- (b) The property of this nonprofit corporation is irrevocably dedicated to religious and charitable purposes; and upon dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets of this Corporation shall be distributed for such religious and charitable purposes exclusively to The Roman Catholic Archbishop of San Francisco, a (California) corporation sole, if then tax-exempt under Section 501(c)(3) of the United States Internal Revenue Code (as then amended or the then corresponding provision of any future United States Internal Revenue Law) and Section 23701(d) of the Revenue and Taxation code of the State of California (as then amended or the then corresponding statute); or, in the alternative, for such purposes exclusively to such nonprofit religious or public benefit corporation approved by The Roman Catholic Archbishop of San Francisco, a (California) corporation sole, provided that any such distributee also is then tax-exempt under the aforesaid statutory provisions; or, if

there is no such tax-exempt distributee, then for such purposes exclusively to a nonprofit corporation which is organized and operated exclusively for religious and/or charitable purposes and which has established its tax-exempt status under the aforesaid statutory provisions. The provisions of this subparagraph may not be changed, amended or deleted without the approval of The Roman Catholic Archbishop of San Francisco, a (California) corporation sole, or the unanimous approval of the Directors of this Corporation.

3. The above amendments have been approved by the Board of Directors of the Corporation.

4. The above amendments have been approved by the required vote of the Members of the Corporation pursuant to Corporations Code Section 5034 and the By-Laws of the Corporation. The Roman Catholic Archbishop of San Francisco, a (California) corporation sole, has approved the above amendments to the Articles of Incorporation, and said amendments were unanimously approved by the Members of this Corporation.

We 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 knowledge.

DATED: March 29, 1994

John R. Quinn
JOHN R. QUINN
PRESIDENT

DATED: March 29, 1994

Carlos A. Sevilla
CARLOS A. SEVILLA
SECRETARY