

**CONSENT OF THE MEMBERS
TO THE ADOPTION OF
THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE
LA JOLLA GOLDEN TRIANGLE ROTARY CLUB FOUNDATION**

Effective as of DECEMBER 7, 2007, the members of the Board of Directors of La Jolla Golden Triangle Rotary Club Foundation (the "Corporation"), a California nonprofit public benefit corporation, hereby take the following actions and adopt the following resolutions:

WHEREAS, the Board of Directors of the Corporation deems it to be advisable and in the best interests of the Corporation to adopt the Amended and Restated Articles of Incorporation attached hereto as Exhibit A ("Articles") as the articles of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Articles attached hereto as Exhibit A are hereby adopted, ratified and approved in all respects as the articles of the Corporation.

RESOLVED FURTHER, that the officers of the Corporation be and are hereby authorized and directed to take all actions necessary to effect the filing of the Certificate of Amendment of Articles of Incorporation with the Secretary of State; and

RESOLVED FURTHER, that any officer of the Corporation acting be and hereby is authorized, empowered and directed to take any action, including the execution, delivery and filing of any other document, reasonably necessary to effectuate the foregoing resolutions.

The undersigned certifies that the above resolutions were approved by at least two-thirds (2/3) of the members represented and voting at the annual meeting held on JUNE 20, 2008. The annual meeting was duly noticed and a quorum of members was present.

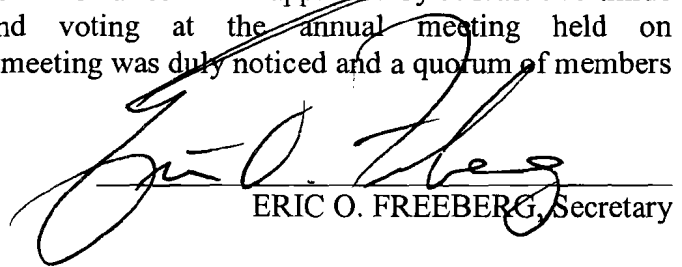

ERIC O. FREEBERG, Secretary

EXHIBIT A
Amended and Restated Articles of Incorporation

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE
LA JOLLA GOLDEN TRIANGLE ROTARY CLUB
FOUNDATION,**

a California Nonprofit Public Benefit Corporation

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
LA JOLLA GOLDEN TRIANGLE ROTARY CLUB FOUNDATION**

These Amended and Restated Articles of Incorporation of the La Jolla Golden Triangle Rotary Club Foundation (a California Nonprofit Public Benefit Corporation) supersede, amend and restate in their entirety the Articles of Incorporation of the La Jolla Golden Triangle Rotary Club Foundation filed July 11, 1989 with the California Secretary of State (“Previous Articles”). Pursuant to Section 1 of Article IX of the Previous Articles, these Amended and Restated Articles of the La Jolla Golden Triangle Rotary Club Foundation have been unanimously approved by both the Board of Directors and Members of the La Jolla Golden Triangle Rotary Club Foundation.

Article I

The name of the corporation is:

LA JOLLA GOLDEN TRIANGLE ROTARY CLUB FOUNDATION

Article 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 charitable purpose. Such purposes for which this corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and are to provide charity through contributions that are exempt from state and federal income tax.

The specific purpose for which this corporation is organized is to promote, enhance, and finance the charitable purposes of the La Jolla Golden Triangle Rotary Club. .

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law); or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

Article III

The name and address of the corporation's initial agent for service of process is:

Stephen R. Brown, Esq.
14918 Rancho Nuevo
Del Mar, CA 92014-4244

Article IV

The corporation may admit persons to membership subject to the terms and conditions set forth in the Bylaws of the Corporation, provided, however, that only persons who are (i) currently members in good standing of the La Jolla Golden Triangle Rotary Club, (ii) have qualified as a Paul Harris Fellow as determined by the governing body of the La Jolla Golden Triangle Rotary Club, and (iii) have contributed a minimum amount to the corporation for its general purposes, such minimum to be established pursuant to the Bylaws of the corporation, shall be members of the corporation. Members shall have all of the rights afforded members under the Nonprofit Public Benefit Corporation Law, including without limitation the right to vote to elect Directors of the corporation in the manner provided in the Bylaws of the corporation.

Article V

(a) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, provided, however, that this corporation may engage in such activities in accordance with and to the extent provided for in Section 501(h) of the Code. This corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

(b) 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 or to any private shareholder, as defined for the purposes of Section 501(c)(3) of the Code, or to any individual.

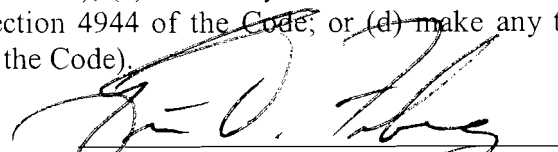
(c) The property, assets, profits and net income of this corporation are dedicated irrevocably to the purposes set for in Article II above, and no part of the net earnings of this corporation shall ever inure to the benefit of any director, trustee, officer, shareholder or member thereof or to the benefit of any private individual.

(d) Upon the winding up and 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 to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable, scientific, testing for public safety, literary, or educational purposes, and which has established its tax exempt status under Section 501(c)(3) of

the Code and which is qualified for exemption from taxation under Section 23701d of the California Revenue and Taxation Code.

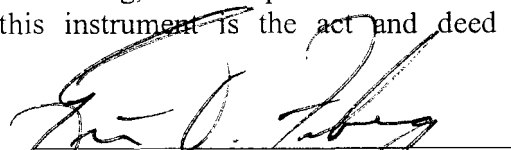
(e) Notwithstanding any provision contained in these Articles or in any other governing instrument of this corporation, this corporation is required, during any period and to the extent that it is a private foundation described in Section 509 of the Code, to distribute its income for each taxable year at such times and in such manner as not to subject the corporation to tax under Section 4942 of the Code. In addition, this corporation shall not, during any period and to the extent that it is a private foundation described in Section 509d of the Code, (a) engage in any act of self-dealing (as defined in Section 4941(d) of the Code); (b) retain any excess business holdings (as defined in Section 4943(c) of the Code); (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures (as defined in section 4945(d) of the Code).

Dated: 12-7, 2007


Eric O. Freeberg, Secretary

The undersigned declares that I, Eric O. Freeberg, am the person who executed the foregoing Articles of Incorporation and that this instrument is the act and deed of the undersigned.

Dated: 12-7, 2007


Eric O. Freeberg, Secretary

Minutes of the Annual Meeting of the Members of the
La Jolla Golden Triangle Rotary Club Foundation
June 20, 2008
La Jolla Marriott

On Friday, June 20, 2008 the members of the La Jolla Golden Triangle Rotary Club Foundation held their Annual Meeting, President Stephen R. Brown Presiding. Having found a quorum to be present, the first matter to be considered was the Election of Directors for terms about to expire.

Unanimously M/S/C, the following individuals were elected as directors/officers for the term stated:

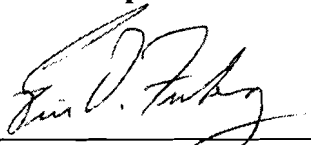
Director/President	Steve Brown	June 30, 2011
Director Secretary	Eric Freeberg	June 30, 2011
Director Treasurer	Pam Russell	June 30, 2011

With this election, the following are the current Directors and Officers of the Foundation

Director President	Steve Brown	June 30, 2011
Director Vice-President	Carl Lower	June 30, 2010
Director Secretary	Eric Freeberg	June 30, 2011
Director	Bruce Geier	June 30, 2009
Director	John Stephan	June 30, 2010
D/Treasurer	Pam Russell	June 30, 2011
Director	Craig Clark	June 30, 2009
Director	Jay Hatfield	June 30, 2009*

*Note: Commencing July 1, 2008 Jay Hatfield automatically becomes a Director pursuant to the Foundations Bylaws as the Immediate Past President of the club.

The second matter to be considered was the approval of the Amended and Restated Articles and Bylaws of the Foundation previously approved by the Board at their annual meeting last fall. Secretary Freeberg explained the nature of the changes made and the reason for the modifications. **After this explanation, it was unanimously M/S/C that the Amended and Restated Articles of the La Jolla Golden Triangle Rotary Club Foundation, and the Amended and Restated Bylaws of the La Jolla Golden Triangle Rotary Club Foundation be approved and adopted by the membership of the Foundation.**



Eric O. Freeberg, Secretary
June 20, 2008