

## Restated Articles of Incorporation for Humboldt Bay Rowing Association

The undersigned certify that:

1. They are the president and the secretary, respectively, of Humboldt Bay Rowing Association, a California corporation (corporation number 1650388).
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

### Articles of Incorporation of the Humboldt Bay Rowing Association

- I. The name of this corporation is the HUMBOLDT BAY ROWING ASSOCIATION.
- II. (a) 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 educational and charitable purposes.  
  
(b) The specific purpose of this corporation is recreation and promoting the health of the community by offering educational rowing programs, including raising money by way of donations from the public in order to accomplish that specific purpose.
- III. The name and address in the State of California of this corporation's agent for service of process is: Jerome J. Simone, 279 Langford, Trinidad, California 95570.
- IV. This corporation is organized and operated exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. No substantial part of this corporation's activities shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including publishing or distributing of statements) on behalf of any candidate for public office or for or against any measure submitted to the people for a public referendum. This corporation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3), or (b) a corporation contributions to which are deductible under Internal Revenue Code section 170(c)(2).
- V. (a) The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of the director, officer or member thereof or to the benefit of any private person, except that the corporation shall be authorized to pay

reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article II hereinabove.

(b) 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 public and charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. Such distribution shall comply with California Corporations Code section 6710 through 6718, or such successor statutes as may be in effect at the time of dissolution.

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 required 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.

Date: February 3, 2014

*Jerome Simone*

Jerome Simone, President

*Jeanne Wielgus Marlatt*

Jeanne Wielgus Marlatt, Secretary