

AMENDMENTS TO BYLAWS OF NOVATO ROTARY ENDOWMENT

Section 1 of Article 2 of the Bylaws of the Novato Rotary Endowment is amended to read as follows:

SECTION 1. OBJECTIVES AND PURPOSES

A. INVESTMENT AND APPLICATION OF CONTRIBUTED FUNDS. The primary objectives and purposes of this corporation shall be: to receive and invest contributions of money or property and a) apply income and principal to exclusively charitable or educational projects and programs of the Rotary Club of Novato, California, USA, and b) upon approval by the Rotary Club's Board of Directors, make donations to, dispense charitable contributions through and otherwise aid and support worthy organizations organized and operated exclusively for charitable and educational purposes. Contributions may be accepted for specified charitable or educational uses and purposes, provided that the Rotary Club's Board of Directors approves such a specified-purpose contribution.

Pursuant to separate supplemental agreements conforming with the requirements of Internal Revenue Code Sec. 170(f), as amended from time to time, contributions may also be accepted subject to the donor's directions to pay the income therefrom to or allow the enjoyment thereof by specified individuals (including the donor) for life or for a term of years, such contributions thereafter to be held for the uses and purposes above specified. Contributions may be held in a single trust fund without physical segregation, so long as separate accounting records are maintained. The corporation shall make no grants or gifts that would violate or conflict with its tax-exempt status under section 501(c) (3) of the Internal Revenue Code.

In exercising its objective and purpose of investing contributions of money and property, this Corporation shall act in a discretionary capacity in good faith, in a manner the Board of Directors believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances, and in accordance with the standards for investment or retention of assets specified by Corporations Code §5240, and by Article 2, Section 2, and Article 8 of these By-Laws.

In exercising its objective and purpose of applying income and principal (making expenditures) for the purposes set forth herein, this Corporation shall have discretion to incur administrative expenses necessary to carry out the day-to-day operations of the Endowment, not to exceed \$500.00 per month. In all other cases, this Corporation shall not act in a discretionary capacity, but only in a ministerial capacity, to carry out the spending directions of the Rotary Club of Novato Board of Directors, or of the individual donors whose spending directions have been approved by the Rotary Club Board of Directors.

B. FUNDRAISING. The additional objective and purpose of this corporation shall be to plan and, with the specific approval of the

Rotary Club of Novato's Board of Directors, implement, fund raising programs or projects designed to encourage and solicit additional contributions of money or property to this corporation for the purposes set forth above.

Section 1 of Article 4 of the Bylaws of the Novato Rotary Endowment is amended to read as follows:

SECTION 1. NUMBER OF OFFICERS

The principal officers of this corporation shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer, all of whom shall be elected by the Board of directors from among its members. The Chairman shall also be an ex officio, non-voting, member of the Board of directors of the Rotary Club of Novato. No two offices may be held by the same person. The Directors may appoint an assistant treasurer--an assistant secretary, and such other officers as in their judgment may be necessary.

CERTIFICATE OF ANENDMENT

I, Forrest Craig, hereby certify that:

I am the secretary of the Novato Rotary Club Endowment, a California Public Benefit Corporation; and

The foregoing Amendments to By-Laws were duly adopted by approval of the Board of Directors of the corporation at a regular meeting duly held on January 7, 2004, at the corporation's principal executive office in Mann County, California.

IN WITNESS WHEREOF, I have hereunto set my hand this 7<sup>th</sup> day of January, 2004.

s/ Forrest Craig