

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION  
OF BERKELEY YACHT CLUB,  
A CALIFORNIA NONPROFIT CORPORATION

The undersigned, B. W. Hart, Jr., and W. T. Selbach, certify that they now are and at all times herein mentioned have been the duly elected and acting President and Secretary of Berkeley Yacht Club, a California nonprofit corporation, and that:

1. At a regular meeting of the Board of Directors of the corporation duly held at One Seawall Drive, Berkeley, California at 8:00 P.M. on June 7, 1973, the following resolution was duly adopted:

RESOLVED, That the Articles of Incorporation of this Corporation be amended to read as set forth herein:

"ARTICLES OF INCORPORATION

OF

BERKELEY YACHT CLUB,  
A Non-Profit Corporation

KNOW ALL MEN BY THESE PRESENTS:

That We, the Undersigned, have this day voluntarily associated ourselves together for the purpose of incorporating, as a non-profit corporation, under the laws of the State of California, and we hereby certify:

I.

That the name of this corporation is and shall be

"BERKELEY YACHT CLUB".

II.

That this corporation is formed for the following purposes, to-wit: To promote the science and art of navigation and naval architecture; to encourage the sport of yachting in all its branches, to assist in making members proficient in the science of navigation and in the sailing and operation of pleasure crafts of all kinds; to develop and promote aquatic sports; to foster and encourage the foregoing purposes among the youth of the public schools and of the University of California, at Berkeley, California; to foster and encourage the design, building and sailing of model yachts; to promote social intercourse among its members; to buy, sell, lease, receive, take and exchange property of any kind and nature, or any interest appertaining thereto; to borrow money with or without security; to classify and divide memberships and membership privileges herein; to do any and all things which the Directors of the corporation may deem proper or advisable in the conduct of the affairs of the corporation, and in general to carry on any other business in connection with the foregoing, and enter into contracts of any sort, kind and nature, with individuals, firms, co-partnerships, associations, corporations, public, private or otherwise, or any agency thereof, in order to carry out the purposes of this corporation. Notwithstanding any statement of purposes or

powers aforesaid, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes.

III.

That it is a corporation which does not contemplate pecuniary gain or profit to the members thereof.

IV.

That the county in this State where the principal office for the transaction of the business of the corporation is to be located is the County of Alameda.

V.

(a) The number of Directors of said corporation shall be eleven (11),

(b) The names and addresses of the Directors who are hereby appointed and elected for the first year and to serve until the election and qualification of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
B. H. CROCHERON,	1550 Euclid Ave., Berkeley, Calif.
FRANK H. PROBERT,	33 Oakdale Ave., Berkeley, Calif.
WELDON C. NICHOLS,	2915 Piedmont Ave., Berkeley, Calif.
RALPH E. HOYT,	1849 Tacoma Ave., Berkeley, Calif.
W. G. WATERHOUSE,	961 Santa Barbara, Berkeley, Calif.
T. O. LAKE,	1701 Spruce St., Berkeley, Calif.
LEX JENSEN,	2534 Benvenue Ave., Berkeley, Calif.

(c) These Articles shall not be amended to alter the statement of the names and addresses of the first Directors, as set forth in Paragraph (b) of this Article V. Notwith-

standing any other provision of these Articles, the number of Directors authorized in Paragraph (a) can be changed by amendment of these Articles by resolution of the Board of Directors and by a Bylaw duly adopted by the vote or written assent of members entitled to exercise a majority of the voting power, or the vote of two-thirds (2/3) of a quorum at a meeting of members duly called pursuant to the Bylaws, and not otherwise.

VI.

That there is no capital stock and that there are no shares of stock.

VII.

That no income or profits derived by the Corporation, shall in any manner be subject to distribution to the members by way of dividends or otherwise; that upon dissolution of the Corporation for any reason whatsoever, the assets of the Corporation remaining after satisfaction of all debts or claims against the Corporation shall be distributed to any non-profit, tax-exempt organization actively engaged in the promotion of the sport of yachting, as the Board of Directors may select.

IN WITNESS WHEREOF, we have hereunto set our hands  
and seals this 17th day of April, 1939 at the City of  
Berkeley, County of Alameda, State of California.

B. H. CROCHERON

FRANK H. PROBERT

WELDON C. NICHOLS

RALPH E. HOYT

W. G. WATERHOUSE

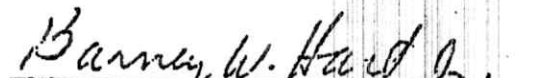
T. O. LAKE

LEX JENSEN



amendment of the Articles of Incorporation was ratified, adopted and approved by a resolution identical in form to said Directors' resolution set forth in paragraph 1 of this Certificate, by a unanimous vote of the thirty-seven (37) members present, thirty-two (32), or one/fifth (1/5) of the membership of the Corporation of one hundred fifty six (156) members constituting a quorum for the transaction of business at any meeting of the Corporation.

Each of the undersigned declares under penalty of perjury that the foregoing is true and correct and that this Certificate was executed on June 20, 1973, at Berkeley, California.

  
B. W. Hayt, Jr., President

  
W. T. Selbach, Secretary

STATE OF CALIFORNIA



OFFICE OF THE  
SECRETARY OF STATE

I, **EDMUND G. BROWN JR.**, Secretary of State of the State of California, hereby  
certify: **BERKELEY YACHT CLUB**

That the annexed transcript has been compared with the RECORD on file in this  
office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

JUL 30 1973



*Edmund G. Brown, Jr.*  
Secretary of State





STATE OF CALIFORNIA  
OFFICE OF  
**Franchise Tax Commissioner**  
SACRAMENTO

205 Plaza Building April 28, 1939 9

Messrs. Clark, Nichols and Eltse  
Attorneys at Law  
American Trust Company Building  
Berkeley, California

Gentlemen: RE: BERKELEY YACHT CLUB

The above named non-profit organization shall not be taxed under the provisions of the Bank and Corporation Franchise Tax Act and need not file an annual return or any further showing with respect to its status under such Act, unless it changes the character of its organization or operation, or the purpose for which it was organized.

Yours very truly,

CHAS. J. MCCOLGAN  
Franchise Tax Commissioner

By *Paul D. Lack*  
Franchise Tax Counsel *rl*

BDL:ER  
CC--Mr. M. W. McDonald  
CC--Mr. J. P. Hollings