

**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF THE
“LOMPICO IMPROVEMENT CLUB”**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being duly elected as officers, by the membership of the Lompico Improvement Club on July 14, 1983 do hereby set our hands to amend the Original Articles of Incorporation of the not-for-profit corporation known as Lompico Improvement Club to the State of California under number 154454 as filed with the office of the Secretary of State on June 22, 1933, and we do hereby certify:

Article “first” of the articles of incorporation of this corporation is amended to read as follows:

First: That the name of the Corporation shall be known hereafter as: “The Lompico Community Center”.

Article “second” of the articles of incorporation of this corporation is amended to read as follows:

Second: That the purpose for which said corporation is formed are:

1. To establish and actively administer programs of assistance, health, education and recreation for the benefit of the residents of the County of Santa Cruz, in the State of California; to purchase, acquire, maintain and improve real and personal property and grounds, and to erect, equip and maintain thereon such structures as are deemed necessary to support the aforementioned programs; to encourage and support the development of specific programs and assistance for, but not limited to, senior citizens, youth, day care, health and nutrition education and support, recreation, the humanities, public safety, ecology conservation and communications; to staff these programs and their management primarily through volunteerism and (or) participate with other such organizations, be they local, state or federal whose goals are similar; to become interactive and jointly pursue all of the aforementioned goal with, but not limited to; The County of Santa Cruz Department of Parks, Open Spaces and Cultural Services, The Grey Bears, The Valley Womens Club, The Red Cross, The Valley Emergency Communications Network, or other groups or organizations who provide services or programs that benefit the health, wellbeing and security of the people of the County of Santa Cruz.

To hold in trust those properties and improvements thereon which were duly conveyed and waivers to which were satisfied by the original articles of incorporation dated June 22, 1933, and identified as Corporation number 154454, and recorded with the Secretary of the State of California; and are identified and recorded in the official records of the County of Santa Cruz, California, by written instrument, in Volume 162 page 218, and Volume 270 page 352, and Volume 275 page 279; whereas the parties of the first part and parties of the second part did, by their signatures on June 22, 1933 convey those properties to the parties of the third part, who have been known, until this filing, as the Lompico Improvement Club; further to hold in trust the real property and improvements thereon acquired on February 15, 1978, as filed in the official records of Santa Cruz County, identified by the written instrument in Book 2874 page 53; further that the board of trustees upon the filing of this Certificate of Amendment shall change the name of ownership on the official records of the County of Santa Cruz to be consistent with this Amendment.

2. To take over, acquire, hold, administer and manage any property or funds now held or in the future acquired, in trust for the use and benefit of the residents of the County of Santa Cruz; further, that should the Corporation be dissolved, that any proceeds, funds, property or holdings derived from such dissolution be endowed to any group(s) or organization(s), at the direction of the Board of Trustees that is, by it’s stated policy consistent with the stated purpose and intent herein listed, and is registered with the County, State or Federal Government as being a not-for-profit Organization.

Article “third” of the articles of incorporation of this corporation is amended to read as follows:

THIRD: That pecuniary gain is not one of the objects of this corporation, and it will not distribute any gains, or dividends to the members thereof.

Article “fourth” of the articles of incorporation of this corporation is amended to read as follows:

FOURTH: The place where the principal business of said corporation is to be transacted is the community of Lompico in Santa Cruz County, California.

Article “fifth” of the articles of incorporation of this corporation is amended to read as follows:

FIFTH: The Board of Trustees of the Lompico Community Center is the sole policy making body and is responsible for keeping secure all properties, holdings, funds and encumbrances, and records; all matters legal and lawfully undertaken or inherited; and keeping current all filings and legal documents required by any agency of the government, be it local, state or federal, to ensure the security of them and the not-for-profit status of The Lompico Community Center.

The Board of Trustees of said corporation shall be in number no more than seven (7), and no less than five (5). Each trustee will be elected for a two year term, save for those listed below whose term will end in the month of September in the year stated. Should any trustee resign, or in any way not be able to complete the term of office, The Board of Trustees shall have the power to appoint a qualified individual for the remaining term.

The Board of Trustees reserves the right to employ, hire or engage any professional service, or employee, be they full or part time, (and) or to remunerate for the expenses or services of any elected official that it deems necessary.

The Board of Trustees is required to establish by September 1985 in the constitution and by-laws the framework and guidelines for a member-orientated legislative initiative process. This process is defined as the right and procedure by which a member can propose a change in the by-laws by petition and ensure its submission to the membership for vote.

Any and all changes to the Articles of Incorporation can only be adopted by a vote of the Board of Trustees as listed in the table below. Regardless of the number of seated Trustees the minimum required for a quorum, in this instance, shall be five (5).

Seated Trustees	Votes Needed to pass
5	4
6	4
7	5

If votes are sufficient for passage, only those Trustees voting for the change will be required to endorse the Certificate of Amendment. Those Trustees abstaining or voting “nay” shall be listed on the Certificate, showing their vote on the change.

Article “sixth” of the articles of incorporation of this corporation is amended to read as follows:

SIXTH: Membership in the Lompico Community Center shall be limited to residents and property owners of the County of Santa Cruz and former members of the Lompico Improvement Club. The by-laws of the Lompico Community Center shall establish equity in voting: i.e., one membership, one vote.

Article "seventh" of the articles of incorporation of this corporation amended to read as follows:

SEVENTH: The day to day operations of the Lompico Community Center, its activities, programs and the policies as set forth by the Board of Trustees shall be administered by a staff.

Article "eighth" of the articles of incorporation of this corporation is added to read as follows:

EIGHTH: The constitution and by-laws of the Lompico Community Center must remain consistent with, and without conflict from, any article, section, or part of the constitution and by-laws and must remain in total accord with these articles of incorporation; therefore the current constitution and by-laws dated July 27, 1975, are hereby suspended for review and revision by the Board of Trustees. A constitution and by-laws consistent with the amended articles of incorporation shall be presented to the membership by September 1985.

The foregoing amendments and additions to the articles of incorporation has been duly approved by the board of directors.

The forgoing amendments and additions to the articles of incorporation have been duly approved by the required vote of the members.

	<u>Board of Trustees</u>	Term ending in:
1.	<u>555 Carrol Ave</u> Alan C. Foster, President Felton, CA 95018	September, 1987
2.	<u>10830 West Drive</u> Bartlett Flemming, Sec/Treasurer Felton, CA 95018	1986
3.	<u>10625 Lompico Road</u> Walter Hendryx, Director Felton, CA 95018	1985
4.	<u>10837 Lompico Road</u> Dean Mcneeley, Director Felton, CA 95018	1985
5.	<u>10935 Sequoia</u> Paul Hurford, Director Felton, CA 95018	1987
6.	<u>12379 LaLena</u> Charles E. Wright, Director Felton, CA 95018	1986

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Lompico, California on July 4, 1984.

Alen C. Foster
President
Walter Hendryx
Director
Paul Hurford
Director

Bartlett Flemming
Secretary/treasurer
Dean McNeeley
Director
Charles E. Wright
Director

FILED

*In the office of the Secretary of State
Of the State of California*

July 6, 1984

MARCH FONG YU, Secretary of State