

ORIGINAL

ARTICLES OF INCORPORATION

OF

DEL MAR FOUNDATION

I. NAME

The name of this corporation is DEL MAR FOUNDATION.

II. PURPOSES

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 purposes. The specific purpose for which this corporation is organized is to provide charitable assistance to the community of Del Mar, California.

III. INITIAL AGENT FOR SERVICE OF PROCESS

The name of the initial agent of the corporation for service of process is D. DWIGHT WORDEN, whose complete business address is 117 West Plaza, Suite One, Solana Beach, California.

IV. LIMITATION ON CORPORATE ACTIVITIES

(a) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

#### V. DIRECTORS

The corporation shall have three (3) Directors. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
<u>LOUIS M. TERRELL</u>	<u>328 Pine Needles Drive</u> <u>Del Mar, California 92014</u>
<u>WILLIAM H. KIRWIN, JR.</u>	<u>2311 Cordero Road</u> <u>Del Mar, California 92014</u>
<u>JOEL O. HOLLIDAY</u>	<u>1233 Crest Road</u> <u>Del Mar, California 92014</u>

#### VI. DEDICATION AND DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any Director, officer or member thereof, or to the benefit of any private person. 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 the federal government, or to a state or local government for public purposes or to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of DEL MAR FOUNDATION and the initial Directors named in these Articles of Incorporation, have executed these Articles of Incorporation on July 24, 1981.

INCORPORATORS:

DIRECTORS:

CITY OF DEL MAR  
A Municipal Corporation  
Incorporator

By: L M Terrell  
LOUIS M. TERRELL, Mayor

Joel O. Holliday  
JOEL O. HOLLIDAY, Director  
L M Terrell  
LOUIS M. TERRELL, Director  
William H. Kirwin, Jr.  
WILLIAM H. KIRWIN, JR, Director

DEL MAR CHAMBER OF COMMERCE  
A California Nonprofit Corporation  
Incorporator

By: Harold F. Crosby  
HAROLD F. CROSBY, President

DEL MAR DAY COMMITTEE  
An Unincorporated Association  
Incorporator

By: Harvey Shapiro  
HARVEY SHAPIRO, Chairman

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF  
DEL MAR FOUNDATION

WE, WILLIAM H. KIRWIN, JR., and KATHY BUSSEY, certify:

1. That we are the President and the Secretary, respectively, of DEL MAR FOUNDATION, a California non-profit public benefit corporation.

2. That Article V of the Articles of Incorporation of the Corporation shall be amended to read as follows:

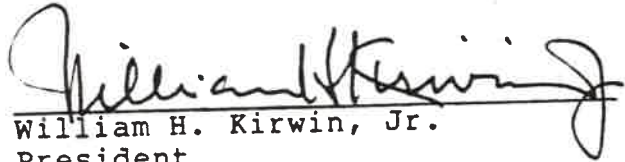
V. DIRECTORS


The Corporation shall have not less than three (3) Directors nor more than seven (7) Directors, with the exact number of Directors to be fixed, within the limits specified, by approval of the Board of Directors in the manner provided in the Bylaws of the Corporation. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Louis M. Terrell	328 Pine Needles Drive Del Mar, California 92014
William H. Kirwin, Jr.	2311 Cordero Road Del Mar, California 92014
Joel O. Holliday	1233 Crest Road Del Mar, California 92014

3. That the Amendment has been approved by the Board of Directors.

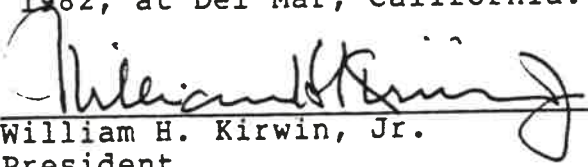
4. That the Amendment was approved by the required vote of the members.

  
\_\_\_\_\_  
William H. Kirwin, Jr.  
President

  
\_\_\_\_\_  
Kathy Bussey  
Secretary

DECLARATION

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing Certificate of Amendment of Articles of Incorporation are true of his or her own knowledge and that this Declaration was executed on August 26, 1982, at Del Mar, California.

  
\_\_\_\_\_  
William H. Kirwin, Jr.  
President

  
\_\_\_\_\_  
Kathy Bussey  
Secretary

LAW OFFICES  
D. DWIGHT WORDEN

A PROFESSIONAL CORPORATION

740 LOMAS SANTA FE DRIVE

SUITE 102

SOLANA BEACH, CALIFORNIA 92075

AREA CODE 619  
TELEPHONE 755-8804 • 450-7979

D. DWIGHT WORDEN  
TRACY R. RICHMOND  
W. SCOTT WILLIAMS  
JAMES H. ELLIS III

November 8, 1982

Ms. March Fong Eu  
Secretary of State  
Corporation Filing Division  
1230 "J" Street  
Sacramento, CA 95814

Re: Certificate of Amendment of Articles of Incorporation of  
Del Mar Foundation, a California Non-Profit Public  
Benefit Corporation

Dear Secretary of State:

Enclosed is the original and five copies of the Certificate of Amendment of Articles of Incorporation of Del Mar Foundation, a California Non-Profit Public Benefit Corporation. Please file the original Certificate of Amendment and return to this office four (4) certified copies. Please forward the fifth copy of the Certificate of Amendment to the Attorney General pursuant to Corporations Code §5817.

I have enclosed a check made payable to the Secretary of State in the amount of \$21.00 (\$15.00 filing fee pursuant to Government Code §12205, and \$6.00 certification fee pursuant to Government Code §§12186, 12207).

If you have any questions or need additional information, please do not hesitate to call.

Sincerely,

LAW OFFICES OF D. DWIGHT WORDEN  
A PROFESSIONAL CORPORATION

W. Scott Williams

WSW/dth  
Enclosures

✓cc: Clients (w/enclosure)

P.S. A self-addressed stamped envelope is enclosed for your convenience in returning the Certificate to our offices.

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF  
DEL MAR FOUNDATION

ENDORSED  
FILED  
In the office of the Secretary of State  
of the State of California

NOV 10 1982

MARCH FONG EU, Secretary of State  
By JAMES E. HARRIS  
Deputy

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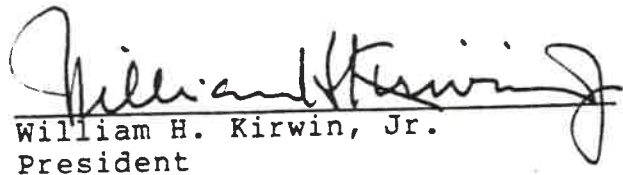
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William H. Kirwin, Jr.	2311 Cordero Road Del Mar, California 92014
Joel O. Holliday	1233 Crest Road Del Mar, California 92014

3. That the Amendment has been approved by the Board of Directors.

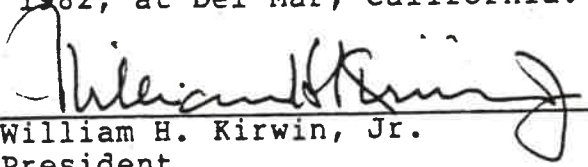
4. That the Amendment was approved by the required vote of the members.

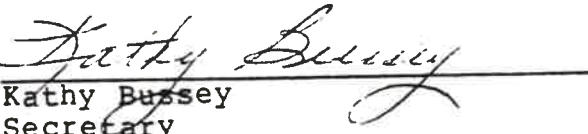
  
William H. Kirwin, Jr.  
President

  
Kathy Bussey  
Secretary

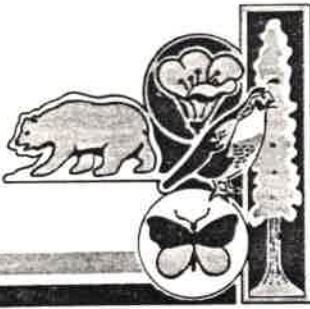
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William H. Kirwin, Jr.  
President

  
\_\_\_\_\_  
Kathy Bussey  
Secretary





State  
of  
California  
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

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

NOV 19 1982



*March Fong Eu*

Secretary of State

# city of del mar memorandum

To: Kathy Bussey

From: W. Scott Williams  
City Attorney's Office

Subject: Del Mar Foundation

Date: November 30, 1982

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Attached are two certified copies of the Certificate of Amendment of Articles of Incorporation of Del Mar Foundation. At least one copy should be put in the corporate minute book. Please note that the address for Mr. Kirwin was changed back to 2311 Cordero Road when the Certificate was sent to the Secretary of State's office for filing. This was necessary because the law does not permit amending Articles of Incorporation to change the name or address of an initial Director in any respect.

If you have any questions, please call.



W. Scott Williams

WSW/dth

Attachment