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of the State of California

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Kevin Shelley

KEVIN SHELLEY, Secretary of State

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
FRIENDS OF THE FALLBROOK LIBRARY**

We, the undersigned, certify that:

1. We are the President and the Secretary, respectively, of Friends of the Fallbrook Library, a California nonprofit public benefit corporation.
2. The Articles of Incorporation filed on June 13, 1963 are amended to read as follows in full:

ARTICLES OF INCORPORATION

FIRST: The name of this corporation is Friends of the Fallbrook Library.

SECOND: 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. It shall devote the property of the corporation or the income or proceeds of such property to charitable purposes. It is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

1. The specific charitable purposes of this corporation are:
 - a. To assist the Fallbrook Branch of the San Diego County Library in any manner which may be deemed beneficial to the Library by this corporation and by the San Diego County Library.
 - b. To provide, raise, receive, and disburse funds, and to hold property, both real and personal, for the purpose of, and relative to, the promotion of the intellectual well-being of the citizens of Fallbrook.
 - c. To receive gifts and contributions of real and personal property from any organization, person, firm or corporation.
2. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

THIRD: The property, assets, profits, and net income of this corporation are dedicated irrevocably to charitable purposes, and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, trustee, officer, shareholder, or member thereof or to the benefit of any private individual. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to any members thereof or to any private shareholder, as defined for purposes of Section 501(c)(3) of the Internal Revenue Code of 1954, or individual.

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

2. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable purposes and which has been established and maintained its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 (other than a private foundation under Section 509(a) of said Code) and which is qualified for exemption from taxation under Section 23701(d) of the California Revenue and Taxation Code (or corresponding provisions of any future California revenue and tax law).

FOURTH: The manner in which directors shall be chosen and removed from office, their qualifications, powers, duties, and tenure of office, the manner of filling vacancies on the Board of Directors, and the manner of calling and holding meetings of the Board of Directors shall be as set forth in the Bylaws.

1. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.


2. The corporation is authorized to provide indemnification of agents for breach of duty to the corporation through bylaw provisions or through agreements with the agents, or both, but only in conformance with Section 5238 of the Corporations Code.


SIXTH: This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.

4. The foregoing Amendment has been approved by the Board of Directors.

5. The Board of Directors alone was entitled to adopt the foregoing Amendment for the reason that the corporation has no members and the Articles do not require approval by any person for an amendment. [Corporations Code Section 5812(b)(3)].

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements contained in the foregoing Certificate of Amendment of Articles of Incorporation are true of his/her own knowledge and that this declaration was executed on November 16, 2004 at Fallbrook, California.


JENNIFER JEFFRIES, President


ANN BURTON, Secretary