

09/0042

Certificate of Amendment
of
Articles of Incorporation

FILED *fm*
Secretary of State
State of California

111 DEC 29 2016 *df*

The undersigned certify that:

1. They are the president and secretary of the San Diego Velodrome Association, Inc.
2. The Articles of Incorporation of this corporation filed with the Secretary of State of the State of California February 5, 1979 are amended in their entirety to read as follows:

"ARTICLES OF INCORPORATION

OF

SAN DIEGO VELODROME ASSOCIATION, INC

I.

The name of this corporation is San Diego Velodrome Association, Inc.

II.

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 public purposes and charitable purposes. The specific and primary purpose of this corporation is to provide recreational facilities for its members. The general purposes are to erect, purchase, own, maintain, repair and operate a velodrome for the benefit, pleasure and health of its members and prospective members.

III.

a. This corporation is organized and operated exclusively for the purposes set forth in Article II hereof within the meaning of Internal Revenue Code section 501(c)(3).

b. 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 or intervene in any political campaign (including the publishing or

distribution of statements) on behalf of any candidate for public office.

c. The property of this corporation is irrevocably dedicated to the purposes in Article II hereof and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

d. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational and/or religious purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

e. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

f. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

g. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

h. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

i. The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors of the corporation.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members of the corporation.

We further acknowledge under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12-26-16

Mark Amisip
President

Rachel Morrison
Secretary

I hereby certify that the foregoing is a true and correct copy of the original record in the custody of the California Secretary of State's office.



JAN 12 2017

[Signature]
ALEX WADSWORTH, Secretary of State

0072970A

We further certify that the foregoing transcript is a true and correct copy of the original record in the custody of the California Secretary of State's office.

[Faint signature]

Secretary

[Faint signature]

Secretary



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

cust

JAN 12 2017

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State