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RICHARD TOBIN (1852-1867)
ROBERT TOBIN (1875-1889)
CYRIL R. TOBIN (1905-1977)

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OF COUNSEL
CHARLES D. SOOY

December 22, 1989

VIA MESSENGER

Ms. Janet Gerkin
Account Representative
C T Corporation
1155 Market Street, Suite 600
San Francisco, CA 94103

Re: Dolphin Swimming and Boating Club
Corp. No. 0017312

Dear Janet:

Enclosed please find the original and three copies of the Amended and Restated Articles of Incorporation of the above referenced nonprofit corporation. Also enclosed is a check in the amount of \$22.00 for the filing fee. Please file the enclosures with the Secretary of State as appropriate and return two certified copies to the undersigned as soon as possible.

Very truly yours,

TOBIN & TOBIN

Meg Reilly/pp

Margaret T. Reilly

MTR/pp
Enclosures

CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
DOLPHIN SWIMMING AND BOATING CLUB

**ENDORSED
FILED**

In the office of the Secretary of State
of the State of California

DEC 26 1989

MARCHFONSELL, Secretary of State

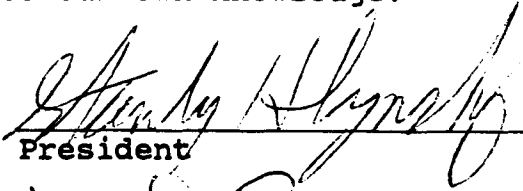
Stanley Hlynsky and Jon Bielinski

certify that:

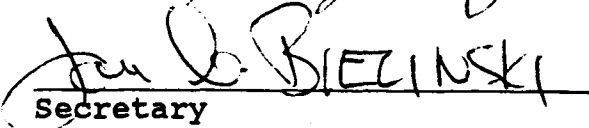
1. They are the president and secretary, respectively, of Dolphin Swimming and Boating Club, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are hereby amended and restated as set forth in the attached Amended and Restated Articles of Incorporation.
3. The foregoing amendment has been duly approved by this corporation's board of directors.
4. The foregoing amendment has been duly approved by this corporation's members.

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

DATED: December 20, 1989


President

DATED: December 20, 1989


Secretary

RESOLUTION
OF THE
BOARD OF DIRECTORS
OF
DOLPHIN SWIMMING AND BOATING CLUB

WHEREAS the board of directors of this corporation have determined that it is in this corporation's best interests to amend and restate its Articles of Incorporation;

NOW, THEREFORE, IT IS RESOLVED that the Articles of Incorporation of this corporation are hereby amended and restated to read as set forth in the attached copy.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DOLPHIN SWIMMING AND BOATING CLUB

I

The name of this corporation is Dolphin Swimming and Boating Club.

II

A. 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.

B. The specific and primary purpose of this corporation is to promote social welfare, within the meaning of Internal Revenue Code Section 501(c)(4), by affording to the general public the opportunity of participating in the healthful arts of rowing, swimming and outdoor sports.

III

This corporation is organized exclusively for the purpose of promoting social welfare within the meaning of Section 501(c)(4). Notwithstanding any other provision of these Articles, this 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)(4). All section references are to the Internal Revenue Code of 1986 and to corresponding provisions of any future United States Internal Revenue law.

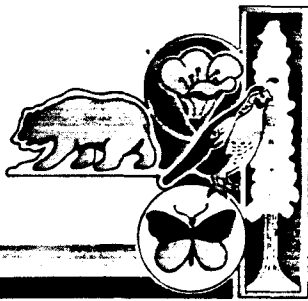
IV

The property of this corporation is irrevocably dedicated to social welfare purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private individual. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for social welfare purposes and that has established its tax exempt status under Section 501(c)(4) of the Internal Revenue Code.

V

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 thereof.

dolph1106c



State of California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

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

That the annexed transcript has been compared with the corporate 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

DEC 27 1989



March Fong Eu

Secretary of State

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LAWRENCE R. JANNUZZI
JOAN M. GRIMES
TERRY J. MOLLIKA
LINDA J. BERBERIAN
SCOTT F. LANE

December 29, 1989

VIA HAND DELIVERY

Thomas Silk, Esq.
Silk, Adler & Colvin
Russ Building, Suite 1010
235 Montgomery Street
San Francisco, CA 94104

Re: Amended & Restated Articles of Incorporation
of Dolphin Swimming and Boating Club

Dear Tom:

Enclosed find a certified copy of the Club's Amended and Restated Articles. I believe this completes the final step necessary to filing the Club's state and federal exemption applications. Our hope is that you can complete those filings on January 2nd or as soon thereafter as possible. I would appreciate having a copy of those filings for my own and for the Club's records.

The Club has obtained, by telephone, it's Federal Employer Identification Number which is 94-3106341. I note that the exemption applications ask that the FEIN be supplied.

Thanks for all your help.

Very truly yours,

TOBIN & TOBIN


Margaret T. Reilly

/pgw

Enclosure

cc: Betsy Adler, Esq.
J. Bielinski
S. Hylinski
(w/enclosure)

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