

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
POINT LOMA ASSEMBLY

2015 Restated Articles of Incorporation (Proposed).

Susan Hoekenga and Patti Adams certify that:

1. They are the President and Secretary, respectively, of POINT LOMA ASSEMBLY, a California nonprofit corporation.
2. Desiring to change the status of the Corporation from a mutual benefit corporation to a public benefit corporation, the directors, by the required vote, have approved the necessary changes to the Articles of Incorporation of this Corporation so that the Articles of Incorporation are amended and restated in their entirety to read as follows:

"I.The name of the corporation is: POINT LOMA ASSEMBLY.

11. (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 charitable and public purposes. The specific purpose of this corporation is to promote literary, social, educational, philanthropic, civic, and artistic work and to preserve and maintain the Point Loma Assembly Hall.

(b) The purposes for which this corporation is organized are exclusively charitable, scientific, literary or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future federal internal revenue law, including the support of other organizations exempt from federal income tax under Section 501 (c)(3) of the Code.

(c) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code (or the corresponding provision of any future federal internal revenue law), or (ii) by a

corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal internal revenue law).

111. (a) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Code, and this corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(b) The property, assets, profits and net income of this corporation are dedicated irrevocably to the purposes set forth in Article II above, and no part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, or officers, or to the benefit of any private individual.

(c) 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 public, charitable, scientific, literary or educational purposes and which has established and maintained its tax-exempt status under Section 501(c)(3) of the Code (or corresponding provisions of any future federal internal revenue law).

IV. This corporation elects to be governed by all of the provisions of the new public benefit corporation law as defined in Section 9910 of the California Corporations Code not otherwise applicable to it under the provisions of Part 5 of Division 2 of Title 1 of the California Corporations Code. "

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of members.
5. A determination of fairness by the Commissioner of Corporations is not required because the amendment and restatement of the Articles of Incorporation converting the Corporation from a mutual benefit corporation to a public benefit corporation has been approved by the members in an election by written ballot in which no opposing votes were cast.

We further declare 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.

DRAFT

Date: _____, 2015

Susan Hoekenga, President

Patti Adams, Secretary