

# State of California

## SECRETARY OF STATE

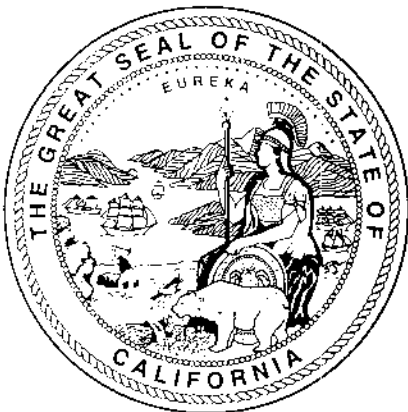


I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 29 2004



*Kevin Shelley*  
Secretary of State

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION****ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California**COSTA MESA GOLF MEN'S CLUB**

MAR 22 2004

**KEVIN SHELLEY**  
Secretary of State

Dennis Iden and Loren P. Hansen certify that:

1. They are the president and the secretary, respectively, of Costa Mesa Golf Men's Club, a California nonprofit corporation.

2. The articles of incorporation of the corporation, as amended to the date of the filing of this certificate, including amendments set forth herein but not separately filed, are restated as follows:

ONE. The name of the corporation is Costa Mesa Golf Men's Club.

TWO. 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 or charitable purposes.

THREE. 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.

FOUR. The specific purpose of the corporation is to stimulate interest in golf in Orange County, California area and promote games, tournaments and contests under established rules of the Southern California Golf Association.

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

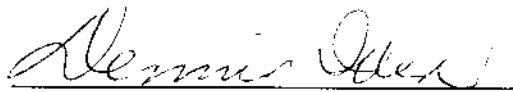
(b) Notwithstanding any other provision of these articles or the bylaws, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation contributions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

(c) No substantial part of the activities of the 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.

SIX. The property of the corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation 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 the corporation shall be distributed 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.

3. The restated articles of incorporation have been duly approved by the board of directors.

4. The article amendments as included in the restated articles of incorporation have been duly approved by the required vote of the members.

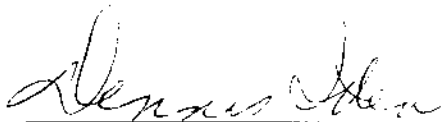


Dennis Iden  
President

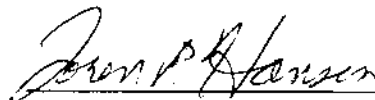


Loren P. Hansen  
Secretary

The undersigned, Dennis Iden and Loren P. Hansen declare this 25th day of February 2004 at Costa Mesa, Orange County, California that they have read the foregoing certificate and know the contents thereof and the same is true of their own knowledge.



Dennis Iden  
President



Loren P. Hansen  
Secretary

