

3371345  
CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION

**FILED**  
In the Office of the Secretary of State  
of the State of California

**MAY 25 2011**

The undersigned certifies that:

1. He is the sole incorporator of Ocean Avenue Association, a California Corporation.
2. Article II of the Articles of Incorporation of this corporation is amended to read as follows:

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- A. This corporation is a nonprofit public benefit corporation and it 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 purpose of this corporation is to promote social welfare and combat community deterioration in the Ocean Avenue retail district of San Francisco, and to maintain, improve and promote the Ocean Avenue retail district through the development and operation of community benefit district and other programs and initiatives.
3. Article IV of the Articles of Incorporation of this corporation is amended to read as follows:
    - A. This corporation is organized and operated exclusively for charitable purposes 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 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.
  4. No directors were named in the original Articles, no directors have been elected, and the corporation has no members.

I 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 my own knowledge.

Dated: May 16, 2011

  
JOHN A. LAMBETH, sole incorporator