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October 19, 2005

OLD TOWN SAN DIEGO CHAMBER OF COMMERCE
PO BOX 82686
SAN DIEGO CA 92138

IN REPLY, PLEASE REFER
TO OUR FILE NO. **E1734**

Based upon information received, we have determined that this organization is currently not subject to sections 12580 through 12597 of the California Government Code while it is organized and operated primarily as:

Other: An organization classified by the IRS as a 501(c) (6).

Accordingly, this organization is not required to register or file copies of Internal Revenue Service form 990, 990EZ, 990PF or Annual Registration Renewal Fee Report (RRF-1) with this office unless there is a change in its purposes or in its method of operation. Any such change must be reported to us promptly so this determination may be reviewed. If you included a check, it is being returned to you.

Exemption from the registration and reporting requirements of the above laws has no bearing on the requirements of the Franchise Tax Board, Internal Revenue Service, or any other agency. Reports to those agencies may be necessary.

Sincerely,


SUSAN ROBERTS, Staff Services Analyst
Registry of Charitable Trusts

For BILL LOCKYER
Attorney General

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
OLD SAN DIEGO CHAMBER OF COMMERCE**

**ENDORSED
FILED**

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

APR 29 1996

Bill Jones
BILL JONES, Secretary of State

JAMES B. McCORD and KAREN SPRING certify that:

1. They are the president and the secretary, respectively, of OLD SAN DIEGO CHAMBER OF COMMERCE, a California nonprofit corporation.

2. The board of directors has approved an amendment to the FIRST Article to read in its entirety as follows:

"First: that the name of this corporation shall be:

OLD TOWN SAN DIEGO CHAMBER OF COMMERCE."

3. The board of directors has approved an amendment to the SECOND Article to read in its entirety as follows:

"Second: This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. The purpose for which this corporation is formed may be further described by the following statements:

- A. To work for the common good and improvement in and adjacent to North San Diego, California, and also for sociability.
- B. To bring into closer relationship the people of said district, so that they may be able to cooperate intelligently in the development thereof, and gain with united efforts the things on which the aims of said corporation are centered.
- C. To promote, foster, and encourage any and all legitimate business interests in said territory; and
- D. To receive by gift, devise, or purchase, and the disposing of, selling, mortgaging, leasing, managing and conveying real and personal property in order that the purposes hereinbefore mentioned can be carried out and fulfilled."

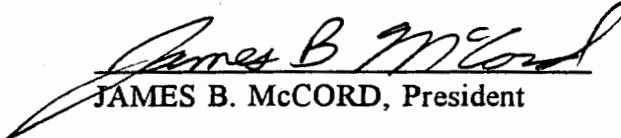
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4. The following addition to the Articles of Incorporation creating a NINTH article has been approved by the board of directors:

"Ninth: In accordance with the provisions of Section 9913 of the California Corporations Code, this corporation elects to be governed by all of the provisions of the California Nonprofit Mutual Benefit Corporation Law not otherwise applicable to this corporation under Sections 9910-9927 of the Corporations Code."

5. The amendment to the FIRST article in paragraph 2, above, has been approved by the required vote of the members.

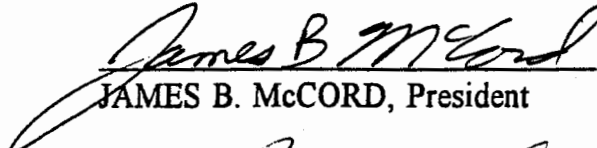
6. The amendment to the SECOND article in paragraph 3, above, and the addition of the NINTH article in paragraph 4, above, makes no changes in the articles other than electing to be governed by all of the Nonprofit Corporation Law and conforming the statement of purposes of the mutual benefit corporation to subdivisions (a) and (b) of Section 7130; therefore, it can be adopted by approval of the board alone, under Section 7812(b) of the California Corporations Code.

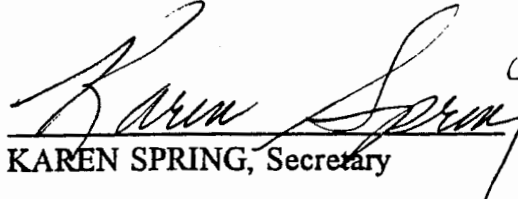

JAMES B. McCORD, President


KAREN SPRING, Secretary

Verification

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his or her own knowledge, and that this declaration was executed on April 17, 1996, at San Diego, California.


JAMES B. McCORD, President


KAREN SPRING, Secretary

Secretary of State
Corporation Form
184015

FILED

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

NO. 15 1945

FRANK M. JOHNSON, Secretary of State

Walter H. Boyer

Name changed to OLD SAN DIEGO CHAMBER
OF COMMERCE

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF NORTH SAN DIEGO CHAMBER OF COMMERCE

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We, the undersigned, Walter Anderson, the President, and Mary Carver, Secretary of the North San Diego Chamber of Commerce, a corporation organized under the laws of the state of California

DO HEREBY CERTIFY

1. That on the 1st day of June, 1945, at the office of the above named corporation, in Old San Diego, California, a meeting of the board of directors of the aforesaid corporation was held.

2. That at said meeting a resolution providing for the amendment of the articles of incorporation of the said corporation was adopted by the affirmative vote of a majority of the directors of the said corporation; that the following is a copy of the said resolution so adopted, to wit:

"Resolved, that Article First of the Articles of Incorporation of this corporation be amended to read as follows: 1. That the name of this corporation shall be:

OLD SAN DIEGO CHAMBER OF COMMERCE

3. That a meeting of the members of the said corporation was held at the library building, Old San Diego, California, the office of the said corporation, on the 3rd day of August, 1945, at which meeting the said Resolution of the Board of Directors was approved by the vote of a majority of the members of said corporation. That the following is a copy of the Resolution of the members approving the Resolution of the Board of Directors:

"Resolved, that we hereby approve the action taken by the Board of Directors of this corporation above mentioned and approve the said Resolution, which is as follows:

'Resolved, that Article First of the Articles

amended to read as follows:

1. That the name of this corporation shall be:

OLD SAN DIEGO CHAMBER OF COMMERCE"

2. That the number of members eligible to vote on the said 3rd day of August, 1945, was 77 ; that the number of members who voted in favor of the said Resolution was 42

IN WITNESS WHEREOF, WE HAVE SIGNED THIS CERTIFICATE, this 10th day of November, 1945. (This corporation has no seal.)

Walter Anderson
Walter Anderson, President

Mary H. Carver
Mary Carver, Secretary

STATE OF CALIFORNIA)
) SS.
COUNTY OF SAN DIEGO)

Walter Anderson and Mary Carver, whose names are signed to the above certificate, being duly sworn, each for himself, deposes and says:

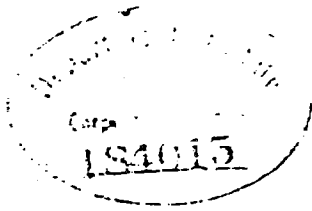
That the said Walter Anderson is the president, and the said Mary Carver is the secretary of the North San Diego Chamber of Commerce, the corporation mentioned in the above certificate, and the same is true of his own knowledge.

Walter Anderson
Mary H. Carver

Subscribed and sworn to before me this 10th day of November, 1945.

William N. Gilliam
William N. Gilliam, Notary Public
in and for said County and State.

Best copy available



ARTICLES OF INCORPORATION

of the

NORTH SAN DIEGO CHAMBER OF COMMERCE.

FILED

in the office of the Secretary of State
of the State of California

MAY 24 1910

PAUL BECK, Secretary of State

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned citizens and residents of the State of California, hereby voluntarily associate ourselves together for the purpose of incorporating a private non profit corporation under the laws of the state of California.

First: That the name of said corporation shall be:

NORTH SAN DIEGO CHAMBER OF COMMERCE.

Second: That the purposes for which corporation is formed are:

A. To work for the common good and improvement in and adjacent to North San Diego, California, and also for sociability.

B. To bring into closer relationship the people of said district, so that they may be able to cooperate intelligently in the development thereof, and gain with united efforts the things on which the aims of said corporation are centered.

C. To promote, foster and encourage any and all legitimate business interests in said territory; and

D. To receive by gift, devise, or purchase, and the disposing of, selling, mortgaging, leasing, managing and conveying real and personal property in order that the purposes hereinbefore mentioned can be carried out and fulfilled.

Third. That the policy of this corporation shall be non political and non sectarian.

Fourth. That the principal office for the transaction of the business of this corporation is to be located in the County of San Diego, State of California.

Fifth: That the name of the existing unincorporated

association which is being incorporated is the North San Diego Chamber of Commerce.

Sixth: To act as trustee under any trust incidental to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trust.

Seventh: To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

Eighth: That this corporation is a non profit corporation and does not contemplate pecuniary gain or profit to the members thereof, or any of them. That there are no shares of stock or capital stock.

That there shall be eleven directors; that the names and the addresses of the persons who are appointed to act as the first directors, are as follows:

<u>Leland S. Mead</u>	3509 - 4th Ave, San Diego, Cal.
<u>Flora J. Hughes</u>	2428 San Diego Ave, San Diego, Cal.
<u>Nettie B. Glasser</u>	4030 Mason St. N. San Diego, Cal.
<u>John J. Freeman</u>	2501 San Diego Ave, San Diego, Cal.
<u>Laura E. Freeman</u>	4226 Texas St., San Diego, Cal.
<u>David W. Glasser</u>	4030 Mason St. N. San Diego, Cal.
<u>Raymond H. Young</u>	2822 San Diego Ave, N. San Diego, Cal.
<u>Wm. J. O'Donoghue</u>	2377 Moore St. San Diego, Cal.
<u>Geo. J. McCaffrey</u>	1478 Pritchard St. San Diego, Cal.
<u>Lela M. Young</u>	2822 San Diego Ave, N. San Diego, Cal.
<u>W. F. Williams</u>	2636 Sunset St., N. San Diego, Cal.

In witness whereof, we the undersigned, Leland S. Mead and Nettie E. Glasser, president and secretary respectively of the North San Diego Chamber of Commerce, an unincorporated body, have hereunto set our hands and seals this 17 day of May, 1940.

Leland S. Mead
President

Nettie B. Glasser
Secretary.

STATE OF CALIFORNIA)
) SS.
COUNTY OF SAN DIEGO)

On this 23rd day of May, A. D. 1940, before me
John W. Mott, a Notary Public, in and for the county of San
Diego, state of California, personally appeared Leland S. Mead
and Nettie B. Glasser, known to me to be the persons whose names
are subscribed to the within instrument as president and sec-
retary respectively of the North San Diego Chamber of Commerce,
an unincorporated body, and severally acknowledged to me that
they executed the same.

In witness whereof, I have hereunto set my hand and
affixed my official seal at my office in the City of San Diego,
County of San Diego, State of California, the day and year in
this certificate first above written.

John W. Mott
Notary Public in and for the
County of San Diego, State of
California.

(SEAL)

STATE OF CALIFORNIA)
) SS.
COUNTY OF SAN DIEGO)

Leland S. Mead and Nettie B. Glasser being duly sworn, each for
himself, depose and say, that the said Leland S. Mead is the
president and Nettie B. Glasser is the secretary of the North San
Diego Chamber of Commerce, an unincorporated body, and that as such
officers they have signed the articles of incorporation of the
North San Diego Chamber of Commerce by the authority of the said
North San Diego Chamber of Commerce, an unincorporated body, which
has authorized its incorporation.

Leland S. Mead
Nettie B. Glasser

Subscribed and sworn to
before me this 23rd day of May, 1940.

John W. Mott

Notary Public in and for said
county and state.

(321)