

RESOLUTION NUMBER R- 285886

ADOPTED ON JUN 05 1995

WHEREAS, San Diego Festivals, Inc. (the "Corporation") was formed in October 1988, with the City as sole shareholder (Articles of Incorporation filed with the Secretary of State October 11, 1988) for the purposes of promoting the artistic and cultural goals and enriching the quality of life in the City of San Diego by producing artistic, musical, educational, cultural or other similar festivals or programs in and for the community of San Diego and its visitors; and

WHEREAS, the Corporation operates under Bylaws adopted by the City Council, acting as sole member of the Corporation; and

WHEREAS, the City Council desires to amend the Articles of Incorporation to change the name of the Corporation, clarify the specific purposes of the Corporation, and change the number of directors; and

WHEREAS, the City Council desires to amend the existing Bylaws as provided in existing Bylaw Section 6.04 to conform to the amended Articles referenced above; NOW, THEREFORE,

BE IT RESOLVED, by the Council of The City of San Diego acting as sole member of San Diego Festivals, Inc., that the Articles of Incorporation of San Diego Festivals, Inc. be amended to:

1. Change the name of San Diego Festivals, Inc. to San Diego Civic Events Fund.

2. Amend the specific purpose of the Corporation to include the hosting, sponsorship and presentation of civic, educational, artistic, musical or cultural events, festivals or other programs that enrich the quality of life in the City of San Diego.

3. Amend the number of directors.


BE IT FURTHER RESOLVED, that Document No. RR- 285886-1, attached hereto and by this reference incorporated herein, is adopted as the Amended Articles of Incorporation, and the City Manager shall cause same to be filed with all required parties.

BE IT FURTHER RESOLVED, that Document No. RR- 285886-2, attached hereto and by this reference incorporated herein, is adopted as the Bylaws of the above referenced Corporation, superseding all other bylaws or amendments to same.

BE IT FURTHER RESOLVED, that pending the formalization and changes described above and appropriate tax law clearances, the City Auditor is directed to create a special account of the City to receive and disperse as directed by the Manager any and all contributions designated for the purposes as specified in the Articles of San Diego Civil Events Fund.

APPROVED: JOHN W. WITT, City Attorney

By

  
\_\_\_\_\_  
Ted Bromfield  
Chief Deputy City Attorney

TB:mb  
05/03/95  
06/02/95  
Or.Dept:Mgr.  
R-95-1678  
Form=r-t

EXHIBIT A

CERTIFICATE OF AMENDMENT  
OF  
THE ARTICLES OF INCORPORATION  
OF  
SAN DIEGO FESTIVALS, INC.

R-285886

CERTIFICATE OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
SAN DIEGO FESTIVALS, INC.

Susan Golding and Jack McGrory certify that:

1. They are the president and the secretary, respectively, of San Diego Festivals, Inc., a California nonprofit public benefit corporation ("Corporation").

2. Article I of the Articles of Incorporation of this Corporation is amended in its entirety to read as follows:

ARTICLE I

The name of this corporation is: San Diego Civic Events Fund.

3. Section (b)(1) of Article II of the Articles of Incorporation of this Corporation is amended in its entirety to read as follows:

ARTICLE II

\* \* \*

(b) The specific purposes of this corporation are:

(1) To assist and support the City of San Diego by (i) funding, supporting or producing, either alone or in conjunction with other nonprofit organizations or domestic or foreign governmental entities, events for the community of San Diego and its visitors, including but not limited to civic, educational, artistic, musical or cultural events, festivals or other programs which enrich the quality of life in the City of San Diego or (ii) raising funds to defray general or specific expenses or to pay obligations incurred by the City of San Diego in connection with its support and promotion of events for the community of San Diego and its visitors, including but not limited to civic, educational, artistic, musical, or cultural events, programs and activities; and

\* \* \*

4. Section (a) of Article IV of the Articles of Incorporation of this Corporation is amended in its entirety to read as follows:

DOCUMENT NO. RR-285886-1

FILED JUN 05 1995

OFFICE OF THE CITY CLERK  
SAN DIEGO, CALIFORNIA

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(a) This corporation is organized exclusively for public and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law, including, as limited by such purposes, operating as an organization that is organized, and at all times operated exclusively for the benefit of, to perform the functions of, to support, or to carry out the purposes of the City of San Diego.

\* \* \*

5. Article VI of the Articles of Incorporation of this Corporation is amended in its entirety to read as follows:

The number of directors shall be three (3), unless fixed at a higher number, not more than nine (9), from time to time by a bylaw adopted by the member.

6. The foregoing amendments to the Articles of Incorporation of this Corporation have been duly approved by the Board of Directors.

7. The foregoing amendments to the Articles of Incorporation of this Corporation have been duly approved by the sole member of this Corporation.

We 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.

DATE: JUN 05 1995

*Shady*  
President  
*Janette*  
Secretary

Amendment to Bylaws

RESOLVED, that effective upon the filing with the California Secretary of State of the Certificate of Amendment as set forth on Exhibit A attached, the directors of the Corporation then serving are removed and the following amendment to the Bylaws of the Corporation is hereby adopted:

Section 3.02 of Article III of the Bylaws is amended in its entirety to read:

Section 3.02. Number and Qualification of Directors. As provided in the Articles of Incorporation, the authorized number of directors is three (3), unless fixed at a higher number, not more than nine (9), by a bylaw adopted by the member.

The directors shall consist of the elected or appointed individuals holding the following offices in the City of San Diego:

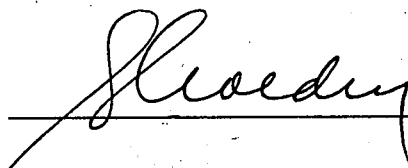
- (a) City Manager
- (b) City Attorney
- (c) City Auditor

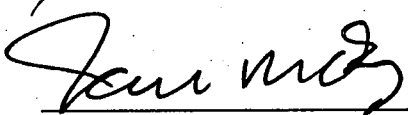
In the event the member determines to increase the number of members of the Board, the member shall elect the additional members.

RESOLVED, that the City Manager of the City of San Diego be, and is hereby, authorized and directed to certify the adoption of

the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has executed this notification the 62 day of June, 1995, by order of the City Council of The City of San Diego.

  
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City Manager  
The City of San Diego

**NOTIFICATION OF RESOLUTIONS  
ADOPTED AT A SPECIAL MEETING OF  
THE SOLE MEMBER OF  
SAN DIEGO FESTIVALS, INC.**

Pursuant to Article II, Section 2.02(a) of the Bylaws of San Diego Festivals, Inc., a nonprofit public benefit corporation organized and existing under the laws of the State of California (the "Corporation"), the undersigned, as City Manager of the City of San Diego, the sole member of the Corporation hereby notifies the directors of the Corporation that the sole member, acting through the City Council of the San Diego, at a duly called meeting of the City Council of the City of San Diego at which a quorum was present, consisting of a majority of the City Council, adopted the following resolutions:

**Amendment to Articles**

RESOLVED, that the City of San Diego as the sole member of the Corporation hereby approves the Certificate of Amendment to the Articles of Incorporation of San Diego Festivals, Inc. (the "Corporation"), as set forth on Exhibit A attached, which: (i) changes the Corporation's name to "San Diego Civic Events Fund"; (ii) clarifies the language describing the purposes of the Corporation; (iii) affirms that the Corporation is to operate for the benefit of, to perform the functions of, to support, or



to carry out the purposes of the City of San Diego; and (iv) changes the number of directors to three.

Amendment to Bylaws

RESOLVED, that effective upon the filing with the California Secretary of State of the Certificate of Amendment as set forth on Exhibit A attached, the directors of the Corporation then serving are removed and the following amendment to the Bylaws of the Corporation is hereby adopted:

Section 3.02 of Article III of the Bylaws is amended in its entirety to read:

Section 3.02. Number and Qualification of Directors. As provided in the Articles of Incorporation, the authorized number of directors is three (3), unless fixed at a higher number, not more than nine (9), by a bylaw adopted by the member.

The directors shall consist of the elected or appointed individuals holding the following offices in the City of San Diego:

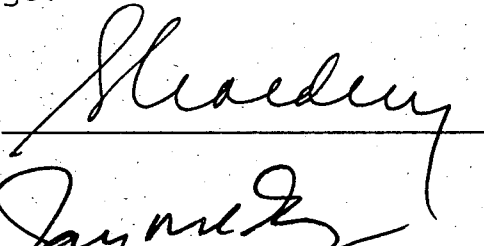

- (a) City Auditor
- (b) City Attorney
- (c) City Manager

In the event the member determines

to increase the number of members of the Board, the member shall elect the additional members.

RESOLVED, that the City Manager of the City of San Diego be, and is hereby, authorized and directed to certify the adoption of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has executed this notification the 12 day of June, 1995, by order of the City Council of the City of San Diego.

  
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City Manager  
The City of San Diego