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CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
of
VISIT MENDOCINO COUNTY, INC.

FILED
Secretary of State
State of California
JAN 06 2016



The undersigned certify that:

1. They are the Chair of the Board and the Secretary to the Board, respectively, of VISIT MENDOCINO COUNTY, INC., a California nonprofit mutual benefit corporation.

2. ARTICLE ONE of the Articles of Incorporation of this corporation is amended to read as follows:

The name of the corporation is MENDOCINO COUNTY
TOURISM COMMISSION, INC.

3. ARTICLE TWO of the Articles of Incorporation of this corporation is amended to read as follows:

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 public purposes.

B. The specific purposes of this corporation is to promote business improvements and activities that benefit businesses within Mendocino County, including but not limited to promoting tourism through marketing of hotels in Mendocino County and related products including scenic, recreational, cultural and other attractions in Mendocino County. Promotion of business includes, but is not limited to, those activities set forth in the California Parking and Business Improvement Area Law of 1989, California Streets and Highways Code §§ 36500, *et seq.*, as amended from time-to-time.

4. ARTICLE SIX is hereby added to the Articles of Incorporation of this corporation, to read as follows:

This Corporation's assets are irrevocably dedicated to promotion and marketing of Mendocino County and Mendocino County businesses. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person

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or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and 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, as directed by the County of Mendocino Board of Supervisors, that is organized and operated exclusively for the public purposes stated herein and that has established its exempt status under Internal Revenue Code § 501(c)(6). If no such nonprofit organization exists, all such net earnings, properties and assets shall be distributed to the County of Mendocino.

5. The corporation has no members

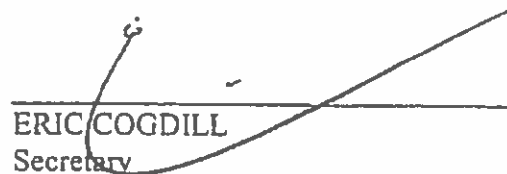
6. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

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.

DATED: 12-17-2015



JOHN DIXON,
Acting Chair of the Board



ERIC COGDILL
Secretary



I hereby certify that the foregoing
transcript of 1 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

JAN 14 2016 AW

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

