

A0618864

0020587

**OFFICERS' CERTIFICATE -- RESTATED ARTICLES OF INCORPORATION**

of

**La Société Française de Secours Mutuels La Gauloise.**

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

SEP 20 2004

*Kevin Shelley*  
KEVIN SHELLEY, Secretary of State

The undersigned certify that:

1. They are the president and secretary, respectively, of La Société Française de Secours Mutuels La Gauloise, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**Name:** The name of this corporation is La Société Française de Secours Mutuels La Gauloise.

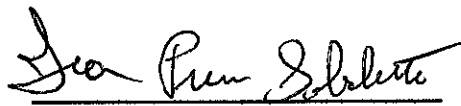
**Purposes:**


- 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. This corporation elects to be governed by all the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under part 5.
- B. The specific purpose of this corporation is:
  - a) To promote social intercourse and fraternal understanding between all its members;
  - b) To provide general information and educational services for its members and their families in want, distress or illness as may be provided for in its Bylaws;
  - c) To preserve and promote French heritage and traditions in California.
3. A. This corporation is organized and operated exclusively for Public Benefit purposes within the meaning of Section 501 (c)(4), Internal Revenue Code.  
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. The property of this corporation is irrevocably dedicated to public benefit purposes and no part of the net income or assets of this 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 this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for public benefit purposes and which has established its tax exempt status under Section 501 (c) (4) or 501 (c) (3), Internal Revenue Code.
5. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of directors.
6. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

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.

DATE: 7 SEPT 04

  
Jean-Pierre, CABALETTE  
President

  
Charles SÉGALAS, Secretary