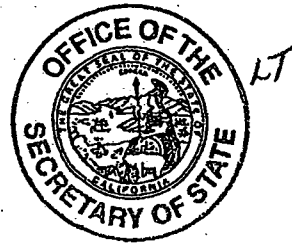


State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB - 5 2007

Debra Bowen

DEBRA BOWEN
Secretary of State

BYLAWS OF
STRAITS OF MARE ISLAND ROWING ASSOCIATION
INCORPORATED

I.

NAME

The name of this corporation shall be the Straits of Mare Island Rowing Association, Incorporated.

II.

PRINCIPAL OFFICE

The principal office of this corporation in the State of California shall be located at 58 Los Cerritos in the city of Vallejo, county of Solano. The Board of Directors may from time to time change the location of the principal office from one location to another in Solano county.

III.

OBJECTIVES AND PURPOSE

The objectives of this corporation shall be to promote and organize community participation in local and regional amateur whaleboat racing. The purpose of the corporation is to foster community interest in this amateur sport and to raise money from the races to donate to qualifying charities and grant scholarships to local students for the development and advancement of the city of Vallejo and its environs..

IV.

NONPARTISAN ACTIVITIES

This corporation has been formed under the California NonProfit Public Benefit Corporation Law or its predecessor statute for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene

in any political campaign on behalf of any candidate for public office (or for or against any cause or measure being submitted to the people for vote)).

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

V.

DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in the United States Internal Revenue Code Section 501(c)(3).

VI.

MEMBERS

Section 1. Determination and Rights of Members

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

Section 2. Qualifications of members

Any person who agrees to be bound by the Articles of Incorporation of this corporation, by these Bylaws, and by such Rules and Regulations as the Board of Directors may from time to time adopt, shall be a member of this corporation.

Section 3. Admission of Members

The Board of Directors shall from time to time prescribe the form and manner in which application may be made for membership.

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

**CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION**

FEB - 5 2007

The undersigned certify that:

1. They are the president and the secretary, respectively of STRAITS OF MARE ISLAND ROWING ASSOCIATION, a California corporation.

2. Article Two of the Articles of Incorporation of this corporation is amended to read as follows:

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 charitable purposes. The specific purpose of this corporation shall be to organize and promote community participation in local and regional amateur whale boat racing and rowing thereby supporting the continuation of local maritime history, while also raising money from these races and other activities to donate to various qualifying charities or to grant scholarships to local students, and to carry on all other charitable activities associated with this goal as allowed by law for the development and advancement of the city of Vallejo and its environs.

3. Paragraph Four (a) and (b) 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 Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.
- (b) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

3. Article Six of the Articles of Incorporation of this corporation is amended to read as follows:

The property of this corporation is irrevocably dedicated to charitable 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 charitable purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

4. The foregoing amendments of the Articles of Incorporation have been duly approved by the board of directors.

5. The foregoing amendments of Articles of Incorporation have 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: 10-2-06

Marty Hazeltine
Marty Hazeltine, President
(Typed Name)

DATE: 10/2/06

Vicki J. Brown
Vicki J. Brown, Secretary
(Typed Name)



Section 4. Dues

Each member in good standing must pay, within the time and on the conditions set by the Board of Directors, the annual dues in amounts to be fixed from time to time by the Board of Directors.

Section 5. Membership Book

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

Section 6. Nonliability of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 7. Nontransferability of Memberships

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

Section 8. Termination of Membership

- (a) Grounds for termination. The membership of a member shall terminate upon the occurrence of any of the following events:
- (1) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
 - (2) Upon determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
 - (3) If this corporation has provided for the payment of dues by members,

upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

(1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

(4) If this corporation has provided for the payment of dues by members, any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be pro-rated to return only the unaccrued balance remaining for the period of the dues payment.

Section 9. Rights on Termination of Membership

All rights of a member in the corporation shall cease on termination of membership as herein provided.

Section 10. Amendments Resulting in the Termination of Memberships

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of section 5342 of the California Nonprofit Public Benefit Corporation Law.

VII.

MEETINGS OF MEMBERS

Section 1. Place of Meetings

Meetings of members shall be at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

Section 2. Annual Meetings

The members shall meet annually on February 5th of each year for the purpose of electing directors and transacting other business as may come before the meeting. Cumulative voting for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting. If the day fixed for the annual meeting falls on a legal holiday, such meeting shall be held on the next business day.

Section 3. Special Meetings of Members

Special meetings of the members shall be called by the Board of Directors, the Chairperson of the Board, or the President of the corporation. In addition, special meetings of the members for any lawful purpose may be called by ten percent (10%) or more of the members.

Section 4. Notice of Meetings

(a) Time of notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

(b) Manner of giving notice. Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the

principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the Chairperson of the Board, President, Vice President or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed; and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present and if either before or after the meeting, each of the persons entitled to vote signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal

(f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

1. Removal of directors without cause;
2. Filling of vacancies on the Board by members;
3. Amending the Articles of Incorporation; and
4. An election to voluntarily wind up and dissolve the corporation.

Section 5. Quorum for Meetings

A quorum shall consist of a majority of the voting members of the corporation.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of voting members present at the meeting, but no other business shall be transacted at such a meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of this Article, if this corporation authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

Section 6. Majority Action as Membership Action

Every act or decision done or made by a majority of voting members present at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

Section 7. Voting Rights

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by ballot.

Section 8. Conduct of Meetings

Meetings of members shall be presided over by the Chairperson of the Board, or, if there is no Chairperson, by the President of the corporation or, in his or her absence, by

the Vice President of the corporation or, in the absence of all these persons, by a Chairperson chosen by a majority of the voting members present. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order.

Section 9. Action by Written Ballot Without a Meeting

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in section 4 (b) of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating the authority to vote for the election of directors is withheld, they shall not be counted as votes either for or against the election of a director.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

Section 10. Action by Unanimous Written Consent Without a Meeting

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

Section 11. Record Date for Meetings

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to section 5611 of the California Nonprofit Public Benefit Corporation Law.

VIII.

BOARD OF DIRECTORS

Section 1. Number of Directors

The Board of Directors shall be seven (7) and shall remain that number until such number is changed by amendment to these Bylaws. The directors shall be elected from the membership provided herein.

Section 2. Quorum

A majority of the existing membership of the Board of Directors shall constitute a quorum for the transaction of business of the corporation.

Section 3. Powers of Directors

Subject to limitations of the Articles of Incorporation, other sections of these Bylaws, and of California law, all corporate powers of the corporation shall be exercised by or under the authority of and the business affairs of the corporation shall be controlled by the Board of Directors, except the selection of the Board of Directors by the membership at the annual meeting. Without limiting the general powers, the Board of Directors shall have the following powers:

- (a) To establish the policies and programs of the corporation;
- (b) To select and remove all officers, agents, and employees of the corporation, prescribe such powers and duties for them as may be consistent with law, the Articles of Incorporation, or these Bylaws, and fix their compensation;
- (c) To conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or these Bylaws;
- (d) To establish, as the need arises, committees to perform such general or special duties as the Board may deem advisable;
- (e) To borrow money and incur indebtedness on behalf of the corporation, and for that purpose cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, mortgages, deeds of trust, pledges, hypothecations, or other evidence of debt and securities.

Section 4. Elections and Term of Office

Except as provided herein for the initial election and terms of office for the Board of Directors, the term of office for each Director of this corporation shall be one year or until his or her successor is elected. Successors for Directors whose terms of office are expiring shall be elected at the annual meeting of the members in the year such terms expire. A Director may serve consecutive terms of office with no restriction as to the number of terms the Director may serve.

Section 5. Nomination of Directors

The nomination of Directors shall be accomplished as follows, prior to the annual meeting of the membership:

Three members shall be named to a nominating committee. The President or Chairperson shall appoint all three members. The nominating committee shall then nominate seven members for election to the Board by the membership. If no other member is nominated as provided herein, the members so nominated shall be elected by voice vote. If a member not nominated by the nominating committee wishes to be a candidate for the Board, the member may be a candidate upon presentation to the Secretary of a petition containing the signatures of ten of the members at least ten (10) days prior to the annual meeting. If there are more candidates than Directors whose terms are expiring, an election by secret ballot shall be conducted with each member being entitled to vote for no more than the number of candidates corresponding to the number of Directors whose terms of office are expiring and each member being entitled to cast only one vote for any given candidate. The candidates receiving the highest number of votes shall be elected.

Section 6. Vacancies

Vacancies on the Board of Directors shall be filled by majority vote of the remaining directors at a regular meeting of the Board or at a special meeting called for that purpose. A successor director so chosen shall serve the unexpired term of his or her predecessor.

Section 7. Place of Meeting

Regular meetings and special meetings of the Board of Directors shall be held at any place that has been designated from time to time by resolution of the Board or by written consent of all members of the Board.

Section 8. Organizational Meeting

Not later than ten (10) days following each annual meeting of the membership, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business.

Section 9. Regular Meetings

Regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice.

Section 10. Special Meetings

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairperson, President, or by a majority of the Board of Directors. Written notice of the time and place of special meetings shall be delivered personally or by mail to each director, or by other form of written communication, addressed to said director at the address as it is shown on the records of the corporation. The notice shall be mailed or delivered at least five (5) days before the time of the holding of the meeting. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid.

Section 11. Removal of Directors

A director may be removed from office in the event of:

- (1) Unexcused absences from three consecutive meetings;
- (2) Death or physical inability to attend meetings;
- (3) Resignation;
- (4) A two-thirds (2/3) vote of the remaining members of the Board;
- (5) Failure of the director to renew his or her membership by paying annual dues within the time set forth by the Board of Directors.

Section 12. Compensation

The directors shall receive no compensation or reimbursement for their services as directors.

Section 13. Liability of Directors

The directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

IX.

OFFICERS AND ADMINISTRATION

Section 1. Officers

The regular officers of this corporation shall be a Chairperson, President, Vice-President, Secretary, Treasurer, two at-large members and such other officers as the Board of Directors may appoint. One person may assume the offices of Secretary and Treasurer.

Section 2. Election

The Board of Directors shall elect all regular officers of the corporation for a term of one year, or until their successors are elected and qualified. Immediately following such election, all such elected officers shall assume office.

Section 3. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by a vote of a majority of the Board of Directors.

Section 4. Chairperson and President

The Chairperson shall have supervision of the execution of the policies and programs of the corporation only as approved by the Board of Directors. The Chairperson shall preside at all meetings of the members and directors unless he or she delegates this responsibility to the President. Both the Chairperson and the President shall have only such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 5. Absence of Chairperson and President

In the absence of the Chairperson, the President shall perform all the duties of the Chairperson. In the absence or disability of both the Chairperson and the President, the Vice-President shall perform all the duties normally performed by them and in so acting, shall have all the powers of the Chairperson and the President. In the absence or

disability of the Chairperson, President, and Vice-President, any other officer present shall perform all the duties normally performed by the Chairperson and President and in so acting, shall have all of the powers of the Chairperson and President. Other officers shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. Secretary

The Secretary shall keep a full and complete record of the proceedings if the Board of Directors, shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors.

Section 7. Treasurer

The Treasurer shall receive and safely keep all funds of the corporation and deposit them into the bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the corporation signed by such officers as may be designated by the Board of Directors as authorized to sign them. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

X.

AMENDMENT OF BYLAWS

Bylaws may be adopted, amended or repealed by approval of members, as that term is defined in Corporation Code section 5034.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of the Straits of Mare Island Rowing Association, Incorporated, a California nonprofit corporation, and, pursuant to the authority granted the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws consisting of thirteen pages, as the Bylaws of this corporation.