

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

**EFFECTIVE
DATE
AUG 01 2010**

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
ECUMENICAL COUNCIL OF SAN DIEGO COUNTY**

JUL 26 2010

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of ECUMENICAL COUNCIL OF SAN DIEGO COUNTY, a California nonprofit religious corporation.

2. Desiring to change the name of the corporation and the status of the corporation to that of a California public benefit corporation, the directors, by the required vote, have approved the necessary changes to the articles of incorporation, so that, effective as of August 1, 2010, the articles be amended as follows:

A. Article I of the Articles of Incorporation of this corporation shall be amended to read in its entirety as follows:

"The name of the corporation is Interfaith Shelter Network of San Diego."

B. Article II of the Articles of Incorporation of this corporation shall be amended to read in its entirety 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 corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law effective January 1, 1980, not otherwise applicable to it under Part 5 thereof."

C. Article III of the Articles of Incorporation of this corporation shall be amended to read in its entirety as follows:

"This corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3). 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.

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 hereof 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 Internal Revenue Code section 501(c)(3)."

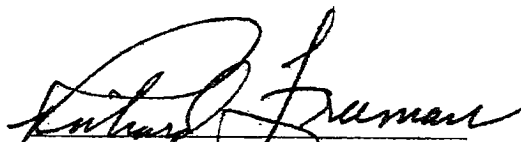
D. The Articles of Incorporation of this corporation shall be amended to insert a new Article VIII, which shall read in its entirety as follows:

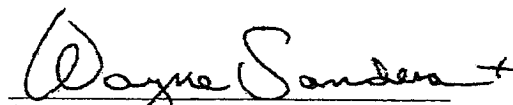
"This corporation shall be authorized to indemnify any person who is an "agent," as defined in Section 5238 of the Nonprofit Public Benefit Corporation Law, of this corporation to the maximum extent permitted by law."

3. The articles as amended have been approved by the required vote of the members.
4. A determination of fairness by the Commissioner of Corporations is not required pursuant to Section 9620(a) of the Nonprofit Corporation Law.

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: July 22, 2010


Richard Freeman, President


Wayne Sanders, Secretary

COPY

ARTICLES OF INCORPORATION
OF
THE SAN DIEGO COUNTY ECUMENICAL CONFERENCE

I

The name of this Corporation is THE SAN DIEGO COUNTY ECUMENICAL CONFERENCE.

II

The specific and primary purpose for which this Corporation is formed is to establish, maintain, and conduct a conference of Christian congregations. The purposes for which this corporation is formed are to:

- a. co-ordinate, consolidate, assist, and extend the work of churches and social agencies in the service of God and man.
- b. receive donations of money and property: to receive and accept money and other property, both real and personal, by gift, grant, devise and bequest; and to otherwise, acquire, lease, hold, manage, convey and dispose of all property, real or personal. including shares of stock, bonds and securities of other corporations; to act as trustees under any trust incidental to the principal objects of this corporation, and to receive, hold, administer and expend funds and property subject to such trust; to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this Corporation, and to have such other powers as are given by the laws of the State of California to corporations organized for the purposes herein specified; notwithstanding any of the above statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

III

The property of this Corporation is irrevocably dedicated to charitable and religious purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons. 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 and religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

If this Corporation holds any assets in trust, or the Corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

IV

The county in the State of California where the principal office for the transaction of the business of this Corporation is to be located is San Diego.

V

This Corporation is being formed as a successor to the San Diego County Council of Churches, a California non-profit corporation.

VI

The powers of this Corporation shall be exercised, its properties controlled and its affairs conducted by a Board to be known as the Board Directors.

The number of initial Directors of this Corporation shall be three, and the names and addresses of the persons who are to act in the capacity of Directors until their successors have been chosen are:

1. The Rev. John Portman, Diocesan Ecumenical Commission, University of San Diego, Alcalá Park, San Diego 92110.
2. The Rev. Melvin H. Harter, 3068 Lloyd Street, San Diego 92117.
3. Winifred W. Holman, 4027 Kenosha Avenue, San Diego 92117.

The number of Directors may be changed at any time and from time to time by By-Laws of this Corporation duly adopted for that purpose.

VII

The members of this Corporation shall consist of the persons herein named as incorporators and Directors and such other persons who shall from time to time hereafter become members in the manner provided by the By-Laws of this Corporation.

IN WITNESS WHEREOF, we the undersigned, being the incorporators and all of the first Directors herein named, have executed these Articles of Incorporation on this 15th day of March 1970.

The Rev. John Portman

The Rev. Melvin H. Harter

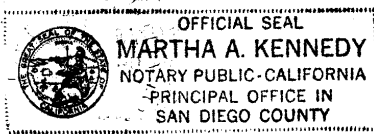
Winifred W. Holman

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

On this 25th day of March 1970, before me, a
Notary Public in and for the County of San Diego, State of California, residing therein,
duly commissioned and sworn, personally appeared John Fortman
Reg. Melvin Harper
Winifred H. Holman, known
to me to be the persons whose names are subscribed to the within Articles of Incorporation
as incorporators and as the persons named therein as the Directors of said corporation,
and they duly acknowledged to me that they executed the same in both capacities.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the
day and year in this certificate first above written.

Martha Kennedy
Notary Public in and for the
County of San Diego, State of
California



MARTHA A. KENNEDY - Notary Public - Cal.
COM. EXP. JULY 29, 1971 - SAN DIEGO CO.
The Chancery, Alcala Park, San Diego, Calif. 92110

A445838



SAN DIEGO COUNTY
Ecumenical Conference
P.O. Box 3628
San Diego, California 92163-1628 • (619) 296-4557

The Rev. Nancy McMaster
President
The Rev. E. Vaughan Lyons
Executive Director

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

597505

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

APR 13 1994

Tony Miller
Acting Secretary of State

Rev. Nancy R. McMaster and Mr. Mitchell Prior certify that they are the President and Secretary, respectively of THE SAN DIEGO COUNTY ECUMENICAL CONFERENCE.

Article I of the Articles of Incorporation of this Corporation is amended to read as follows:

The name of this corporation shall be the ECUMENICAL COUNCIL OF SAN DIEGO COUNTY.

The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors and voting members meeting at their annual ASSEMBLY on Sunday, February 27, 1994.

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: April 11, 1994

Nancy R. McMaster
Rev. Nancy R. McMaster, President

Mitchell Prior
Mr. Mitchell Prior, Secretary

CO 597505

COPY
ENDORSED
FILEDIn the office of the Secretary of State
of the State of California

APR 24 1970

ARTICLES OF INCORPORATION

OF

THE SAN DIEGO COUNTY ECUMENICAL CONFERENCE
P. SULLIVAN, Secretary of State
By JAMES E. HARRIS
Deputy

I

The name of this Corporation is THE SAN DIEGO COUNTY ECUMENICAL CONFERENCE, organized pursuant to the General Non-Profit Corporation Law.

II

The specific and primary purpose for which this Corporation is formed is to establish, maintain, and conduct a conference of Christian congregations. The purposes for which this corporation is formed are to:

a. co-ordinate, consolidate, assist, and extend the work of churches and social agencies in the service of God and man.

b. receive donations of money and property: to receive and accept money and other property, both real and personal, by gift, grant, devise and bequest; and to otherwise, acquire, lease, hold, manage, convey and dispose of all property, real or personal, including shares of stock, bonds and securities of other corporations; to act as trustees under any trust incidental to the principal objects of this corporation, and to receive, hold, administer and expend funds and property subject to such trust; to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this Corporation, and to have such other powers as are given by the laws of the State of California to corporations organized for the purposes herein specified; notwithstanding any of the above statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

III

The property of this Corporation is irrevocably dedicated to charitable and religious purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons. 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 and religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

If this Corporation holds any assets in trust, or the Corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

IV

The county in the State of California where the principal office for the transaction of the business of this Corporation is to be located is San Diego.

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This Corporation is being formed as a successor to the San Diego County Council of Churches, a California non-profit corporation.

VI

The powers of this Corporation shall be exercised, its properties controlled and its affairs conducted by a Board to be known as the Board of Directors.

The number of initial Directors of this Corporation shall be three, and the names and addresses of the persons who are to act in the capacity of Directors until their successors have been chosen are:

1. The Rev. John Portman, Diocesan Ecumenical Commission, University of San Diego, Alcalá Park, San Diego 92110.
2. The Rev. Melvin H. Harter, 3068 Lloyd Street, San Diego 92117.
3. Winifred W. Holman, 4027 Kenosha Avenue, San Diego 92117.

The number of Directors may be changed at any time and from time to time by By-Laws of this Corporation duly adopted for that purpose.

VII

The members of this Corporation shall consist of the persons herein named as incorporators and Directors and such other persons who shall from time to time hereafter become members in the manner provided by the By-Laws of this Corporation.

IN WITNESS WHEREOF, we the undersigned, being the incorporators and all of the first Directors herein named, have executed these Articles of Incorporation on this 25th day of March 1970.

The Rev. John Portman

The Rev. Melvin H. Harter

Winifred W. Holman

STATE OF CALIFORNIA)
COUNTY OF SAN DIEGO)

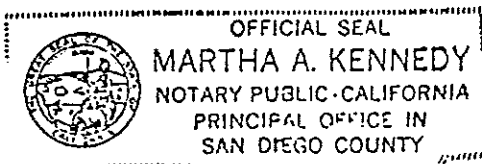
ss.

On this 25th day of March 1970, before me, a Notary Public in and for the County of San Diego, State of California, residing therein, duly commissioned and sworn, personally appeared Ray, Helvin, Hedges and
Donald W. Holman, known to me to be the persons whose names are subscribed to the within Articles of Incorporation as incorporators and as the persons named therein as the Directors of said corporation, and they duly acknowledged to me that they executed the same in both capacities.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Martha Kennedy
Notary Public in and for the
County of San Diego, State of
California

MARTHA A. KENNEDY - Notary Public - Cal.
COM. EXP. JULY 29, 1971 - SAN DIEGO CO.
The Chancery, Alcala Park, San Diego, Calif. 92110





THE SECRETARY OF STATE OF THE STATE OF CALIFORNIA
HEREBY CERTIFIES:

THAT ON THE 24th DAY OF April, 19 70

THE SAN DIEGO COUNTY ECUMENICAL CONFERENCE

BECAME INCORPORATED UNDER THE LAWS OF THIS STATE BY FILING
ITS ARTICLES OF INCORPORATION IN MY OFFICE.

IN WITNESS WHEREOF, I hereunto
set my hand and affix the
Great Seal of the State of
California this 4th

day of May, 19 70

W. P. Sullivan

Secretary of State



STATE OF CALIFORNIA

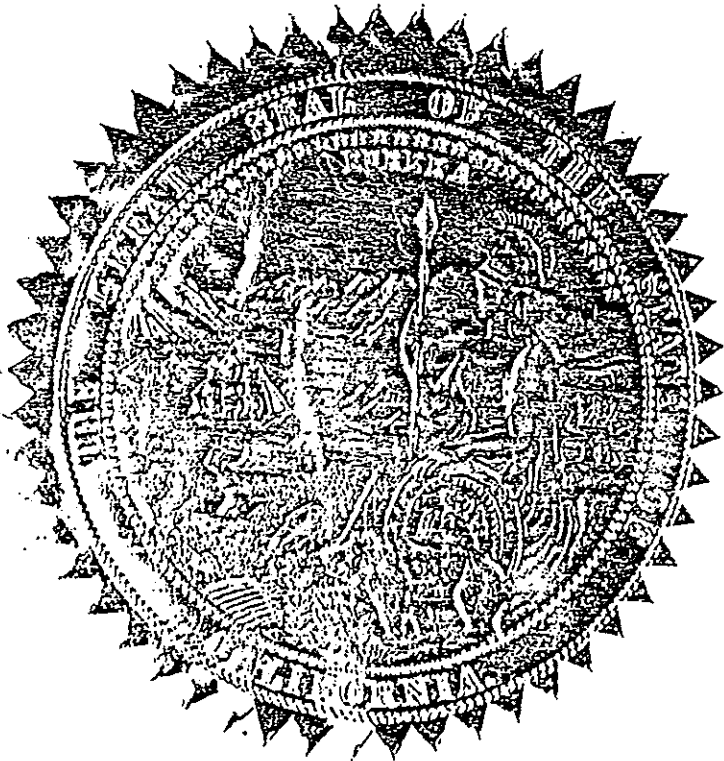


DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

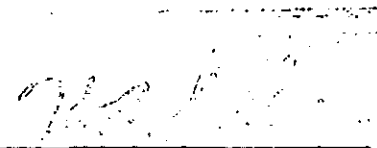
The Secretary of State of the State of California hereby certifies:

That the annexed transcript has been compared with the RECORD on file in this office, of which it purports to be a copy, and that the same is full, true and correct.



DATED: _____

MAY 4 1970



H. P. Sullivan, Secretary of State



SAN DIEGO COUNTY
Ecumenical Conference
P.O. Box 3628
San Diego, California 92163-1628 • (619) 296-4557

The Rev. Nancy McMaster
President
The Rev. E. Vaughan Lyons
Executive Director

MISSION STATEMENT

THE SAN DIEGO COUNTY ECUMENICAL CONFERENCE IS AN ASSOCIATION OF
CHRISTIAN CONGREGATIONS ESTABLISHED, MAINTAINED AND CONDUCTED TO
ASSIST, EXTEND, CO-ORDINATE AND UNITE THE WORK OF CHURCHES AND
SOCIAL AGENCIES IN THE SERVICE OF GOD AND COMMUNITY THROUGH
DIALOGUE, PRAYER, SERVICE, STUDY AND WORSHIP.