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ENDORSED
FILED

In the office of the Secretary of State
of the State of California

DEC 13 1996

CERTIFICATE OF AMENDMENT
OF
SAN JOSE HISTORICAL MUSEUM ASSOCIATION

Bill Jones
BILL JONES, Secretary of State

STEVEN M. COX and FRANK BOITANO certify that:

1. They are the president and secretary, respectively, of San Jose Historical Museum Association.
2. The Articles of Incorporation of this corporation shall be amended to read in full as follows:

I

The name of this corporation is History Museums of San Jose.

II

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 purpose of this corporation is to preserve and reflect the rich historical legacy of San Jose and the Santa Clara Valley for the education and enjoyment of all.

III

A. This corporation is organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. 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 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 or the corresponding provision of any future United States internal revenue law.

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.

IV

The property of this corporation is irrevocably dedicated to educational purposes under the meaning of Internal Revenue Code Section 501(c)(3), 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 educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law.

V

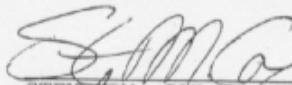
This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof.

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

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of 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: December 1, 1996



STEVEN M. COX, President



FRANK BOITANO, Secretary