

CERTIFICATE OF AMENDMENT OF ARTICLES OF  
INCORPORATION OF

CALIFORNIA ASSOCIATION OF WORKPLACE INVESTIGATORS, INC.

A California Nonprofit Mutual Benefit Corporation

Stephen P. Angelides certifies that:

1. He is the sole incorporator of CALIFORNIA ASSOCIATION OF WORKPLACE INVESTIGATORS, INC., a California nonprofit mutual benefit corporation (hereinafter the “Corporation”).

2. The Corporation has no members.

3. Directors of the Corporation were not named in the articles of incorporation of the Corporation and have not been elected.

4. The articles of incorporation of the Corporation are hereby amended to read as set forth in full as follows:

I

The name of this Corporation is CALIFORNIA ASSOCIATION OF WORKPLACE INVESTIGATORS, INC.

II

This Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

III

The specific purpose of this corporation is to promote and enhance workplace investigations in California.

IV

This Corporation is not organized for profit, nor is it organized to engage in any activity ordinarily carried on for profit. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual.

## V

It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(6) of the Internal Revenue Code, and which is exempt from California income taxation under Section 23701e of the California Revenue and Taxation Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

## VI

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of California upon nonprofit corporations. 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 specific purposes of this Corporation.

## VII

Upon the dissolution and winding up of the Corporation, the assets of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed exclusively for charitable purposes to one or more organizations which have established their tax exempt status under Internal Revenue Code Section 501(c)(3). Any of such assets not so distributed shall be distributed by the Superior Court in the county in which the Corporation's principal office is then located, exclusively for charitable purposes to such organization or organizations as are then described in Internal Revenue Code Section 501(c)(3) as said Court shall determine.

## VIII

The Corporation shall have members as defined in Section 5056 of the California Nonprofit Corporation Law. The authorized number and qualifications of the members of the Corporation, the different classes of membership, if any, the property, voting and other rights and privileges of each class of membership, and the liabilities of each or all classes to dues and assessments, if any, and the method of collection thereof, shall be set forth in the Bylaws of the Corporation.

## IX

The name and address in the State of California of the Corporation's initial agent for service of process are: Stephen P. Angelides, 29 Corliss Drive, Moraga, California 94556.

X

All references in these Articles to sections of the Internal Revenue Code shall be deemed to be references to the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any similar law subsequently enacted. All references in these Articles to sections of the California Revenue and Taxation Code shall be deemed to be references to said Code and to the corresponding provisions of any similar law subsequently enacted.

Dated: August 9, 2009

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Stephen P. Angelides, Incorporator

Verification

Stephen P. Angelides declares under penalty of perjury under the laws of the State of California that the statements in the foregoing certificate are true and correct of his own personal knowledge and that this declaration was executed on August 9, 2009, at Moraga, California.

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Stephen P. Angelides, Incorporator