

RESOLUTION TO AMEND THE BYLAWS OF THE
EXCHANGE CLUB CHILD ABUSE PREVENTION CENTER,
A CALIFORNIA PUBLIC BENEFIT CORPORATION

Whereas, the Board of Directors has determined that it is in the best interest of the corporation to amend the Bylaws as set forth below, the following resolution is passed:

The following portions of the bylaws as approved and adopted at the duly noticed Board of Directors meeting on February 21, 2000.

Article 4, Section 1 is amended as follows:

Article 4

Section 1. Members

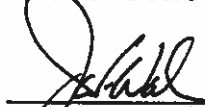
The corporation shall have up to twenty-five Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or repeal of this Bylaws and adoption of a new Bylaw, as provided in these Bylaws. At least one-third of the Directors shall be members of an Exchange Club.

Article 4, Section 4 is amended as follows:

Section 4. Terms of Office

Each Director shall hold office for a term of two years, expiring upon the annual meeting coinciding therewith, and until his or her successor is elected and qualified. The Director's initial term of office shall be for a period of two years. Subsequent to the initial term, the Director may be elected for one additional term of two years. After a one year break in service, a former Director may be re-elected pursuant to the above schedule.

Dated: February 21, 2000



James Walin,
President

Dated: February 21, 2000



Shirley Kehlmeier,
Secretary

FIRST AMENDMENT TO BYLAWS OF THE
EXCHANGE CLUB CHILD ABUSE PREVENTION CENTER,
A CALIFORNIA PUBLIC BENEFIT CORPORATION

The following Bylaws are amended as approved and adopted at the duly noticed Board of Directors meeting on February 21, 2000.

Article 4

Section 1. Members

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Section 4. Terms of Office

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I declare under penalty of perjury that the statements set forth in this certificate are true and correct of our own knowledge and that this declaration was executed on March 28, 2000 at Irvine, California.


Shirley Kohlmeier,
Secretary

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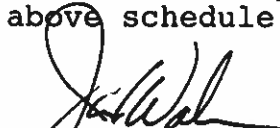
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James Walin,
President

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Shirley Kohlmeier,
Secretary