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FILED

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

OCT 28 2005

**CERTIFICATE OF SECOND AMENDMENT
OF
ARTICLES OF INCORPORATION OF
LABOR'S TRAINING AND COMMUNITY DEVELOPMENT ALLIANCE
A NONPROFIT CORPORATION**

The undersigned certifies that:

1. We are the President and Secretary, respectfully of Labor's Training and Community Development Alliance, a Nonprofit Corporation. (California Corporate No. 0449861).
2. Article VII of the Articles of Incorporation is amended to read as follows:

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as

said Court shall determine, which are organized and operated exclusively for such purposes.

3. The foregoing amendments to the Articles of Incorporation were duly approved by the Board of Directors on September 29, 2005.
4. The Corporation has no members.

I, the undersigned, 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 my own knowledge.

DATE: September 29, 2005


CROSBY H. MILNE, President


MARY RYAN, Secretary