

**CERTIFICATE OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION**

The undersigned certify that:

1. They are the President and the Secretary, respectively, of Orinda Horsemen's Association, Inc., a California nonprofit mutual benefit corporation with California Entity Number C558837.
2. The Articles of Incorporation of this corporation are amended and restated as set forth in the attached Amended and Restated Articles of Incorporation, which are incorporated by this reference as if set forth in full in this Certificate.
3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by this corporation's Board of Directors.
4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote the 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.

DATED: Oct 22, 2022

  
Michael Bowen, President

DATED: Oct. 22, 2022

  
Heather McHugh, Secretary

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ORINDA HORSE ASSOCIATION**

**ARTICLE I**

The name of this corporation is ORINDA HORSE ASSOCIATION.

**ARTICLE II**

A. 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 the credit union business, for which a corporation may be organized under such law.

B. The specific purpose of this corporation is to operate a horse club for the exclusive use and enjoyment of members.

**ARTICLE III**

A. Notwithstanding any other provision of these Articles, this corporation is organized and shall be operated exclusively for pleasure, recreation, and other non-profitable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the "Code"). This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation.

B. This corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any private shareholder or individual.

**ARTICLE IV**

The authorized number and qualifications of the members of this corporation, the different classes of membership, the voting and other rights and privileges of members, and the obligations of members shall be as set forth in the Bylaws of this corporation.

**ARTICLE V**

This corporation elects to be governed by all provisions of the Nonprofit Corporation Law not otherwise applicable to it under Part 5 of Division 2.