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ARTICLES OF INCORPORATION
OF THE
CALIFORNIA STATE UNIVERSITY INSTITUTE

ENDORSED
FILED

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

NOV 1 1993

MARCH FONG EU, Secretary of State

ARTICLE I
Name

The name of this corporation is the:

CALIFORNIA STATE UNIVERSITY INSTITUTE

ARTICLE II
Corporate Status

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 and charitable purposes.

ARTICLE III
Purposes

The public and charitable purposes for which this corporation is organized are to promote, assist and receive gifts, property and funds to be used for the benefit of the Trustees of the California State University. These purposes include the furthering of the educational, research and public service missions of the California State University by:

- a. Administering educationally-related programs and projects on behalf of the California state University, including those based on grants, contracts, training, research, workshops, conferences and institutes.
- b. Developing instructionally-related materials, courseware, software and hardware.
- c. Participating in public/private ventures, including activities relating to technology transfers.
- d. Assisting with the development of small business enterprises including research parks and business incubators.

ARTICLE IV
Conformity with Law

This corporation shall be an auxiliary organization of the California State University and shall conduct its operations in

conformity with the California statutes governing such organizations (Chapter 7, commencing with Section 89900, of Part 55, Division 8, Title 3 of the Education Code) and the Regulations adopted by the Board of Trustees of the California State University (Subchapter 6, commencing with Section 42400, of Chapter 1, Division 5 of Title 5 of the California Code of Regulations) as required by the Education Code, Section 89900(c).

ARTICLE V

Exempt Status and Limitations on Activities

No substantial part of the activities of this corporation shall consist of the carrying on of propoganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this 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 of 1986 as amended or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 as amended.

ARTICLE VI

Initial Agent for Service of Process

The name of the initial agent of this corporation for service of process is

John W. Francis
761 West Kimberly Avenue
Placentia, California 92670

ARTICLE VII

Directors

The number of directors, their qualifications, powers, duties, terms of office, manner of removal and filling vacancies on the Board, and the manner of calling and holding meetings of directors, shall be as stated in the Bylaws. The Chancellor of the California State University shall be a member of the Board of Directors of this corporation to insure that this corporation operates in conformity with policies of The Board of Trustees of the California State University.

ARTICLE VIII
Members

This corporation shall have no members other than the persons constituting its Board of Directors. The persons constituting its Board of Directors shall, for the purpose of any statutory provision or rule of law relating to nonprofit corporations otherwise, be taken to be the members of such corporation and exercise all the rights and powers of members thereof.

ARTICLE IX
Voting

Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

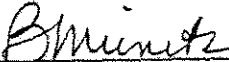
ARTICLE X
Irrevocable Dedication and Dissolution

The property of this corporation is irrevocably dedicated to charitable purposes set forth in Article III, and no part of the net income or assets of this corporation shall ever inure to the benefit of any private person. Upon dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the California State University, and approved by the Chancellor and the Board of Trustees of the California State University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, and be organized and operated exclusively for charitable purposes.

ARTICLE XI
Amendment

The Articles of Incorporation of this corporation shall be amended only by the vote of a majority of the Board of Directors, subject to the approval of the Chancellor of the California State University.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of California, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation this 10th day of August, 1993.



Barry Munitz
Incorporator

DECLARATION

I am the person whose name is subscribed below. I am the Incorporator of the CALIFORNIA STATE UNIVERSITY INSTITUTE. I have executed these Articles of Incorporation. The foregoing Articles of Incorporation are my act and deed.

Executed on August 10, 1993 at Long Beach, California.

I declare that the foregoing is true and correct.



Barry Munitz
Incorporator

A446120

ENDORSED
FILED

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

APR 15 1994

TONY MILLER
Acting Secretary of State

CERTIFICATE OF AMENDMENT OF
THE ARTICLES OF INCORPORATION OF THE
CALIFORNIA STATE UNIVERSITY INSTITUTE

MOLLY CORBETT BROAD and DOUGLAS X. PATINO certify that:

1. They are the President and Secretary respectively of the CALIFORNIA STATE UNIVERSITY INSTITUTE, a California nonprofit, public benefit corporation.
2. The following amendment to the Articles of Incorporation has been approved by the Board of Directors

Article III of the Articles of Incorporation is amended to read as follows:

This corporation is organized, and at all times hereafter will be operated, exclusively for the benefit of, to perform the functions of, and to carry out the purposes of The California State University. The public and charitable purposes for which this corporation is organized are to promote, assist and receive gifts, property and funds to be used for the benefit of the Trustees of the California State University. These purposes include the furthering of the educational, research and public service missions of the California State University by:

- a. Administering educationally-related programs and projects on behalf of the California State University, including those based on grants, contracts, training, research, workshops, conferences and institutes.
- b. Developing instructionally-related materials, courseware, software and hardware.
- c. Participating in public/private ventures, including activities relating to technology transfers.
- d. Assisting with the development of small business enterprises including research parks and business incubators.

3. The corporation has no members. The foregoing amendment has been approved by the Chancellor of the California State University.



MOLLY CORBETT BROAD
President



DOUGLAS X. PATINO
Secretary

VERIFICATION

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his own knowledge.

Executed at Long Beach, California
on March 22, 1994.

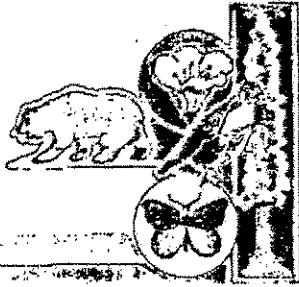


MOLLY CORBETT BROAD



DOUGLAS X. PATINO

A446120



State of California

SECRETARY OF STATE'S OFFICE

CORPORATION DIVISION

I, *TONY MILLER*, Acting Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

MAY 5 1994



Tony Miller

Acting Secretary of State

Post-it* Fax Note	7671	Date	1/9/95	# of pages	3
To	<i>RALPH MILLS</i>	From	<i>JOHN FRANCIS</i>		
Co./Dept.		Co.			
Phone #		Phone #			
Fax #	<i>310-985-2047</i>	Fax #			

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RESTATED ARTICLES OF INCORPORATION OF THE
CALIFORNIA STATE UNIVERSITY INSTITUTE

FILED *Jo*
In the Office of the Secretary of State
of the State of California

OCT 23 2012

Charles B. Reed and Ephraim P. Smith certify that:

1. They are the **president** and the **secretary**, respectively, of the CALIFORNIA STATE UNIVERSITY INSTITUTE, a California nonprofit, public benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLES OF INCORPORATION
OF THE
CALIFORNIA STATE UNIVERSITY INSTITUTE

ARTICLE I

Name

The name of this corporation is the:

CALIFORNIA STATE UNIVERSITY INSTITUTE

ARTICLE II

Corporate Status

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 and charitable purposes.

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ARTICLE V Exempt status and Limitations on Activities

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this 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 of 1986 as amended or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the

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Members

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Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

ARTICLE IX
Irrevocable Dedication and Dissolution

The property of this corporation is irrevocably dedicated to charitable purposes set forth in Article III, and no part of the net income or assets of this corporation shall ever inure to the benefit of any private person. Upon dissolution or winding up of this corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the California State University, and approved by the Chancellor of the California State University. Such nonprofit corporation or corporations

must be qualified for Federal income tax exemption under Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended, and be organized and operated exclusively for charitable purposes.

ARTICLE X
Amendment

The Articles of Incorporation of this corporation shall be amended only by the vote of a majority of the Board of Directors, subject to the approval of the Chancellor of the California State University.

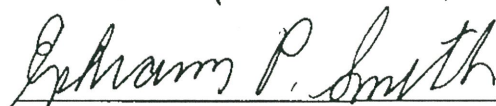
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Chancellor of the California State University and the California State University Institute's Board of Directors.
4. The corporation has no members

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: October 15, 2012



Charles B. Reed, President



Ephraim P. Smith, Secretary

California Secretary of State's Office
original record in the custody of the
is a full, true and correct copy of the
to which it is attached
together with the foregoing



DEC 10 2012

Date:



DEBRA BOWEN, Secretary of State



I hereby certify that the foregoing transcript of 4 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 10 2012

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State