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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.

ARTICLE III

Purposes

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.

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 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

Internal Revenue Code of 1986 as amended.

ARTICLE VI
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 VII
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 VIII
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 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.

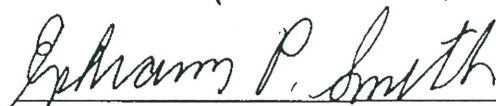
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Chancellor of the California State University and the California State University Institute's Board of Directors.
4. The corporation has no members

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