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Secretary of State
State of California

AUG 21 2013

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RESTATED ARTICLES OF INCORPORATION OF THE
CALIFORNIA STATE UNIVERSITY FOUNDATION

Garrett P. Ashley and Shari Slate certify that:

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

ARTICLES OF INCORPORATION

OF THE

CALIFORNIA STATE UNIVERSITY FOUNDATION

We, the undersigned, desire to form a nonprofit corporation pursuant to the General Nonprofit Corporation Law of the State of California, and do hereby state and declare:

FIRST: The name of the corporation shall be:

CALIFORNIA STATE UNIVERSITY FOUNDATION.

SECOND: 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 charitable 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 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. 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) .

THIRD: No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislations, nor shall this corporation participate or intervene in any political campaign (including publishing or distribution of statement) on behalf of or in opposition of 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.

FOURTH: The number of Governors, 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 Governors, shall be as stated in the Bylaws.

FIFTH: This corporation shall have no members other than the persons constituting its Board of Governors. The persons constituting its Board of Governors 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.

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

SEVENTH: The property of this corporation is irrevocably dedicated to charitable purposes set forth in Article SECOND, 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.

EIGHTH: The Articles of Incorporation of this corporation shall be amended only by the vote of the majority of the total number of the members of the Board of Governors currently in office, subject to the approval of the Chancellor of the California State University.

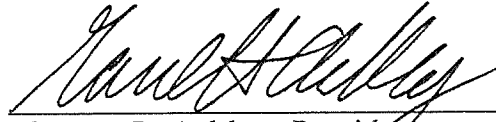
NINTH: In accordance with the provisions of Section 9913 of the California Corporations Code, this corporation elects to be governed by all of the provisions of the California Nonprofit Public Benefit Corporation law not otherwise applicable to this corporation under Sections 9910-9927 of the corporations Code.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the President of the California State University Foundation and the California State University Foundation's Board of Governors.

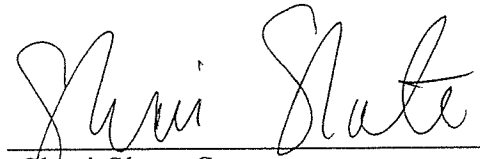
4. The corporation has no members.

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: Aug 19, 2013



Garrett P. Ashley, President



Shari Slate, Secretary