

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the Chair and Secretary, respectively, of **CALIFORNIA STATE UNIVERSITY, FRESNO FOUNDATION**, a California corporation.

2. Article XII of the Articles of Incorporation of this corporation is amended to read as follows:

Upon dissolution of this corporation, net assets, other than trust funds, shall be distributed to a successor approved by the President of California State University, Fresno and by the Chancellor. Any nongovernmental successor shall be a nonprofit organization organized and operated exclusively for charitable or educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the 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: September 20, 2012



Ray Steele, Jr., Chair



John D. Welty, Secretary

CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION OF THE
CALIFORNIA STATE UNIVERSITY, FRESNO FOUNDATION

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JUL 18 2006

The undersigned certify that:

1. They are the Chairman of the Board and Secretary, respectively, of the CALIFORNIA STATE UNIVERSITY, FRESNO FOUNDATION, a California nonprofit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read in full as follows:

I

The name of this corporation is the CALIFORNIA STATE UNIVERSITY, FRESNO FOUNDATION.

II

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 purposes.

III

The corporation is formed and shall be operated exclusively to receive, hold, invest and administer property and to make expenditures to or for the benefit of California State University, Fresno.

IV

The primary purposes for which this corporation is formed are: To promote and assist the educational services of California State University, Fresno, by making expenditures for any one or more of the normally accepted functions of California State University, Fresno, including but not limited to: expenditures for acquisition and maintenance of real property comprising part of the campus area, the erection or participation in the erection of university buildings, scholarships, libraries, student loans, faculty and program development, the acquisition and maintenance of equipment and furnishings used for or in conjunction with normally

accepted functions of California State University, Fresno, and the administering of research projects, workshops, institutes and conferences for the purpose of furthering the educational objectives of California State University, Fresno.

V

The general powers and purposes for which this corporation is formed are:

- (a) To solicit gifts of, to receive by gift, devise or bequest, to purchase or to otherwise acquire real and personal property of every kind and nature, including shares of stock, bonds, and securities of other corporations, and to hold, own, manage and administer the same;
- (b) To act as trustee under any trust incidental to the purposes of this corporation, and to receive, hold, administer and expend funds and property subject to such trust;
- (c) To sell, assign, convey, exchange, lease as lessor or lessee, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal, and to lend money;
- (d) To invest and reinvest funds of this corporation in real or personal property of every kind and nature, including bonds, corporate common or preferred stocks, or securities of any type or character;
- (e) To borrow money, contract debts, guarantee the payment of indebtedness, and issue bonds, notes and debentures, and secure the payment or performance of its obligations;
- (f) To make contracts and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation; and
- (g) In order to accomplish any of the above purposes, to own, lease and/or operate facilities and properties, adapted to the purposes above set forth and to engage in any activity incidental to the accomplishment of the purposes above set forth.

VI

This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof; and no part of the

earnings of this corporation shall inure to the benefit of any private member or individual. Therefore, the corporation shall not:

- (a) lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest, to;
- (b) pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to;
- (c) make any part of its services available on a preferential basis, to;
- (d) make any substantial purchase of securities or any other property, for more than adequate consideration in money or money's worth, from;
- (e) sell any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth, to; or
- (f) engage in any other transaction which results in a substantial diversion of its income or corpus to:

a person who has made a substantial contribution to this corporation; the brothers, sisters, spouse, ancestors, or lineal descendants of an individual who has made a substantial contribution to this corporation; or a corporation controlled by such person through the ownership, directly or indirectly, of fifty per centum (50%) or more of the total combined voting power of all classes of stock entitled to vote or fifty per centum (50%) or more of the total value of shares of all classes of stock of the corporation.

VII

This corporation shall not carry on propaganda, or otherwise attempt to influence legislation, nor shall any of its funds be used to support or oppose any political issue or candidate.

VIII

The county in this State where the principal office for the transaction of the business of this corporation is located is Fresno County.

IX

The corporation shall have no members.

X

- (a) The board of directors of this corporation shall be known and described as the Board of Governors and the directors of this corporation shall be known and described as Governors.

- (b) The number of Governors, their qualifications, powers, duties, tenure of office, and the manner in which they shall be selected, shall be as stated in the Bylaws of the Corporation.

XI

This corporation shall have perpetual existence.

XII

Upon dissolution of this corporation, net assets, other than trust funds, shall be distributed to a successor approved by the President of California State University, Fresno and the Trustees of the California State University. Any nongovernmental successor shall be a nonprofit organization organized and operated exclusively for charitable or educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.

XIII

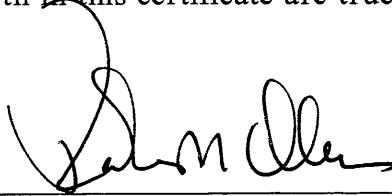
This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law effective January 1, 1980, not otherwise applicable to it under Parts 2 and 5 of Division 2 of Title 1 of the Corporations Code of the State of California.

- 3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Governors.

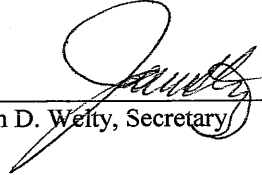
- 4. The corporation has no members.

We certify 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: 6/30/06



Robert H. Oliver, Chairman of the Board of Governors



John D. Weity, Secretary

