

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

**OF**

**CALIFORNIA STATE UNIVERSITY, CHANNEL ISLANDS FOUNDATION**

George Leis and Neil Paton each hereby certify that:

1. They are the Chair of the Board and Secretary, respectively, of CALIFORNIA STATE UNIVERSITY CHANNEL ISLANDS FOUNDATION, a California nonprofit public benefit corporation.
2. The Articles of Incorporation are hereby amended and restated in its entirety to read as follows:

**ARTICLE I  
Name**

The name of this corporation is

CALIFORNIA STATE UNIVERSITY CHANNEL ISLANDS FOUNDATION

**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 charitable purposes.

**ARTICLE III  
Purposes**

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or any successor thereto. 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 California State University Channel Islands. The charitable purposes for which this corporation is organized are to further the educational purposes of California State University Channel Islands.

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 established 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 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 in or intervene in any political campaign (including publishing or distributing 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 or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986.

ARTICLE VI  
Directors

The number of Directors, the method of their selection, and the terms of their office shall be as specified by the Bylaws of this corporation.

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 or 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 the 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 (other than trust funds) remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a successor approved by the President of the University and the Chancellor of the California State University.

ARTICLE X  
Amendment

The Articles of Incorporation of this corporation shall be amended only by the vote of a majority of the total voting membership of the Board of Directors, subject to the approval of the President of California State University Channel Islands.

The foregoing Amendment and Restatement of the Articles of Incorporation have been unanimously approved by the Board of Directors of this Corporation.

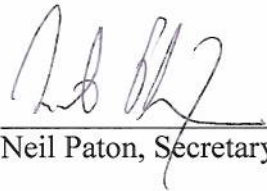
This Corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate of Amendment and Restatement of Articles of Incorporation are true and correct of our own knowledge.

Dated: December 2, 2014



George Leis, Chair of the Board



Neil Paton, Secretary