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FILED   
Secretary of State  
State of California

FEB 08 2013

IPC

RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

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1. They are the chief executive officer and the secretary, respectively, of California Polytechnic State University Foundation, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**ARTICLES OF INCORPORATION  
OF  
CALIFORNIA POLYTECHNIC STATE UNIVERSITY FOUNDATION  
A California Nonprofit Public Benefit Corporation**

- One: The name of this corporation is "California Polytechnic State University Foundation."
- Two: 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.
- Three: This corporation is organized, and at all times will be operated, exclusively for the benefit of The California State University. The specific purposes for which this corporation is organized are to foster, encourage and promote the scientific, literary, educational and charitable purposes of California Polytechnic State University.
- Four: This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the internal Revenue Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- Five: No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in, intervene in, or contribute funds to any political campaign on behalf of any candidate for public office.
- Six: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member hereof or to the

benefit of any private person. Upon the dissolution or winding up of the 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 Polytechnic State University; such corporation or corporations to be approved by the Chancellor of the California State University and by the President of the California Polytechnic State University; or if no such corporations exist to the Trustees of the California State University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Section 501(a) and 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, and be organized and operated exclusively for charitable, scientific, literary or educational purposes, or for a combination of said purposes.

Seven: The corporation shall have no members other than the persons constituting its Board of Directors who shall, for purposes of any statutory provision or rule of law relating to nonprofit corporations, be taken to be the members of the corporation and who shall exercise all the rights and power of members thereof.


3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of Articles of Incorporations has been duly approved by the required vote of the 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: 2/4/13

  
Deborah W. Read, Chief Executive Officer

  
Tanya Kiani, Secretary