FIRST AMENDMENT AND RESTATED ARTICLES OF INCORPORATION
OF THE CSU, CHICO RESEARCH FOUNDATION

The undersigned certify that:

1. They are the president and the secretary, respectively, of THE CSU, CHICO RESEARCH FOUNDATION, a California corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

FIRST AMENDMENT AND RESTATED ARTICLES OF INCORPORATION
OF
THE CSU, CHICO RESEARCH FOUNDATION

ARTICLE I
Name

The name of this corporation is: THE CSU, CHICO RESEARCH 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

The charitable purposes for which this corporation is organized are to further the educational programs of California State University, Chico. 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 said University. This corporation is organized exclusively for educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986.
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 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, 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 President of California State University, Chico, or his or her designee, 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 and California State University, Chico.

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 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 obligation of this corporation shall be distributed to one or more nonprofit corporations organized and operated for the benefit of California State University, Chico, and approved by the President of the University and 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, 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 President of the University.

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

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

Belle Wel, President
Karen Finley, Secretary/Treasurer