

**THIRD AMENDMENT AND RESTATED ARTICLES OF INCORPORATION
OF THE UNIVERSITY FOUNDATION
CALIFORNIA STATE UNIVERSITY, CHICO**

Douglas K. Guerrero and Richard E. Ellison The undersigned certify that:

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

**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE UNIVERSITY FOUNDATION
CALIFORNIA STATE UNIVERSITY, CHICO**

I

The name of this corporation is THE UNIVERSITY FOUNDATION, CALIFORNIA STATE UNIVERSITY, CHICO.

II

- A. 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.
- B. This corporation is an auxiliary organization of the California State University and shall conduct its operations in conformity with the California statutes governing such organizations and the Regulations adopted by the Board of Trustees of the California State University as required.
- C. The specific purpose of this corporation is to promote and assist the educational services of California State University, Chico, or such institution as shall succeed to the properties and functions of said university, and here apply the funds and properties coming into its hands toward furthering the educational services carried on or approved by the administrative officers of California State University, Chico.

III

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not

participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate.

IV

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 or officer thereof 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 or liabilities of this corporation, exclusive of trust funds, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for educational and charitable purposes, which is designated by the board of governors of the corporation and approved by the president of the campus and by the Chancellor of The California State University, and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

V

This corporation shall have no members.

VI

The Articles of Incorporation of this corporation shall be amended only by the vote of a majority of the board of governors, subject to the approval of the President of the University.

VII

This corporation elects to be governed by all the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under part 5 thereof.

3. The foregoing THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE UNIVERSITY FOUNDATION CALIFORNIA STATE UNIVERSITY, CHICO 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.

Dated: 11/9/2012



Douglas K. Guerrero, Chair



Richard E. Ellison, Secretary