

State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 19 2004



Kevin Shelley
Secretary of State

A0609106

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

FEB 27 2004

KEVIN SHELLEY
Secretary of State

CERTIFICATE OF AMENDMENT

of the

ARTICLES OF INCORPORATION

of the

NORTH CAMPUS-UNIVERSITY PARK DEVELOPMENT CORPORATION

Thomas McCarron and Mohammad Qayoumi certify:

1. That they are the President and Secretary, respectively, of the North Campus-University Park Development Corporation, a nonprofit California corporation.
2. That at a meeting of the Board of Directors of said Corporation, duly held at Northridge, California on December 5, 2003, the following resolution was adopted:

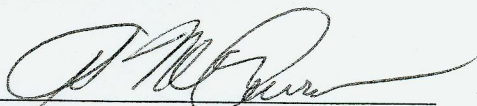
Resolved, that Article THREE, paragraph (d) of the Articles of Incorporation of this Corporation be amended to read as follows:


"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 Northridge and by the Board of Trustees of the California State University."

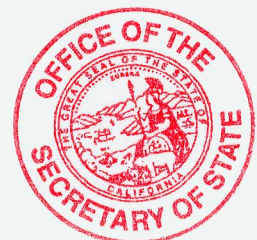
3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.
4. The corporation has no members.

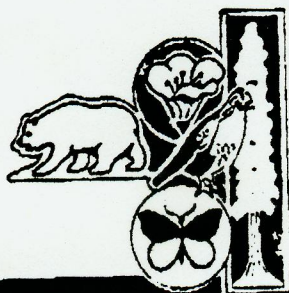
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

December 5, 2003


Thomas McCarron, President


Mohammad Qayoumi, Secretary





State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

SEP 16 1968



March Fong Eu

Secretary of State

7407827
RESTATED

A357011

FILED
In the office of the Secretary of State
of the State of California
SEP 6 1988

ARTICLES OF INCORPORATION OF
NORTH CAMPUS DEVELOPMENT CORPORATION,

Unsearched
MARCH 1988
ED. Secretary of State

A California Corporation

JAMES W. CLEARY and CHARLES MANLEY certify that:

1. They are the duly elected and acting President and the Secretary, respectively, of NORTH CAMPUS DEVELOPMENT CORPORATION, a California corporation.

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

"ONE: The name of the corporation is:

NORTH CAMPUS - UNIVERSITY PARK DEVELOPMENT CORPORATION.

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 charitable purposes. The corporation shall conduct its activities for the exclusive benefit of California State University, Northridge. The purpose for which this corporation is organized is exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any 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, as amended or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

THREE: (a) No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof or to any private shareholder, as defined for purposes of Section 301(c)(3) of the Internal Revenue Code of 1986, or individual.

(c) The property, assets, profits, and net income of this corporation are irrevocably dedicated to the purposes set forth in Article TWO above, and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, trustee, officer, shareholder, or member thereof or to the benefit of any private individual.

(d) Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed to California State University, Northridge."

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