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FILED

Secretary of State
State of California

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

100 SEP 09 2013

THE CALIFORNIA STATE UNIVERSITY, NORTHRIDGE FOUNDATION

Robert D. Gunsalus and Albert M. Lapidés certify that:

A. They are the President and the Secretary, respectively, of The California State University, Northridge Foundation, a California nonprofit corporation

B. The Articles of Incorporation of this corporation are amended and restated to read in their entirety as follows:

FIRST: NAME

The name of this corporation is: The California State University, Northridge Foundation.

SECOND: PURPOSES

Section 2.1 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 purposes. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 of that Law.

Section 2.2 This corporation is organized exclusively for scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**").

Section 2.3 The specific and primary purpose of this corporation is to further the purposes and objectives of California State University, Northridge (the "**University**"). This corporation is an auxiliary organization (as defined in Section 89901(d) of the California Education Code) of the University.

THIRD: POWERS

Section 3.1 This corporation is to have and may exercise all the powers conferred on nonprofit public benefit corporations by the laws of the State of California, except that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

Section 3.2 No substantial 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 the candidate for public office.

Section 3.3 The property of this corporation is irrevocably dedicated to the purposes set forth in Article 2 above and no part of the net earnings or assets of this corporation shall ever inure to the benefit of or be distributable to or for the benefit of any director, officer or member (if any) of this corporation or any other private individual.

Section 3.4 Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or the corresponding provision of any successor law.

FOURTH: BOARD OF DIRECTORS

Section 4.1 The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors has fiduciary responsibility for the funds and investments of this corporation.

Section 4.2 This corporation may have a Board of University Advancement, a President's Associates Board, and Alumni Association Board and other boards which serve as advisory committees to or as committees of the

Board of Directors, but they shall not have the role or powers of the Board of Directors of this corporation.

FIFTH: DISSOLUTION

On dissolution of this corporation, all of its assets available for distribution shall be distributed to one or more organizations that are exempt from federal income tax under Code Section 501(c)(3) or the corresponding provision of any successor law and that are approved by the President of the University and the Chancellor of the California State University and Colleges, subject to the provisions of any trust under which such assets are held.

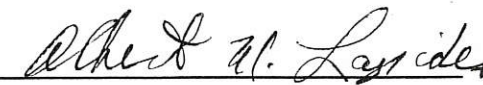
C. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors.

D. 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 are true and correct of our own knowledge.

Date: August 22, 2013


Robert D. Gunsalus, President


Albert M. Lapidés, Secretary



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to bring a bill...

WITH DISCRETION

...of the State of California...

to certify that the foregoing transcript of...



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

SEP 20 2013

Date: _____ *EBM*

Debra Bowen
DEBRA BOWEN, Secretary of State