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Secretary of State
State of California
NOV 18 2013

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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CALIFORNIA STATE UNIVERSITY, LOS ANGELES FOUNDATION

a California nonprofit public benefit corporation

John P. Isaacson and Jeanette Gordon certify that:

1. They are the president and secretary, respectively, of California State University, Los Angeles Foundation, a California nonprofit public benefit corporation.

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

ARTICLE I

Name

The name of this Corporation is:

California State University, Los Angeles Foundation

ARTICLE II

Purpose

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 charitable purposes of this Corporation are to promote and assist the educational programs of California State University, Los Angeles.

ARTICLE III

Exempt Status and Limitations on Activities

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 other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

No substantial part of the activities of this Corporation shall consist of the carrying on of 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.

ARTICLE IV

Directors

The number of trustees, the method of their selection and the terms of their office shall be as specified by the Bylaws of this Corporation. This Corporation shall have no members other than the persons constituting its Board of Trustees. The persons constituting its Board of Trustees 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 V

Dedication and Dissolution

The property, assets, profits, and net income of this Corporation are irrevocably dedicated to the charitable purposes set forth in Article II, and no part of the profits or net income or assets of this Corporation shall ever inure to the benefit of any private shareholder or individual. Upon the dissolution or winding up of this Corporation, its assets, 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 State University, Los Angeles; such corporation or corporations to be approved by the Chancellor of the California State University and by the President of the California State University, Los Angeles. 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.

ARTICLE VI

Amendment of Articles

The Articles of Incorporation of this Corporation shall not be amended except with the vote of two-thirds (2/3) of the total voting membership of the Board of Trustees.

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

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 herein are true and correct of our own knowledge.

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John P. Isaacson, President — 11/8/2013 Date

Jeanette Gordon, Secretary — 11/5/13 Date

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.

NOV 22 2013 YCR

Date:

Debra Bowen

DEBRA BOWEN, Secretary of State