

NOV - 3 2006

**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
CALIFORNIA STATE UNIVERSITY, FRESNO ASSOCIATION, INC.**

The undersigned certify that:

- A. They are the Chairperson of the Board of Directors and Secretary, respectively, of the CALIFORNIA STATE UNIVERSITY, FRESNO ASSOCIATION, INC., a California nonprofit corporation.
- B. The Articles of Incorporation of this corporation are amended and restate to read in full as follows:

1. The name of the corporation shall be: CALIFORNIA STATE UNIVERSITY, FRESNO ASSOCIATION, INC.

2. (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 public and charitable purposes. Such purposes for which this corporation is formed are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and are the operation and conduct on a nonprofit basis of an entity exclusively to receive, hold, invest and administer property and to make expenditures to and for the benefit of California State University, Fresno; and to promote and assist the educational services of California State University, Fresno by making expenditures for any one or more of the accepted functions of California State University, Fresno including, but not limited to, expenditures for acquisition and maintenance of real property comprising part of the campus area, the erection or participation in the erection of University buildings, the operation of a general book and supply store to provide for the needs of the campus, the operation of campus food services with all types of services, the operation of a College Union with the necessary programs and activities, and any other accepted activity of an auxiliary organization of the California State University system.

(b) 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 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.) Further, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

3. (a) The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a governing board to be known as the Board of Directors. The manner in which members of the Board shall be chosen and removed from office, their qualifications, powers, duties, compensation and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of the Board shall be as stated in the Bylaws.

(b) This corporation hereby elects to be governed by all the provisions of the Nonprofit Corporation Law (which law became effective January 1, 1980) not otherwise applicable to it under Part 5 thereof.

4. The unincorporated association whose name is Fresno State College Association is being incorporated by the filing of these Articles.

5. (a) 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 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 501(c)(3) of the Internal Revenue Code of 1986, or individual.

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

(d) 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, Fresno and the Trustees of the California State University. Any nongovernmental successor shall be a nonprofit organization organized and operated exclusively for charitable or educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.

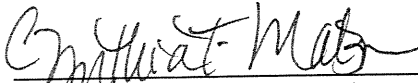
6. Notwithstanding any provision contained in these Articles or in any other governing instrument of this corporation, this corporation is required to distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Internal Revenue Code of 1986. In addition, this corporation shall not, during any period and to the extent that it is a private foundation described in Section 509 of such Code, (a) engage in any act of self-dealing

(as defined in Section 4941(d) of said Code); (b) retain any excess business holdings (as defined in Section 4943(c) of said Code); (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of said Code; or (d) make any taxable expenditures (as defined in Section 4945(d) of said Code).

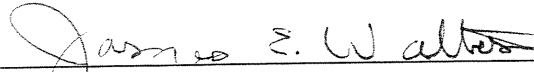
- C. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.
- D. The corporation has no members.

We certify 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: 10/3/06



Cynthia Teniente-Matson, Chairperson of the Board of Directors



James E. Walton, Secretary

