

State
of
California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

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

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

DEC 4 1986



March Fong Eu

Secretary of State

1392823

ARTICLES OF INCORPORATION
OF
CALIFORNIA STATE UNIVERSITY, SACRAMENTO
TRUST FOUNDATION

RECORDED
INDEXED
CALIFORNIA STATE UNIVERSITY OF STATE
SACRAMENTO

ARTICLE I

DEC 1 1986

Name

RECORDED IN THE OFFICE OF THE CLERK OF THE SENATE

The name of this Corporation is the:

CALIFORNIA STATE UNIVERSITY, SACRAMENTO, TRUST FOUNDATION

ARTICLE II

Purposes

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 further the purposes and objectives of the California State University, Sacramento.

ARTICLE III

Conformity with Regulations

This Corporation shall conduct its operations in conformity with general regulations established by the Board of Trustees of The California State University as required by the Education Code, Section 89900(c) and it shall be operated as an integral part of the University as required by the California Administrative Code, Title 5, Section 42401.

ARTICLE IV

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 V

Directors

The number of directors, the method of their selection and the terms of their office shall be as specified by the Bylaws of this Corporation. The President of the University or his or her designated representative shall be a member of the Board of Directors of this Corporation to insure that this Corporation operates in conformity with University policy. This Corporation

shall have no members other than the persons constituting its Board of Directors. The persons constituting its Board of Directors 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 VI

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 of this Corporation, net assets, other than trust funds, shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the California State University, Sacramento; such corporation or corporations to be selected by the Board of Directors of this corporation and approved by the President of the University and the Board of Trustees of the California State University. 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 1954 and be organized and operated exclusively for charitable, scientific, literary or educational purposes, or for a combination of said purposes. In the alternative, upon

dissolution of the corporation, net assets other than trust funds shall be distributed to the California State University, Sacramento.

ARTICLE VII

Initial Agent for Service of Process

The name and address in the State of California of this Corporation's initial agent for service of process is:

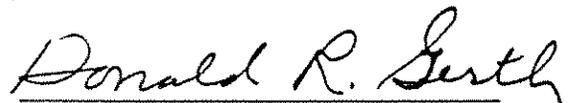
John W. Francis
1901 E. Lambert Road, Suite 102
La Habra, CA 90631

ARTICLE VIII

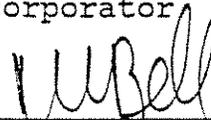
Amendment of Articles

The Articles of Incorporation of this Corporation may be amended only by the vote of two-thirds (2/3) of the total voting membership of the Board of Directors.

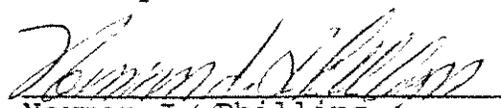
IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 26th day of June, 1986.



Donald R. Gerth
Incorporator



Robert W. Bell
Incorporator



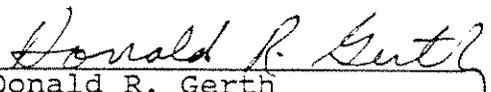
Norman J. Phillips
Incorporator

DECLARATION

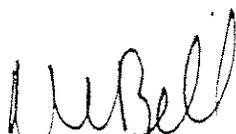
We are the persons whose names are subscribed below. We are the incorporators of the Auxiliary Services Enterprise, Inc. and we have executed these Articles of Incorporation. The foregoing Articles of Incorporation are our act and deed.

Executed on June 26 , 1986, at Sacramento, California.

We declare that the foregoing is true and correct.



Donald R. Gerth
Incorporator



Robert W. Bell
Incorporator



Norman J. Phillips
Incorporator

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 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

MAY 27 2006

BRUCE McPHERSON
Secretary of State

A0645236

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

MAY 24 2006

FIRST CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CALIFORNIA STATE UNIVERSITY, SACRAMENTO TRUST FOUNDATION

Alexander Gonzalez and Carole Hayashino hereby certify that:

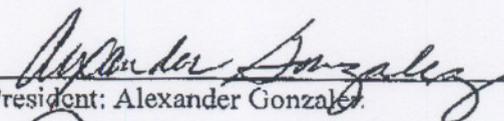
1. They are, respectively, the President and Secretary of California State University, Sacramento Trust Foundation, a California non-profit, public benefit corporation.
2. The following amendment to the Articles of Incorporation of the corporation has been duly approved by the board of directors of the corporation:

Article I of the Articles of Incorporation is amended and restated to read in its entirety as follows:

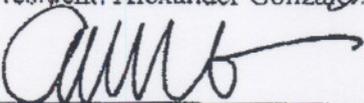
ARTICLE 1

The name of the corporation is THE UNIVERSITY FOUNDATION AT SACRAMENTO STATE.

3. Per Article V of the corporation's Articles of Incorporation, "[t]his Corporation shall have no members other than the persons constituting its Board of Directors. The persons constituting its Board of Directors 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."



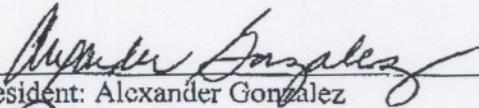
President: Alexander Gonzalez



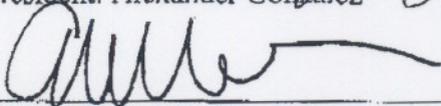
Secretary: Carole Hayashino

Verification

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements in the foregoing certificate are true and correct of his or her own knowledge, and that this declaration was executed on May 24, 2006, at Sacramento, California.



President: Alexander Gonzalez



Secretary: Carole Hayashino





State of California
Secretary of State

I, DEBRA BOWEN, 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

JUN - 9 2008

DEBRA BOWEN
Secretary of State

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

JUN - 6 2008

**SECOND CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
THE UNIVERSITY FOUNDATION AT SACRAMENTO STATE**

The undersigned certify that:

1. They are the president and the secretary, respectively, of The University Foundation at Sacramento State.
2. Article VI of the Articles of Incorporation of this corporation is amended to read as follows:

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 dissolution of this corporation, net assets, other than trust funds, shall be distributed to a successor approved by the President of California State University, Sacramento 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.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

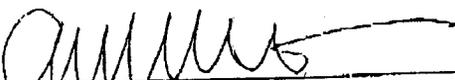
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 6, 2008





President: Alexander Gonzalez



Secretary: Carole Hayashino

1392823

A0755894

jm

FILED

Secretary of State
State of California

1PC MAY 16 2014

THIRD CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
THE UNIVERSITY FOUNDATION AT SACRAMENTO STATE

The undersigned certify that:

1. They are the President and the Secretary, respectively, of The University Foundation at Sacramento State.
2. Article VI of the Articles of Incorporation of this corporation is amended to read as follows:

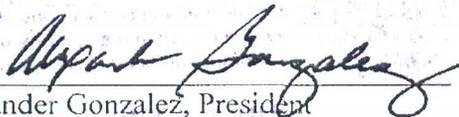
Dedication and Dissolution

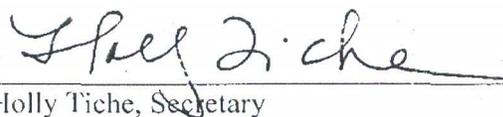
This Corporation's assets are irrevocably dedicated to the charitable and educational purposes of Sacramento State. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more nonprofit funds, foundations or corporations organized and operated for the benefit of Sacramento State and that has established its exempt status under Internal Revenue Code Section 501 (c)(3). Such funds, foundations or corporations shall be selected by the Board of Directors of this Corporation and approved by the President of Sacramento State and the Chancellor of the California State University. In the alternative, upon dissolution of the Corporation, the net earnings, properties, or assets of this Corporation, other than trust funds, shall be distributed to Sacramento State.

3. The foregoing amendment of 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.

Date: May 13, 2014


Alexander Gonzalez, President


Holly Tiche, Secretary



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

JUN 17 2014

Date: _____ *ABW*

Debra Bowen
DEBRA BOWEN, Secretary of State