

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

JAN 25 2011

RESTATED ARTICLES OF INCORPORATION
OF
ALUMNI COUNCIL, THE CALIFORNIA STATE
UNIVERSITY AND COLLEGES, INC.

Ken Stone and Jeannie Esajian certify that:

1. They are the president and secretary, respectively, of Alumni Council, The California State University and Colleges, Inc., a California nonprofit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

One: The name of this corporation is "The California State University Alumni Council, Inc."

Two: The corporation elects to be governed by all of the provisions of the Nonprofit Public Benefit Corporation Law of 1980 not otherwise applicable to it under Part 5. The 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.

Three: The specific purposes for which this corporation is organized are to promote and assist the educational programs of the California State University, the alumni programs and alumni associations of the California State University and its campuses, and the members thereof.

Four: This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

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

Six: The property of this corporation is irrevocably dedicated to the charitable and educational purposes set forth in Article Two and Article Three, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, net assets other than trust funds remaining 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 or its alumni associations, such corporation or corporations to be selected by the Board of Directors. Each such nonprofit corporation must be organized and operated exclusively for charitable, scientific, literary, or educational purposes and must have established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

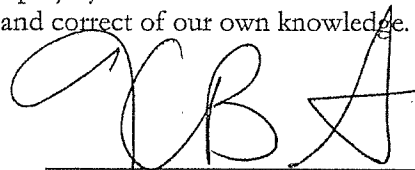
If, upon dissolution, this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the superior court of the county in which this corporation's principal office is located upon petition therefor by the Attorney General or by any person concerned in the liquidation.

Seven: The Articles of Incorporation of this corporation shall not be amended except with the vote of a two-thirds majority of the Board of Directors.

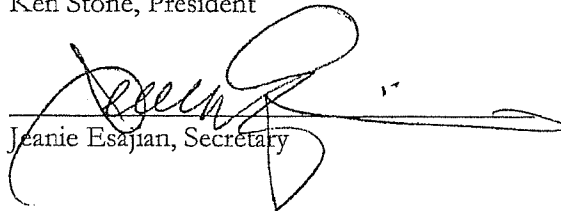
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.
4. The corporation has no members.

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: June 16, 2010



Ken Stone, President



Jeanie Esajian, Secretary



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

FEB 28 2011

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State