

**SECRETARY OF STATE**

I, *Kevin Shelley*, 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

OCT - 5 2004



*Kevin Shelley*  
 Secretary of State

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

OCT - 1 2004

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION OF  
UNIVERSITY ADVANCEMENT FOUNDATION

**KEVIN SHELLEY**  
Secretary of State

Kerri Ruppert and Len Dreyer certify that:

1. They are the President and Secretary, respectively, of UNIVERSITY ADVANCEMENT FOUNDATION, a California nonprofit corporation.
2. The following amendment to the articles of incorporation has been approved by the board of directors of the corporation and the President of California State University, Fullerton.
3. Article I of the Articles of Incorporation of the corporation is amended to read as follows:

"The name of this corporation is the

CAL STATE FULLERTON PHILANTHROPIC  
FOUNDATION."

4. The corporation has no members.

*Kerri Ruppert*

Kerri Ruppert, President

*Len Dreyer*

Len Dreyer, Secretary

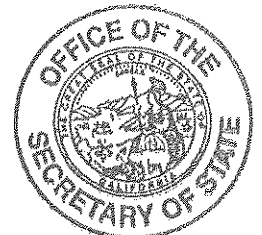
Each of the undersigned declares under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of his own knowledge, and that this declaration was executed on August 16, 2004, at Fullerton, California.

*Kerri Ruppert*

Kerri Ruppert

*Len Dreyer*

Len Dreyer



# State of California

SECRETARY OF STATE



2 pages

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript 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

OCT - 7 1998



Secretary of State

SEP 29 1998

BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF THE  
UNIVERSITY ADVANCEMENT FOUNDATION

Warren Pompei and John W. Francis certify that:

1. They are the President and Secretary respectively of the UNIVERSITY ADVANCEMENT FOUNDATION, a California nonprofit, public benefit corporation.
2. The following amendments to the Articles of Incorporation have been approved by the Board of Directors.

Article VIII of the Articles of Incorporation is amended to read as follows:

This Corporation shall be an auxiliary organization of the California State University, and shall conduct its operations in conformity with the California statutes governing such organizations (Chapter 7, commencing with Section 89900, of Part 55, Division 8, Title 3 of the Education Code) and the Regulations established by the Board of Trustees of the California State University (Subchapter 6, commencing with Section 42400 of Chapter 1, Division 5 of Title 5 of the California Code of Regulations) as required by Education Code Section 89900(c).

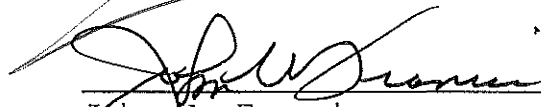
Article IX of the Articles of Incorporation is amended to read as follows:

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall inure to the benefit of any director or officer thereof or to the benefit of any private person. Upon dissolution or winding up of this corporation, its assets 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 California State University, Fullerton, to be selected by the Board of Directors 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(c)(3) of the Internal Revenue Code of 1986, and be organized and operated exclusively for charitable purposes. In no event shall any assets be distributed to any director or officer of this corporation or to any private person.

3. The corporation has no members.

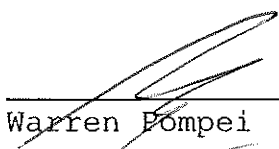
  
\_\_\_\_\_  
Warren Pompei  
President

  
\_\_\_\_\_  
John W. Francis  
Secretary

VERIFICATION

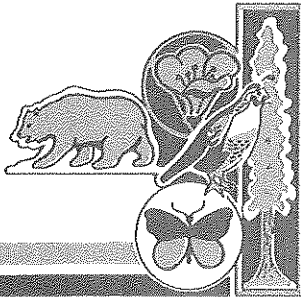
Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his own knowledge.

Executed at Fullerton, California  
on September 23, 1998

  
\_\_\_\_\_  
Warren Pompei

  
\_\_\_\_\_  
John W. Francis

A449309



State  
of  
California  
SECRETARY OF STATE'S OFFICE

CORPORATION DIVISION

I, *TONY MILLER*, Acting 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

JUL 21 1994



*Tony Miller*  
Acting Secretary of State

A449309

ENDORSED  
FILED

In the office of the Secretary of State  
of the State of California

JUL 15 1994

CERTIFICATE OF AMENDMENT OF  
THE ARTICLES OF INCORPORATION OF THE  
UNIVERSITY ADVANCEMENT FOUNDATION

TONY MILLER, Acting Secretary of State

WARREN POMPEI AND JOHN W. FRANCIS certify that:

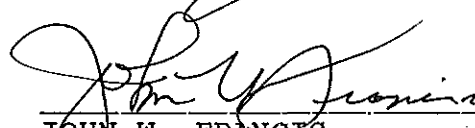
1. They are the President and Secretary respectively of the UNIVERSITY ADVANCEMENT FOUNDATION, a California nonprofit, public benefit corporation.
2. The following amendment to the Articles of Incorporation has been approved by the Board of Directors.

Article III of the Articles of Incorporation is amended to read as follows:

This Corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The charitable purposes for which this corporation is organized are to further the educational purposes and objectives of California State University, Fullerton.

3. The corporation has no members.

  
\_\_\_\_\_  
WARREN POMPEI  
President


  
\_\_\_\_\_  
JOHN W. FRANCIS  
Secretary

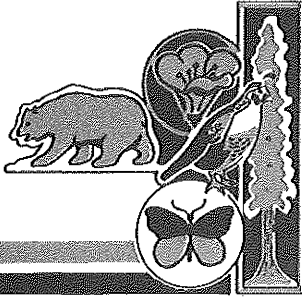
VERIFICATION

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his own knowledge.

Executed at Fullerton, California  
on July 12, 1994.

  
\_\_\_\_\_  
WARREN POMPEI

  
\_\_\_\_\_  
JOHN W. FRANCIS



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

NOV - 5 1993



*March Fong Eu*

Secretary of State

1875188

ENDORSED  
FILED

In the office of the Secretary of State  
of the State of California

ARTICLES OF INCORPORATION

OF

OCT 25 1993

UNIVERSITY ADVANCEMENT FOUNDATION

MARCH FONG EU, Secretary of State

ARTICLE I  
Name

The name of this corporation is

UNIVERSITY ADVANCEMENT FOUNDATION

ARTICLE II  
Corporate Status

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.

ARTICLE III  
Purposes

The charitable purposes for which this corporation is organized are to further the educational purposes and objectives of California State University, Fullerton.

ARTICLE IV  
Exempt Status and Limitations on Activities

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not carry on any other 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 (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986.

ARTICLE V  
Initial Agent for Service of Process

The name of the initial agent of this corporation for service of process is

John W. Francis  
761 West Kimberly Avenue  
Placentia, California 92670

ARTICLE VI  
Directors

The names and addresses of the persons appointed to act as the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Steve Charton	28 Linda Isle Newport Beach, CA 92660
John W. Francis	761 West Kimberly Avenue Placentia, CA 92670
Milton A. Gordon	225 W. Union Avenue Fullerton, CA 92632
Betty L. Hutton-Williams	2524 Santiago Blvd. Orange, CA 92667
Jack L. Kidwiler	5971 Countryview Drive Yorba Linda, CA 92686
Warren R. Pompei	417 - C Via Lido Soud Newport Beach, CA 92633

ARTICLE VII  
Members

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 otherwise, be taken to be the members of such corporation and exercise all the rights and powers of members thereof.

ARTICLE VIII  
Voting

Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

ARTICLE IX  
Irrevocable Dedication and Dissolution

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall inure to the benefit of any director or officer thereof or to the benefit of any private person. Upon dissolution or winding up of this corporation, its assets 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 California State University, Fullerton, to be selected by the Board of Directors and approved by the President of California State University, Fullerton. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, and be organized and operated exclusively for charitable purposes. In no event shall any assets be distributed to any director or officer of this corporation or to any private person.

ARTICLE X  
Amendment


The Articles of Incorporation of this corporation shall be amended only by the vote of a majority of the total voting membership of the Board of Directors, subject to the approval of the President of California State University, Fullerton.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of California, we the undersigned, constituting the initial Directors of this Corporation, have executed these Articles of Incorporation on the dates indicated.

Date: June 23, 1993

  
\_\_\_\_\_  
Steve Charton, Director

Date: June 25, 1993

  
\_\_\_\_\_  
John W. Francis, Director

Date: June 25, 1993

Milton A. Gordon  
Milton A. Gordon, Director

Date: June 23, 1993

Betty L. Hutton-Williams  
Betty L. Hutton-Williams, Director

Date: June 25, 1993

Jack L. Kidwiler  
Jack L. Kidwiler, Director

Date: June 25, 1993

Warren R. Pompei  
Warren R. Pompei, Director

DECLARATION

We, the above named initial Directors of this Corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Executed on June 25, 1993 at Fullerton, California, unless otherwise indicated.

We declare that the foregoing is true and correct.

Steve Charton  
Steve Charton, Director  
Executed on June 23, 1993 at Anaheim, California

John W. Francis  
John W. Francis, Director

Milton A. Gordon  
Milton A. Gordon, Director

*Betty L. Hutton-Williams*  
*Betty L. Hutton-Williams*  
Betty L. Hutton-Williams, Director  
Executed on June 23, 1993 at Orange, California

*Jack L. Kidwiler*  
Jack L. Kidwiler, Director

*Warren R. Pompei*  
Warren R. Pompei, Director