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FILED  
Secretary of State  
State of California

SEP 29 2015

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**Certificate of Amendment  
of  
Articles of Incorporation  
Cal State Fullerton Philanthropic Foundation**

Jeffrey Van Harte and Frances Teves certify that:


1. They are the **president** and the **secretary**, respectively, of the Cal State Fullerton Philanthropic Foundation, a California nonprofit corporation.
2. Article IX of the Articles of Incorporation of this corporation 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 provisions 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 governors and approved by the President of the University and the California State University Chancellor. 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.

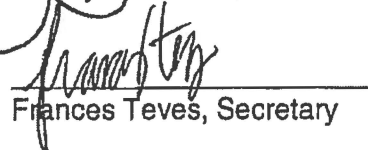
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.

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: 9/19/15



Jeffrey Van Harte, President



Frances Teves, Secretary



I hereby certify that the foregoing  
transcript of 1 page(s)  
is a full, true and correct copy of the  
original record in the custody of the  
California Secretary of State's office.

OCT 05 2015

Handwritten initials, possibly "AP", in a circular mark.

Date: \_\_\_\_\_

Handwritten signature of Alex Padilla.

ALEX PADILLA, Secretary of State