

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 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

JUL 18 2008

DEBRA BOWEN
Secretary of State

RESTATED ARTICLES OF INCORPORATION**JUL 10 2008****OF THE HUMBOLDT STATE UNIVERSITY ADVANCEMENT FOUNDATION**

The undersigned certify that:

1. They are the president and the secretary, respectively, of HUMBOLDT STATE UNIVERSITY ADVANCEMENT FOUNDATION, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLES OF INCORPORATION**OF THE****HUMBOLDT STATE UNIVERSITY ADVANCEMENT FOUNDATION****ARTICLE I****Name**

The name of the corporation is the Humboldt State 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 California Nonprofit Public Benefit Corporation Law for charitable purposes.

ARTICLE III**Purposes**

This corporation is organized exclusively for the educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. The charitable purposes for which this corporation is organized are to promote and assist the Humboldt State University campus of The California State University to receive gifts and property and to

manage these resources and to make them available to the University to further the educational mission and objectives of Humboldt State University as determined by the duly appointed and acting president of the University.

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 or (b) by a corporation contributions to which are deductible under section 701(c) (2) of the Internal Revenue Code.

ARTICLE V Conformity with Law

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 California Education Code), 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 the California Education Code Section 89900(c), and such rules and regulations as may be established by the Board of Trustees of The California State University and Humboldt State University.

ARTICLE VI 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 Humboldt State University to be selected and approved by the President of Humboldt State 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 can 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 VII
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 written consent of the President of Humboldt State University.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of 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 28, 2008

Roll: C. Richard
[Signature]

President

Secretary

