

RESTATED ARTICLES OF INCORPORATION  
OF  
CAL POLY POMONA FOUNDATION, INC.

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

**JUN -7 2012**

The undersigned certify that:

1. They are the Chair of the Board and the Secretary, respectively, of CAL POLY POMONA FOUNDATION, 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 the Corporation is CAL POLY POMONA FOUNDATION, INC.

TWO: 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.

THREE: This Corporation is organized exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. This Corporation is also classified as a public charity under section 509(a) (3) of the Internal Revenue code of 1986. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the 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 under Section 509 (a) (3) of the Internal Revenue code of 1986, or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

FOUR: The Corporation shall have no members as that term is defined in Section 5056 of the California Corporations Code, or in any successor statute thereto. Any Corporate action which would otherwise require approval by a majority of all members or approval by the members of the Corporation shall require only approval of the Board of Directors.

FIVE: a) No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501 (h) of the Internal Revenue Code of 1986, and this Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office except as otherwise provided in Section 501 (h) of the Internal Revenue Code of 1986.

b) All Corporate property is irrevocably dedicated to the purposes set forth in Article THREE, above. No part of the net earnings of this Corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders, or to individuals.

c) Upon the winding up and dissolution of the Corporation after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, all net assets, other than trust funds, shall be distributed to a successor approved by the President of California State Polytechnic University, Pomona, and by the Chancellor of The California State University. Such successor shall have tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law), under Section 509 (a) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law), and under Section 23701 of the California Revenue and Taxation Code, or the corresponding section of any future California revenue and tax law.

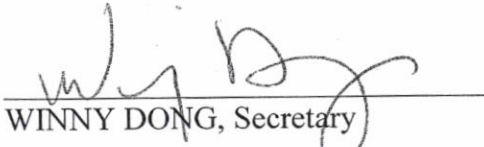
SIX: This Corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.

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: May 24, 2012

  
J. MICHAEL ORTIZ, Chair of the Board

  
WINNY DONG, 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.

JUN 30 2012

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

*Debra Bowen*  
DEBRA BOWEN, Secretary of State