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~~RESTATED ARTICLES OF INCORPORATION EAST BAY FOUNDATION~~

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RESTATED ARTICLES OF INCORPORATION

State of California

MAY 28 2013

The undersigned certify that:

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1. They are the Board Chairman and Secretary Treasurer, respectively, of California State University, East Bay Foundation, Inc., a California corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I.

Corporate Name/Registered Office

The name of this corporation shall be California State University, East Bay Foundation, Inc.

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

State University, East Bay, or such institution as shall succeed to the properties and functions of said University, and to apply the funds and properties coming into its hands toward furthering the educational services, development, maintenance and operation of said University;

- (b) To engage in or support projects of research or educational development and to assist financially any

- (c) To own, operate or provide primarily for the

operation on or near the campus of said University of one or more cafeterias, restaurants, fountains, canteens, vending machines, bookstores, concessions for University events and supply and service stores

ARTICLE V.

Exempt Status and Limitations on Activities

This corporation is organized and shall be operated exclusively for public purposes, including but not limited to the purposes stated in Article III. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation; provided, however, that notwithstanding the foregoing, this corporation shall have the power to make the election provided for in Section 501 (h) of the Internal Revenue Code of 1986 as amended with respect to influencing legislation and, only if it so elects, to make lobbying or grass roots expenditures that do not normally exceed the ceiling amounts prescribed by Section 501 (h) (2) (B) and (D) of the Internal Revenue Code of 1986 as amended. This corporation shall not participate or intervene in any political campaign (including publishing or distributing of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any provisions of these articles, this corporation shall not engage in any activities or

of this corporation, and 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 as amended or (b) by a corporation contribution to which are deductible under Section 170 (a) (2) of the Internal Revenue Code of 1986 as amended

ARTICLE VIII.

Voting

Each voting 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, assets, profits and net income of this Corporation are irrevocably dedicated to the public purposes set forth in Article III, and no part of the profits or net income or assets of this Corporation shall ever inure to the benefit

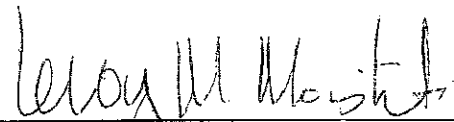
of any private shareholder or individual. Upon the dissolution of this Corporation, net assets remaining after payment of, or

3. The foregoing amended and restated Articles of Incorporation has been duly approved by the Board of Directors and the President of California State University, East Bay.

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: April 19, 2013



Leroy Morishita, Board Chairman



Brad Wells, Secretary Treasurer