

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

NOV 05 2012

The undersigned certify that:

- 1. They are the Chair of the Board and Secretary, respectively of **Cal Poly Corporation** (Corporation Entity No. C0183601), a California corporation.
- 2. Article V(b) of this corporation is amended to read as follows:

Upon dissolution or winding up of this corporation, net assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, other than trust funds shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the California Polytechnic State University as approved by the President of the University and by the Chancellor of California State University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under §501(c)(3) of the Internal Revenue Code of 1986, as amended, and have established its tax exempt status under §23701d of the California Revenue and Taxation Code, as amended, be organized and operated exclusively for charitable or educational purposes, and meet the requirement for exemption specified in §214 of the California Revenue and Taxation Code.

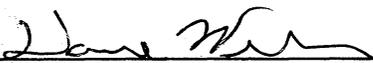
- 3. The foregoing amendment of the Articles of Incorporation has been duly approved by the board of directors.
- 4. The corporation has no members.

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: October 26, 2012



 Larry Kelley, Chair of the Board



 David Wehner, Secretary/Treasurer

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RESTATED ARTICLES OF INCORPORATION**ENDORSED - FILED**
in the office of the Secretary of State
of the State of California

SEP 23 2011

The undersigned certify that:

1. They are the Chair of the Board and Secretary, respectively of **Cal Poly Corporation** (Corporation Entity No. C0183601), a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**RESTATED ARTICLES OF INCORPORATION
OF
CAL POLY CORPORATION**

ARTICLE I. Name

The name of this corporation is the "Cal Poly Corporation."

ARTICLE II. Purposes

(a) 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.

(b) The charitable purposes for which this corporation is organized and will be operated exclusively are to perform the functions of, and to carry out the mission and educational programs that benefit California Polytechnic State University, San Luis Obispo. This corporation is organized exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended.

(c) The foregoing provisions shall be construed as both purposes and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III. Exempt Status and Limitation of Activities

(a) This corporation is organized and operated exclusively for the charitable purposes described in Article II, and it shall be nonprofit and nonpartisan.

(b) Nothing in Article II shall be construed as allowing the Cal Poly Corporation to carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or (2) by corporation contributions which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Internal

Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Cal Poly Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

ARTICLE IV. Principal Office

The principal office for the transaction of the business of the corporation will be located in the County of San Luis Obispo, State of California.

ARTICLE V. Dedication and Dissolution

(a) The property of this corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of this corporation shall ever inure to the benefit of its directors or officers, or to any private person, except that the Cal Poly Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

(b) Upon dissolution or winding up of this corporation, net assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, other than trust funds shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the California Polytechnic State University as approved by the President of the University and by the Board of Trustees of California State University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under §501(c)(3) of the Internal Revenue Code of 1986, as amended, and have established its tax exempt status under §23701d of the California Revenue and Taxation Code, as amended, be organized and operated exclusively for charitable or educational purposes, and meet the requirement for exemption specified in §214 of the California Revenue and Taxation Code.

ARTICLE VI. Amendment

The Articles of Incorporation of this corporation shall be amended only by the two-thirds vote of a majority of the qualified directors then in office, subject to the approval of the President of California Polytechnic State University.

3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors and the President of California Polytechnic State University.

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: June 21, 2011



Larry Kelley, Chair of the Board



David Wehner, Secretary


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