

RESTATEMENT OF
ARTICLES OF INCORPORATION

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JAN 19 2006

The undersigned certify that:

1. They are the president and the secretary, respectively, of HUMBOLDT STATE UNIVERSITY SPONSORED PROGRAMS FOUNDATION, a California corporation.
2. Written consent to amend the ARTICLES OF INCORPORATION has been obtained from Rollin C. Richmond, President of Humboldt State University.
3. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLES OF INCORPORATION
OF
HUMBOLDT STATE UNIVERSITY
SPONSORED PROGRAMS FOUNDATION

ARTICLE 1
Name

The name of the corporation is Humboldt State University Sponsored Programs 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 further the educational purposes and objectives of Humboldt State University. The specific and primary purposes for which the corporation is formed are: to advance the welfare of Humboldt State University through the development, encouragement, and management of sponsored programs and other special campus programs and their related trusts beneficial to the University and the students and employees thereof, that assist the University in fulfilling its objectives; and to provide accounting services for other Humboldt State University auxiliaries as may be deemed appropriate from time to time by executive order of the University President.

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

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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 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 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 Board of Directors has duly approved the forgoing amendment and restatement of Articles of Incorporation by the required vote on 10 March, 2005.
- 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.

Jacob Varkey

 Jacob Varkey, President

12/17/05

 Date

Kathy A. Munoz

 Kathy Munoz, Secretary

12/12/05

 Date

