

**State of California
Secretary of State**



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

That the attached transcript of 4 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

DEC 05 2008

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN
Secretary of State

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

RESTATED ARTICLES OF INCORPORATION

NOV 24 2008

The undersigned certify that:

1. They are the Chairman of the Board and Secretary, respectively, of the California State University, San Marcos Foundation, a California nonprofit corporation.

2. The following restated Articles of Incorporation of the corporation has been approved by the Board of Directors:

ARTICLES OF INCORPORATION OF
UNIVERSITY AUXILIARY AND RESEARCH SERVICES CORPORATION, A
California Nonprofit Public Benefit Corporation

ARTICLE I
Name

The name of this corporation is: UNIVERSITY AUXILIARY AND RESEARCH SERVICES CORPORATION.

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 Nonprofit Public Benefit Corporation Law for public and charitable purposes.

ARTICLE III
Purposes

This Corporation is organized and operated solely for the benefit of California State University San Marcos. This corporation is organized as an auxiliary organization under Section 89900, et seq. of the California Education Code, exclusively for educational and charitable purposes within the meaning of Internal Revenue Code Section 501(c)(3) or the corresponding provision of any future United States internal revenue law for the following purposes:

(a) To operate exclusively for purposes within the meaning of the California Revenue and Taxation Code, Section 23701(d) (or corresponding provisions of any future California Revenue Law).

(b) Subject to the direction and approval of the University President or designee, to finance, construct and operate campus

facilities and authorized auxiliary functions at California State University San Marcos, for the benefit of students, faculty, staff, and alumni in order to promote and assist the educational program of the University operating as an integrated part of the overall University campus program, and to apply the funds and properties coming into its control toward furthering the educational program carried on or approved by the University President or a designee.

(c) Subject to the direction and approval of the University President or designee, to purchase, own, sell and encumber and otherwise deal in and with such real and personal property as the Board of Directors or members of this corporation may find or consider to be suited to the primary purpose of advancing the welfare of California State University San Marcos, and for promoting the common educational interests of California State University San Marcos, as approved by the University President or a designee.

(d) To do or refrain from doing any lawful act or thing which at anytime may be authorized by the Board of Directors or members of this corporation, so long as the doing or refraining from doing the lawful act will advance the welfare of California State University San Marcos.

ARTICLE IV Conformity with Law

The corporation shall be an auxiliary organization to California State University San Marcos, 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 Education Code) and the Regulations adopted by the Board of Trustees of 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 Education Code, Section 89900(c).

Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) corporation exempt from federal income tax under Internal Revenue Code Section 501 (c) (3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code Section 170 (c) (2) or the corresponding provision of any future United States internal revenue law.

ARTICLE V Exempt Status

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to any of its directors, trustees, officers, private shareholders or members, or to individuals. The corporation shall be 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 III hereof.

ARTICLE VI
Limitation on Activities

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation; this corporation shall not participate in or intervene in (including the publishing or distributing statements) any political campaign on behalf of any candidate for public office.

ARTICLE VII
Irrevocable Dedication and Dissolution

This corporation irrevocably dedicates its assets for the benefit of California State University San Marcos. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities, the remaining assets other than trust funds shall be transferred to a successor approved by the President of California State University San Marcos and by the Board of Trustees of California State University which has established its tax exempt status under 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any future federal internal revenue law).

ARTICLE VIII
Officers and Directors

The Officers and number of Directors, their qualifications, powers, duties, terms of office, manner of removal and filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

ARTICLE IX
Members

This corporation shall have no members other than the persons constituting its Board of Directors. The Board of Directors shall, under any statute or rule of law, be the members of this corporation and shall have all the rights and powers members would otherwise have.

ARTICLE X
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 XI
Amendment

The Articles of Incorporation of this corporation may be amended only by resolution of the Board of Directors adopted by a majority vote of the Board of Directors.

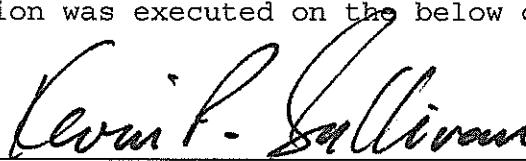
* * *

3. The directors are the only members of the corporation.

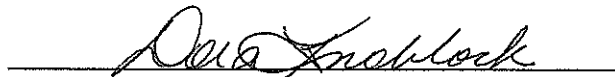
4. The foregoing Restated Articles of Incorporation has been approved by a resolution duly adopted by the Board of Directors by the required 2/3 vote of the total membership of the Board of Directors.

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements set forth in the foregoing certificate are true and correct of his or her own knowledge, and that this declaration was executed on the below date.

Date: September 30, 2008



, Chairman of the Board



, Secretary

