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In the office of the Secretary of State
of the State of California

MAR 12 1959

FRANK M. JORDAN, Secretary of State

By W. H. H. H. H. Deputy

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
UNIVERSITY OF SOUTHERN CALIFORNIA

The undersigned, Norman Topping and
Gwynn Wilson, do hereby certify that they
are, respectively, and have been at all times herein men-
tioned, the duly elected and acting _____ President
and _____ Secretary of UNIVERSITY OF SOUTHERN
CALIFORNIA, a California corporation, and further that:

1. At a meeting of the board of directors, who are
known as trustees, of said corporation, duly held at Los
Angeles, California, at 12:00 o'clock noon, on the 26th
day of January, 1959, the following resolution was duly
adopted:

"RESOLVED, that the Articles of Incorporation of
University of Southern California be amended to read
in full as follows:

"ARTICLES OF INCORPORATION
OF
UNIVERSITY OF SOUTHERN CALIFORNIA

"FIRST: The name of this corporation is
UNIVERSITY OF SOUTHERN CALIFORNIA.

"SECOND: The purpose for which this corporation
is organized is to establish, conduct and maintain an
educational institution of collegiate grade for the
advancement of the intellectual, scientific, moral
and spiritual improvement of man, through the dissemi-
nation of knowledge, the development of research and
the promotion of the broad and inclusive interests of
learning.

"Subject to the provisions of these Articles, this corporation shall have all of the general purposes and powers which a non-profit corporation may now or hereafter lawfully exercise as incidental to its primary purpose as set forth above, and in particular, but not in limitation, may:

"(A) Sue and be sued.

"(B) Make contracts, including annuity and life income contracts.

"(C) Receive and hold, by purchase, gift, devise, bequest, or grant, real or personal property for educational purposes connected with the corporation, or for the benefit of the institution.

"(D) Act as trustee under any trust consistent with the purposes of the corporation, and receive, hold, administer, and expend funds and property subject to such trust.

"(E) Sell, convey, exchange, mortgage, encumber, transfer upon trust, lease or otherwise use or dispose of the property, real or personal, of the corporation.

"(F) Borrow money, contract debts, and issue bonds, notes, and debentures, and secure the payment or performance of its obligations.

"(G) Confer degrees of the types customarily granted by universities and colleges in the United States.

"(H) Do all other acts permitted by law which are necessary or expedient for the support and administration of the affairs and attainment of the purposes of the corporation.

"THIRD: The existence of this corporation shall be perpetual.

"FOURTH: This corporation shall be an educational institution of collegiate grade, within the State of California, not conducted for profit.

"FIFTH: The principal office for the transaction of the business of this corporation is to be located in the County of Los Angeles, State of California.

"SIXTH: The number of directors of this corporation, who shall be known as 'trustees', shall be fixed by the by-laws, provided that the number of trustees shall not be less than five. The persons for the time being constituting the board of trustees shall be for all purposes the members of this corporation and shall exercise all the rights and powers of members.

"SEVENTH: The statements which appear in the original articles of the names and residences of the first directors were as follows:

Geo. W. White	Los Angeles City
C.C. McLean	" " "
J.B. Green	" " "
E.S. Chase	" " "
J.W. Campbell	" " "
Geo. I. Cochran	" " "
P.M. Green	Pasadena, Los Angeles Co.
B.C. Cory	Pomona, " " "
S.A. Thomson	Los Angeles Co.
A.E. Pomeroy	Los Angeles City
Thomas C. Hoag	Pasadena, Los Angeles Co.
Geo. F. Bovard	Los Angeles Co.
Will A. Knighten	Los Angeles City
Ezra A. Healy	Ontario, San Bernardino Co.
Clark Crawford	Pasadena, Los Angeles Co.
D.M. Welch	Los Angeles Co.
J.K. Hawk	Los Angeles City
W.J. Williams	" " "
W.W. Beckett	" " "
A.J. Wallace	Ontario, San Bernardino Co.
Geo. Sinsabaugh	Los Angeles City

"EIGHTH: This University shall be open, and equal privileges accorded alike, to each and every resident of this State, whether male or female and regardless of nationality, race or religious belief, who possesses the required qualifications for entrance, and no person shall be denied admission to this University who possesses such qualifications. Said qualifications shall be of the same general character as those required by state colleges and universities in this state.

"NINTH: This corporation is organized pursuant to the General Non-Profit Corporation Law and is without

authority to issue shares of stock.

"TENTH: This corporation is organized and shall be conducted exclusively for educational purposes of collegiate grade. No part of its net income or net earnings shall inure, in whole or in part, to the benefit of any private person or individual, and no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation. This corporation shall not distribute gains, profits, or dividends to any person. Upon liquidation, dissolution, winding up or abandonment of this corporation its assets shall be distributed to a fund, foundation or corporation operated exclusively for educational purposes of collegiate grade, not conducted for profit."

2. The number of members consenting in writing to such amendment is fifteen and the following is a copy of the form of written consent executed by such members:

"WRITTEN CONSENT OF MEMBERS
TO THE AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
UNIVERSITY OF SOUTHERN CALIFORNIA

"WHEREAS, at a meeting of the Board of Trustees of the University of Southern California, a California non-profit corporation, on the 26th day of January, 1959, at Los Angeles, California, an amendment of the Articles of Incorporation of said corporation was adopted and approved by the following resolution of said Board:"

At this point in the original Written Consent of Members there was set forth a full, true and correct copy of the foregoing resolution set forth in paragraph 1 of this certificate.

"NOW, THEREFORE, each of the undersigned members of said corporation, hereby adopts, approves and consents to the foregoing amendment of articles.

Name

Date

3. The number of members of said corporation constituting a quorum is ten.

4. Each of the undersigned declares under penalty of perjury that the foregoing is true and correct and that this Certificate was executed on the 2nd day of February, 1959, at Los Angeles, California.

Demetrius
President
Gordon
Secretary

SUBSCRIBED AND SWORN to before me
this 3rd day of February, 1959.

Leone M. Pugh
Notary Public in and for the County
of Los Angeles, State of California

My Commission Expires July 12, 1960