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

NOV 16 1977

MARCH FONG EU, Secretary of State

Deputy

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

3 The undersigned, JOHN R. HUBBARD and GORDON S. MARSHALL, do hereby certify that they are respectively and have been at all times herein mentioned the duly elected and acting President and Secretary of the UNIVERSITY OF SOUTHERN CALIFORNIA, a California non-profit corporation; and that:

1. A meeting of the Board of Directors, who are known as trustees, of said corporation was duly held at The Faculty Center, University of Southern California, University Park, Los Angeles, California on the 5th day of October, 1977, at 9:30 a.m., at which meeting there was at all times present and acting a quorum of the members of the Board.

2. At said meeting of the Board of Trustees of said corporation held as stated in Paragraph 1 above, the following resolutions were adopted:

"RESOLVED, that ARTICLE FOURTH of the Articles of Incorporation of this corporation be amended to read in its entirety as follows:

"ARTICLE FOURTH: This corporation shall be an educational institution of collegiate grade not conducted for profit.

"RESOLVED FURTHER, that ARTICLE EIGHTH of the Articles of Incorporation of this corporation be amended to read in its entirety as follows:

RM

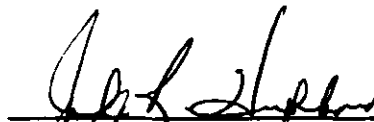
"ARTICLE EIGHTH: Within the limits of the facilities, staff and finances now or from time to time hereafter available this University shall be open and equal privileges accorded alike to all -- whether male or female and regardless of nationality, race or religious belief -- who possess the required qualifications for entrance; and within those limits 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 the State of California."

3. The members of said corporation adopted the amendments set forth in Paragraph 2 above by written consent. The wording of the amendments as set forth in the members' Written Consent is the same as that set forth in the resolutions of the Board of Trustees contained in Paragraph 2 of this Certificate.

4. The number of members entitled to consent to the amendments specified in Paragraph 2 of this Certificate is 42 and the number of members signing the Written Consent specified in Paragraph 3 of this Certificate is 27.

5. The number of members of said corporation constituting a quorum is 15.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 5th day of October, 1977.



President



Secretary

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

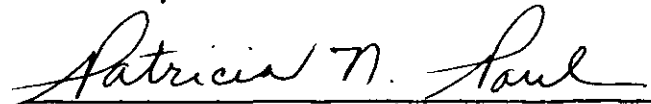
JOHN R. HUBBARD and GORDON S. MARSHALL, being first duly sworn, each deposes and says:

That John R. Hubbard is and was at all times mentioned in the foregoing Certificate of Amendment of Articles of Incorporation of University of Southern California, the President of University of Southern California, the California non-profit corporation therein mentioned; and that Gordon S. Marshall is and was at all of said times the Secretary of said corporation; that each has read said Certificate and knows the matters set forth therein are true of his own knowledge; and that the signatures purporting to be the signatures of said President and Secretary thereto are the genuine signatures of said President and Secretary, respectively.


JOHN R. HUBBARD

GORDON S. MARSHALL

Subscribed and sworn to
before me this 5th day of
October, 1977


Notary Public

