

ARTICLES OF INCORPORATION
OF
THE CAMPANILE FOUNDATION

FILED
In the Office of the Secretary of State
of the State of California

AUG 4 1999

Bill Jones

BILL JONES, Secretary of State

I

The name of this corporation is The Campanile Foundation.

II

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 specific purposes of this corporation are to promote and assist the San Diego State University campus of the California State University ("SDSU"), to receive gifts, property, and funds to be used for the benefit of SDSU or any person or organization having an official relationship with SDSU. The corporation shall be an auxiliary organization of the California State University and shall conduct its operations in conformity with the provisions governing such auxiliary organizations, including, but not limited to, California Education Code Sections 89900 *et seq.*, California Code of Regulations Title 5, Sections 42400 *et seq.*, and such rules and regulations as may be established by the Board of Trustees of the California State University and SDSU.

III

This corporation's initial agent for service of process is Allan R. Bailey, whose address is 5500 Campanile Drive, San Diego, California 92182.

IV

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. 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 170(c)(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 corporation shall not participate in 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.

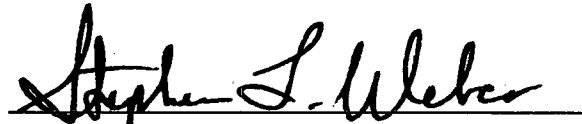
V

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to one or more nonprofit organizations organized and operated for the benefit of SDSU to be selected by the Board of Directors and approved by the President of SDSU and the Board of Trustees of the California State University. Such nonprofit organizations must be organized and operated exclusively for charitable purposes and have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

VI

These articles of incorporation may be amended only with the written consent of the President of SDSU.

Dated: August 2, 1999


STEPHEN L. WEBER