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

JAN 31 1992

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March Fong Eu
MARCH FONG EU, Secretary of State

**CERTIFICATE OF AMENDMENT OF THE ARTICLES OF INCORPORATION
OF**

SOKA UNIVERSITY OF AMERICA

A California Nonprofit Public Benefit Corporation

RYOJI FUKUSHIMA and STEPHEN L. BUCKLIN certify:

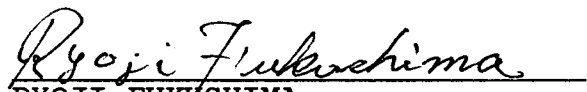
1. We are the Chairman of the Board and Secretary, respectively of SOKA UNIVERSITY OF AMERICA, a California Nonprofit Public Benefit Corporation.


2. Paragraph B. of Article V. of the Articles of Incorporation of SOKA UNIVERSITY OF AMERICA is amended to read as follows:

"B. No substantial part of the activities of the Corporation shall involve the carrying on of propaganda or other attempts to influence legislation; except that the Corporation may make the election provided for in Internal Revenue Code Section 501(h) with respect to influencing legislation and, only if it so elects, may make lobbying or grass roots expenditures that do not normally exceed the ceiling amounts prescribed by Internal Revenue Code Section 501(h)(2)(B) and (D)."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of members.


RYOJI FUKUSHIMA,
Chairman of the Board


STEPHEN L. BUCKLIN,
Secretary

VERIFICATION

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing Certificate of Amendment of Articles of Incorporation are true of his own knowledge and that this declaration was executed on January 15, 1992 by RYOJI FUKUSHIMA at Tokyo, Japan and on January 28, 1992 by STEPHEN L. BUCKLIN at Calabasas, California.



RYOJI FUKUSHIMA



STEPHEN L. BUCKLIN

c:amend.art