CERTIFICATE OF APPROVAL OF MERGER

In accordance with and by virtue of the provisions of Section 4110 of the Corporations Code of the State of California, University of Southern California, a California corporation, does hereby render its Certificate of Approval of that certain Agreement of Merger entered into on the ____ day of January, 1956, by and between this corporation and Los Angeles University of International Relations, a California corporation:

(a) On the 14th day of November, 1955, at the Hall of Nations, in the Bovard Administration Building, in the City of Los Angeles, State of California, at the hour of 12:00 o'clock noon, the Board of Trustees of this corporation held a meeting.

(b) At the aforementioned meeting of the Board of Trustees that certain Resolution was adopted, approving the terms and conditions of the aforementioned Merger, a copy of which said Resolution is attached hereto and marked Exhibit "A".

(c) The Board of Trustees is composed of 22 members. There were present in attendance at the meeting 15, all of whom voted in favor of the Resolution, marked Exhibit "A".

(d) On the 14th day of November, 1955, at the Hall of Nations, in the Bovard Administration Building, in the City of Los Angeles, State of California, at the hour of 1:00 o'clock P.M., the Members of this corporation held a meeting at which time and place the terms and conditions of the Agreement of Merger were approved. The total vote, by which the Agreement of Merger was approved, was as follows: 20 Members.

(e) This corporation is a non-profit educational corporation duly organized and existing under and by virtue of the laws of the State of California. No provision is made in its Articles of Incorporation for the issuance of shares of its capital stock and no instruments or certificates have ever been issued purporting to represent any such shares. The Members of this corporation which said membership constitutes and represents the voting rights of this corporation is and totals 22 Members.

(f) There was mailed on the 24th day of October, 1955, a Notice of the time, place and purpose of the Meeting of the Members in accordance with the requirements of Section 4107 of the Corporations Code of the State of California.

(g) The name of the surviving corporation is University of Southern California.

(h) The Agreement of Merger made and entered into as of the _____ day of January, 1956, by and between University of Southern California, a California corporation, and Los Angeles University of International Relations, a California corporation, filed with the Secretary of State concurrently with this Certificate pursuant to Section 4113 of the Corporations Code of the State of California, is the Agreement hereinabove referred to and sets forth the terms and conditions approved by said Resolution of the Board of Trustees and vote of Members.

UNIVERSITY OF SOUTHERN CALIFORNIA

By Fred Fagg
Fred D. Fagg, Jr., President

By Robert D. Fisher
Robert D. Fisher, Assistant Secretary

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

FRED D. FAGG, JR., being first duly sworn, says: That he is the President of University of Southern California, a corporation, and that he is authorized to make this verification for and on behalf of said corporation; that he has read the foregoing Certificate of Approval of Merger and knows the contents thereof; that the same is true of his own knowledge except as to those matters which are therein stated on his information or belief, and as to those matters he believes it to be true.

Fred Fagg
Fred D. Fagg, Jr.

Subscribed and sworn to before me this 9 day of February, 1956

Lucile P. Wright
Notary Public in and for said County and State

FILED
In the office of the Secretary of State of the State of California
MAR 6 - 1956
FRANK M. JORDAN, Secretary of State
By Ralph B. Masley
Deputy

STATE OF CALIFORNIA )
) SS
COUNTY OF LOS ANGELES)

ROBERT D. FISHER, being first duly sworn, says: That he is the Assistant Secretary of University of Southern California, a corporation, and that he is authorized to make this verification for and on behalf of said corporation; that he has read the foregoing Certificate of Approval of Merger and knows the contents thereof; that the same is true of his own knowledge, except as to those matters which are therein stated on his information or belief, and as to those matters he believes it to be true.

Robert D. Fisher
Robert D. Fisher

Subscribed and sworn to before me
this 9 day of February, 1956

Lucile P. Wright
Notary Public in and for said
County and State

EXHIBIT "A"

RESOLUTION APPROVING TERMS AND CONDITIONS OF MERGER

Excerpt from minutes of meeting of Board of Trustees, University of Southern California, held November 14, 1955:

After further discussion of such subject and upon the motion duly made, seconded and unanimously carried, the following Resolution was adopted by the Board:

BE IT RESOLVED that this Board of Trustees of the University of Southern California does hereby approve and does here authorize the President and Assistant Secretary of this corporation, in the name of and on behalf of this corporation, to execute and to do all other things or acts deemed by them necessary to make fully and firmly effective an agreement of merger between this corporation and Los Angeles University of International Relations in the following form:

"AGREEMENT OF MERGER

"THIS AGREEMENT OF MERGER made and entered into as of this _____ day of _________________, 1955, by and between UNIVERSITY OF SOUTHERN CALIFORNIA, a California corporation, hereinafter referred to as "U.S.C.", and LOS ANGELES UNIVERSITY OF INTERNATIONAL RELATIONS, a California corporation, hereinafter referred to as "L.A.U.I.R.", both of which are hereinafter sometimes collectively referred to as the constituent corporations or the parties hereto,

W I T N E S S E T H:

RECITALS

"1. U.S.C. is a non-profit educational corporation duly organized and existing under and by virtue of the laws of the State of California. No provision is made in its Articles of Incorporation for the issuance of shares of its capital stock and no instruments or certificates have ever been issued purporting to represent any such shares.

"2. L.A.U.I.R. is a non-profit educational corporation duly organized and existing under and by virtue of the laws of the State of California. No provision is made in its Articles of Incorporation for the issuance of shares of its capital stock and no instruments or certificates have ever been issued purporting to represent any such shares.

"3. The parties hereto deem it to be in the best interests of themselves and their members that U.S.C. and L.A.U.I.R. be merged and that U.S.C. be the surviving corporation.

"4. The parties hereto state that the purposes and the functions heretofore carried on and conducted by L.A.U.I.R. can be better carried on and conducted through a merger of the parties, with U.S.C. being the surviving corporation, in that U.S.C., through the extent and nature of their facilities, are better equipped and enabled to conduct a program of education for students, both undergraduate and postgraduate, in the field of International Relations.

CONTRACTUAL CLAUSES

"NOW, THEREFORE, the constituent corporations agree as follows:

"1. The constituent corporations shall be merged into a single corporation by merging the said L.A.U.I.R. into the said U.S.C. with the said U.S.C. being the surviving corporation, pursuant to the provisions and by the authority of Title 1, Division 1, Part 8, Chapter 3, of the Corporations Code of the State of California.

"2. When the merger contemplated hereby shall have become fully completed and effective, the separate existence of L.A.U.I.R. shall cease and the surviving corporation, to wit, U.S.C., shall succeed to and shall become the owner of, without other transfer, all the rights and property of every kind and description and wherever situated of each of the constituent corporations, and the surviving corporation shall be subject to all the debts and liabilities of each of the constituent corporations in the same manner as if the surviving corporation had itself incurred them.

"3. The By-Laws of U.S.C. in effect immediately prior to the effective date of this Merger shall be the By-Laws of the surviving corporation until the same is altered, amended or repealed.

"4. L.A.U.I.R. will, from time to time as and when requested by their surviving corporation, execute such documents and do such other acts and things and take or cause to be taken such action as the surviving corporation may deem reasonably necessary or desirable in order, to vest in and confirm to the surviving corporation title to and possession of the rights, property, assets and business of L.A.U.I.R. and otherwise to carry out the full intent and purpose of this Agreement.

"5. This Merger contemplated by this Agreement shall become effective upon completion of the procedure prescribed and set forth in the aforementioned Title 1, Division 1, Part 8, Chapter 3, of the Corporations Code of the State of California.

"IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be executed by their respective presidents or vice presidents and secretaries or assistant secretaries acting on behalf of the parties hereto and have caused their respective corporate seals to be impressed hereon as of the day and year first above written.

"LOS ANGELES UNIVERSITY OF INTERNATIONAL RELATIONS

By____________________
R. B. von KleinSmid, Chancellor

By____________________
Paul H. Helms, Secretary"

"UNIVERSITY OF SOUTHERN CALIFORNIA

By____________________
Fred D. Fagg, Jr., President

By____________________
Robert D. Fisher, Asst. Secretary"

RECORDED
MAR 8 1956
SECRETARY OF STATE

STEPHENS, JONES, LA FEVER & SMITH
ATTORNEYS AT LAW
621 SOUTH SPRING STREET
LOS ANGELES 14, CALIFORNIA