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FILED 106
In the office of the Secretary of State
of the State of California

AUG 29 2005

RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the CEO and the Secretary, respectively, of The Campanile Foundation, a California Corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

Articles of Incorporation Of The Campanile Foundation

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 Regulations Title 5, Sections 42400 *et sec.*, and such rules and regulations as may be established by the Board of Trustees of the California State University and SDSU.

III

- 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.

IV

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 for the benefit of SDSU to a successor approved by the president of SDSU and by the Board of Trustees of the California State University. Any nongovernmental successor shall be a nonprofit organization organized and operated exclusively for charitable purposes having tax-exempt status under Section 501[c][3] of the Internal Revenue Code.

V

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

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.
5. President Stephen L. Weber has approved the amendment to the articles of incorporation.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 8-19-05

Theresa Mendoza
Theresa Mendoza, CEO

Kim Hill
Kim Hill, Secretary