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

JAN 10 2001

Bill Jones
BILL JONES, Secretary of State

#122 2068

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

SOKA UNIVERSITY OF AMERICA

A California Nonprofit Public Benefit Corporation

The undersigned, YOSHINOBU HABUKI and ARNOLD M. KAWASAKI, certify that:

1. They are the President and Assistant Secretary, respectively, of SOKA UNIVERSITY OF AMERICA, a California Nonprofit Public Benefit Corporation.

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

"The authorized number of directors of this Corporation shall be not less than three and not more than fifty-one, with the exact number to be determined from time to time in accordance with the Bylaws of this Corporation."

3. Article VI of the Articles of Incorporation of SOKA UNIVERSITY OF AMERICA is amended to read as follows:

"The property of this Corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code and no part of the net income or assets of this organization shall inure to the benefit of any private persons.

"Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for religious, hospital, scientific, or charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation

Code and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

"If this Corporation holds any assets in trust, or the Corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the Corporation has its principal office upon petition therefor by the Attorney General, or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party."


4. The foregoing amendments of the Articles of Incorporation have been duly approved by the board of directors.

5. The foregoing amendments of the Articles of Incorporation have been duly approved by the required vote of the members.

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: January 4, 2001


YOSHINOBU HABUKI,
President


ARNOLD M. KAWASAKI,
Assistant Secretary

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