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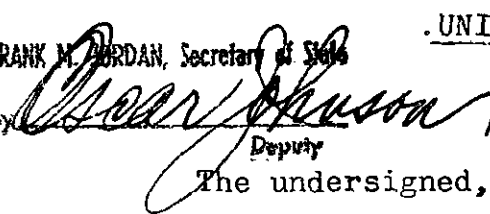
In the office of the Secretary of State
of the State of California

NOV 17 1952

**CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF
UNIVERSITY OF SOUTHERN CALIFORNIA**

FRANK M. JORDAN, Secretary of State

By


Deputy

The undersigned, FRED D. FAGG, JR. and EMIL A. OLSON, do
and each of them hereby does certify as follows:

One: Said Fred D. Fagg, Jr. is now and at all times herein
mentioned was the duly elected and qualified President of University
of Southern California, a benevolent, charitable and non-profit
corporation organized and existing under the laws of the State of
California and being a consolidation of two corporations previously
organized and existing under the laws of the State of California
known as "The University of Southern California" and "The College
of Liberal Arts of The University of Southern California".

Two: Said Emil A. Olson is now and at all times herein
mentioned was the duly elected and qualified Secretary of Univer-
sity of Southern California.

Three: On the 10th day of November, 1952 there was filed
with said Emil A. Olson as Secretary of University of Southern
California by the members of said corporation their adoption of
and written consent to an amendment to its Articles of Incorpora-
tion as heretofore amended, which adoption and written consent
is as follows:

ADOPTION OF AND WRITTEN CONSENT TO AMENDMENT
OF ARTICLES OF INCORPORATION OF UNIVERSITY
OF SOUTHERN CALIFORNIA BY ITS MEMBERS

WHEREAS each of the undersigned is at the date here-
of a member, with the title "Trustee" of University of

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Southern California, a benevolent, charitable and non-profit corporation organized under the laws of the State of California; and

WHEREAS the undersigned desire to amend Article V of the Articles of Incorporation of said corporation, and the four (4) un-numbered paragraphs immediately following Article X of said Articles of Incorporation, in the manner set forth below;

NOW, THEREFORE, the undersigned do and each of them hereby does adopt, approve and consent to amendments of the Articles of Incorporation of University of Southern California as heretofore amended, as follows:

1. The second paragraph of Article V of said Articles of Incorporation is hereby amended by striking therefrom the words "of whom a majority shall be members of the Methodist Episcopal Church", so that said paragraph of said Article V will, as amended, read in its entirety as follows:

"V

"All of the powers of this corporation shall be vested in and exercised by its Board of Trustees.

"The number of trustees of this corporation shall be thirty (30), whose term of office shall be three years, ten (10) of whom shall be elected each year. The names and residences of those who are now and who now compose the Board of Trustees of said corporation are as follows:

Harry J. Bauer,	City of Los Angeles,	County of Los Angeles							
Wesley W. Beckett,	"	"	"	"	"	"	"	"	"
L. E. Behymer	"	"	"	"	"	"	"	"	"
George F. Bovard	"	"	"	"	"	"	"	"	"
Joseph E. Carr	"	"	"	"	"	"	"	"	"
W. L. Y. Davis	"	"	"	"	"	"	"	"	"
A. J. Sayre	"	"	"	"	"	"	"	"	"
A. J. Wallace	"	"	"	"	"	"	"	"	"
C. I. D. Moore	"	"	"	"	"	"	"	"	"
J. W. Oakley	"	"	"	"	"	"	"	"	"
Harry G. Philp	"	"	"	"	"	"	"	"	"
M. H. Mosier	"	"	"	"	"	"	"	"	"
Seeley G. Mudd	"	"	"	"	"	"	"	"	"
Charles A. Parmelee	"	"	"	"	"	"	"	"	"

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Charles E. Seaman	City of Los Angeles,	County of Los Angeles
A. M. Chaffey	" " " "	" " " "
E. E. Helms	" " " "	" " " "
G. A. Chapman	" " " "	" " " "
George I. Cochran	" " " "	" " " "
William F. Cronemiller	" " " "	" " " "
Frank E. Eckhart	" " " "	" " " "
Francis M. Larkin	" " " "	" " " "
Prescott F. Cogswell,	El Monte,	Los Angeles County
Alfred Inwood,	Pacific Palisades,	County of Los Angeles
Merle N. Smith,	Pasadena,	" " " "
Ernest P. Clarke,	Riverside,	County of Riverside
W. P. Watts,	Covina,	County of Los Angeles
Bishop Charles Wesley Burns,	San Francisco,	County of San Francisco
Walter C. Buckner,	Pasadena,	County of Los Angeles
Rufus B. vonKleinSmid,	City of Los Angeles,	County of Los Angeles

"The above named Board of Trustees shall as soon as organized so classify themselves that one-third (1/3) of their number shall go out of office every year, and thereafter the trustees shall hold office for three (3) years."

2. Said Articles of Incorporation are hereby amended by striking therefrom the four (4) un-numbered paragraphs immediately following Article X of said Articles of Incorporation, which paragraphs so stricken read in their entirety as follows:

"We, the undersigned, further certify that the Southern California Conference of the Methodist Episcopal Church, under whose patronage and control the said two corporations hereinbefore mentioned as 'The University of Southern California', and 'The College of Liberal Arts of the University of Southern California' were conducted and managed, did, for the purpose of greater efficiency and simplicity in the administration of the educational interest, duly pass at its regular session, held in the City of Pasadena, County of Los Angeles, State of California, on the 25th day of September, 1895, the following resolution, to wit:

"WHEREAS, this Conference has under its patronage the two Colleges or Institutions of higher education hereinafter mentioned,

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"RESOLVED, that this Conference, for the purpose of greater efficiency and simplicity in the administration of its educational interests, desires to consolidate such institutions under one management, and

"RESOLVED, that this Conference does hereby authorize and direct the consolidation of the said institutions and the formation of a new Corporation to be known as the "University of Southern California", for the purpose of consolidating the said two Corporations heretofore existing and known as 'The University of Southern California' and 'The College of Liberal Arts of the University of Southern California' and that the several Boards of Trustees and Directors of the institutions thus consolidated shall be and are hereby authorized to transfer all property, real and personal, held by them, to said new Corporations so as to be formed, together with all powers, privileges and authority conferred on or enjoyed by them under their Articles of Incorporation or otherwise."

The undersigned do and each of them does hereby agree that this instrument may be signed in two or more counterparts with the same force and effect as if all signatures appeared on the same instrument, the aggregate of which counterparts shall constitute a single instrument.

IN WITNESS WHEREOF, the undersigned have hereunto signed their names upon the respective dates set opposite their signatures.

	<u>Date</u>
<u>G. Allan Hancock</u>	<u>November 10, 1952</u>
<u>Rufus B. von KleinSmid</u>	<u>November 10, 1952</u>
<u>Robert L. Gifford</u>	<u>November 10, 1952</u>
<u>Claiborn A. Saint</u>	<u>November 10, 1952</u>
<u>S. M. Griffith</u>	<u>November 10, 1952</u>
<u>Y. Frank Freeman</u>	<u>November 10, 1952</u>
<u>E. A. Olson</u>	<u>November 10, 1952</u>
<u>Seeley G. Mudd</u>	<u>November 10, 1952</u>

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<u>Frank L. King</u>	<u>November 10, 1952</u>
<u>W. C. Mullendore</u>	<u>November 10, 1952</u>
<u>Gwynn Wilson</u>	<u>November 10, 1952</u>
<u>Elvon Musick</u>	<u>November 10, 1952</u>
<u>Fred D. Fagg, Jr.</u>	<u>November 10, 1952</u>
<u>Asa V. Call</u>	<u>November 10, 1952</u>
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Four: Each person whose signature appears on the document set forth in Paragraph Three above is a member of said University of Southern California entitled to adopt, approve and consent to an amendment of its Articles of Incorporation.

Five: The entire voting power of University of Southern California is, by virtue of its Articles of Incorporation as heretofore amended, vested in a membership of thirty (30) persons. As of the date of this Certificate there are nine (9) vacancies in said membership.

Six: The total number of members of University of Southern

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California entitled to vote on or consent to the adoption of the aforesaid amendments to its Articles of Incorporation is twenty-one (21).

Seven: The number of members of said University of Southern California adopting and consenting to said amendments is 14. Said 14 members so adopting and consenting to said amendments hold at least a majority of the voting power.

Eight: On the 10th day of November, 1952, a special meeting of the board of directors of University of Southern California (said board being designated as its "Board of Trustees" and the members thereof being designated as "Trustees" in the Articles of Incorporation and By-Laws of said corporation) was duly held at 538 South Flower Street, Los Angeles, California, at which meeting there was at all times present and acting a quorum of the members of said board; and at said meeting said board duly adopted the following resolutions:

RESOLVED that the second paragraph of Article V of the Articles of Incorporation of this corporation be amended by striking therefrom the words "of whom a majority shall be members of the Methodist Episcopal Church", so that said paragraph of said Article V will, as amended, read in its entirety as follows:

"v

"All of the powers of this corporation shall be vested in and exercised by its Board of Trustees.

"The number of trustees of this corporation shall be thirty (30), whose term of office shall be three years, ten (10) of whom shall be elected each year. The names and residences of those who are now and who now compose the Board of Trustees of said corporation are as follows:

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Harry J. Bauer,	City of Los Angeles, County of Los Angeles
Wesley W. Beckett,	" " " " " " " "
L. E. Behymer	" " " " " " " "
George F. Bovard	" " " " " " " "
Joseph E. Carr	" " " " " " " "
W. L. Y. Davis	" " " " " " " "
A. J. Sayre	" " " " " " " "
A. J. Wallace	" " " " " " " "
C. I. D. Moore	" " " " " " " "
J. W. Oakley	" " " " " " " "
Harry G. Philp	" " " " " " " "
M. H. Mosier	" " " " " " " "
Seeley G. Mudd	" " " " " " " "
Charles A. Parmelee	" " " " " " " "
Charles E. Seaman	" " " " " " " "
A. M. Chaffey	" " " " " " " "
E. E. Helms	" " " " " " " "
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William F. Cronemiller	" " " " " " " "
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Francis M. Larkin	" " " " " " " "
Prescott F. Cogswell,	El Monte, Los Angeles County
Alfred Inwood,	Pacific Palisades, County of Los Angeles
Merle N. Smith,	Pasadena, " " " "
Ernest P. Clarke,	Riverside, County of Riverside
W. P. Watts,	Covina, County of Los Angeles
Bishop Charles Wesley Burns,	San Francisco, County of San Francisco
Walter C. Buckner,	Pasadena, County of Los Angeles
Rufus B. vonKleinSmid,	City of Los Angeles, County of Los Angeles

"The above named Board of Trustees shall as soon as organized so classify themselves that one-third (1/3) of their number shall go out of office every year, and thereafter the trustees shall hold office for three (3) years."

RESOLVED FURTHER that said Articles of Incorporation be amended by striking therefrom the four (4) un-numbered paragraphs immediately following Article X of said Articles of Incorporation, which paragraphs so stricken read in their entirety as follows:

"We, the undersigned, further certify that the Southern California Conference of the Methodist Episcopal Church, under whose patronage and control the said two corporations hereinbefore mentioned as 'The University of Southern California', and 'The College of Liberal Arts of the University of Southern

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California' were conducted and managed, did, for the purpose of greater efficiency and simplicity in the administration of the educational interest, duly pass at its regular session, held in the City of Pasadena, County of Los Angeles, State of California, on the 25th day of September, 1895, the following resolution, to wit:

"WHEREAS, this Conference has under its patronage the two Colleges or Institutions of higher education hereinafter mentioned,

"RESOLVED, that this Conference, for the purpose of greater efficiency and simplicity in the administration of its educational interests, desires to consolidate such institutions under one management, and

"RESOLVED, that this Conference does hereby authorize and direct the consolidation of the said institutions and the formation of a new Corporation to be known as the "University of Southern California", for the purpose of consolidating the said two Corporations heretofore existing and known as 'The University of Southern California' and 'The College of Liberal Arts of the University of Southern California' and that the several Boards of Trustees and Directors of the institutions thus consolidated shall be and are hereby authorized to transfer all property, real and personal, held by them, to said new Corporations so as to be formed, together with all powers, privileges and authority conferred on or enjoyed by them under their Articles of Incorporation or otherwise."

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 10th day of November, 1952.



President of University
of Southern California

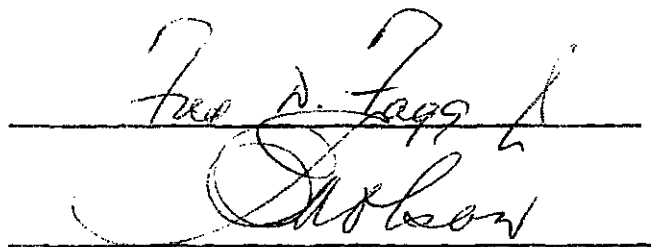


Secretary of University
of Southern California

STATE OF CALIFORNIA)
 : ss.
COUNTY OF LOS ANGELES)

FRED D. FAGG, JR. and EMIL A. OLSON, being first
duly sworn, each for himself deposes and says:

That FRED D. FAGG, JR. is, and was at all of the
times mentioned in the foregoing Certificate of Amendment,
the President of University of Southern California, the Cali-
fornia corporation therein mentioned, and EMIL A. OLSON is,
and was at all of said times, the Secretary of said corpora-
tion; that each has read said certificate, and that the state-
ments therein made are true of his own knowledge, and that
the signatures purporting to be the signatures of said Presi-
dent and Secretary thereto are the genuine signatures of said
President and Secretary, respectively.


The block contains two handwritten signatures. The top signature is "Fred D. Fagg, Jr." and the bottom signature is "Emil A. Olson". Both signatures are written in cursive and are placed over horizontal lines.

Subscribed and sworn to
before me this 10th day
of November, 1952.


Notary Public in and for said
County and State

My Commission Expires Nov. 3, 1954
NOTARY PUBLIC
In and for the County of Los Angeles, State of California

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