

OCT 20 2017 *OP*

0413254

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION

10

Andrew Hale Feinstein and Rajnesh Prasad certify that:

1. They are the President and the Secretary, respectively, of San José State University Research Foundation, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are hereby amended and restated as set forth in the attached Articles of Incorporation, which are incorporated by this reference as if set forth in full in this Certificate.
3. The foregoing amendment and restatement has been duly approved by this corporation's Board of Directors.
4. This corporation has no 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 of our own knowledge.

DATED: 9/22, 2017

[Signature]

Andrew Hale Feinstein, President

DATED: 9/14, 2017

[Signature]

Rajnesh Prasad, Secretary

ARTICLES OF INCORPORATION**OF****SAN JOSÉ STATE UNIVERSITY
RESEARCH FOUNDATION****ARTICLE I****Name**

The name of this corporation is San José State University Research Foundation.

ARTICLE II**Corporate Status**

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 public purposes. The specific purposes of this corporation are as described in Article III. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.

ARTICLE III**Purposes**

This corporation is organized and operated solely for the benefit of San José State University. This corporation is organized as an auxiliary organization under Section 89900, et seq. of the California Education Code, exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) and Section 509(a) of the Internal Revenue Code of 1986 as amended and for the following purposes:

(a) To operate exclusively for purposes within the meaning of the California Revenue and Taxation Code, Section 23701(d) (or corresponding provisions of any future California Revenue Law).

(b) Subject to the direction and approval of the University President or designee: to administer research projects and externally sponsored programs on behalf of the University, or other authorized auxiliary functions at San José State University, for the benefit of students, faculty, staff, and alumni in order to enhance and support the educational mission of the University; to operate as an integrated part of the University; and to apply the funds and properties coming into its control toward furthering University objectives.

(c) Subject to the direction and approval of the University President or designee, to purchase, own, sell and encumber and otherwise deal in and with such real and personal property as the Board of Directors of this corporation may find or consider to be suited to the primary purpose of advancing the welfare of San José State University and for promoting the common educational interests of San José State University.

(d) To do or refrain from doing any lawful act or thing which at any time may be authorized by the Board of Directors of this corporation, so long as the doing or refraining from doing the lawful act will advance the welfare of San José State University.

ARTICLE IV

Conformity with Law

This corporation shall be an auxiliary organization to San José State University, and shall conduct its operations in conformity with the California statutes governing such organizations (Chapter 7, commencing with Section 89900, of Part 55, Division 8, Title 3 of the Education Code) and the Regulations adopted by the Board of Trustees of California State University (Subchapter 6, commencing with Section 42400, of Chapter 1, Division 5 of Title 5 of the California Code of Regulations) as required by the Education Code, Section 89900(c).

ARTICLE V

Exempt Status

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE VI

Limitation on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VII
Irrevocable Dedication and Dissolution

This corporation irrevocably dedicates its assets for the benefit of San José State University. Upon the dissolution of this corporation, net assets other than trust funds shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or to a government for public purposes, as approved by the Board of Directors, the President of San José State University, and by the Chancellor of the California State University. Trust funds shall be distributed consistent with the terms of the trust instruments and section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

ARTICLE VIII
Officers and Directors

The Officers and number of Directors, their qualifications, powers, duties, terms of office, manner of removal and filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

ARTICLE IX
Members

This corporation shall have no members.

ARTICLE X
Voting

Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

ARTICLE XI
Amendment

The Articles of Incorporation of this corporation may be amended only by resolution of the Board of Directors adopted by the majority vote of the Board of Directors.



I hereby certify that the foregoing transcript of 4 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

OCT 28 2017 *ap*

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State