

0294750

A0736485

FILED
Secretary of State
State of California

DEC 21 2012

1 RH

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

The undersigned certify that:

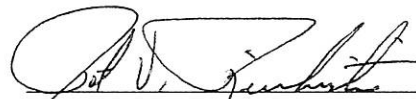
1. They are the Chairman and Secretary, respectively, of the **THE AGRICULTURAL FOUNDATION OF CALIFORNIA STATE UNIVERSITY, FRESNO**, a California corporation.
2. Article XI of the Articles of Incorporation of this corporation is amended to read as follows:

Upon dissolution of this corporation, net assets, other than trust funds, shall be distributed to a successor approved by the President of California State University, Fresno and by the Chancellor of the California State University. Any nongovernmental successor shall be a nonprofit organization organized and operated exclusively for charitable or educational purposes and must be qualified for federal tax exemption under Section 501(c)(3) of the United States Internal Revenue Code of 1986.

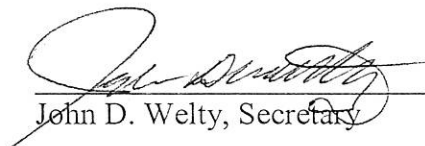
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.

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 and correct of our own knowledge.

Date: September 28, 2012



Pat V. Ricchiuti, Chairman of the Board



John D. Welty, Secretary

A427548

ENDORSED
FILED

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

DEC 31 1992

CERTIFICATE OF AMENDMENT OF
THE ARTICLES OF INCORPORATION OF
THE AGRICULTURAL FOUNDATION OF
CALIFORNIA STATE UNIVERSITY, FRESNO

MARCH FONG EU, Secretary of State

KENNETH BILLINGS AND JOHN D. WELTY certify that:

1. They are the Chairman and Secretary respectively of THE AGRICULTURAL FOUNDATION OF CALIFORNIA STATE UNIVERSITY, FRESNO, a California nonprofit, public benefit corporation.
2. The following amendments to the Articles of Incorporation have been approved by the Board of Directors.
 - a. Article II of the Articles of Incorporation is amended to read as follows:

In accordance with the provisions of Section 9913 of the California Corporations Code, this corporation elects to be governed by all of the provisions of the California Nonprofit Public Benefit Corporation Law not otherwise applicable to this corporation under Section 9910-9927 of the Code.

- b. Article III is amended to read as follows:

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.

- c. Article IV is amended to read as follows:

The charitable purpose for which this corporation is organized is to promote and assist the educational services of the School of Agricultural Sciences of California State University, Fresno.

- d. Article V is amended to read as follows:

This corporation shall have all benefits, privileges, rights and powers created, given, extended or conferred upon nonprofit corporations by the provision of the California Nonprofit Benefit Corporation Law, all other applicable laws and any additions or amendments thereto.

- e. Article VI is amended to read as follows:

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and does not contemplate the distribution of gains, profits or dividends to its directors or to any private individual. The property, assets, profits, and net income of this corporation are irrevocably dedicated to the charitable purposes set forth in Article IV, and no part of the profits or net income of this corporation shall ever inure to the benefit of any private individual except that this provision shall not be construed so as to prevent the payment to employees of reasonable compensation for services actually rendered to this corporation.

- f. Article VII is amended to read as follows:

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the 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 of 1986.

- g. Article IX is amended to read as follows:

The number of directors, the manner in which they shall be chosen and removed from office, their qualifications, powers, duties, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of directors, shall be as stated in the Bylaws.

- h. Article X is amended to read as follows:

This corporation shall have no members other than the persons constituting its Board of Directors. The persons constituting its Board of Directors shall, for the purpose of any

statutory provision or rule of law relating to nonprofit corporations otherwise, be taken to be the members of such corporation and exercise all the rights and powers of members thereof.


i. Article XI is amended to read as follows:

Upon dissolution of this corporation, net assets, other than trust funds, shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the California state University, Fresno, and approved by the President of the University and by the Board of Trustees of The California State University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Section 501(c)(3) of the United States Internal Revenue Code of 1986 and be organized and operated exclusively for charitable purposes.

j. Article XII is added to the Articles of Incorporation to read as follows:

The Articles of Incorporation of this corporation shall be amended only by the vote of a majority of the total voting membership of the Board of Directors, providing that the amendment has been submitted in writing at the previous regular meeting.

2. The Corporation has no members.



KENNETH BILLINGS
Chairman



JOHN D. WELTY
Secretary

VERIFICATION


Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his/her own knowledge.

Executed at Fresno, California

On December 15, 1992.



KENNETH BILLINGS
Chairman



JOHN D. WELTY
Secretary