

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

CRAFTON HILLS COLLEGE FOUNDATION

A California Nonprofit Public Benefit Corporation

**ENDORSED
FILED**
*In the office of the Secretary of State
of the State of California
MAR 27 1987
MARCH FONG EU, Secretary of State

One: The name of the corporation is "CRAFTON HILLS COLLEGE FOUNDATION."

Two: 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.

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and 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 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

Three: (a) No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code of 1986.

(b) All corporate property is irrevocably dedicated to the purposes set forth in Article Two, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

(c) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable purposes, which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal

revenue law) and which has established its tax-exempt status under Section 23701d of the California Revenue and Taxation Code (or the corresponding section of any future California revenue and tax law).

That organization shall be CRAFTON HILLS COLLEGE if it qualifies as a distributee under the provisions of this Article.

Four: 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 Sections 9910-9927 of the Corporations Code.

OFFICERS' CERTIFICATE OF AMENDMENT

OF THE

ARTICLES OF INCORPORATION

OF

CRAFTON HILLS COLLEGE FOUNDATION

A California Nonprofit Public Benefit Corporation

Kay Mason and Donald L. Singer certify that:

1. They are the duly elected and acting President and Secretary, respectively, of the corporation.

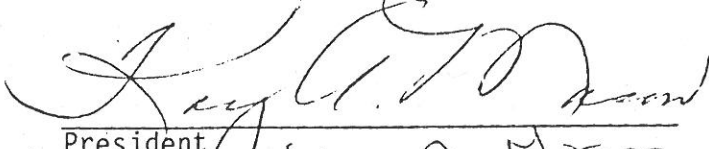
2. The articles shall be amended and restated to read as described in the "Amended and Restated Articles of Incorporation of CRAFTON HILLS COLLEGE FOUNDATION, a California Nonprofit Public Benefit Corporation", to which this Officers' Certificate is attached.

3. The amendment has been approved by the board.

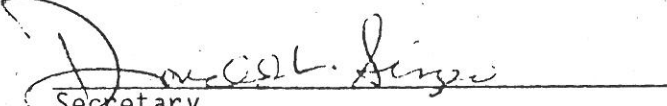
4. The amendment was approved by the required vote of members.

5. 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.

Dated: March 23, 1987



President Kay A. Mason



Secretary

DONALD L. SINGER

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AI-16644

ORIGINAL FILED

MAR 26 1973

DENNIS WARDLE
COUNTY CLERK

STATE OF CALIFORNIA



OFFICE OF THE SECRETARY OF STATE

I, *EDMUND G. BROWN JR.*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

MAR 21 1973



Edmund G. Brown Jr.

Secretary of State