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

JUL 31 2006

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**


The undersigned certify that:

1. They are the president and the secretary, respectively, of the San Jose State University Foundation, a California nonprofit corporation.
2. Article I is amended to read as follows: The name of this corporation is San Jose State University Research Foundation.
3. Article VIII: Disposition of Assets of the Articles of Incorporation of this corporation is amended to read as follows:
4. Article VIII:
Upon dissolution of the corporation, net assets, other than trust funds, shall be distributed to a successor approved by the president of the campus and by the CSU Board of Trustees. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Sections 501(a) and 501(c)(3) of the United States Internal Revenue Code, and be organized and operated exclusively for charitable, scientific, or educational purposes, or for a combination of said purposes. In the alternative, upon dissolution of the Corporation, net assets other than trust funds shall be distributed to San Jose State University. If, upon dissolution, this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of Santa Clara County, upon petition therefore by the Attorney General or by any person concerned in the liquidation. In no event shall any assets be distributed to any director or officer of this corporation.
5. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors on April 6, 2006.
6. The corporation has no members.

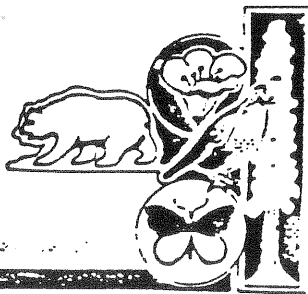
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: July 27, 2006


Don W. Kassing, President


Mary L. Sidney, Secretary

Foundation copy
provided by the
Chancellors office



State of California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate 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

APR 3 1987



March Fong Eu

Secretary of State



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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF THE
SAN JOSE STATE UNIVERSITY
FOUNDATION

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

MAR 26 1987

March Fong Eu
MARCH FONG EU, Secretary of State

GAIL FULLERTON and J. HANDEL EVANS certify that:

1. They are the President and the Secretary-Treasurer respectively of the SAN JOSE STATE UNIVERSITY FOUNDATION, a California nonprofit corporation.
2. The following amendments to the Articles of Incorporation have been approved by the Board of Directors:

Article VII has been amended to read as follows:

The number of Directors of the corporation, the manner in which they shall be chosen and removed from office, the manner of filling vacancies on the Board of Directors, and the manner of calling and holding meetings of the Directors, shall be as stated in the Bylaws.

Article VIII has been 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 San Jose State University, such corporation or corporations to be selected by the Board of Directors and approved by the President of the University and the Board of Trustees of The California State University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Sections 501(a) and 501(c)(3) of the United States Internal Revenue Code, and be organized and operated exclusively for charitable, scientific, or educational purposes, or for a combination of said purposes. In the alternative, upon dissolution of the Corporation, net assets other than trust funds shall be distributed to San Jose State University. If, upon dissolution, this Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the Santa Clara County, upon petition therefor by the Attorney General or by any person concerned in the liquidation. In no event shall any assets be distributed to any director or officer of this corporation.


Subparagraph (4) of Article IX has been amended to read as follows:

The total number of members of the corporation entitled to vote on or consent to the adoption of such amended Articles of Incorporation shall be as stated in the Bylaws.

3. The corporation has no members



Gail Fullerton
President



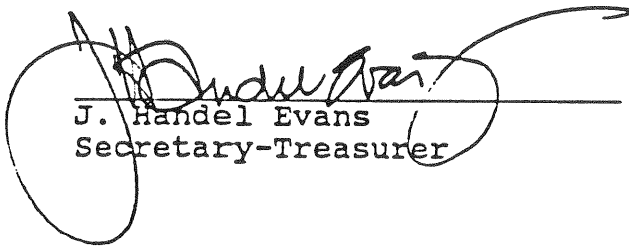
J. Handel Evans
Secretary-Treasurer

VERIFICATION

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his or her own knowledge, and that this declaration was executed on MAR 16 1987 at San Jose, California.



Gail Fullerton
President



J. Handel Evans
Secretary-Treasurer

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

NOV 29 1973



Edmund G. Brown Jr.
Secretary of State



Office of
March Fong Eu
Secretary of State
SACRAMENTO

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby
certify:

That on the 29th day of November, 19 73,
there was filed in this office a Certificate of Amendment
whereby Article I
of the Articles of Incorporation of CALIFORNIA STATE UNIVERSITY
FOUNDATION, SAN JOSE
a California corporation, was amended to set forth a change of corporate name
to SAN JOSE STATE UNIVERSITY FOUNDATION



IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
3rd day of March, 1975

March Fong Eu
Secretary of State

(ENDORSED)
FILED
DEC 6 1973
JOHN KAZUBOWSKI

Attachment 1

See newest version of inc.

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California
NOV 28 1973
EDMUND G. BROWN, Secretary of State
By JAMES E. HARRIS
Deputy

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
CALIFORNIA STATE UNIVERSITY FOUNDATION, SAN JOSE

The undersigned, JOHN H. BUNZEL and GLEN E. GUTTORMSEN, certify that they now are and at all times herein mentioned have been the duly elected and acting President and Secretary of CALIFORNIA STATE UNIVERSITY FOUNDATION, SAN JOSE, a non-profit California corporation, and that:

1. At a regular meeting of the Board of Directors of the corporation duly held at San Jose, California on October 9, 1973, the following Resolution was duly adopted:

RESOLVED, that the Articles of Incorporation of the CALIFORNIA STATE UNIVERSITY FOUNDATION, SAN JOSE, a non-profit California corporation, be and the same are hereby amended to read as follows:

"ARTICLES OF INCORPORATION
OF

SAN JOSE STATE UNIVERSITY FOUNDATION

ARTICLE I

The name of this corporation is SAN JOSE STATE UNIVERSITY FOUNDATION.

ARTICLE II

The corporation's purposes are:

(a) Primarily to advance the welfare of the SAN JOSE STATE UNIVERSITY, to assist it in fulfilling its objectives; to supplement the program and activities of the University in fulfilling its purposes and in serving the people of the State of California and especially those of the area in which the University is located.

(b) To engage generally in any activity relating to those described in paragraph (a) of Article II above and as from time to time authorized by the Board of Directors of the corporation;

(c) To act as partner or joint venturor or in any other legal capacity in any transaction;

(d) To have and exercise all rights and powers from time to time granted to a corporation by law.

The above purpose clauses shall not be limited by reference to or inference from one another, but each such purpose shall be construed as a separate statement conferring independent purposes and powers upon the corporation.

ARTICLE III

The principal office for the transaction of the business of the corporation is at the SAN JOSE STATE UNIVERSITY, San Jose, Santa Clara County, California.

ARTICLE IV

This corporation is organized pursuant to Part I, General Non-Profit Corporation Law, Division 2 of Title 1 of the Corporations Code of the State of California. This corporation is formed for purposes which do not contemplate the distribution of gains, profits, or dividends to the members thereof.

ARTICLE V

This corporation is not authorized to issue shares of stock.

ARTICLE VI

The members of the corporation shall be those members of the University Administration, University Faculty, University Student Body, and from the community at large who for the time being constitute its Board of Directors.

ARTICLE VII

(a) The number of Directors of the corporation is ten (10). Its members shall be:

1. The President of SAN JOSE STATE UNIVERSITY.
2. The Director of Business Affairs at SAN JOSE STATE UNIVERSITY.
3. The Academic Vice President of SAN JOSE STATE UNIVERSITY.
4. The Executive Vice President of SAN JOSE STATE UNIVERSITY.
5. The Dean of Graduate Studies and Research of SAN JOSE STATE UNIVERSITY.
6. Two (2) teaching faculty members to be elected by the other Directors of the corporation from SAN JOSE STATE UNIVERSITY.
7. The President of the Associated Students of SAN JOSE STATE UNIVERSITY, or his annual designee.
8. Two (2) non-university members from the community at large to be designated by the President of SAN JOSE STATE UNIVERSITY.

ARTICLE VIII

Upon dissolution of this corporation net assets other than trust funds shall be distributed to one or more non-profit corporations organized and operated for the benefit of the SAN JOSE STATE UNIVERSITY, or the students and faculty at that University, such corporation or corporations to be selected by the Board of Directors. Such non-profit corporation or corporations must be qualified for federal income tax exemption under Sections 501(a) and 501(c)(2) and (3) of the United States Internal Revenue Code of 1954 and be organized and operated exclusively for charitable,

scientific, literary or educational purposes, or for a combination of said purposes. In the alternative, upon dissolution of the corporation, net assets other than trust funds shall be distributed to the SAN JOSE STATE UNIVERSITY.

If, upon dissolution, this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which this corporation's principal office is located upon petition therefor by the Attorney General or by any person concerned in the liquidation.

In no event shall any assets be distributed to any member, director, or officer of this corporation.

ARTICLE IX

The names and addresses of five (5) persons who are to act in the capacity of Directors until the selection of their successors, are as follows:

JOHN T. WAHLQUIST	San Jose, CA
C. GRANT BURTON	San Jose, CA
E. S. THOMPSON	San Jose, CA
LAURENCE E. APPLETON	San Jose, CA
ROBERT I. McCLENAHAN	San Jose, CA

RESOLVED FURTHER, that said Articles of Incorporation amended to read as hereinabove set forth are adopted and approved.

2. At the meeting of the members of the corporation (its Members are its Directors), duly held at San Jose, California, on October 9, 1973, the Articles of Incorporation amended to read as hereinabove set forth in full were ratified and approved by a Resolution identical in form to said Directors' resolution set forth in paragraph 1 of this certificate.

3. The foregoing Amendment was adopted and approved at said members meeting by the total vote of seven (7) members.

4. The total number of members of the corporation entitled to vote on or consent to the adoption of such amended Articles of Incorporation is ten (10).

DATED: November 12, 1973

John H. Bunzel
JOHN H. BUNZEL
President

Glen E. Guttormsen
GLEN E. GUTTORMSEN
Secretary

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Each of the undersigned declares under penalty of perjury that the foregoing is true and correct and that this Certificate was executed on November 12, 1973, at San Jose, California.

John H. Bunzel
JOHN H. BUNZEL

Glen E. Guttormsen
GLEN E. GUTTORMSEN

NOV 15 1973
STATE OF CALIFORNIA
COUNTY OF SANTA CLARA

REPRODUCED FROM ORIGINAL