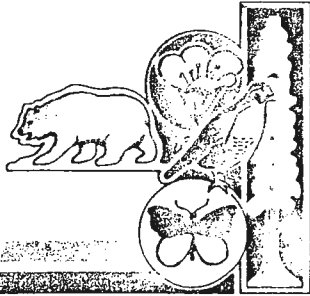


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State  
of  
California

OFFICE OF THE SECRETARY OF STATE

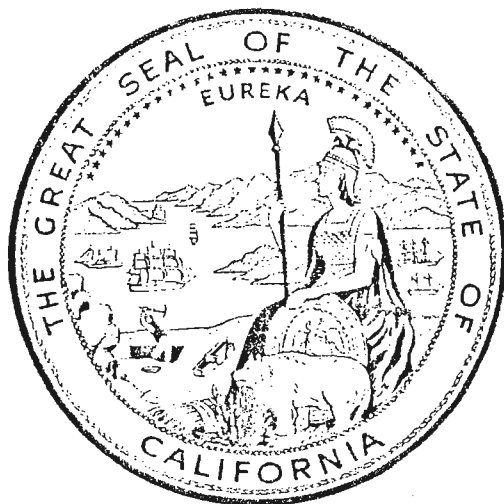
CORPORATION DIVISION

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

DEC 20 1991



*March Fong Eu*

Secretary of State

A412122

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
ASSOCIATED STUDENTS OF SAN FRANCISCO  
STATE COLLEGE

ENDORSED  
FILED  
In the Office of the Secretary of State  
of the State of California

DEC 6 1991

MARION FONZEU, Secretary of State

HATEM BAZIAN and MARK SALINAS certify that:

1. They are the President and Secretary respectively of the Associated Students of San Francisco State College, a California nonprofit, public benefit corporation.
2. The Preamble to the Articles of Incorporation of this Corporation which reads as follows is deleted:

We, the undersigned, citizens and residents of the State of California, and being the president, vice president, secretary and treasurer of the Associated Students of San Francisco State College, an unincorporated association, do, for and on behalf of said unincorporated association and pursuant to authorization first had and obtained from said association, associate ourselves together for the purpose of forming an educational and charitable non-profit corporation under the laws of the State of California, and particularly under the authority and pursuant to Title XII, Part Four, Division One, of the Civil Code of the State of California, and do hereby adopt the following articles of incorporation for the purpose of incorporating said existing unincorporated association named the Associated Students of San Francisco State College.

3. Article FIRST of the Articles of Incorporation of this Corporation is amended to read as follows:

That the name of this corporation shall be:

ASSOCIATED STUDENTS OF SAN FRANCISCO STATE  
UNIVERSITY

4. Subsection (j) of Article SECOND of the Articles of Incorporation of this Corporation is amended to read as follows:

To exercise and enjoy all rights, powers and privileges granted by the laws of the State of California to corporations of this character as are in force from time to time, including all powers

granted to such corporations by any and all acts heretofore or hereafter amendatory or supplemental to any of such laws now in effect, and the enumeration of said powers as herein specified, shall not be construed to exclude or waive any of the powers, rights or privileges granted or conferred by said laws now or hereafter in force.

5. Subsection (k) of Article SECOND of the Articles of Incorporation of this Corporation which reads as follows is deleted:

To exercise and enjoy all rights, powers and privileges granted by the laws of the State of California to corporations of this character as are in force from time to time, including all powers granted to such corporations by any and all acts heretofore or hereafter amendatory or supplemental to any of such laws now in effect, and the enumeration of said powers as herein specified, shall not be construed to exclude or waive any of the powers, rights or privileges granted or conferred by said laws now or hereafter in force.

6. Article THIRD of the Articles of Incorporation of this Corporation 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 members or to any member, director or officer. The property, assets, profits, and net income of this corporation are irrevocably dedicated to the charitable purposes set forth in Article Second.

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 Francisco State University, or the students, or the students and faculty at that University, such corporation or corporations to be selected by the Board of Directors, subject to approval by the President and the Board of Trustees pursuant to Section 42600(b) of the California Code of Regulations, Title 5. 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 of 1986 and be organized and operated exclusively for educational purposes. 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.

7. Article FOURTH of the Articles of Incorporation 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. All provisions relating to the members of this corporation shall also be as stated in the Bylaws.

8. Article FIFTH of the Articles of Incorporation of this Corporation is added to read as follows:

Amendments to these Articles of Incorporation shall be approved by a two-thirds (2/3) vote of the Board of Directors and by a two-thirds (2/3) vote of those members voting in a referendum held for that purpose.

9. Article SIXTH of the Articles of Incorporation of this Corporation 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 Sections 9910-9927 of the Code.

10. Article SEVENTH of the Articles of Incorporation of this Corporation 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.

11. Article EIGHTH of the Articles of Incorporation of this Corporation which reads as follows is deleted:

That this corporation is incorporated under the provision of Title XII, Part Four, Division One, of the Civil Code of the State of California, and shall have and possess all rights and powers authorized thereunder at present and by amendment thereto during the existence of this corporation, including the power to acquire, subscribe for, hold, own, pledge, and otherwise dispose of and vote shares of stock, bonds, and securities of any other corporation, domestic or foreign, when necessary or expedient for the administration of the affairs or attainment of the purposes of this corporation.

12. The foregoing amendments of the Articles of Incorporation have been duly approved by the Board of Directors.
13. The foregoing amendments of the Articles of Incorporation have been duly approved by the required vote of the members.

  
HATEM BAZIAN, President

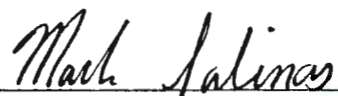
  
MARK SALINAS, Secretary

#### VERIFICATION

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

Executed at San Francisco, California  
on November 29, 1991

  
HATEM BAZIAN, President

  
MARK SALINAS, Secretary