

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE UC SANTA CRUZ FOUNDATION**

Donald E. Cooley and Frank D. Drake certify that:

1. They are the President and Acting Executive Secretary, respectively, of U.C. SANTA CRUZ FOUNDATION, a California nonprofit corporation.
2. The articles of incorporation of this corporation are amended and restated to read in their entirety as follows:

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**ARTICLE I
NAME**

The name of this corporation is U. C. SANTA CRUZ FOUNDATION.

**ARTICLE II
SPECIFIC PURPOSES.**

- A. 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 Charitable Purposes.
- B. The specific purposes of this corporation are:
 1. To promote a greater and better understanding in the community of the role of the University of California, Santa Cruz (“UCSC”), its policies and affairs, and its development needs;
 2. To solicit gifts and donations to the corporation for the benefit of UCSC, and to raise funds, and to encourage donors to enter into arrangements in support of the corporation and UCSC programs and activities;
 3. To provide financial assistance by grants, allocations, gifts, loans and other means, to UCSC, its support groups, undergraduates and graduate students and faculty;
 4. To foster, encourage and promote the scientific, literary, educational and charitable purposes of UCSC, by constructing, purchasing, establishing, maintaining, operating, conducting and giving to UCSC, scientific, literary, educational and charitable buildings, equipment and facilities or doing or causing to be done one or more of such things and all other things incidental thereto; and
 5. To do any other act or things and engage in and carry on any other activity in any manner connected with or incidental to, or calculated to promote, assist, aid or accomplish any of the aforesaid purposes.

**ARTICLE III
NONPROFIT CORPORATION LAW**

This corporation elects to be governed by all of the provisions of the California Nonprofit Corporation Law effective January 1, 1980, not otherwise applicable to it under Part 5 thereof.

ARTICLE IV
CHARITABLE PURPOSES

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.
- B. No substantial part of the activities of this corporation shall consist of lobbying or carrying on propaganda, or otherwise attempting to influence legislation, except as provided in section 501 (h) of the Internal Revenue Code, and this corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, except as provided in section 501 (h) of the Internal Revenue Code.

ARTICLE V
IRREVOCABLE DEDICATION

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to The Regents of the University of California, a California corporation, for the benefit of UCSC, if said Regents is then in existence and exempt under section 501 (c) (3) of the Internal Revenue Code, but if it is not then in existence or exempt, then to another nonprofit organization which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501 (c) (3) of the Internal Revenue Code.

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3. The foregoing amendment and restatement of articles of incorporation has been duly approved by the trustees of this corporation.
4. The foregoing amendment and restatement of articles of incorporation has been duly approved by the existing sole member of this corporation.

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, and that this declaration was executed on July 10, 1989, at Santa Cruz, California.

Donald E. Cooley,
President

Frank D. Drake
Acting Executive Secretary