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Secretary of State
State of California QP

DEC 21 2012

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

The undersigned certify that:

1. They are the Chairman and Secretary, respectively, of **FRESNO STATE PROGRAMS FOR CHILDREN, INC.**, a California corporation.
2. Article X of the Articles of Incorporation of this corporation is amended to read as follows:

Irrevocable Dedication and Dissolution

The property of this corporation is irrevocably dedicated to the charitable purposes as set forth in Article III, and no part of the net income or assets of this corporation shall ever inure to the benefit of any private person. 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 meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and which has established its tax-exempt status under Section 501(c)(3) of the 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 26, 2012

Sandra Witte 12/17/12
Sandra Witte, Chairman of the Board

Kathie Reid 12-17-12
Kathie Reid, Secretary

1935739
ENDORSEMENT
FILED

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

DEC 03 1996

Bill Jones
BILL JONES, Secretary of State

ARTICLES OF INCORPORATION

OF

FRESNO STATE PROGRAMS FOR CHILDREN, INC.

ARTICLE I

Name

The name of this corporation is:

FRESNO STATE PROGRAMS FOR CHILDREN, INC.

ARTICLE II

Corporate Status

This corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for Charitable purposes.

ARTICLE III

Purposes

This corporation is organized exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986. The charitable purposes for which this corporation is organized are to promote and assist the educational programs of California State University, Fresno. This corporation is organized, and at all time hereafter, will be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of said University.

ARTICLE IV

Conformity with Laws and Operating Agreement

This corporation shall be an auxiliary organization of the California State University, and shall conduct its operations in conformity with the California statutes governing such organizations (Chapter 7, commencing with Section 89900, of Part 55, Division 8, Title 3 of the California Education Code) and the Regulations established by the Board of Trustees of the California State University, (Subchapter 6, commencing with Section 42400, of Chapter 1, Division 5 of Title 5, of the California Code of Regulations) as required by the Education Code, Section 89900 (c).

ARTICLE V

Exempt Status and Limitations on Activities

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 distributing of statements) on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, this 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 (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986.

ARTICLE VI

Initial Agent for Service of Process

The name and address in the State of California of this corporation's initial agent for service of process is:

John W. Francis
761 West Kimberly Avenue
Placentia, California 92870-6343

ARTICLE VII

Directors

The number of Directors, their qualifications, powers, duties, terms of office, manner of removal and filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

ARTICLE VIII

Members

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

ARTICLE IX

Voting

Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

ARTICLE X

Irrevocable Dedication and Dissolution

The property of this corporation is irrevocably dedicated to the charitable purposes as set forth in Article III, and no part of the net income or assets of this corporation shall ever inure to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets (other than trust fund assets) remaining after payment, or provision

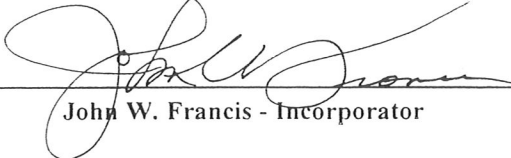
for payment, of all debts and liabilities of this corporation shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the California State University, Fresno, and approved by the President of the University and the Board of Trustees of the California State University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and be organized and operated exclusively for charitable purposes.

ARTICLE XI

Amendment

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, subject to the approval of the President of California State University, Fresno.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of California, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation this 2nd day of December, 1996.



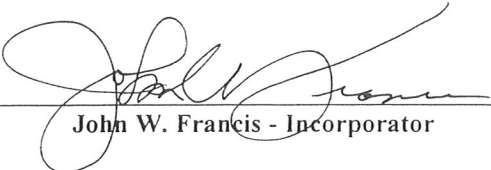
John W. Francis - Incorporator

DECLARATION

I am the person whose name is subscribed below. I am the Incorporator of FRESNO STATE PROGRAMS FOR CHILDREN, INC. I have executed these Articles of Incorporation. The foregoing Articles of Incorporation are my act and deed.

Executed on December 2, 1996, at Placentia, California.

I declare the foregoing to be true and correct.



John W. Francis - Incorporator