

RESOLUTION 04-05/02

**RESOLUTION TO AMEND
THE ARTICLES OF INCORPORATION OF THE
CALIFORNIA STATE UNIVERSITY, DOMINGUEZ HILLS FOUNDATION**

WHEREAS, the CSU Dominguez Hills Foundation is a California corporation authorized by Articles of Incorporation endorsed and filed with the Office of the Secretary of State of the State of California; and,

WHEREAS, the Articles of Incorporation contain a corporate dissolution clause that addresses the disposition of the net assets of the Foundation should the Foundation cease to exist as an auxiliary organization of California State University, Dominguez Hills and The California State University; and,

WHEREAS, the University Auditor of the Office of the Chancellor of The California State University has recommended in a recent audit of the Foundation that, "...the Foundation redraft its corporate dissolution clause in accordance with Title 5 and appropriately reflect this change in its Articles of Incorporation."; and,

WHEREAS, California Code of Regulations, Title 5. Education, Part V, Section 42600 (b) states that, "The articles of incorporation of an auxiliary organization shall contain a provision that upon dissolution of the organization, net assets, other than trust funds, shall be distributed to a successor approved by the president of the campus and by the Board of Trustees."; and,

WHEREAS, Foundation management has prepared a Certificate of Amendment of Articles of Incorporation, in accordance with the regulations of the Secretary of State of the State of California, for submittal to the Secretary of State, which amends the dissolution clause so that it is in compliance with Title 5 (see Exhibit A); and,

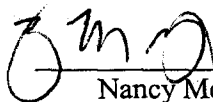
WHEREAS, the Finance and Audit Committee, at its meeting on November 9, 2004, approved the Certificate of Amendment of Articles of Incorporation; and,

WHEREAS, the Finance and Audit Committee recommends to the Board of Directors the approval of the Certificate of Amendment of Articles of Incorporation included in Exhibit A;

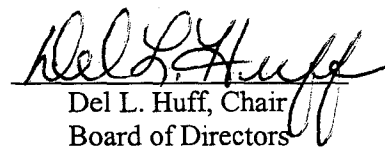
NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors approves the Certificate of Amendment of Articles of Incorporation.

Approved this 18th day of November, 2004.

Attest:



Nancy McGowan
Secretary-Treasurer



Del L. Huff, Chair
Board of Directors
California State University,
Dominguez Hills Foundation

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

The undersigned certify that:


1. They are the Chair of the Board of Directors and the Secretary-Treasurer, respectively, of the CALIFORNIA STATE UNIVERSITY, DOMINGUEZ HILLS FOUNDATION, a California corporation.
2. Article Fourth of the Articles of Incorporation of this corporation is amended to read as follows:

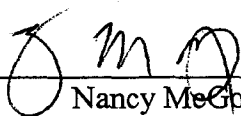
Upon dissolution of this corporation, net assets, other than trust funds, shall be distributed to a successor approved by the President of California State University, Dominguez Hills and by the Board of Trustees of The California State University.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the 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: NOVEMBER 19, 2004


Del L. Huff
Chair of the Board of Directors


Nancy McGowan
Secretary-Treasurer