REQUESTS FOR ARTICLES OF INCORPORATION

Anyone requesting the Foundation's Articles of Incorporation should be sent a copy of the January 7, 1983 Amended and Restated Articles as well as the December 7, 1984 Certificate of Amendment (which revises paragraph 3 of the original 1/7/84 Articles).
I, MARCH FONG EU, 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

DEC 7 1994

March Fong Eu
Secretary of State
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
THE UCLA FOUNDATION

WARREN C. CORDNER and JO ANN HANKIN certify that:

1. They are the President and Secretary, respectively, of The UCLA Foundation, a California non-profit public benefit corporation.

2. The Restated Articles of Incorporation (dated December 16, 1982) of said corporation shall be amended to strike in its entirety the first paragraph of Article Three (page 2), and to substitute a new first paragraph of Article Three to read as follows:

"Three: This corporation is organized and shall be operated exclusively for scientific, charitable and educational purposes (meeting the requirements for exemption provided for by California Revenue and Taxation Code Sec. 214), within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and Section 23701d of the California Revenue and Taxation Code, as amended. The property, assets, profits and net income of this corporation are irrevocably dedicated to said scientific, charitable and educational purposes (meeting the requirements for exemption provided for by California Revenue and Taxation Code Sec. 214), and no part of the profits or net income of this corporation shall ever inure to the benefit of any trustee, officer, or to any individual. Upon the dissolution or winding up of this corporation, the assets remaining after payment of, or provision for payment of, all of its debts and liabilities, to the extent not inconsistent with the terms of any endowment, devise, bequest, gift or donation, shall be distributed to UCLA, if UCLA is then in existence, and if UCLA is not then in existence, to the University of California, if the University is then in existence, and if the University of California is not then in existence, to an organization which is organized and operated exclusively for scientific, charitable or educational purposes (meeting the requirements for exemption provided for by California Revenue and Taxation Code Sec. 214), and which is exempt from taxation under Section 23701d of the California Revenue and Taxation Code, as amended (or the corresponding provision of any future California revenue law) and Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law) or to the federal government or to a state or local government."
3. This corporation has no members within the meaning of Section 5056 of the Non-Profit Public Benefit Corporation Law operative January 1, 1980. The foregoing Certificate of Amendment of Articles of Incorporation has been duly approved by the board of directors acting alone pursuant to Sections 5310(b)(1) and 5812(b)(3) of such law.

Warren C. Cordner, President

Jo Ann Hankin, Secretary

The undersigned declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing Certificate of Amendment are true of their own knowledge.

Executed at Los Angeles, California on November 30, 1984.

Warren C. Cordner

Jo Ann Hankin
I, MARCH FONG EU, 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

JAN 7  1983

March Fong Eu
Secretary of State
AMENDED AND RESTATED ARTICLES OF
THE UCLA FOUNDATION

Harold A. Haytin and Jo Ann Hankin certify that:

1. They are the president and secretary, respectively, of The UCLA Foundation, a California non-profit public benefit corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

"One: The name of this corporation is "THE UCLA FOUNDATION."

Two: This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law for public and charitable purposes to:

A. Foster, encourage and promote the scientific, literary, educational and charitable purposes of The University of California at Los Angeles ("UCLA") by constructing, establishing, maintaining, operating, conducting and giving to UCLA 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;

B. Promote a greater and better understanding in the community of UCLA's proper role, its policies and affairs, and its development needs;

C. Provide financial assistance by grants, allocations, gifts, loans and other means to UCLA, its support groups, undergraduate and graduate students and faculty;

D. Do any other act or thing and engage in or 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."
Three: This corporation is organized and shall be operated exclusively for scientific, literary, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and Section 23701d of the California Revenue and Taxation Code, as amended. The property, assets, profits and net income of this corporation are irrevocably dedicated to such purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any trustee, officer or to any individual. Upon the dissolution or winding up of this corporation, the assets remaining after payment of, or provision for payment of, all of its debts and liabilities, to the extent not inconsistent with the terms of any endowment, devise, bequest, gift or donation, shall be distributed to UCLA, if UCLA is then in existence, and if UCLA is not then in existence, to the University of California, if the University is then in existence, and if the University of California is not then in existence, to an organization which is organized and operated exclusively for scientific, literary, educational or charitable purposes and which is exempt from taxation under Section 23701d of the California and Revenue Taxation Code, as amended, (or the corresponding provision of any future California revenue law) and Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States internal revenue law) or to the federal government or to a state or local government.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any 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 1954, as amended (or the corresponding provision of any future United States internal revenue law); or

B. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law).
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 in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for political office.

Four: This corporation elects to be governed by all of the provisions of the Non-Profit Public Benefit Corporation Law operative January 1, 1980 not otherwise applicable to it under Part 5 of the Non-Profit Corporation Law.

3. This corporation has no members within the meaning of Section 5056 of the Non-Profit Public Benefit Corporation Law operative January 1, 1980. The foregoing Restatement and Amendment of Articles of Incorporation has been duly approved by the board of directors acting alone pursuant to Section 5310(b)(1) and 5812(b)(3) of such law.

[Signature]
Harold A. Haytin, President

[Signature]
Jo Ann Hankin, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge. Executed at [Los Angeles], California on [December 15], 1982.

[Signature]
Harold A. Haytin

[Signature]
Jo Ann Hankin