

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

DEC 18 2012

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ASSOCIATED STUDENTS, CALIFORNIA STATE UNIVERSITY, DOMINGUEZ HILLS
A California Nonprofit Public Benefit Corporation**

The undersigned, Djeneba Coulibaly and Shamshad Elimu, hereby certify that:

1. We are the duly elected and acting President and Acting Secretary, respectively, of Associated Students, California State University, Dominguez Hills, a California nonprofit public benefit corporation (the "Corporation");

2. Article VII of the Articles of Incorporation of this Corporation is hereby amended to read in its entirety as follows:

**"ARTICLE VII
Dedication and Dissolution**

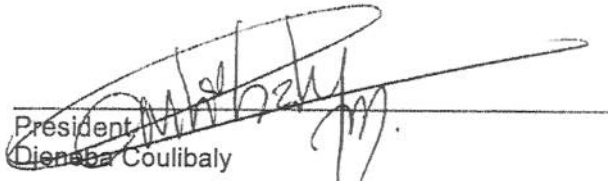
This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and does not contemplate the distribution of gains, profits or dividends to its members or to any private shareholder or individual. The property, assets, profits, and net income of this Corporation are irrevocably dedicated to the charitable purposes set forth in Article II, and no part of the profits or net income or assets of this Corporation shall ever inure to the benefit of any private shareholder or individual. Upon the 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 the California State University, Dominguez Hills such corporation or corporations to be selected by the Board of Directors of this Corporation and approved by the President of the University and the Chancellor 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 United States Internal Revenue Code of 1986, as amended and be organized and operated exclusively for educational purposes. In the alternative, upon dissolution of the corporation, net assets other than trust funds shall be distributed to the California State University, Dominguez Hills."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors of the Corporation.

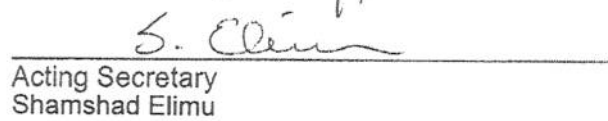
4. The foregoing amended and restated Articles of Incorporation of the Corporation have been duly approved by the members of the Corporation at a special election held during the Fall term.

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate of Amendment of the Articles of Incorporation are true and correct of his or her own knowledge.

IN WITNESS WHEREOF, the undersigned have hereunto personally signed this Certificate of Amendment of Articles of Incorporation on this 17th day of December, 2012.



President
Diensba Coulibaly



Acting Secretary
Shamshad Elimu



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 18 2012

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State