I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of [number] page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 09 2010

DEBRA BOWEN
Secretary of State
ARTICLES OF INCORPORATION
OF
THE UCSB FOUNDATION

First: The name of this corporation is: The UCSB Foundation.

Second: The purposes for which this corporation is formed, the specific and primary purpose for which it is formed being set forth in subparagraph (a) of this second article, are as follows:

(a) The specific activity in which the corporation is primarily to engage is the receipt of all lawful types of assets and in turn the distribution of all lawful types of assets, the making of donations to, dispensing charitable contributions through, and otherwise aiding and supporting the University of California at Santa Barbara, an organization qualified for exemption from Federal Income Tax under the Internal Revenue Code of 1954 as now in effect or as subsequently amended.

(b) To foster, encourage, and promote the scientific, literary, educational and charitable purposes of the University of California, Santa Barbara (hereinafter called "UCSB"), the Alumni Association of UCSB, the Office of Alumni Affairs and the Affiliates of UCSB by constructing, establishing, maintaining, operating, conducting and giving to UCSB, the Alumni Association of UCSB, the Office of Alumni Affairs and the Affiliates of UCSB, educational, scientific, literary 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;

(c) To provide financial assistance by gifts, loans or any other means, to UCSB, the Alumni Association of UCSB, the Office of Alumni Affairs and the Affiliates of UCSB for the advancement of UCSB, the Alumni Association of UCSB, the Office of Alumni Affairs and the Affiliates of UCSB, and to undergraduate and graduate students and faculty thereof;

(d) To receive endowments, devises, bequests, gifts, and donations of all kinds, of property for its own use, or in trust, for carrying out, or which would assist in carrying out, the objects and purposes of the corporation; and to do all things, and acts necessary or proper to carry out each and all of the purposes and provisions of such endowments, devises, bequests, gifts and donations, with full power to hold, mortgage, sell, lease, or otherwise dispose of the same in accordance with the terms of the particular endowment, devise, bequest, gift, or donation;

(e) To do any other act or thing and to 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, and for the purpose of attaining or furthering the same, to exercise all or any of said
powers, whether as principal, agent, or otherwise, and whether alone or with others, and to have and exercise all other rights, powers, and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the General Non-Profit Corporation Law of the State of California, including, but not limited to the following:

(1) To purchase, lease, or acquire, by gift or otherwise, and to hold, own, maintain, improve, alter, lease, sell, convey, mortgage, pledge or otherwise dispose of or encumber real and personal property of every kind and character, or any interest therein;

(2) To buy, own, hold, vote, encumber, pledge, mortgage, or sell shares of capital stock in any and all other corporations;

(3) To borrow money, give promissory notes, or bonds therefor, and secure the payment thereof by mortgage or deed of trust upon property, real or personal.

(f) Notwithstanding any or the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

The property of this corporation is irrevocably dedicated to educational, scientific, literary and charitable purposes. No part of the assets including net earnings of the corporation shall inure to the benefit of any director, hereinafter referred to as "trustee" or private individual, and upon the liquidation, dissolution, winding up or abandonment of the corporation all assets remaining after payment or provision for payment of all debts and liabilities of the corporation shall be distributed to the University of California for the benefit of the Santa Barbara campus. If the University of California shall not exist on the date of said liquidation, dissolution, winding up or abandonment of this corporation, then all assets remaining after payment or provision for payment of all debts and liabilities of the corporation shall be distributed to a legal entity, or entities, selected by the Board of Trustees, and organized and operated exclusively for educational, scientific, literary and charitable purposes, which entity or entities shall have established a tax exempt status under § 501 (c) (3) of the Internal Revenue Code. Distribution of the corporation's assets upon liquidation, dissolution, winding up or abandonment of the corporation shall be in such manner as may be directed by decree of the Superior Court of Santa Barbara County, upon petition therefor by the Attorney General as a party.

The corporation shall not permit members to profit financially from their membership in the corporation and it shall at all times be operated in such manner as to comply with each and all the requirements and provisions of Section 501 of the Internal Revenue Code of 1954 and Section 23701d of the Revenue and Taxation Code of the State of California relating to educational, scientific, literary and charitable organizations as said sections are now in force and as hereafter amended.

The corporation shall not carry on propaganda or otherwise attempt to influence legislation and shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Third: The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is Santa Barbara County.
Fourth: This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.

Fifth: The persons who are Trustees of this corporation from time to time shall be its only members and upon ceasing to be a Trustee of this corporation, any such person shall cease to be a member.

The by-laws of the corporation shall contain the following provisions, which shall not be amended, repealed or otherwise modified except by unanimous vote of the Trustees of the corporation:

The Board of Trustees shall be comprised of not more than forty-five (45) individuals. No compensation shall be paid to a Trustee for services rendered as such Trustee.

The composition and term of office of the Board of Trustees shall be as follows:

There shall be not less than eight (8) University Trustees, each of whom shall serve as a Trustee for so long as he or she holds the following titles:

(1) The Chancellor, UCSB
(2) The Executive Vice Chancellor, UCSB
(3) The Vice Chancellor, Administration, UCSB
(4) The Assistant to Chancellor, University Relations
(5) The Director of Development
(6) The Executive Director, UCSB Alumni Association
(7) President of the Academic Senate, UCSB
(8) Internal President of the Associated Students, UCSB

In the event a title or titles listed in this subparagraph ceases to be used at UCSB, the Chancellor at UCSB may designate, at his discretion, a Trustee or Trustees to replace the individual or individuals removed by virtue of any title change, and the Board of Trustees shall approve said designee or designees.

Subject to the limitations of this Article Fifth, one or more additional Trustees may be appointed at such time or times, and from time to time as the Board of Trustees may determine to be in the best interests of the corporation and necessary or proper or in furtherance of its educational and charitable purposes and objectives; provided however that the chairman of the Board of Directors of the Affiliates, President of the Alumni Association and the Chairman of the Chancellor's Council shall each serve as a Trustee and one third of the Trustees of the corporation shall be members of the Alumni Association, and who shall be hereinafter referred to in these articles as "alumni trustees."

Executive Committee Composition and Powers:
There shall be an Executive Committee of the Board of Trustees comprised of twelve (12) members. The Chairman of the Board of Trustees shall be the Chairman of the Executive Committee. Among the members of the Executive Committee there shall be included Chairmen of all Standing Committees and such persons as may be appointed by the Chairman within the limitations of this paragraph, including at least three (3) University Trustees, among whom shall be the Chancellor of UCSB, and four (4) Alumni Trustees.

Except as otherwise limited by law or the by-laws of the corporation, the Executive Committee shall have all the rights and powers of the Board of Trustees between meetings of the Board other than to amend the by-laws, and with this exception all action taken by it shall be valid and effective. The Executive Committee shall also serve in an advisory capacity to UCSB's Chancellor and shall act in this capacity in such manner as the Chancellor may request.

Ratification by the Board of Trustees of action taken by the Executive Committee held between meetings of the Board shall be mailed to each trustee by the Secretary of the corporation.

The Trustees of this corporation shall have no liability for dues or assessments. In the election of Trustees to those trusteeships for which election may be prescribed in by-laws of this corporation, each member of this corporation shall be entitled to one vote for each office to be filled.

Sixth: These Articles of Incorporation except as more stringently restricted by these Articles shall not be amended except with the vote or written consent of a majority of its Trustees.

Seventh: The names and addresses of the persons who are to act in the capacity of Trustees of this corporation until their successors take office are as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Vernon I. Cheadle</td>
<td>543 Channel Islands Road</td>
</tr>
<tr>
<td></td>
<td>University of California</td>
</tr>
<tr>
<td></td>
<td>Santa Barbara, California 93106</td>
</tr>
<tr>
<td>John W. Snyder</td>
<td>925 No. Ontare Road</td>
</tr>
<tr>
<td></td>
<td>Santa Barbara, California 93105</td>
</tr>
<tr>
<td>Stephen S. Goodspeed</td>
<td>2221 Las Tunas Road</td>
</tr>
<tr>
<td></td>
<td>Santa Barbara, California 93103</td>
</tr>
<tr>
<td>Dodge Crockett, Jr.</td>
<td>700 Park Lane</td>
</tr>
<tr>
<td></td>
<td>Santa Barbara, California 93108</td>
</tr>
<tr>
<td>Robert E. Bason</td>
<td>155 Canon View Road</td>
</tr>
<tr>
<td></td>
<td>Santa Barbara, California 93108</td>
</tr>
<tr>
<td>Dale Lauderdale</td>
<td>485 Camino Laguna Vista</td>
</tr>
<tr>
<td></td>
<td>Goleta, California</td>
</tr>
</tbody>
</table>
Eighth: Except as provided in These Articles, the authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges and liability of members shall be set as forth in the By-Laws.

In witness whereof, for the purpose of forming this corporation as a non-profit corporation under the laws of the State of California, for the purposes set forth in Article II hereof, we, the undersigned, constituting the incorporators of this corporation have executed these Articles of Incorporation this 26th and 27th day of June, 1973.

[Signed names of incorporators]

- 5 -
STATE OF CALIFORNIA  
COUNTY OF SANTA BARBARA  

On this twenty sixth day of June, 1973, before me, Molly Beth Beverly, a Notary Public for the State of California, personally appeared VERNON I. CHEADLE, JOHN W. SNYDER, STEPHEN S. GOODSPEED, DODGE CROCKETT, JR., ROBERT E. BASON and DALE LAUDERDALE, known to me to be the persons whose names are subscribed to the within Articles of Incorporation, and acknowledged to me that they have executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

__________________________
Molly Beth Beverly
Notary Public

(Notarial Seal)

STATE OF CALIFORNIA  
COUNTY OF SANTA BARBARA  

On this 27th day of June, 1973, before me, Wilma Kirk, a Notary Public for the State of California, personally appeared RONALD COOK, known to me to be the persons whose names are subscribed to the within Articles of Incorporation, and acknowledged to me that they have executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

__________________________
Wilma Kirk
Notary Public, Wilma Kirk

(Notarial Seal)
STATE OF CALIFORNIA
COUNTY OF SANTA BARBARA

On this 27th day of June, 1973, before me, Eleanore A. Aldrich, a Notary Public for the State of California, personally appeared BERNARD MAC ELHENNY, known to me to be the persons whose names are subscribed to the within Articles of Incorporation, and acknowledged to me that they have executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

Eleanore A. Aldrich
Notary Public

(Notarial Seal)

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

On this 27th day of June, 1973, before me, SOL Ruch, a Notary Public for the State of California, personally appeared TERI ITO SMITH, known to me to be the persons whose names are subscribed to the within Articles of Incorporation, and acknowledged to me that they have executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

SOL Ruch
Notary Public

(Notarial Seal)
STATE OF CALIFORNIA  
COUNTY OF Los Angeles 

On this 26th day of June, 1973, before me, KANDIS RAE STAFFANSON, a Notary Public for the State of California, personally appeared FRANKLIN T. LLOYD, known to me to be the person whose names are subscribed to the within Articles of Incorporation, and acknowledged to me that they have executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

KANDIS RAE STAFFANSON
Notary Public

STATE OF CALIFORNIA  
COUNTY OF Santa Barbara 

On this 26th day of June, 1973, before me, MOLLY BETH BEVERLY appeared ROGER WHALEN, known to me to be the persons whose names are subscribed to the within Articles of Incorporation, and acknowledged to me that they have executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

MOLLY BETH BEVERLY
Notary Public
STATE OF CALIFORNIA  
COUNTY OF Los Angeles

On this 27th day of June, 1972, before me, [Notary Public], a Notary Public for the State of California, personally appeared RICHARD WILLIAMS, known to me to be the persons whose names are subscribed to the within Articles of Incorporation, and acknowledged to me that they have executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

[Signature]
Notary Public

(NOTARIAL SEAL)
Ms. Janet Jauregui  
Office of the Secretary of State, Legal Division  
State of California  
State Capitol Building  
Sacramento, California 95814

Dear Ms. Jauregui:

This is to confirm our telephone conversation earlier today to the effect that the Articles of Incorporation for the UCSB Foundation, University of California at Santa Barbara, filed in your office this morning have the approval of the Office of the Chancellor. They also have been reviewed and approved by the Office of the President of the University and the University's General Counsel.

Sincerely yours,

[Signature]

John W. Snyder
Executive Vice Chancellor
CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

THE UCSB FOUNDATION

PHILLIP D. ROWE and CHARLES W. KNOX certify that:

1. They are the chair and the secretary, respectively, of The UCSB Foundation, a California non-profit corporation.

2. Article Second, Section (f) of the Articles of Incorporation is deleted and in its place the following language is added:

(f) Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

The property of this corporation is irrevocably dedicated to educational, scientific, literary and charitable purposes. No part of the assets including net earnings of the corporation shall inure to the benefit of any director, hereinafter referred to as "trustee," or private individual, and upon the liquidation, dissolution, winding up or abandonment of the corporation all assets remaining after payment or provision for payment of all debts and liabilities of the corporation shall be distributed to the University of California for the benefit of the Santa Barbara campus. If the University of California shall not exist on the date of said liquidation, dissolution, winding up or abandonment of this corporation, then all assets remaining after payment or provision for payment of all debts and liabilities of the corporation shall be
distributed to the Regents of the University of California, provided that the Regents remain a charitable organization and maintain their tax exempt status under § 501(c)(3) of the Internal Revenue Code, and if such exempt status is not maintained, then all assets shall be distributed to a legal entity, or entities, selected by the Board of Trustees, which are organized and operated exclusively for educational, scientific, literary and charitable purposes, which entity or entities shall have established a tax exempt status under § 501(c)(3) of the Internal Revenue Code. Distribution of the corporation's assets upon liquidation, dissolution, winding up or abandonment of the corporation shall be in such manner as may directed by decree of the Superior Court of Santa Barbara County, upon petition therefor by the Attorney General as a party.

The corporation shall not permit members to profit financially from their membership in the corporation and it shall at all times be operated in such manner as to comply with each and all the requirements and provisions of Section 501 of the Internal Revenue Code of 1954 and Section 23701d of the Revenue and Taxation Code of the State of California relating to educational, scientific, literary and charitable organizations as said sections are now in force and as hereafter amended.

The corporation has been organized and shall be operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No substantial part of the corporation's activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

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 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: 10/3/88

[Signature]
Phillip D. Rowe, Chair

[Signature]
Charles W. Knox, Secretary
RESTATED
ARTICLES OF INCORPORATION
OF
THE UCSB FOUNDATION

ROGER WHALEN and MARILYN GEVIRTZ certify that:

1. They are the Chairman of the Board and the Secretary, respectively, of The UCSB Foundation, a California corporation.

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

RESTATED ARTICLES OF INCORPORATION
OF
THE UCSB FOUNDATION
A California Nonprofit Public Benefit Corporation

I

The name of the corporation is: The UCSB Foundation.

II

The 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 for public and charitable purposes. The corporation's public purposes include aiding and supporting the University of California, Santa Barbara, its facilities, services, faculty, staff, and students. In the performance of its purpose, the Corporation shall have all rights and powers of a corporation formed under the California Nonprofit Public Benefit Corporation Law which may involve, but is not limited to, any form of aid or support not proscribed by the corporation's Articles of Incorporation or Bylaws, or by applicable law.

III

(A) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation except as provided in Section 501(h) of the Internal Revenue Code of 1986; and the corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code of 1986.
(B) All corporate property is irrevocably dedicated to the purposes set forth in ARTICLE II. No part of the net earnings of the corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders, or members, or to individuals.

(C) On the winding up and dissolution of the corporation, after paying or adequately providing for its debts, obligations and liabilities, the corporation shall distribute its remaining assets to an organization (or organizations) organized and operated exclusively for charitable, literary, or educational purposes which has established its tax-exempt status under 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and which has established its tax-exempt status under Section 23701(d) of the California Revenue and Taxation Code (or the corresponding provision of any future California revenue and tax law). That corporation shall be The Regents of the University of California (or any successor entity governing the University of California) if it qualifies as a distributee under the provisions of this Article, for the benefit of the UCSB Campus.

IV

The Trustees of the corporation shall be its only members. Upon ceasing to be a Trustee, a person shall also cease to be a member.

V

Pursuant to Section 9913 of the California Nonprofit Corporation Law, the corporation elects to be governed by all of the provisions of the new law not otherwise applicable to it.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Trustees.

4. The Trustees are the only members of the corporation.

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 9, 1989.

Roger Whalen, Chairman of the Board of Trustees

Marilyn Gaviria, Secretary

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09.06.89
CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the Chairman of the Board and Secretary, respectively, of The UCSB Foundation, a California corporation.

2. Article I of the Restated Articles of Incorporation of this corporation is amended to read as follows:

   The name of the corporation is: UC Santa Barbara Foundation.

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

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: November 1, 2007

Fredric Steck, Chairman of the Board

Susan Worster, Secretary