

**CERTIFICATE OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE TOWER FOUNDATION OF SAN JOSÉ STATE UNIVERSITY**

Constance B. Moore and Leslie Rohn certify that:

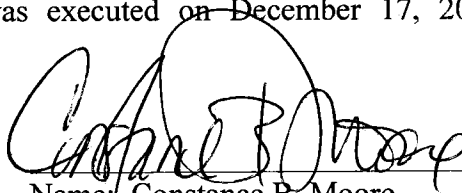
1. They are the chair of the board and secretary, respectively, of THE TOWER FOUNDATION OF SAN JOSÉ STATE UNIVERSITY, a California nonprofit public benefit corporation (the "Corporation").

2. The Articles of Incorporation of this corporation are hereby amended and restated to read in their entirety as set forth in Exhibit A attached hereto and incorporated herein by reference.

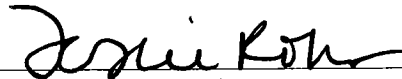
3. The Board of Directors has duly approved the Amended and Restated Articles of Incorporation attached hereto as Exhibit A.

4. The corporation has no members.

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements in the foregoing certificate are true and correct of his or her own knowledge, and that this declaration was executed on December 17, 2012, at San José, California.



Name: Constance B. Moore
Title: Chair of the Board



Name: Leslie Rohn
Title: Secretary

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE TOWER FOUNDATION OF SAN JOSÉ STATE UNIVERSITY

Article I
Name of Corporation

The name of the Corporation is The Tower Foundation of San José State University (the "Corporation").

Article II
Purpose of Corporation and
Tax-Exempt Status of Corporation

1. This 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 charitable and public purposes.

2. This Corporation is organized exclusively for educational purposes within the meaning of Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provision of any future United States internal revenue law. Subject to the foregoing, the purposes of the Corporation include the following:

A. The encouraging, soliciting, receiving, accepting, holding, investing and managing of money and property of every description, and the disbursement thereof for the promotion, development and advancement of the purposes and objectives of SAN JOSÉ STATE UNIVERSITY (hereinafter, "University"), and any other organization, qualified as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code and its regulations, which has among its primary corporate purposes providing assistance to the University, including but not limited to library aid, classroom, laboratory and other equipment, scholarships, fellowships, professorships, athletic and artistic programs, and other grants and loans of financial assistance.

B. To provide facilities by lease or otherwise, (i) to the University for any of its lawful purposes; (ii) to the SAN JOSÉ STATE UNIVERSITY RESEARCH FOUNDATION (hereinafter, “Research”) for research activities by faculty, staff and students of the University; (iii) to the SAN JOSÉ STATE UNIVERSITY ALUMNI ASSOCIATION (hereinafter, “Association”) for programs and facilities to engage alumni, students and others more closely in the mission of the University; and (iv) in conjunction with use by the University or Research, to other organizations, whether public or private, whose proximity to the educational or research activities of the University or its faculty, staff or students enhances such activities or provide career development opportunities for students of the University.

C. To receive and/or purchase, hold, and manage and administer such property as may be received or purchased by the Corporation, and to use and apply all or any part of the income or earnings there from as well as the principal thereof exclusively for cultural, scientific, literary or educational purposes, either directly or by contributions to organizations which are organized and authorized to carry out such activities, provided however, that said organizations qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, provided, however, that no part of such income or such principal shall be contributed to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or individual or any substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

3. The Corporation has not been formed for pecuniary profit or financial gain, and all corporate property is irrevocably dedicated to the purposes set forth in this Article II. No part of the net earnings of this Corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

Article III **Membership**

The Corporation shall have no voting members within the meaning of the California Nonprofit Corporation Law.

Article IV **Dissolution**

Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after the payment of all the just debts, obligations and liabilities of the Corporation (or after making adequate provision for the payment thereof) dispose of all its assets by transfer to the University or to such other non-profit organization or organizations organized and operated

exclusively for educational, charitable or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) that are approved by the Chancellor of the California State University and the Board of Trustees of the California State University.