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CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

of

AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF

THE STATE OF CALIFORNIA, INC.

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FILED
Secretary of State
State of California

JUN 24 2020

The undersigned certify that:

1. They are the co-presidents and the secretary, respectively, of AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE STATE OF CALIFORNIA, INC., a California public benefit corporation.

2. Article 4 and Article 5 of the Corporation's Articles of Incorporation are amended in full to read as follows:

lpc (CAS)

ARTICLE 4: Tax Exempt Status

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(4) of the Code, or cause it to lose such exempt status.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

ARTICLE 5: Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code, as amended.

- 3. The foregoing amendment has been duly approved by the board of directors.
- 4. The foregoing amendment has been duly approved by the required vote of the members.

Verification

Each of the undersigned declares under penalty of perjury under the laws of the State of California that that the statements in the foregoing certificate are true and correct of his or her own knowledge.

DATED: April 30, 2020

Cathy Foxhoven
Cathy Foxhoven, co-President

DATED: April 27, 2020

Jane Niemeier
Jane Niemeier, co-President

DATED: ²³April 23, 2020

Lynne Batchelor
Lynne Batchelor, Secretary