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FILED
Secretary of State
State of California

NOV 20 2018

IPC



RESTATED ARTICLES OF INCORPORATION

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 corporation.

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

ARTICLES OF INCORPORATION

FOR

AMERICAN ASSOCIATION OF UNIVERSITY WOMEN

OF THE STATE OF CALIFORNIA, INC.

A California Nonprofit Public Benefit Corporation

ARTICLE 1: Name

The name of this corporation is: AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF THE STATE OF CALIFORNIA, INC. (the "Corporation").

ARTICLE 2: Nonprofit Public Benefit Corporation

The Corporation is a non-profit 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 purposes.

ARTICLE 3: Purpose of Corporation

The Corporation is organized for the specific purpose of advancing equity for women and girls through advocacy, education and research.

ARTICLE 4: Charitable Organization

4.1 The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and shall carry out its charitable purposes through its direct activities and through distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other 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, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended.

4.2 No substantial part of the activities of the Corporation shall consist of carrying on lobbying or propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE 5: Charitable Dedication of Assets

5.1 The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

5.2 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) of the Internal Revenue Code, as amended.

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

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

5. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the California Department of Business Oversight.

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.

DATED: Sept 30, 2018

Cathy Foxhoven
Cathy Foxhoven, co-President

DATED: Sept 25, 2018

Jane Niemeier
Jane Niemeier, co-President

DATED: Sept 28, 2018

Lynne Batchelor
Lynne Batchelor, Secretary

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STATE OF CALIFORNIA
BUSINESS, CONSUMER SERVICES AND HOUSING AGENCY
DEPARTMENT OF BUSINESS OVERSIGHT

app-11005

Applicant: American Association of University Women of the State of California, Inc.

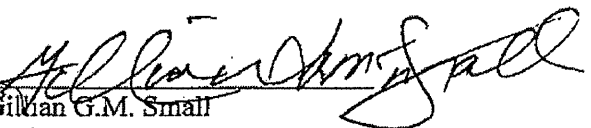
CERTIFICATE OF ISSUANCE OF PERMIT

1. By application filed on March 15, 2018, applicant seeks qualification for the offer and sale of securities under Corporations Code section 25121.
2. The terms and conditions of the proposed offer and sale of securities are described in that application and the Notice of Hearing executed on August 21, 2018.
3. At applicant's request and upon due notice to all persons to whom it is proposed to issue such securities, a hearing was held on September 25, 2018, before the Department of Business Oversight, upon the fairness of the terms and conditions of such offer and sale of securities. All proposed issuees had the right to appear.
4. The terms and conditions are fair and are approved. Qualification by permit for the offer and sale of such securities is effective the date hereof.

Dated: September 25, 2018
San Francisco, California



Jan Lynn Owen
Commissioner
Department of Business Oversight

By: 
Gillian G.M. Small
Senior Counsel

A0821327

STATE OF CALIFORNIA
BUSINESS, CONSUMER SERVICES AND HOUSING AGENCY
DEPARTMENT OF BUSINESS OVERSIGHT

app-11005

PERMIT

THIS PERMIT IS PERMISSIVE ONLY
AND DOES NOT CONSTITUTE A RECOMMENDATION OR ENDORSEMENT
OF THE SECURITIES PERMITTED TO BE ISSUED


Applicant: American Association of University Women of the State of California, Inc.

Applicant is hereby qualified to offer, sell and issue the securities described in the application filed on March 15, 2018, and any amendments and supplements thereto to the date hereof, to the persons described in said application, for the considerations, uses and purposes, and in the manner set forth in said application. This qualification is effective for 12 months from the date hereof.

Dated: September 25, 2018
San Francisco, California



Jan Lynn Owen
Commissioner
Department of Business Oversight

By: 
Gillian G.M. Small
Senior Counsel