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FILED  
in the office of the Secretary of State

GORDON S. WHITE and MICHAEL J. MCMAFF certify:

Secretary

adopted:

RESOLVED: That Article First of the articles of incorporation of this corporation be amended to read as follows:

FIRST: That the name of this corporation is:

CALIFORNIA MARITIME ACADEMY FOUNDATION, INC.

RESOLVED FURTHER, that the heading of said articles of incorporation of this corporation which now reads:

ARTICLES OF INCORPORATION  
OF

CALIFORNIA MARITIME ACADEMY FOUNDATION, INC.

OF

CALIFORNIA MARITIME ACADEMY FOUNDATION, INC.  
A Non-Profit Corporation

RESOLVED FURTHER: That Article Second of the articles of incorporation of this corporation be amended to read as follows:

SECOND: (a) The specific and primary purpose for which this corporation

is to be organized is to operate a non-profit corporation which will comply with the requirements of Section 501 (c) (3) of the Internal Revenue Code of the United States as it exists as of the date of incorporation of this corporation. This

dissolution.

(b) The general purposes for which this corporation is formed

(c) This corporation shall have and exercise all rights and powers conferred on corporations under the laws of the State of California... activity which in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article. SECOND

for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof and is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable and scientific purposes... of any private shareholder or individual. Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed

principal office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation.

This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of

3. That at a meeting of the members of said corporation, duly held at Vallejo, California, on October 18, 1971, a resolution was adopted and the wording of the in the directors' resolution in Paragraph 2 of this certificate

Resolution was adopted unanimously

*Gordon S. White*   
GORDON S. WHITE, President

MICHAEL SCHNAPP, Secretary

Each of the undersigned declares under penalty of perjury that the matters set

forth in the foregoing certificate are true and correct. Witness my hand and seal of

California, on Nov. 2-6, 1974.

*Barton S. White*

BARTON S. WHITE, President

*Michael S. Schaepp*

MICHAEL SCHAEPP, Secretary

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of the State of California

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CERTIFICATE OF AMENDMENT

CERTIFICATE OF AMENDMENT

ARTICLES OF INCORPORATION

OF  
CALIFORNIA MARITIME ACADEMY FOUNDATION, INC.

Richard B. Proham and James W. Bryant certify

1. That they are the president and secretary, respectively, of California Maritime Academy Foundation, Inc., a California corporation

2. That a meeting of the Board of Directors of such corporation, duly held at Vallejo, California on 6/1/51, the following resolution was adopted:

RESOLVED, That paragraph (d) of Article SECOND of the Articles of Incorporation of this corporation be amended to read as follows:

(d) This corporation is not organized, nor shall it be operated, for pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to the owners thereof and is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable and scientific purposes and no part of the profits or net income of this corporation shall ever be paid to the benefit of any director, officer or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable and scientific purposes and which has established its tax exempt status under Section 23701a of the Revenue and Taxation Code and/or Section 501(c)(3) of the Internal Revenue Code. Such nonprofit fund, foundation or corporation shall be approved by the President of California Maritime Academy and the Board of Trustees of the California State University."

RESOLVED, That Article SEVENTH be amended to read as follows:

"SEVENTH. This corporation shall be an auxiliary organization of the California State University and shall conduct its operations in conformity with the California statutes governing such organizations (Chapter 7, commencing with Section 89000, of Part 55, Division 2, Title 2 of the Education Code) and the Regulations adopted by the Board of Trustees of the California State University (Subchapter 6, commencing with Section 89000) and the provisions of the California Constitution and regulations required by the Education Code, Section 89000(e)."

That at a meeting of members of said corporation, duly held at Vallejo, California, on \_\_\_\_\_, the number of members who voted affirmatively for the adoption of said resolution is \_\_\_\_\_, and that the number of members constituting a quorum is seven. Resolutions adopted unanimously.

That the number of members who voted affirmatively for the adoption of said resolution is nine, and that the number of members constituting a quorum is seven. Resolutions adopted unanimously.

*Charlie Bonham*

~~W. F. BRYANT / J. W. BRYANT~~

Charlie L. Bonham, President

*J. W. Bryant*  
James W. Bryant, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Vallejo, California, on 4-4-97.

*Charlie Bonham*  
Charlie L. Bonham, President

*J. W. Bryant*  
James W. Bryant, Secretary

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of the State of California

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ARTICLES OF INCORPORATION

EDMUND G. BROWN, Jr. Secretary of State  
By Ralph B. Manning  
Deputy

OF

CALIFORNIA MARITIME ACADEMY ALUMNI FOUNDATION, INC.

A Non-Profit Corporation

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, GORDON WHITE, JACK HAMMERLAND  
and JAMES DRYANT, for ourselves and successors have associated  
ourselves together for the purpose of forming a corporation under  
and pursuant to the laws of the State of California, and we do hereby  
certify:

FIRST: That the name of this corporation is:  
CALIFORNIA MARITIME ACADEMY ALUMNI FOUNDATION, INC.

SECOND: (a) The specific and primary purpose for which  
this corporation is formed is to operate for the advancement of  
education and for charitable purposes by the distribution of its  
funds for such purposes. It is specifically the purpose to organize  
a non-profit corporation which will comply with the requirements  
of Section 501 (c) (3) of the Internal Revenue Code of the United  
States as it exists as of the date of incorporation of this  
corporation.

(b) The general purposes for which this cor-  
poration is formed are to operate exclusively for charitable and

(c) This corporation shall have and exercise all  
rights and powers conferred on corporations under the laws of the  
State of California, provided however that this

furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article SECOND.

(d) No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall enure to the benefit of any private person or individual or any member or director of this corporation, and on liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed to the California

Maritime Academy Foundation if it is then in existence and exempt under Section 501(c)(3) of the Internal Revenue Code but if not then in existence or exempt to other persons and which has established its tax exempt status under Section 501(c)(3) of the

(e) This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt to

intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.

FOURTH: 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 the County of Solano.

called and its affairs conducted by  
a board to be known as the Board of Directors

the number of

by the shareholders.

are appointed to act as the first directors are:

NAMES

WOODLAND AVENUE  
GORDON WHITE

Jack Hammerland

89 Woodland Way  
Piedmont, California 94611

James Bryant

403 Hilary Drive  
Tiburon, California 94920

SIXTH. None of the members or officers of this corpor-

debts or liabilities contracted or incurred by the corporation.

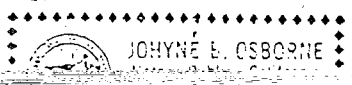
IN WITNESS WHEREOF for the purpose of forming this non-

including all of the persons named herein as the first directors,

of incorporation this 27th day of

*Johny E. Osborne*

*Gordon White*  
GORDON WHITE



*Jack Hammerland*

JAMES BRYANT

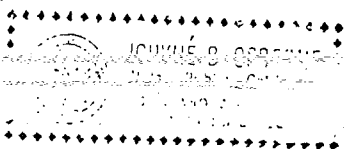


I hereby declare under the penalty of perjury that I am an incorporator and a director of the CALIFORNIA MARITIME ACADEMY ALUMNI FOUNDATION, INC., a Non-Profit Corporation, and that I have read the foregoing and know the contents thereof and the same is true of my own knowledge, except to the matters therein stated upon my information or belief, and as to those matters, believe it to be true.

Executed at Vallejo, California, the 27th day of September, 1972.

*[Signature]*  
 MY COMMISSION EXPIRES MAY 1, 1973

*Gordon White*  
 GORDON WHITE



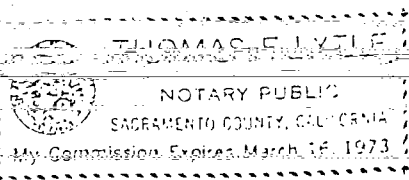
*Jack Hammerland*  
 JACK HAMMERLAND

*James Bryant*  
 JAMES BRYANT

STATE OF CALIFORNIA )  
 ) ss.  
 COUNTY OF SOLANO )

On this 27th day of September, 1972, before me THOMAS E. LYTLE a Notary Public in and for the County of Sacramento, State of California, personally appeared GORDON WHITE, JACK HAMMERLAND and JAMES BRYANT, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year before written.



*Thomas E. Lytle*