

**RESTATED ARTICLES OF INCORPORATION
OF
U.C. SAN DIEGO FOUNDATION
a California nonprofit public benefit corporation**

Steven W. Relyea and Carrie Banks Spillane certify that:

1. They are the President and Secretary, respectively, of U.C. San Diego Foundation, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

I

The name of this corporation is U.C. SAN DIEGO FOUNDATION.

II

A. 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 purposes.

B. The purpose of this corporation is to foster community support, promote philanthropic giving, invest and manage gift funds and assets, provide advice and counsel to the Chancellor and to act as advocates for the benefit of the University of California, San Diego campus, in accordance with applicable University policies, guidelines and procedures. These activities will be performed within the scope of Section 501(c)(3) of the Internal Revenue Code.

III

A. This corporation is organized and operated exclusively for charitable purposes described in Section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any other provision of these articles, this 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 or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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

IV

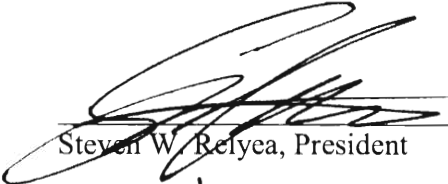
The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its 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, to carry out the purposes of the University of California, San Diego.

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

4. This corporation has no Members.

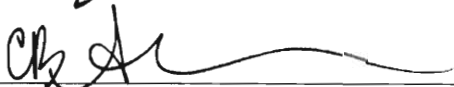
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: September 30, 2009



Steven W. Relyea, President

Date: September 29, 2009



Carrie Banks Spillane, Secretary

Restated Bylaws Approved by
the Board of Trustees on
September 25, 2009



UC San Diego Foundation

**UC SAN DIEGO FOUNDATION
CERTIFICATE OF CORPORATE RESOLUTION**

I, Carrie Banks Spillane, certify that:

1. I am the Secretary of the UC San Diego Foundation (UCSDF), a California 501(c)(3) corporation.
2. On September 25, 2009, the Board of Trustees of the UCSDF convened for a regular quarterly meeting, during which a quorum was present for voting.
3. At the above-referenced meeting, the Board of Trustees proposed and approved the following resolution:

RESOLVED, to adopt the restated Articles of Incorporation and amended Bylaws of the UC San Diego Foundation.

4. As of this date, the following are the officers of the UC San Diego Foundation:

Chancellor Marye Anne Fox
Chair Pauline Foster
Vice Chair John Cambon, '74
Vice Chair Julia Brown
Treasurer Brian Walsh, '89
President Steven W. Relyea
Assistant Treasurer Gary Matthews
Vice President Juli Larsen
Vice President J. Greg Barrett
Chief Financial Officer Marlene D. Shaver
Secretary Carrie Banks Spillane

A handwritten signature in black ink that reads "Carrie Banks Spillane".

September 29, 2009

Carrie Banks Spillane
Corporate Secretary
UC San Diego Foundation

Date