

VIRGINIA STATE UNIVERSITY FOUNDATION
ARTICLES OF AMENDMENT AND RESTATEMENT

1. Name. The name of the Corporation is the Virginia State University Foundation (the "Foundation").
2. The Amendment and Restatement. The Amendment deletes Articles II through VI of the Articles of Incorporation and replaces such Articles with new Articles II through VIII that contain required language under Section 501(c)(3) of the Internal Revenue Code, set forth the manner of the appointment and election of trustees, and provide for indemnification of officers and trustees of the Foundation. The Restatement restates the Articles of Incorporation as amended, in their entirety. The Amendment and Restatement required Board Approval.
3. Board Action. The Board of Trustees, by unanimous written consent dated June 6, 2002, found that the best interests of the Foundation would be served by amending and restating its Articles of Incorporation in the manner described in Section 2 and directed that the proposed Amendment and Restatement, a copy of which is attached hereto, be approved.
4. Member Action. The Foundation has no members.
5. Certificate Required by Law. These Articles of Amendment and Restatement contain all of the information required by Section 13.1-1889 of the Code of Virginia, and this paragraph constitutes the Certificate required by that Section.

Dated: 7/01, 2002

VIRGINIA STATE UNIVERSITY FOUNDATION

By: 

Larry J. Saunders, Chairman

