

**ARTICLES OF INCORPORATION OF
THE TOWER FOUNDATION OF SAN JOSÉ STATE UNIVERSITY**

Approved by the Board of Directors of the Tower Foundation of San José State University on this 15th day of April, 1964.

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE TOWER FOUNDATION OF SAN JOSÉ STATE UNIVERSITY**

Article I
Name of Corporation

The name of the Corporation is The Tower Foundation of San José State University (the "Corporation").

Article II
Purpose of Corporation and
Tax-Exempt Status of Corporation

1. 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 and public purposes.

2. This Corporation is organized exclusively for educational purposes within the meaning of Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provision of any future United States internal revenue law. Subject to the foregoing, the purposes of the Corporation include the following:

A. The encouraging, soliciting, receiving, accepting, holding,

B. To provide facilities by lease or otherwise, (i) to the University for any of its lawful purposes; (ii) to the SAN JOSÉ STATE UNIVERSITY RESEARCH FOUNDATION (hereinafter, “Research”) for research activities by faculty, staff and students of the University; (iii) to the SAN JOSÉ STATE UNIVERSITY ALUMNI ASSOCIATION (hereinafter, “Association”) for programs and facilities to engage alumni, students and others more closely in the m

