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ENDORSED
FILED
In the office of the Secretary of State
of the State of California

FEB 2 1996

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF THE
CALIFORNIA MARITIME ACADEMY MIDSHIPMAN'S FUND

GILL JONES
SECRETARY OF STATE

MARY LYONS and JILL JOHNS certify that:

1. They are the President and Secretary-Treasurer respectively of the CALIFORNIA MARITIME ACADEMY MIDSHIPMAN'S FUND, a California nonprofit, public benefit corporation.
2. The following amendments to the Articles of Incorporation have been approved by the Board of Directors.
3. The following amendments to the Articles of Incorporation have been approved by the members of the Corporation.
4. Article I of the Articles of Incorporation is amended to read as follows:

The name of this Corporation is the: Associated
Students of the California Maritime Academy.

5. Article II of the Articles of Incorporation is amended to read as follows:

This Corporation, an auxiliary organization of The California State University, is established at the California Maritime Academy pursuant to Education Code Section 89300. This Corporation shall conduct its operations in conformity with Regulations established by the Board of Trustees of The California State University as required by Education Code Section 89900(c), and it shall be operated as an integral part of the California Maritime Academy under the supervision of the President of the California Maritime Academy as required by Education Code Section 89300 and by the California Code of Regulations, Title 5, at Sections 42401 and 42402.

6. Article III of the Articles of Incorporation is amended to read as follows:

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. The specific purpose of this Corporation is to sponsor, promote, and conduct essential activities closely related to but not normally included as a part of the instructional program of the California Maritime Academy, subject to the laws of the State of California and the Regulations, policies and standing orders of the Board of Trustees of The California State University. With the specific objective of serving the needs of California Maritime Academy students, the Corporation exists to develop student leadership—skills through participation in self-governance, enhance the quality of campus life for students and the entire California Maritime Academy community, and provide a forum for representing the interests of the entire student body.

This Corporation shall have all benefits, privileges, rights and powers created, given, extended or conferred upon nonprofit corporations by the provisions of the California Nonprofit Public Benefit Corporation Law, all other applicable laws and any additions or amendments thereto, except as may be limited by Article II.

7. Article IV of the Articles of Incorporation is amended to read as follows:

This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any

political campaign on behalf of or in opposition to any candidate for public office.

8. Article V of the Articles of Incorporation is amended to read as follows:

The manner in which Officers and Directors shall be chosen and removed from office, their qualifications, number, powers, duties, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be stated as in the Constitution and Bylaws.

Officers and Directors of this Corporation are not liable for the debts, liabilities, or obligations of this Corporation.

9. Article VI of the Articles of Incorporation is amended to read as follows:

The qualifications of members of this Corporation, the different classes of membership, if any, voting and other rights and privileges of members, shall be as stated in the Constitution and Bylaws.

Members of this Corporation are not liable for the debts, liabilities, or obligations of this Corporation.

10. Article VII of the Articles of Incorporation is amended to read as follows:

This Corporation is not organized, nor shall it be operated for pecuniary gain or profit, and does not contemplate the distribution of gains, profits or dividends to its members or to any private shareholder or individual. The property, assets, profits and net income of this Corporation are irrevocably dedicated to the charitable purposes set forth in Article III, and no part of the profits or net income or assets of this Corporation shall ever inure to the benefit of any private shareholder or individual.

Upon the dissolution of this Corporation, net assets, other than trust funds, shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the

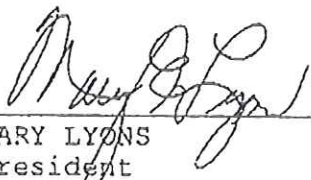
California Maritime Academy, such corporation or corporations to be approved by the President of the California Maritime Academy and the Board of Trustees of The California State University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 and be organized and operated exclusively for charitable purposes.

11. Article VIII of the Articles of Incorporation is amended to read as follows:

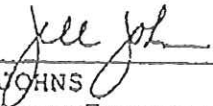
There shall be two methods of proposing an amendment to these Articles of Incorporation; an affirmative vote of at least two-thirds (2/3) of a quorum of A.S. Council, or a petition bearing the signatures of at least ten (10) percent of the total regular membership of the Associated Students. Amendments must then be approved by two-thirds (2/3) of the total votes cast on this issue at any special or regular election held during the Fall or Spring semesters.

12. Article IX of the Articles of Incorporation is amended to read as follows:

In accordance with the provisions of Section 9913 of the California Corporations Code, the Corporation elects to be governed by all of the provisions of the California Nonprofit Public Benefit Corporation Law not otherwise applicable to the Corporation under Sections 9910-9927 of the Corporations Code.



MARY LYONS
President

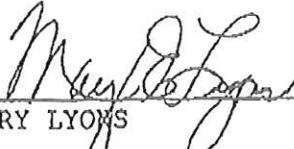


JILL JOHNS
Secretary-Treasurer

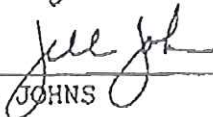
VERIFICATION

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his own knowledge.

Executed at Vallejo, California
on January 31 , 1996



MARY LYONS



JILL JOHNS

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF THE
ASSOCIATED STUDENTS OF THE CALIFORNIA MARITIME ACADEMY**

THOMAS A. CROPPER and JAMES DALSKÉ certify that:

1. Article VII of the Articles of Incorporation is amended to read as follows:

This Corporation is not organized, nor shall it be operated for pecuniary gain or profit, and does not contemplate the distribution of gains, profits, or dividends to its members or to any private shareholder or individual. The property, assets, profits and net income of this Corporation are irrevocably dedicated to the charitable purposes set forth in Article III, and no part of the profits or net income or assets of this Corporation shall ever inure to the benefit of any private shareholder or individual.

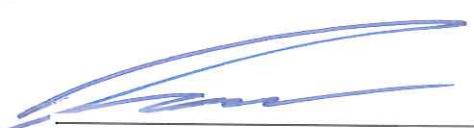
Upon the dissolution of this Corporation, net assets, other than trust funds, shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the California Maritime Academy, such corporation or corporations to be approved by the President of the California Maritime Academy and the Chancellor of the California State University System. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Section 501 (c) (3) of the Internal Revenue Code of 1986 and be organized and operated exclusively for charitable purposes.



THOMAS A. CROPPER
President



JAMES DALSKÉ
Executive Director, ASCMA



LAWRENCE NORTHROP
Executive President, ASCMA