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**FILED**  
Secretary of State  
State of California

JAN 22 2014

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ARTICLES OF INCORPORATION

OF

THE UNIVERSITY OF CALIFORNIA HOME LOAN PROGRAM CORPORATION

I.

The name of this corporation is: THE UNIVERSITY OF CALIFORNIA HOME LOAN PROGRAM CORPORATION.

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 specific purposes of this corporation shall be to engage in programs and activities to assist The Regents of the University of California ("The Regents") in performing its governmental and educational functions, including, but not limited to, undertaking the various activities and functions currently performed by the Office of Loan Programs of the Regents. Subject to Article IV.B of these articles, this corporation shall be permitted to conduct other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law.

C. This corporation is formed for the benefit of The Regents by conducting programs or activities that The Regents would otherwise conduct and otherwise assisting The Regents and thereby to further the charitable and educational functions of The Regents, and it shall be operated, supervised and controlled by The Regents within the meaning of Section 509(a)(3) of the Internal Revenue Code of 1986 (the "Code").

## III.

The name in the State of California of this corporation's initial agent for service of process is:

CT Corporation System

The initial street and mailing address of this corporation is:

1111 Franklin Street  
Oakland, California 94607-5201

## IV.

A. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code.

B. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

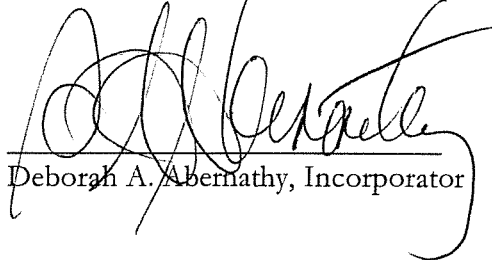
C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf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

## V.

A. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net earnings or assets of this corporation shall inure to the benefit of (or be distributable to) any director or officer of this corporation or other private person, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes.

B. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to The Regents for a charitable or public purpose. In the event that The Regents does not accept the assets of this corporation so offered in dissolution, the assets of the corporation shall be distributed as determined by the board of directors of the Corporation to one or more state or local governmental units as defined in Section 1.103-1 of the Treasury Regulations or the agencies or instrumentalities thereof for public purposes and/or to one or more nonprofit funds, foundations or corporations which are organized and operated exclusively for charitable purposes and which are then recognized by the Internal Revenue Service as organizations described in Section 501(c)(3) of the Code.

Dated: January 22, 2014.



Deborah A. Abernathy, Incorporator



I hereby certify that the foregoing  
transcript of 3 page(s)  
is a full, true and correct copy of the  
original record in the custody of the  
California Secretary of State's office.

JAN 23 2014

Date: \_\_\_\_\_ CLK

*Debra Bowen*  
DEBRA BOWEN, Secretary of State