

**CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF ARTICLES OF INCORPORATION
OF
PITZER COLLEGE
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

LAURA SKANDERA TROMBLEY and JENNIFER BERKLEY certify that:

1. They are the President and Secretary, respectively, of PITZER COLLEGE, a California nonprofit public benefit corporation ("Corporation").
2. The Articles of Incorporation ("Articles") of this Corporation are amended and restated in their entirety to read as follows:

"ARTICLE I
NAME

The name of this Corporation is PITZER COLLEGE.

ARTICLE II
ELECTION

This Corporation elects to be governed by all of the provisions of the Nonprofit Public Benefit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof.

ARTICLE III
PURPOSE

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 are:

- (1) to establish, conduct and maintain an educational institution of collegiate grade for men and women, the advancement of their intellectual, scientific, moral and spiritual improvement through the dissemination of knowledge, the development of research and the promotion of the broad and inclusive interest of learning, with all the powers and privileges by law conferred upon or permitted to be exercised by such Corporation, including the granting of literary honors in the giving of suitable diplomas;
- (2) to engage in any other activities in furtherance of the purposes for which this Corporation is formed; and
- (3) to receive, invest and utilize funds and property acquired through the solicitation of contributions, donations, grants, gifts, bequests and the like for the purposes for which the Corporation is formed.

ARTICLE IV
LIMITATION ON CORPORATE ACTIVITIES

A. The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

B. Notwithstanding any other provision of these Restated Articles of Incorporation or the Bylaws for this Corporation, the 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 of 1986, as amended, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

C. No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this Corporation 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.

ARTICLE V
DEDICATION AND DISSOLUTION

A. The property of this Corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption under Section 214 of the California Revenue and Taxation Code, 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.

B. On the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption under Section 214 of the California Revenue and Taxation Code and which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

C. If this Corporation holds any assets in trust, or if the Corporation is formed for charitable purposes, then such assets shall be disposed of on dissolution in conformity with this Corporation's Articles of Incorporation or Bylaws subject to complying with the provisions of any trust under which such assets are held. The disposition shall be in such manner as may be directed by decree of the Superior Court of the county in which the Corporation has its principal office, on petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party. Such decree of the Superior Court may be waived if the Attorney General makes a written waiver of objections to the disposition.

ARTICLE VI
AMENDMENT

These Articles of Incorporation may be amended or repealed, or new Articles of Incorporation may be adopted, only by the approval of a majority of the Board of Trustees of the Corporation.”

3. The foregoing amendment and restatement of the Articles has been duly approved by the Board of Trustees of this Corporation.

4. The 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: May 14, 2007

PITZER COLLEGE, a California nonprofit public
benefit corporation

LAURA SKANDERA TROMBLEY, President

JENNIFER BERKLEY, Secretary