

Auxiliary and Business Services



Articles of Incorporation



AUXILIARY AND BUSINESS SERVICES
Articles of Incorporation
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*California State University, Stanislaus
Auxiliary and Business Services*

*Certificate of Amendment
Endorsed November 14, 2012*

A0735064

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

NOV 14 2012

CERTIFICATE OF AMENDMENT
California State University Stanislaus
Amended Article of Incorporation
Auxiliary and Business Services

The undersigned certify that:

1. They are the President and Secretary, respectively, of the California State University, Stanislaus Auxiliary and Business Services.

2. Article VII of the Articles of Incorporation of this corporation is amended to read as follows:

"ARTICLE VII"

Irrevocable Dedication and Dissolution

The Property of this corporation is irrevocably dedicated to the charitable purposes set forth in Article III, and no part of the net income or assets of this corporation shall ever inure to the benefit of any private person. Upon 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 one or more nonprofit corporations organized for the benefit of California State University Stanislaus, approved by the President of the University and the Chancellor of the California State University. Such non-profit corporation or corporation must be qualified for the 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."

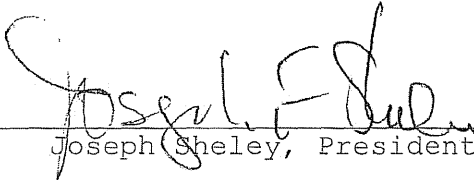
3. The foregoing amended Article of Incorporation has been approved by a resolution duly adopted by the governing board by the vote of a majority of the total membership of the board, and approved by the University President as required by Article XI.

4. The corporation has no members.

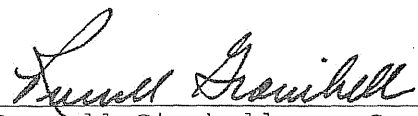
Verification

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: November 6, 2012



Joseph Sheley, President



Russell Giambelluca, Secretary



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 03 2012

Date: _____

Debra Bowen

DEBRA BOWEN, Secretary of State

*California State University, Stanislaus
Auxiliary and Business Services*

*Restated Articles of Incorporation
Endorsed December 22, 2011*

DEC 22 2011

California State University, Stanislaus
Articles of Incorporation
Auxiliary and Business Services

RESTATED ARTICLES OF INCORPORATION OF AUXILIARY AND BUSINESS SERVICES

The undersigned certify that:

1. They are the Chair and Secretary, respectively, of the California State University, Stanislaus Auxiliary and Business Services.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I

Name

The name of this corporation is:

CALIFORNIA STATE UNIVERSITY, STANISLAUS
AUXILIARY AND BUSINESS SERVICES.

ARTICLE II

Corporate Status

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 public and charitable purposes.

ARTICLE III

Purposes

This Corporation is organized and operated solely for the benefit of California State University, Stanislaus. This corporation is organized as an auxiliary organization under Section 89900, et seq. of the California Education Code, exclusively for educational and charitable purposes within the meaning of Internal Revenue Code Section 501(c)(3) or the corresponding provision of any future United States internal revenue law for the following specific purposes:

(a) To operate exclusively for purposes within the meaning of the California Revenue and Taxation Code, Section 23701d (or corresponding provisions of any future California Revenue Law).

(b) Subject to the direction and approval of the University President or designee, to operate facilities, programs and projects in support of the University, or other authorized auxiliary organization functions at California State University, Stanislaus, for the benefit of students, faculty, staff, and alumni in order to support and enhance the educational mission of the University operating as an integrated part of the overall University campus operations, and to apply the funds and properties coming into its control toward furthering the educational programs and services carried on or approved by the University President or a designee.

(c) Subject to the direction and approval of the University President or designee, to purchase, own, sell and encumber and otherwise deal in and with such real and personal property as the Board of Directors of this corporation may find or consider to be suited to the primary purpose of advancing the educational mission of California State University, Stanislaus as approved by the University President or a designee.

(d) To do or refrain from doing any lawful act or thing which at anytime may be authorized by the Board of Directors or members of this corporation, so long as the doing or refraining from doing the lawful act will advance the educational mission of California State University, Stanislaus.

ARTICLE IV Conformity with Law

The corporation shall be an auxiliary organization to California State University, Stanislaus, and shall conduct its operations in conformity with the California statutes governing such organizations (Chapter 7, commencing with Section 89900, of Part 55, Division 8, Title 3 of the Education Code) and the Regulations adopted by the Board of Trustees of California State University (Subchapter 6, commencing with Section 42400, of Chapter 1, Division 5 of Title 5 of the California Code of Regulations) as required by the Education Code, Section 89900(c).

ARTICLE V
Exempt Status

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, 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 the purposes set forth in Article III hereof.

ARTICLE VI
Limitation on Activities

No substantial part of the activities of this corporation shall consist of carrying on of propoganda, or otherwise attempting to influence legislation (except as otherwise permitted by Internal Revenue Code Section 501(h)), and this corporation shall not participate in or intervene in (including the publishing or distributing statements) any political campaign on behalf of any candidate for public office.

ARTICLE VII
Irrevocable Dedication and Dissolution

This corporation irrevocably dedicates its assets for the benefit California State University, Stanislaus. Upon the dissolution of this corporation, net assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, other than trust funds, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or to a government successor for public purposes, as approved by the President of California State University, Stanislaus and by the Board of Trustees of California State University. Trust funds shall be distributed consistent with the terms of the trust instruments and section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal Internal Revenue Code law).

ARTICLE VIII
Officers and Directors

The Officers and number of Directors, their qualifications, powers, duties, terms of office, manner of removal and filling vacancies on the Board of Directors, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws. The President of California State University, Stanislaus, or his or her designee, shall be Board member and Chairperson of the Board of this corporation to insure that it operates in conformity with policies of the Board of Trustees of the California State University and California State University, Stanislaus.

ARTICLE IX
Members

This corporation shall have no members other than the persons constituting its Board of Directors. The Board of Directors shall, under any statute or rule of law, be the members of this corporation and shall have all the rights and powers members would otherwise have.

ARTICLE X
Voting

Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

ARTICLE XI
Amendment

The Articles of Incorporation of this corporation may be amended only by resolution of the Board of Directors adopted by the majority vote of the Board of Directors, with the approval of the University President.

3. The foregoing amended and restated Articles of Incorporation has been approved by a resolution duly adopted by a majority vote of the total membership of the Board of

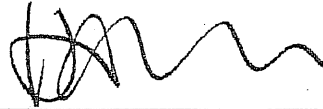
Directors, and approved by the University President as required by Article XI.

4. The corporation has no members other than the persons constituting its board of directors.

Verification

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements in the foregoing certificate are true and correct of her own knowledge, and that this declaration was executed on the date below at Turlock, California.

Date: 9.23.11



9-27-11

Hamid Shirvani, Chair, UNIVERSITY PRESIDENT



Russell Giambelluca, Secretary
VICE PRESIDENT OF BUSINESS & FINANCE

*California State University, Stanislaus
Auxiliary and Business Services*

*Certificate of Amendment
Endorsed June 20, 1998*

AD11-50

Attachment #1
ENDORSED
FILED
In the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF THE
CALIFORNIA STATE UNIVERSITY, STANISLAUS FOUNDATION

JUL 20 1998



Lee Hedgepeth and Ernie Gemperle certify that:

1. They are the President and Secretary respectively of the, CALIFORNIA STATE UNIVERSITY, STANISLAUS FOUNDATION, a California nonprofit, public benefit corporation.
2. The following amendments to the Articles of Incorporation have been approved by the Board of Trustees.

Article I of the Articles of Incorporation is amended to read as follows:

The name of this corporation is: CALIFORNIA STATE UNIVERSITY, STANISLAUS AUXILIARY AND BUSINESS SERVICES.

Article II 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.

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

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. This corporation is organized, and at all times hereafter will be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of California State University, Stanislaus. The charitable purposes for which this corporation is organized are to further the educational purposes of California State University, Stanislaus.

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

This Corporation shall be an auxiliary organization of the California State University, and shall

conduct its operations in conformity with the California statutes governing such organizations (Chapter 7, commencing with Section 89900, of Part 55, Division 8, Title 3 of the Education Code) and the Regulations established by the Board of Trustees of the California State University (Subchapter 6, commencing with Section 42400, of Chapter 1, Division 5 of Title 5 of the California Code of Regulations) as required by Education Code, Section 89900(c).

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

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 in or intervene in any political campaign (including publishing or distributing of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, this 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 or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986.

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

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

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

The number of Trustees, their qualifications, powers, duties, terms of office, manner of removal and filling vacancies on the Board, and the manner of calling and holding meetings of Trustees, shall be as stated in the Bylaws. The President of California State University, Stanislaus, or his or her designee, shall be a voting member, and the

Chairperson of the Board of Trustees of this corporation to insure that this corporation operates in conformity with policies of the Board of Trustees of the California State University and California State University, Stanislaus.

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

This corporation shall have no members other than the persons constituting its Board of Trustees. The persons constituting its Board of Trustees shall, for the purpose of any statutory provision or rule of law relating to nonprofit corporations or otherwise, be taken to be the members of such corporation and exercise all the rights and powers of members thereof.

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

Each member of the Board of Trustees shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

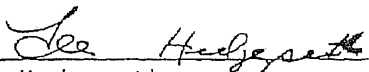
Article X of the Articles of Incorporation is added to read as follows:

The property of this corporation is irrevocably dedicated to the charitable purposes set forth in Article III, and no part of the net income or assets of this corporation shall ever inure to the benefit of any private person. Upon 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 one or more nonprofit corporations organized and operated for the benefit of California State University, Stanislaus, and approved by the President of the University 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.

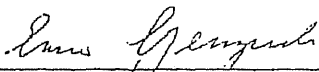
Article XI of the Articles of Incorporation is added to read as follows:

The Articles of Incorporation of this corporation shall be amended only by the vote of a majority of the total voting membership of the Board of Trustees, subject to the approval of the President of California State University, Stanislaus

3. The corporation has no members.



Lee Hedgepeth
President

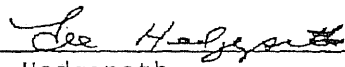


Ernie Gemperle
Secretary


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 Turlock, California
on July 15, 1998



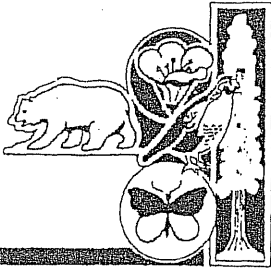
Lee Hedgepeth



Ernie Gemperle

*California State University, Stanislaus
Auxiliary and Business Services*

*Certificate of Amendment
Endorsed May 16, 1990*



State
of
California

OFFICE OF THE SECRETARY OF STATE

RECEIVED

MAY 06 1992

CSU, STANISLAUS FOUNDATION
ACCOUNTING OFFICE

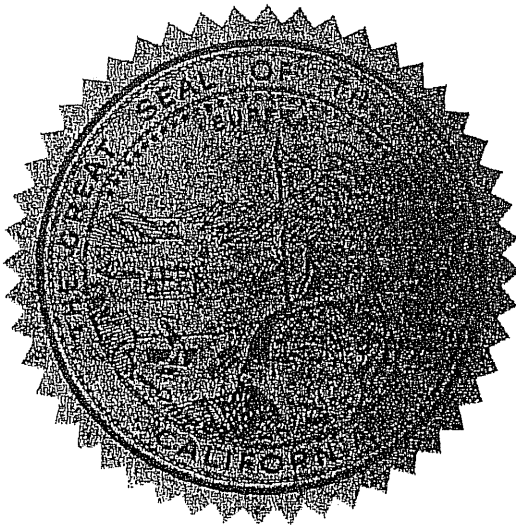
CALIFORNIA STATE UNIVERSITY, STANISLAUS FOUNDATION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

MAY 04 1992



March Fong Eu

Secretary of State



A388264 Attachment 1



CALIFORNIA STATE UNIVERSITY, STANISLAUS FOUNDATION

801 West Monte Vista Avenue, Turlock, Ca 95380 (209) 667-3147

403350

Certificate of Amendment of Articles of Incorporation

FILED in the office of the Secretary of State of the State of California

MAY 16 1990

March Joon Eu MARCH 16 1990, Secretary of State

Ivan T. Stinson and Ronald W. Hillberg certify that:

- 1. They are the President and Secretary, respectively, of the California State University, Stanislaus Foundation, a California Corporation.
2. Article V of the Articles of Incorporation of this Corporation is amended to read as follows: Upon 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 California State University, Stanislaus, or such corporation or corporations to be selected by the Board of Trustees California State University, Stanislaus Foundation subject to approval by the President and the Board of Trustees of the California State University system pursuant to Section 42600(b) of the California Code of Regulations, Title 5. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Sections 501(c)(3) and 501(c)(29) of the United States Internal Revenue Code of 1986 and be organized and operated exclusively for charitable, scientific, literary or education purposes or for a combination of said purposes.
3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Trustees.
4. The Corporation has no members.

Ivan T. Stinson signature and name: Ivan T. Stinson, President

Ronald W. Hillberg signature and name: Ronald W. Hillberg, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

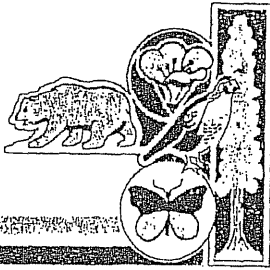
Executed at Turlock, California on May 14, 1990

Ivan T. Stinson signature and name: Ivan T. Stinson

Ronald W. Hillberg signature and name: Ronald W. Hillberg

*California State University, Stanislaus
Auxiliary and Business Services*

*Certificate of Amendment
Endorsed June 28, 1985*



State
of
California

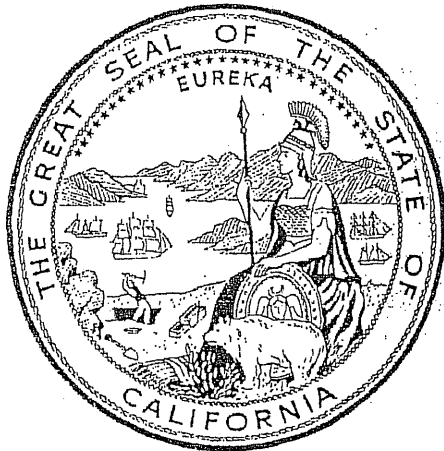
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

JUL 9 - 1985



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

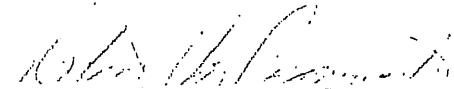
ENDORSED
FILED
In the office of the Secretary of State
of the State of California
JUN 28 1985
MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

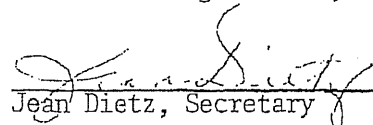
Robert Van Regenmorter and Jean Dietz certify that:

1. They are the president and secretary, respectively of the Stanislaus State College Foundation, a NONPROFIT CORPORATION, a California Corporation.
2. Article I. The name of this corporation is Stanislaus State College Foundation of the articles of incorporation of this corporation is amended to read as follows:

The name of this corporation is California State University,
Stanislaus Foundation.

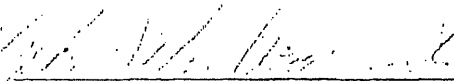
3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of members.

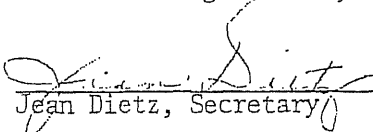

Robert Van Regenmorter, President


Jean Dietz, Secretary

The undersigned declare under penalty that the matters set forth in the foregoing certificate are true of their own knowledge.

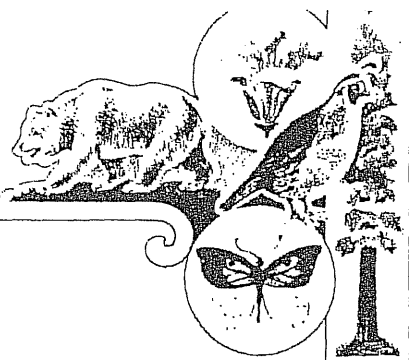
Executed at Turlock, California on May 29, 1985


Robert Van Regenmorter, President


Jean Dietz, Secretary

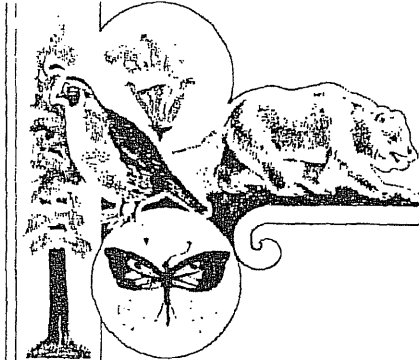
*California State University, Stanislaus
Auxiliary and Business Services*

*Certificate of Amendment
Endorsed January 19, 1976*



State of California

OFFICE OF THE SECRETARY OF STATE

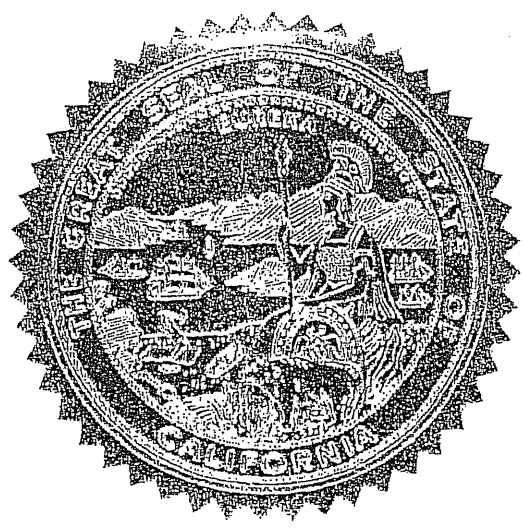


I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

JAN 19 1976



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

In the office of the Secretary of State
of the State of California
JAN 19 1976
MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

Winifred Raney and Linda M. Simon certify:

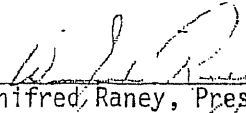
1. That they are the president and secretary, respectively, of the Stanislaus State College Foundation, a California corporation.
2. That a joint meeting of the Board of Trustees and members of said corporation duly held at Turlock, California on December 18, 1975, the following resolution was adopted.
3. That the number of members who voted affirmatively for the adoption of the resolution is eight (8) and that the number of members constituting a quorum is five (5). The presence in person of a majority of the qualified trustee members entitled to vote shall constitute a quorum for the transaction of business. Number of members is nine (9).

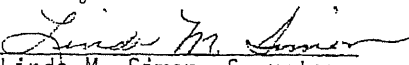
WHEREAS: The Trustee's Audit Staff, California State University and Colleges, has found that Article V, Articles of Incorporation of Stanislaus State College Foundation, is not in conformance with Section 42600, Title V, California State Administrative Code, now, therefore be it

RESOLVED: That Article V, Articles of Incorporation of Stanislaus State College Foundation be amended to read:

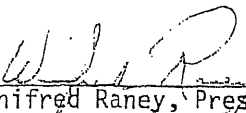
Article V

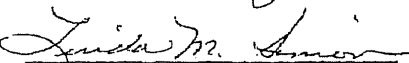
Upon dissolution of this corporation net assets other than trust funds shall be distributed to The California State University and Colleges Foundation.


Winifred Raney, President


Linda M. Simon, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Turlock, California on January 14, 1976.


Winifred Raney, President


Linda M. Simon, Secretary

*California State University, Stanislaus
Auxiliary and Business Services*

*Certificate of Amendment
Endorsed December 13, 1968*

72274-2

STATE OF CALIFORNIA



FILED

1969 FEB 18 PM 4 52

DEPARTMENT OF STATE

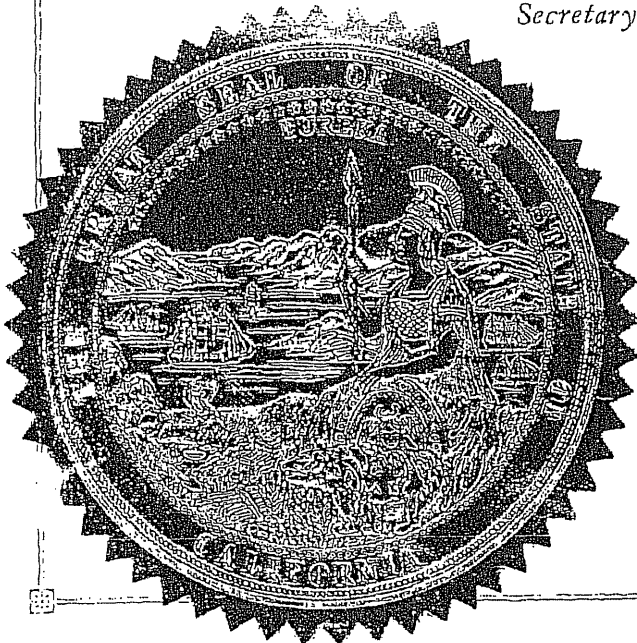
STEVE R. NELSON, CLERK
BY
DEPUTY

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California, this _____ 1969



Frank M. Jordan
Secretary of State

By *[Signature]*
Assistant Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

6/28/85
FRANK M. JORDAN, Secretary of State
By E. C. MOSE, Deputy

JAMES C. HANSON and FRANK C. BALBO certify:

1. That they are the president and secretary, respectively, of *Amended* the Stanislaus State College Foundation, a California corporation. *6/28/85*
name changed
2. That at a meeting of the Board of Trustees of said corporation *to CSU* duly held at Turlock, California, on November 6, 1968 the following *Stanislaus* resolution was adopted: *Foundation*

WHEREAS: It is desired to broaden the membership of the Board of Trustees of the Stanislaus State College Foundation, and

WHEREAS: It is desired to acknowledge the relationship of the Trustees of the California State Colleges to said Foundation, now; therefore, be it

RESOLVED: That Article III of the articles of incorporation of this corporation be amended to read as follows:

"That the members, trustees and officers of the corporation shall be drawn exclusively from the members of the faculty, administrative staff, the Student Body, and the College community or from the faculty, administrative staff, Student Body, Advisory Board and College community of such other institution as may hereafter succeed to the properties and functions of said school and the corporation shall have no members other than the persons constituting its Board of Trustees and the persons for the time being constituting its Board of Trustees shall, for the purposes of any statutory provisions or rule of law relating to nonprofit corporations, or otherwise, be taken to be the members of such corporation, and exercise all rights and powers of members thereof. This Article may be amended only by the unanimous approval of the members and Trustees of the corporation."

and be it further

RESOLVED: That Article V (b) of the articles of incorporation of this corporation be amended to read as follows:

"(b) All assets remaining after the distribution of the trust property as set forth in subparagraph (a) of this Article V, shall be unconditionally offered to the Trustees of the California State Colleges for the benefit of the College and such assets or any part thereof which shall be accepted by the Trustees of the California State Colleges shall be paid to and become the property of the Trustees of the California State Colleges for the benefit of the College. In the event the Trustees of the California State Colleges shall refuse, or within six months from the offer of acceptance shall


fail to accept, such assets for the benefit of the College, such assets shall be offered to the State of California. In the event the Director of Finance of the State of California refuses, or within six months of such offer fails to accept such assets, said assets shall be distributed by the trustee members to one or more nonprofit organizations operated exclusively for educational or charitable purposes."

and be it further

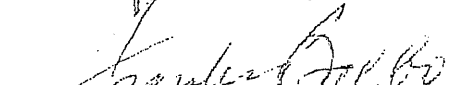
RESOLVED: That so much of Paragraph (2) of Article VII of the articles of incorporation now reads, "That the number of Trustees of this corporation shall be seven (7)" is hereby amended to read in full as follows: "That the number of Trustees of this corporation shall be nine (9)."

3. That under Article III of the Articles of Incorporation of said corporation it is provided that "the corporation shall have no members other than the persons constituting its Board of Trustees," and therefore an action of the Board of Trustees constitutes an action of the entire membership.

4. That the number of members who voted affirmatively for the adoption of said resolution is seven (7) and that the number of members constituting a quorum is five (5).




JAMES C. HANSON, President

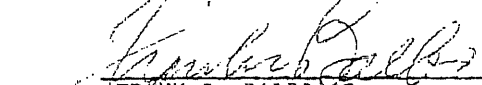


FRANK C. BALBO, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Turlock, California on December 10, 1968.



JAMES C. HANSON, President



FRANK C. BALBO, Secretary

*California State University, Stanislaus
Auxiliary and Business Services*

*Articles of Incorporation
Endorsed October 3, 1960*

FILED

400000

ENDORSED
FILED

In the Office of the Secretary of State
of the State of California
OCT 3 - 1960

1960 OCT 12 AM 9 59

ARTICLES OF INCORPORATION

OF

STANISLAUS STATE COLLEGE FOUNDATION

IRVING M. JORDAN, Secretary of State
By F. C. VOGEL
Deputy

L.W. CHITMAN, CLERK
BY H. W. Harrington DEPUTY

WE, THE UNDERSIGNED, desiring to form a non-profit corporation under the laws of the State of California, do hereby associate ourselves together for purposes other than pecuniary profit, and we do hereby declare and state that;

*Amended
6/28/85
name changed
to CS University
Stanislaus
Foundation*

ARTICLE I

The name of this corporation is STANISLAUS STATE COLLEGE FOUNDATION.

*Amended 7/15/98
name changed to
CSU Auxiliary and
Business Sisters*

ARTICLE II

The purposes for which this corporation is formed shall be to promote and assist the educational services of the Stanislaus State College or such institution as shall succeed to the purposes and functions of said college, and to apply the funds and properties coming into its hands toward furthering the educational services carried on or approved by the administrative officers of the Stanislaus State College.

*Article II Amended
7/15/98
all deleted +
rewritten*

Other purposes for which this corporation is formed and the powers that it shall have in furtherance of said purposes are;

(1) To receive property by gift, bequest, by will, or upon trust to the same extent as a natural person, grant, or otherwise acquire and hold all property, real or personal, including stocks, bonds or securities of other corporations; to make gift or trade of such property; to give and grant scholarships to students; to originate and carry on research projects, surveys and investigations in all matters applicable or related to such purposes.

(2) To further the educational objectives of the Stanislaus State College, its students and its faculty, and as a

Part thereof, to furnish to them at a reasonable cost new and used books, materials and supplies, food, board, lodging and housing facilities; and to acquire, own, operate and maintain book stores, cafeterias, food-dispensing service, dormitories, and housing facilities, and such other facilities as may serve to accomplish or assist in such objectives.

(3) To promote and assist the educational services of Stanislaus State College, or such institution as shall succeed to the properties and functions of said College, and to apply the funds and properties coming into its hands toward furthering the educational services carried on or approved by the administrative officers of said Stanislaus State College.

(4) To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, or administer and expend funds and property subject to such trust.

(5) To act as principal, agent, joint venturer, partner, or in any other capacity which may be authorized or approved by the Board of Trustees of this corporation and which may be calculated directly or indirectly to promote the interests of this corporation, or to enhance the value of its properties or business.

(6) To convey, exchange, assign, lease, transfer, mortgage, encumber, pledge, hypothecate, transfer upon trust, or otherwise dispose of all real or personal property.

(7) To borrow money, contract debts, issue bonds, notes and debentures and secure the payment or performance of its obligations; to make loans with or without security therefor.

(8) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, and do all other acts necessary or expedient for the administration of the affairs and the attainment of the purposes of the corporation.

(9) To have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause, shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference to any provisions of any other clause, but shall be regarded as intended purposes and powers.

ARTICLE III

That the members, trustees and officers of the corporation shall be drawn exclusively from the members of the faculty and administrative staff of Stanislaus State College or from the faculty and administrative staff of such other institution as may hereafter succeed to the properties and functions of said school and the corporation shall have no members other than the persons constituting its Board of Trustees and the persons for the time being constituting its Board of Trustees shall, for the purposes of any statutory provisions or rule of law relating to non-profit corporations, or otherwise, be taken to be the members of such corporation, and exercise all rights and powers of members thereof. This Article may be amended only by the unanimous approval of the members and Trustees of the corporation.

*Amended 12/31/68
to inc. community
Amended 7/15/98
Deleted & new
wording re.
purpose.*

ARTICLE IV

This corporation is organized pursuant to the General Non-profit Corporations Law of the State of California, and this corporation does not contemplate distribution of gains, profits, dividends or property to the members thereof.

*Amended 7/15/98
Conform to
Calif statutes*

ARTICLE V

Upon dissolution of the corporation, the net assets, remaining after the satisfaction of all debts and obligations of the corporation, shall be distributed as follows:

*Amended
7/15/98
No propoganda*

(a) All property, real or personal, held or acquired by the corporation as trustee under the terms of a specific trust or trusts of any nature or description shall be distributed in accordance and in such manner as may be directed by decree of the Superior Court of the County in which the corporation

maintains its principal office.

(b) All assets remaining after the distribution of the trust property as set forth in sub-paragraph (a) of this Article V, shall be unconditionally offered to the Director of Education for the benefit of the College and such assets or any part thereof which shall be accepted by the Director of Education shall be paid to and become the property of the State Department of Education for the benefit of the College. In the event the Director of Education shall refuse, or within six months from the offer of acceptance shall fail to accept, such assets for the benefit of the College, such assets shall be offered to the State of California. In the event the Director of Finance of the State of California refuses, or within six months of such offer fails to accept such assets, said assets shall be distributed by the trustee members to one or more non-profit organizations operated exclusively for educational or charitable purposes.

(c) In the event that the dissolution of this corporation is for the express purpose and with the intent of transferring its assets to any other non-profit corporation or corporations organized for the express purpose of acquiring such assets, then and in that event said assets of this corporation shall be distributed to said new corporation or corporations in accordance with the discretion of the liquidating trustee members of this corporation, and the provisions of sub-sections (a) and (b) of this Article V shall not be effective.

ARTICLE VI

The principal office for the transaction of the business of this corporation will be located in the County of Stanislaus, State of California.

*Amended 12/31/68
Remaining assets to
Trustees*

*Amended 1/19/76
Remaining assets to
CSU University
+ Colleges Foundation*

*Amended 5/16/90
Remaining assets
to one or more nonprofit
corporations subject
to CSU Board Trustees*

*Amended 7/15/88
governed by
Nonprofit corp.
law*

ARTICLE VII

(1) That the Board of Directors of this corporation shall be known and described as the Board of Trustees and the Directors of the corporation shall be known and described as "Trustees".

(2) That the number of Trustees of this corporation shall be seven (7). That the names and addresses of persons that are to act as Trustees until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
J. Burton Vasche	Stanislaus State College
Ernest E. Rives	Stanislaus State College
Tom H. Emmons	Stanislaus State College
Gerard J. Crowley	Stanislaus State College
Lloyd E. Bevans	Stanislaus State College
James C. Hanson	Stanislaus State College
John E. Caswell	Stanislaus State College

Amended 12/31/68
To nine (9) - determined by am 5/19/90 - determined by 18/2/2008
Amended 7/15/78
Set Board in Bylaws, Unit Pres. is chair person

ARTICLE VIII

The term for which this corporation is to exist is perpetual.

Amended

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first Directors and Trustees of the corporation, have executed these Articles of Incorporation the 12th day of September, 1960.

J. Burton Vasche
J. Burton Vasche

Ernest E. Rives
Ernest E. Rives

Tom H. Emmons
Tom H. Emmons

Gerard J. Crowley
Gerard J. Crowley

Lloyd E. Bevans
Lloyd E. Bevans

James C. Hanson
James C. Hanson

John E. Caswell
John E. Caswell

STATE OF CALIFORNIA)
COUNTY OF STANISLAUS) SS.

On the 12th day of September, 1960, before me a Notary Public in and for the said County and State, residing therein, duly commissioned and sworn, personally appeared J. BURTON VASCHE, ERNEST E. RIVES, TOM H. EMMONS, GERARD J. CROWLEY, LLOYD E. BEVANS, JAMES C. HANSON, and JOHN E. CASWELL, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

Ruth E. Petit
Notary Public in and for said
County and State
Ruth E. Petit

(SEAL)