

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

JUN 27 2011

CERTIFICATE OF AMENDMENT

The undersigned certify that:

1. They are the Chair of the Board and Secretary, respectively, of the California State University, Stanislaus Foundation.

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

ARTICLE VII

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 Chair 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 VIII

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 IX

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.

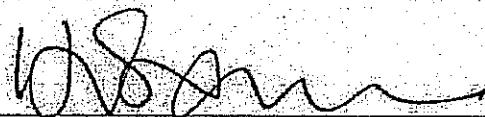
3. The foregoing amended Articles of Incorporation have been approved by a resolution duly adopted by the governing board by the vote of a majority of the total membership of the board, and approved by the University President as required by Article XI.

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

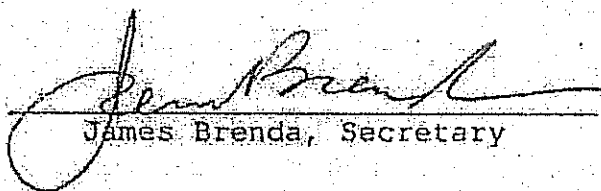
Verification

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: 3/17/2011



Hamid Shirvani, Chair of the Board



James Brenda, Secretary

Employer Identification Number 77-0492209

State of California Organization Number 2091869



I hereby certify that the foregoing transcript of 4 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

AUG 10 2011

Date: _____ *Jm*

Debra Bowen

DEBRA BOWEN, Secretary of State

California State University, Stanislaus
Foundation Board of Directors
One University Avenue, Turlock, CA 95382
Tel: (209) 667-3148, Fax: (209) 664-6507

RESOLUTION
3-17-11-V-C

APPROVAL OF

*The Governing Board of The California State University Stanislaus Foundation
Amending the Articles of Incorporation*

WHEREAS: The Articles of Incorporation of this corporation were originally filed and endorsed on August 18, 1998, and amended by filing and endorsement dated February 7, 2003; and

WHEREAS: The governing board of the corporation wishes to further amend the Articles of Incorporation; and

WHEREAS: California Corporations Code Section 5810 permits nonprofit public benefit corporations to amend the Articles of Incorporation; and

WHEREAS: Article XI of the amended Articles of Incorporation, authorize the governing board to amend the Articles of Incorporation of the corporation by the vote of a majority of the total membership of Board, subject to the approval of the University President;

Be It Resolved: That the California State University Stanislaus Foundation Board of Directors approves the Bylaws as presented.

That the amended Articles of Incorporation set forth in the Officers' Certificate of Amended Articles of Incorporation (EXHIBIT A) appended hereto is approved, subject to the approval of the University President.

That the corporation Chair and Secretary are authorized and directed to execute said certificate and to file the executed certificate with the California Secretary of State and the Registry of Charitable Trusts.

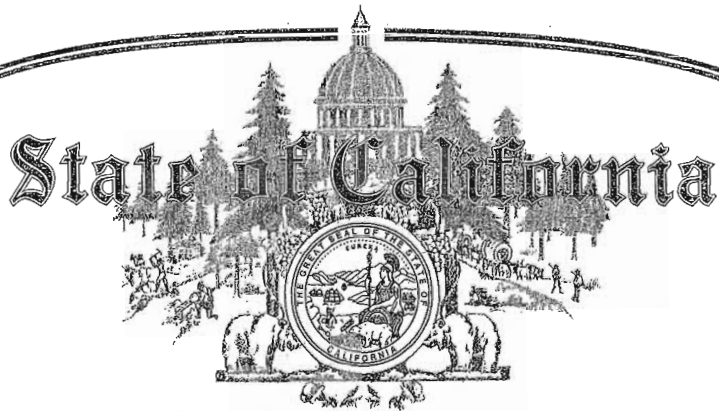
Two of the following individuals are authorized and directed to execute said certificate and to file the executed certificate with the California Secretary of the State and the Registry of Charitable Trusts.

Foundation Chairperson and/or
Foundation Treasurer and/or
Foundation Executive Director and/or
Foundation Secretary

I hereby certify that the above resolution was adopted by the Board of Directors of California State University, Stanislaus Foundation.

By: 
Hamid Shirvani
California State University Stanislaus
Foundation Chairperson

Date: March 17, 2011



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, 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 day of

FEB 07 2003



Kevin Shelley

Secretary of State

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

40591819

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of the **CALIFORNIA STATE UNIVERSITY, STANISLAUS FOUNDATION**, a California corporation.
2. **ARTICLE X - Irrevocable Dedication and Dissolution** of the Articles of Incorporation of this corporation is amended to read as follows:

All Corporate property is irrevocably dedicated to the purposes set forth in Article Three, above. No part of the net earnings of the Corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders, or to individuals. Upon winding up and dissolution of the Corporation after paying or adequately providing for debts, obligations, and liabilities of the Corporation, all net assets, other than trust funds, shall be distributed to a successor approved by the President of California State University, Stanislaus, and by the Board of Trustees of The California State University. Such successor shall have tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law) and under Section 23701d of the California Revenue and Taxation Code, or the corresponding section of any future California revenue and tax law.

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 the 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: 12/20/02


Constance Bird, President


Jane Vilas, Secretary

Employer Identification Number 77-0492209

State of California Organization Number 2091869

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

DEC 23 2002

BILL JONES, Secretary of State

Vice President
DEC - 7 2000

THE CALIFORNIA STATE UNIVERSITY

OFFICE OF THE CHANCELLOR



December 1, 2000

BAKERSFIELD

CHANNEL ISLANDS

CHICO

DOMINGUEZ HILLS

FRESNO

FULLERTON

HAYWARD

HUMBOLDT

LONG BEACH

LOS ANGELES

MARITIME ACADEMY

MONTEREY BAY

NORTHRIDGE

POMONA

SACRAMENTO

SAN BERNARDINO

SAN DIEGO

SAN FRANCISCO

SAN JOSE

SAN LUIS OBISPO

SAN MARCÓ

SONOMA

STANISLAUS

Dr. Marvalene Hughes
President
California State University, Stanislaus
801 West Monte Vista Avenue
Turlock, California 95382

Dear Marvalene:

We have concluded our review of the Articles of Incorporation and Bylaws as part of your request to establish the California State University, Stanislaus Foundation at your campus as a recognized auxiliary organization of the California State University.

As Chancellor of the California State University, and pursuant to Title 5, Section 42407, California Code of Regulations, I hereby approve the California State University, Stanislaus Foundation as an auxiliary organization in good standing of the California State University. The new auxiliary organization will be governed by applicable sections of the Education Code, Title 5 of the California Code of Regulations, and other policies and procedures established by the Board of Trustees, the Office of the Chancellor and the campus. Please ensure that the board of the Foundation has appropriate knowledge about this relationship at all times. Also, the upper limit on the size of the board seems unwieldy. Please limit the size of the Foundation's board and ensure that campus administrators constitute a majority.

This approval should immediately be followed by the preparation and execution of an operating agreement between the auxiliary organization and the California State University Board of Trustees. Please have your staff contact Ms. Pat Dayneko in our Contract Services and Procurement Office at (562) 951-4590 for assistance with the requirement. Also at your earliest convenience, please file with our office a copy of the auxiliary

RECEIVED

DEC 11 2000

DEVELOPMENT & UNIVERSITY RELATIONS

Dr. Marvalene Hughes
December 1, 2000
Page 2

organization public relations policy as called for in Title 5, Section 42502.
If you or your staff have any questions on this matter, please contact
Mr. Richard K. Leffingwell, Senior Director of Financing and Treasury at
(562) 951-4570.

With kind regards,

Sincerely,



Charles B. Reed
Chancellor

CBR:lt

cc: Mr. Richard P West
Dr. Douglas Patiño
Ms. Mary Stephens
Ms. Pat Dayneko
Mr. Brad Wells
Mr. Richard K Leffingwell
Mr. John Francis

State of California

SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, 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

AUG 18 1990



Bill Jones

Secretary of State.

2091869

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

AUG 17 1998

BILL JONES, Secretary of State

ARTICLES OF INCORPORATION

OF

CALIFORNIA STATE UNIVERSITY, STANISLAUS FOUNDATION

ARTICLE I

Name

The name of this corporation is the:

CALIFORNIA STATE UNIVERSITY, STANISLAUS FOUNDATION

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 charitable purposes.

ARTICLE III

Purposes

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

Conformity With Law

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

Exempt Status and Limitations on Activities

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

Initial Agent for Service of Process

The name of the initial agent of this corporation for service of process is:

John W. Francis
2600 East Nutwood Avenue - Suite 120
Fullerton, California 92831-3106

ARTICLE VII

Trustees

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
Members

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
Voting

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.

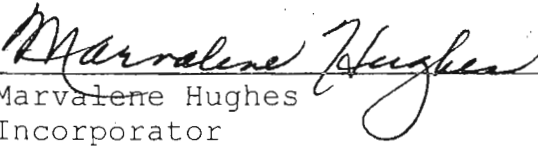
ARTICLE X
Irrevocable Dedication and Dissolution

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 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
Amendment

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

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of California, I the undersigned, constituting the Incorporator of this corporation, have executed these Articles of Incorporation this 25th day of June, 1998.


Marvalene Hughes
Incorporator

DECLARATION

I am the person whose name is subscribed below. I am the Incorporator of the CALIFORNIA STATE UNIVERSITY, STANISLAUS FOUNDATION. I have executed these Articles of Incorporation. The foregoing Articles of Incorporation are my act and deed.

Executed on June 25, 1998 at Turlock, California.

I declare that the foregoing is true and correct.


Marvalene Hughes

