ARTICLES OF INCORPORATION
OF THE
UNIVERSITY STUDENT UNION
OF CALIFORNIA STATE UNIVERSITY, STANISLAUS

ARTICLE I
Name

The name of this Corporation is the:

UNIVERITY UNION OF CALIFORNIA STATE UNIVERSITY, STANISLAUS

ARTICLE II
Public Benefit Corporation

This corporation is a nonprofit public benefit corporation and is not organized for the gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

ARTICLE III
Relationships with California State University, Stanislaus

This Corporation is formed and shall operate as an “auxiliary organization” of California State University, Stanislaus under the California State Auxiliary Organizations law of the California Education Code (Section 89900 et. seq.). This Corporation shall operate as an integral part of the educational program of the California State University, Stanislaus (hereinafter call “University”) and shall be supervised by the Trustees of the California State University and the President of California State University, Stanislaus pursuant to Division 5, Chapter 1, Subchapter 6 (section 42400 et. seq.) of the California Code of Regulations.

ARTICLE IV
Purpose

The purpose for which this Corporation is formed is to operate a University student union facility as a student body center for the benefit of students, faculty, staff and alumni in order to promote
and assist the educational program of the University operating as an integrated part of the overall University campus program and to apply the funds and properties coming under its control towards furthering the educational program carried on or approved by the administrative officers of the University.

ARTICLE V

Power

Except as limited by its Articles of Incorporation and bylaws, this Corporation shall have all benefits, privileges, rights and powers created, given, extended or conferred upon non-profit corporations by the provisions of California Nonprofit Public Benefit Corporation Law, all other applicable laws and any additional amendments thereto.

ARTICLE VI

Exempt Status and Limitations on Activities

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 (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.

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.

ARTICLE VII

Irrevocable Dedication and Dissolution
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 IV, 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 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 United States Internal Revenue Code of 1986 and be organized and operated exclusively for charitable purposes.

ARTICLE VIII
Directors

The number of Directors, the manner in which they shall be chosen and removed from office, their qualifications, powers, duties, the manner of filling vacancies on the board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws. If a Director who serves on the Board of Directors because of an official position with the University or because of membership in the Alumni Association or on the Academic Senate or because of holding office or membership in the Associated Student Body, terminates that relationship with University, the Alumni Association, the Academic Senate, or the Association Student Body, he or she shall cease to be a Director of the Corporation. 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 IX
Members

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

**ARTICLE X**

Initial Agent

The name of initial agent of this Corporation for service of process is:

John W. Francis  
1901 E. Lambert Road, Suite 100  
Le Habra, CA 90631

**ARTICLE XI**

Amendments

These Articles of Incorporation may be amended at any regular meeting of the Board of Directors by a majority vote of the total voting membership of the Board, provided that the amendment had been submitted in writing at the previous regular meeting.

**ARTICLE XII**

Name of Unincorporated Association

The name of the existing unincorporated association, now being incorporated by the filling of these Articles of Incorporation, is the:

**UNIVERSITY UNION OF CALIFORNIA STATE UNIVERSITY, STANISLAUS**

Dated:  

______________________________

Incorporator

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Incorporator