

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UNIVERSITY STUDENT UNION,
CALIFORNIA STATE UNIVERSITY, STANISLAUS**
A California Nonprofit Public Benefit Corporation

The undersigned certify that:

1. They are the Chair and Vice Chair of Finance (as Chief Financial Officer), respectively, of the University Student Union, California State University, Stanislaus.

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: University Student Union, California State University, Stanislaus.

**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 Section 501(c)(3) of the Internal Revenue Code of 1986 as amended and for the following purposes:

(a) To operate exclusively for public and charitable 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 finance, construct and operate campus facilities at California State University, Stanislaus, 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 into its control toward furthering the educational program 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 welfare of California State University, Stanislaus, and for promoting the common educational interests of California State University, Stanislaus students, 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 welfare of California State University, Stanislaus, and promote the common educational interests of California State University, Stanislaus students.

(e) To provide service and support to the students of California State University.

This corporation is formed, and shall operate exclusively the California State University, Stanislaus in accordance with Internal Revenue Code Section 509(a)(3).

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 propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Internal Revenue Code Section 501(h)(9)), and this corporation shall not participate or intervene in (including the publishing or distribution of 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 of California State University, Stanislaus. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets other than trust funds shall be distributed to a successor organization established as a tax-exempt organization under Internal Revenue Code Section 501(c)(3) and California Revenue & Tax Code Section 23701d (or corresponding provisions of any future federal internal revenue or California revenue laws), and approved by the President of California State University, Stanislaus, and by the California State University Chancellor.

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, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

ARTICLE IX
Members

This corporation shall have no members other than 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
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 by resolution of the Board of Directors adopted by a majority vote at a meeting called for that purpose with a quorum present, provided that the amendment had been submitted in writing at the previous regular meeting.

* * *

2. The foregoing Amended and Restated Articles of Incorporation has been approved by a resolution of the Board of Directors.

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: December 6, 2012

Emily Benefield, Chair
University Student Union

Erika Santos, Vice Chair
(as Chief Financial Officer)
University Student Union