

1604018

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

DEC 29 1987

March Fong Eu
MARCH FONG EU, Secretary of State

ARTICLES OF INCORPORATION
OF THE
ASSOCIATED STUDENTS
CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO

ARTICLE I
Name

The name of this Corporation is the:

ASSOCIATED STUDENTS
CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO

ARTICLE II
Public Benefit Corporation 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

- A. This Corporation is formed for the specific and primary purpose of operating a charitable and educational organization.
- B. The general purposes and powers are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, or which may hereafter be conferred, including the powers to act as the official voice of the student body, raise and allocate funds, coordinate and support student activities, and serve as the liaison between the students, faculty, and University administration.

ARTICLE IV
Conformity with Regulations

This Corporation shall conduct its operations in conformity with regulations established by the Board of Trustees of the

California State University as required by the Education Code, Section 8990(c) and it shall be operated as an integral part of the University as required by the California Administrative Code, Title 5, Section 42401.

ARTICLE V Officers and Directors

A. The manner in which Officers and Directors shall be chosen and removed from office, their qualifications, number, powers, duties, compensation, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be stated as in the Bylaws.

B. Neither Officers, Directors, nor members shall be personally liable for the debts, liabilities, or obligations of this Corporation.

ARTICLE VI Members

The authorized number, and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, shall be stated as in the Bylaws.

ARTICLE VII Elections

A. There shall be an Associated Students election held in the spring to elect all student members of the Board of Directors and to vote on the members of the Review Board.

B. The President, Vice President, and Treasurer shall be elected by a majority of those students voting for each position. All other

Directors shall be voted on only by those students officially enrolled in each school or major, and shall be elected by a majority of those students voting for each position.

C. All elected positions shall be for a term of one (1) year.

ARTICLE VIII Amendments

A. There shall be two methods of proposing an amendment to the Articles of Incorporation any item of deliberation of the Board of Directors.

1. An approving vote of at least two-thirds (2/3) of the Board of Directors will place an amendment or any item before the members.

2. Submission of a petition signed by fifteen percent (15%) of the student body to the Board of Directors will place an amendment or any item before the members.

B. A special election will be called by the President of the Associated Students unless the petition or the Board of Directors action is completed less than thirty (30) days prior to a general election.

1. A two-thirds (2/3) vote of those students voting will be required to implement an amendment.

2. A majority vote of those students voting will be required to implement a referendum.

ARTICLE IX
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.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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 any candidate for public office.

ARTICLE X
Dedication and Dissolution

The property, assets, profits, and net income of this Corporation are irrevocably dedicated to the charitable purposes set forth in Article III, 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, San Bernardino; such corporation or corporations to be selected by the Board of Directors of this Corporation 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(a) and 501(c)(3) of the United States Internal Revenue Code of 1954 and be organized and operated exclusively for educational purposes. In the alternative, upon dissolution of the corporation, net assets other than trust funds shall be distributed to the California State University, San Bernardino.

ARTICLE XI
Initial Agent for Services of Process

The name and address in the State of California of this Corporation's initial agent for service of process is:


John W. Francis
1901 E. Lambert Road, Suite 102
La Habra, CA 90631

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

ASSOCIATED STUDENTS
CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO

We hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Dated: 6/11/87



Stephen B. Hekman, Incorporator



Frank Novek, Incorporator

DECLARATION

Stephen B. Hekman and Frank Novek declare under penalty of perjury under the laws of the State of California that they are the President and Treasurer, respectively, of the ASSOCIATED STUDENTS, CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO, the unincorporated association referred to in the Articles of Incorporation to which this declaration is attached, and that said association has duly authorized its incorporation by means of said Articles of Incorporation.

Date: 6/11/87



Stephen B. Hekman, President



Frank Novek, Treasurer

DEC 29 1987



STATE OF CALIFORNIA

FRANCHISE TAX BOARD

9750 BUSINESS PARK DRIVE, SUITE 214
SACRAMENTO, CALIFORNIA 95827-1702

December 28, 1987

In reply refer to
347:APP:RB:dh:g

Associated Students, California State
University, San Bernardino
5500 University Parkway
San Bernardino, CA 92407

Purpose : Educational
Form of Organization : Corporation
Accounting Period Ending: June 30
Organization Number :

On the basis of the information submitted and provided your present operations continue unchanged or conform to those proposed in your application, you are exempt from state franchise or income tax under Section 23701d, Revenue and Taxation Code. Any change in operation, character or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

You are required to file Form 199 (Exempt Organization Annual Information Return) or Form 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 60 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

Special Audit Section
Telephone (800) 852-5711

cc: John W. Francis
Secretary of State
Registrar of Charitable Trusts

FTB 4206-ATS (REV. 10-81/8-87)

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FILED ⁴⁴
 In the Office of the Secretary of State
 of the State of California

JUL 08 2010

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

The undersigned certify that:


1. They are the **president** and the **secretary**, respectively, of Associated Students California State University, San Bernardino, a California corporation
2. The second sentence of Article X of the Articles of Incorporation of this corporation is amended to read as follows:

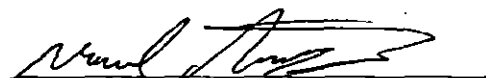
Upon the dissolution of this Corporation, net assets, other than trust funds, shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the California State University, San Bernardino; such corporation or corporations to be selected by the President of the University and approved by the President of the University and the Board of Trustees of the California State University.

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: June 24, 2010


 (Name of President), President
 James Fukazawa


 (Name of Secretary), Secretary
 Mike Arteaga

**CERTIFICATE OF AMENDMENT OF ARTICLES OF
INCORPORATION**

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FILED
Secretary of State
State of California

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The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of Associated Students California State University, San Bernardino, a California corporation.
2. The second sentence of Article X of the Articles of Incorporation of this corporation is amended to read as follows:

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, San Bernardino; such corporation or corporations to be selected by the President of the University and approved by the President of the University and the Chancellor of the California State University.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Article 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: 7/15/13

[Signature]
Anthony Ochoa, President

[Signature]
Alfredo Barcenas, Secretary