



SECRETARY OF STATE

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

That the attached transcript of 4 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

JUL 19 2004

Kevin Shelley
Secretary of State



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

JUN 7 2004

KEVIN SHELLEY
Secretary of State

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
STUDENT UNION OF
CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO**

The undersigned certify that:

1. They are the board chair and the secretary, respectively, of the Student Union of California State University, San Bernardino.
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: "Santos Manuel Student Union of California State University, San Bernardino."

**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 and public purposes.

**ARTICLE III
Purposes**

This Corporation is organized and operated solely for the benefit of California State University, San Bernardino and its students. 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. This corporation is organized exclusively for charitable and public 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 charitable and educational purposes within the meaning of the California Revenue and Taxation Code, Section 23701(d) (or corresponding provisions of any future California Revenue Law).

(b) To finance, construct and operate campus union facilities at California State University, San Bernardino, 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) To purchase, own, sell and encumber and otherwise deal in and with such real and personal property as the Board of Directors or members of this corporation may find or consider to be suited to the primary purpose of advancing the welfare of California State University, San Bernardino, and for promoting the common educational interests of California State University, San Bernardino 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, San Bernardino, and promote the common educational interests of California State University, San Bernardino students.

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

ARTICLE IV
Conformity with Law

The corporation shall be an auxiliary organization to California State University, San Bernardino, 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 be 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 VII
Irrevocable Dedication and Dissolution

This corporation irrevocably dedicates its assets for the benefit of California State University, San Bernardino. In the event of the dissolution of this corporation, its net assets other than trust funds shall be transferred to either the California State University, San Bernardino or a successor approved by the President of California State University, San Bernardino, and by the Board of Trustees of California State University, for purposes consistent with the purposes of this corporation and the terms of the individual gifts that are part of the assets, and, if a corporation, in conformance with the California Nonprofit Corporation Law.

ARTICLE VII
Directors

The number of Directors, their qualifications, powers, duties, terms of office, manner of removal and filing vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

ARTICLE IX
Membership

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 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 X
Voting

Each voting 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 vote of two-thirds (2/3) of the total number of directors.

3. The foregoing amended and restated Articles of Incorporation has been duly approved by the Board of Directors.

4. The corporation has no members.

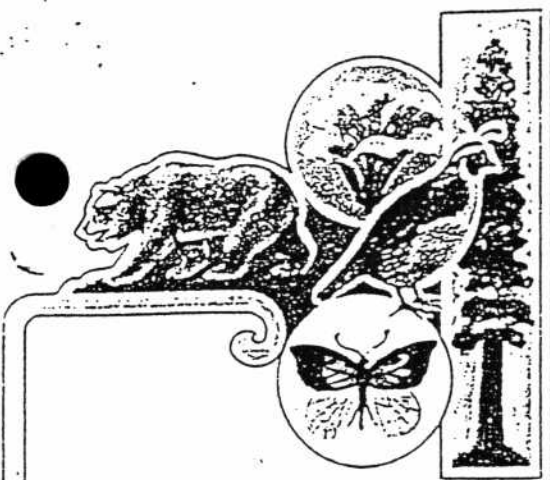
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: May 3, 2004


Erik Fallis, Board Chair

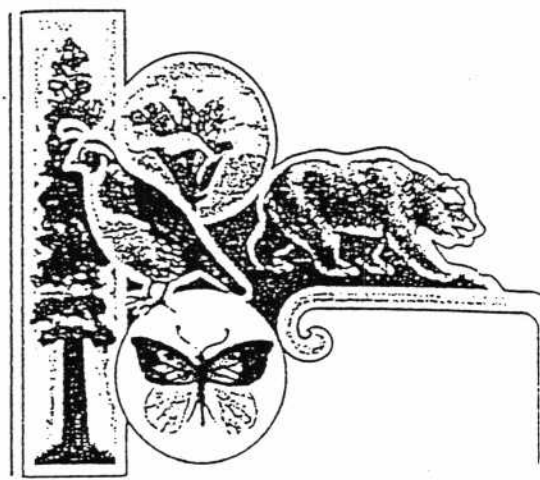

Melissa Castillo, Secretary





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

NOV 29 1977



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION
OF
STUDENT UNION
OF
CALIFORNIA STATE COLLEGE,
SAN BERNARDINO

832566

ENDORSED
FILED

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

NOV 18 1977

MARCH FONG EU, Secretary of State

Jane E. Bacon
Deputy

ARTICLE I

The name of this Corporation is:

STUDENT UNION
OF
CALIFORNIA STATE COLLEGE, SAN BERNARDINO

ARTICLE II

THE STUDENT UNION OF CALIFORNIA STATE COLLEGE, SAN BERNARDINO (hereinafter called the "Corporation"), shall conduct its operations in conformity with regulations established by the Trustees of the California State University and Colleges and accounting procedures approved by the Director of Finance as provided by Section 24054 of the Education Code of the State of California

ARTICLE III

This Corporation is formed and shall operate as an "auxiliary organization" of the California State University and Colleges as defined in Section 89901 of the Education Code of the State of California and California Administrative Code, Title 5, Section 42400. This Corporation shall operate as an integral part of the educational program of the California State College, San Bernardino (hereinafter called "College") as provided by the California Administrative Code, Title 5, Section 42401; its operations shall be integrated with College operations and so supervised as to comply with the objectives stated in Section 42401.

ARTICLE IV

The purposes for which this Corporation is formed are:

- (a) The specific and primary purpose of this Corporation is to finance, operate and construct a campus union facility at California State College, San Bernardino, 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 College operating as an integrated part of the overall College campus program and to apply the funds and properties coming into its control toward furthering the educational program carried on or approved by the administrative officers of the College.
- (b) In order to carry out and achieve the foregoing purposes, and subject to the limitations imposed by Articles II and III above, the Corporation shall have general purposes and powers as follows:
 - (1) To buy, lease, rent, or otherwise acquire, hold or use, own, enjoy, sell exchange, lease as lessor, mortgage, deed in trust, or otherwise dispose of any and all kinds of property, whether real, personal, or mixed, and to receive property by devise or bequest;
 - (2) To borrow money and to contract debts, to issue bonds, notes, and other evidences of indebtedness, and to secure them by any or all of the property of this Corporation, or to issue them unsecured;
 - (3) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose with any person,

firm, or corporation;

- (4) To act as trustee under any trust created to furnish funds for any of the purposes for which this Corporation is formed and to receive, hold, administer, lend and expend funds and property subject to such trust; and
- (5) To have and to exercise all the powers conferred by the California General Nonprofit Corporation Law on nonprofit corporations and by the California Education Code on "auxiliary organizations" as those laws are now in effect or may at any time hereafter be amended.

Notwithstanding any of the above statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in activities or exercise powers that in themselves are not in furtherance of the primary purposes set forth in subparagraph (a) of this Article IV; or that are prohibited by the California Education Code, and nothing contained in the foregoing statement of purposes shall be construed to authorize this Corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to any of its members as such.

This Corporation shall not have the power to, and shall not:

- (a) Carry on propaganda, or otherwise attempt to influence legislation, or participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; or

- (b) Support or oppose any candidate for public office, whether partisan or not, or support or oppose any issue before the voters of the State of California or any subdivision thereof, or any city, municipality, or local government entity of any kind; or
- (c) Make personal loans for non-educationally related purposes, except that such loans may be made when specifically authorized by a trust instrument under which the funds were received.

ARTICLE V

This Corporation is organized under the General Nonprofit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to the charitable purposes set forth in subparagraph (a) of Article IV and no part of the profits or net income of the Corporation shall ever inure to the benefit of any private individual except that this provision shall not be construed so as to prevent the payment to members, officers or employees of reasonable compensation for services rendered to the Corporation.

ARTICLE VI

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 the California State College, San Bernardino, or the students and faculty at that

campus, such corporation or corporations to be selected by the Board of Directors. Such nonprofit corporation or corporations must be qualified for federal income tax exemption under Sections 501 (a) and 501 (c) (3) of the United States Internal Revenue Code of 1954 and be organized and operated exclusively for charitable, scientific, literary or educational purposes, or for a combination of said purposes. In the alternative, upon dissolution of the Corporation, net assets other than trust funds shall be distributed to the California State College, San Bernardino. If, upon dissolution, this Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which this Corporation's principal office is located upon petition therefore by the Attorney General or by any person concerned in the liquidation. In no event shall any assets be distributed to any member, director, or officer of this Corporation.

ARTICLE VII

The County in the State of California, where the principal office for the transaction of the business of this Corporation is to be located is San Bernardino County.

ARTICLE VIII

The number of directors of this Corporation shall be eleven (11). The eleven (11) directors shall consist of: the College President or designee; one (1) administrative representative of the California State College, San Bernardino, two (2) faculty members; two (2) representatives, who are members of the Alumni Association

of the California State College, San Bernardino (hereinafter Alumni Association) who are noncampus personnel; the President of the Associated Student Body or designee; the Vice President of the Associated Student Body or designee; and three (3) student members at large. The directors serving other than by virtue of their official positions at the College or holding office in the Associated Student Body shall be selected and appointed to staggered two (2) year terms, following selection and appointment procedures established in the bylaws of this Corporation. Additional qualifications of directors and the method of selection, election, or appointment thereof shall be as set forth in the bylaws. In addition to the eleven (11) directors hereinabove established, the bylaws of this Corporation may establish non-voting ex-officio directors.

The number of directors may be fixed or changed from time to time only by an amendment adopted by the vote of two-thirds (2/3) of the total members provided that in any event the size of the Board of Directors shall be at least large enough to accommodate persons on said Board from the following categories: Administration and Staff, Faculty, Noncampus Personnel, and Students, as required by the California Administrative Code, Title 5, Section 42602.

A quorum of the Board of Directors for the transaction of business of the Corporation shall consist of seven (7) members of the Board. Until such time as the members of the Board of Directors hereinabove established are selected and appointed, the Directors of the Corporation shall be those persons constituting the Student

Union Planning Committee, as established by the College President, and two (2) noncampus persons, as follows:

Kevin R. Gallagher, 2988 Conejo, San Bernardino, CA 92404
Tracy Purden, 5711 Camino Real, Riverside, CA 92509
Paul G. Martinez, 1443 Western Avenue, San Bernardino, CA 92411
Fred Deharo, 1091 Evans St., San Bernardino, CA 92411
Jeffrey A. Baker, 2338 Sepulveda #D, San Bernardino, CA 92404
Jane C. Heister, 3081 Davidson, San Bernardino, CA 92405
Judith A. Jones, 11412 Benton Way, Loma Linda, CA 92354
Leo G. Doyle, 5500 State College Parkway, San Bernardino, CA 92407
David K. Hendricksen, 5500 State College Parkway, San Bernardino, CA 92407
Kenton L. Monroe, 5500 State College Parkway, San Bernardino, CA 92407
Leonard B. Farwell, 5500 State College Parkway, San Bernardino, CA 92407

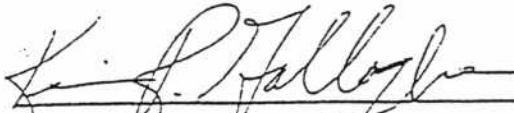
ARTICLE 1A

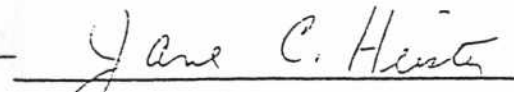
This Corporation shall have no members other than the persons constituting the Board of Directors. The persons constituting its Board of Directors shall, for the purpose of any statutory provision or rule of law relating to nonprofit corporations, auxiliary organizations, or otherwise, be taken to be the members of such Corporation and exercise all the rights and powers of members thereof. If a member who is qualified for Board membership because of an official position with the College or because of membership in the Alumni Association or because of holding office in the Associated Student Body terminates that relationship with the College he shall cease to be a director and member of this Corporation. The members of this Corporation shall have no liability for dues or assessments by reason of their membership.


ARTICLE X


These articles may be amended only by vote of two-thirds (2/3) of the total number of directors and by vote of two-thirds (2/3) of the total number of members.

IN WITNESS WHEREOF, we the undersigned, being the persons named above as the first directors, have executed these Articles of Incorporation this twenty-fourth day of October, 1977.


Kevin R. Gallagher


Jane C. Heister

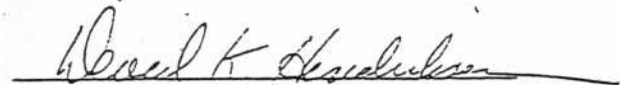

Tracy A. Purden



Judith A. Jones

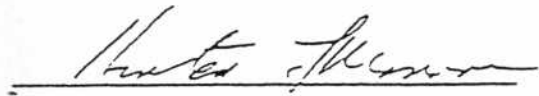

Paul G. Martinez

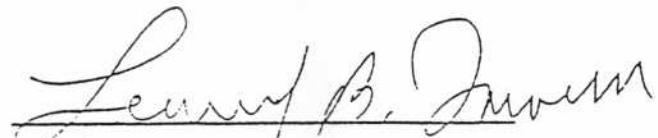

Leo G. Doyle


Fred Deharo


David K. Hendricksen


Jeffrey A. Baker


Kenton L. Monroe


Leonard B. Farwell

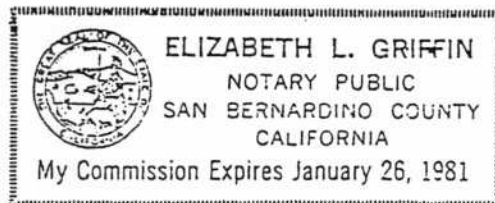
STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN BERNARDINO)

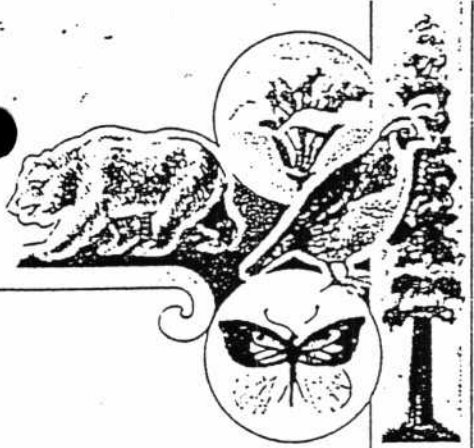
On this twenty-fourth day of October, 1977, before me, the undersigned, a Notary Public, personally appeared

Kevin R. Gallagher, Jane C. Heister, Tracy A. Purden, Fred Deharo, Paul G. Martinez, Jeffrey A. Baker, Judith A. Jones, Leo G. Doyle, David K. Hendricksen, Kenton L. Monroe, Leonard B. Farwell
known to me to be the persons whose names are subscribed to these Articles of Incorporation, and acknowledged to me that they executed them.

Elizabeth L. Griffin
Notary Public for the State of California.

My commission expires
January 26, 1981





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

DEC 3 - 1979



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT OF
THE ARTICLES OF INCORPORATION
OF
THE STUDENT UNION
FOR
CALIFORNIA STATE COLLEGE, SAN BERNARDINO

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
NOV 26 1979
MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

WE, THE UNDERSIGNED, SYDNEYE MOSER-JAMES, KENTON L. MONROE, TIMOTHY
HAMRE, AND KATHERYN FORTNER, HEREBY CERTIFY:

1. We are the President, Vice President, Treasurer, and Secretary,
respectively of the Board of Directors of ~~THE~~ STUDENT UNION FOR
CALIFORNIA STATE COLLEGE, SAN BERNARDINO.

2. At the February 14, 1979, and March 7, 1979, meetings of
THE STUDENT UNION FOR CALIFORNIA STATE COLLEGE, SAN BERNARDINO, the
following resolution was adopted by the Board of Directors, the by-laws
authorizing the Board of Directors so to act:

WHEREAS, it has become necessary to amend the provision of
Article VIII of said Articles of Incorporation reading as follows:

"Article VIII. . . . A quorum of the Board of Directors
for the transaction of business of the Corporation shall
consist of seven (7) members of the Board . . ."

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of
THE STUDENT UNION FOR CALIFORNIA STATE COLLEGE, SAN BERNARDINO
adopt the amended provision of Article VIII of the Articles of
Incorporation of THE STUDENT UNION FOR CALIFORNIA STATE COLLEGE,
SAN BERNARDINO, effective March 7, 1979, as herein set forth:

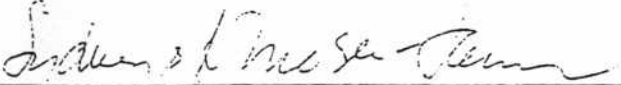
"Article VIII. . . . A quorum of the Board of Directors
for the transaction of business of the Corporation shall
consist of a simple majority of the members of the Board . . ."

3. The members adopted said amendments by written consent. The
wording of the amended articles as set forth in the members' written
consent is the same as that set forth in the Board of Directors' reso-
lution hereinabove set forth.

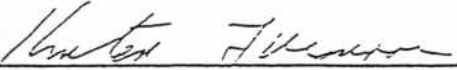
4. The number of members of the Corporation is eleven (11). The number of members who consented to the amendment is eleven (11).

We declare under penalty of perjury that the matters set forth are true of our own knowledge.

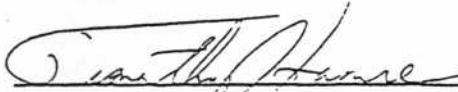
Executed at San Bernardino, California, on April 16, 1979.



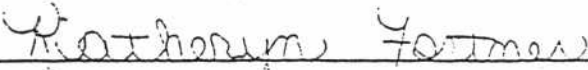
Sydney Moser-James, President



Kenton L. Monroe, Vice President



Timothy Hamre, Treasurer



Katheryn Fortner, Secretary

MAY 10, 1979

Dean HORNOG
Dean of Students

M. Joanna Mogenson
Director of Activities

Student Union - Articles of Incorporation

The original Articles of Incorporation for the Student Union of California State College, San Bernardino are now on file in the San Bernardino County Clerk's Office. The Office of the County Clerk certified another copy for your files. The amendment, when approved by the Secretary of State, will also need to be filed there.

MJM/mks

cc: Bruce Jeter, Union Board of Directors

MEMBERS' WRITTEN CONSENT TO ADOPTION OF
AMENDMENT OF THE ARTICLES OF INCORPORATION
OF THE STUDENT UNION FOR
CALIFORNIA STATE COLLEGE, SAN BERNARDINO

We, the undersigned, being all the members of the Board of Directors of the Corporation THE STUDENT UNION FOR CALIFORNIA STATE COLLEGE, SAN BERNARDINO, do hereby consent in writing to the adoption by the Board of Directors of this Corporation at meetings held on February 14, 1979, and March 7, 1979, at the principle office of said Corporation at 5500 State College Parkway, San Bernardino, California, of the following amendment to the Articles of Incorporation of THE STUDENT UNION FOR CALIFORNIA STATE COLLEGE, SAN BERNARDINO:

"Article VIII. . . . A quorum of the Board of Directors for the transaction of business of the Corporation shall consist of a simple majority of the members of the Board. . . ."

Executed at San Bernardino, California this sixteenth day of April, 1979.

Sydney Moser-James
Sydney Moser-James

Timothy Hamre
Timothy Hamre

Bruce Jeter
Bruce Jeter

Jane C. Heister
Jane Heister

David Hendricksen
David Hendricksen

Leonard Farwell
Leonard Farwell

Kenton L. Monroe
Kenton L. Monroe

Katheryn Fortner
Katheryn Fortner

Weldon Sutton
Weldon Sutton

John V. Churchill
John Churchill

Lawrence Cappell
Lawrence Cappell



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

DEC 12 1983



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT OF
THE ARTICLES OF INCORPORATION
OF
STUDENT UNION

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

DEC 5 - 1983

MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

CALIFORNIA STATE COLLEGE, SAN BERNARDINO

WE, THE UNDERSIGNED, ROD HENDRY, JOHN M. HATTON, STEVEN WINKER, AND LEE ANN OVERSTREET, HEREBY CERTIFY:

1. We are the President, Vice President, Treasurer, and Secretary, respectively, of the Board of Directors of STUDENT UNION OF CALIFORNIA STATE COLLEGE, SAN BERNARDINO.

2. At the January 28, 1983 and June 15, 1983, meetings of the STUDENT UNION OF CALIFORNIA STATE COLLEGE, SAN BERNARDINO, the following resolution was adopted by the Board of Directors, the by-laws authorizing the Board of Directors so to act:

WHEREAS, it has become necessary to amend the provision of Article VI of said Articles of Incorporation reading as follows:

"Article VI. Upon dissolution of this corporation, net assets, other than trust funds, shall be distributed to one or more non-profit corporations organized and operated for the benefit of the California State College, San Bernardino, or the students and faculty at that campus, such corporation or corporations to be selected by the Board of Directors...."

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of STUDENT UNION OF CALIFORNIA STATE COLLEGE, SAN BERNARDINO, adopt the amended provision of Article VI of the Articles of Incorporation of STUDENT UNION OF CALIFORNIA STATE COLLEGE, SAN BERNARDINO, as herein set forth:

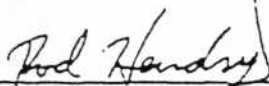
"Article VI. Upon dissolution of this corporation, net assets, other than trust funds, shall be distributed to one or more non-profit corporations organized and operated for the benefit of the California State College, San Bernardino, or the students and faculty at that campus, such corporation or corporations to be selected by the Board of Directors and approved by the President of the College and the Board of Trustees"

3. The members adopted said amendments by written consent. The wording of the amended articles as set forth in the members' written consent is the same as that set forth in the Board of Directors' resolution hereinabove.

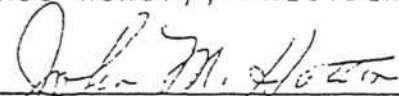
4. The number of members of the corporation is seven with four member vacancies. The number of members who consented to the amendment is seven.

We declare under penalty of perjury that the matters set forth are true to the best of our own knowledge.

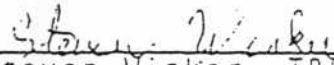
EXECUTED at San Bernardino, California, on November 17, 1983.



Rod Hendry, PRESIDENT



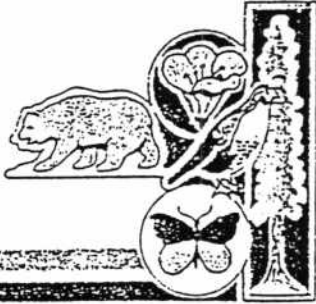
John M. Hatton, VICE PRESIDENT



Steven Winker, TREASURER



Lee Ann Overstreet, SECRETARY



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

DEC 2 1905



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT OF
THE ARTICLES OF INCORPORATION
OF
STUDENT UNION
OF
CALIFORNIA STATE COLLEGE, SAN BERNARDINO

ENDORSED
FILED

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

NOV 21 1985

MARCH FONG EU, Secretary of State

By JAMES E. HARRIS
Deputy

WE, THE UNDERSIGNED, PAULINE BARBOUR, SHERYL HAMMER, DOYLE STANSEL, AND PENNI OVERSTREET, HEREBY CERTIFY:

1. We are the President, Vice President, Treasurer, and Secretary, respectively, of the Board of Directors of the STUDENT UNION OF CALIFORNIA STATE COLLEGE, SAN BERNARDINO.

2. At the May 1, 1985 meeting of the STUDENT UNION OF CALIFORNIA STATE COLLEGE, SAN BERNARDINO, the following resolution was adopted by the Board of Directors, the by-laws authorizing the Board of Directors so to act:

WHEREAS, it has become necessary to amend the provision of Article I of said Articles of Incorporation reading as follows:

"Article I. The name of this corporation is:

STUDENT UNION

OF

CALIFORNIA STATE COLLEGE, SAN BERNARDINO."

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the STUDENT UNION OF CALIFORNIA STATE COLLEGE, SAN BERNARDINO, adopt the amended provision of Article I of the Articles of Incorporation of STUDENT UNION OF CALIFORNIA STATE COLLEGE, SAN BERNARDINO, as herein set forth:

"Article I. The name of this corporation is:

STUDENT UNION

OF

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO."


3. The members adopted said amendment by written consent. The wording of the amended article as set forth in the members' written consent is the same as that set forth in the Board

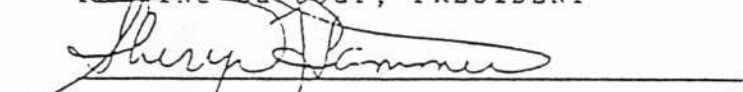
of Directors' resolution hereinabove.

4. The number of members of the corporation is eleven.
The number of members who consented to the amendment is eleven.

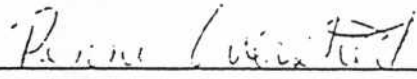
We declare under penalty of perjury that the matters set forth are true to the best of our own knowledge.

EXECUTED at San Bernardino, California, on August 1, 1985.


Pauline Barbours, PRESIDENT


Sheryl Hammer, VICE PRESIDENT


Doyle Stansel, TREASURER


Penni Overstreet, SECRETARY

MEMBERS' WRITTEN CONSENT TO ADOPTION OF
AMENDMENT OF THE ARTICLES OF INCORPORATION
OF THE STUDENT UNION OF
CALIFORNIA STATE COLLEGE, SAN BERNARDINO

We, the undersigned, being all members of the Corporation STUDENT UNION OF CALIFORNIA STATE COLLEGE, do hereby consent in writing to the adoption by the Board of Directors of this Corporation at a meeting held on May 1, 1985, at the principal office of said Corporation at 5500 University Parkway, San Bernardino, California, of the following amendment to the Articles of Incorporation of STUDENT UNION OF CALIFORNIA STATE COLLEGE, San Bernardino:

"Article I. The name of this corporation is:

STUDENT UNION

OF

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO."

Executed at San Bernardino, California, this first day of August, 1985

Pauline Barbours

Pauline Barbours

Leonard Farwell

Leonard Farwell

Sheryl Hammer

Sheryl Hammer

Walter Hawkins

Walter Hawkins

Doyle Stansel

Doyle Stansel

Leo Doyle

Leo Doyle

Penni Overstreet

Penni Overstreet

Mary Haldorsen

Mary Haldorsen

Troy Liggins

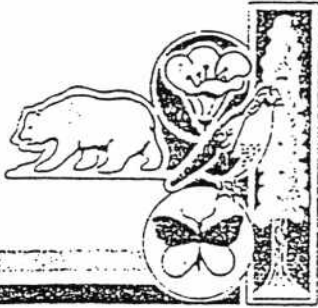
Troy Liggins

Remus Haste

Remus Haste

Greg Scott

Greg Scott



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

'APR 11 1986



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT OF
THE ARTICLES OF INCORPORATION
of
STUDENT UNION
of
CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO

ENDORSE
FILED
in the office of the Secretary of State
of the State of California
APR 04 1986
MARCH FONG EU, Secretary of State

WE, THE UNDERSIGNED, JOANI GEORGE, LEE ANN OVERSTREET, DOYLE STANSEL, AND PENNI OVERSTREET, HEREBY CERTIFY:

1. We are the President, Vice President, Treasurer, and Secretary, respectively, of the Board of Directors of the STUDENT UNION OF CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO.

2. At the July 31, 1985 meeting of the STUDENT UNION OF CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO, the following resolution was adopted by the Board of Directors, the by-laws authorizing the Board of Directors so to act:

WHEREAS, it has become necessary to amend the provision of Article VIII and Article X of said Articles of Incorporation reading as follows:

"Article VIII. The number of directors of this corporation shall be eleven (11). The eleven directors shall consist of: The University President or designee;...and three (3) student members at large."

"Article X. These articles may be amended only by vote of two-thirds (2/3) of the total number of directors and by a vote of two-thirds (2/3) of the total number of members."

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the STUDENT UNION OF CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO, adopt the amended provision of Article VIII and Article X of the Articles of Incorporation of STUDENT UNION OF CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO, as herein set forth:

"Article VIII. The number of directors of this corporation shall be twelve (12). The twelve (12) directors shall consist of: the University President or designee:...and four (4) student members at large."

MEMBERS' WRITTEN CONSENT TO
ADOPTION OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF THE STUDENT UNION OF
CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO

We, the undersigned, being all members of the Corporation STUDENT UNION OF CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO, do hereby consent in writing to the adoption by the Board of Directors of this Corporation at a meeting held on July 31, 1985, at the principal office of said corporation at 5500 University Parkway, San Bernardino, California, of the following amendment to the Articles of Incorporation of STUDENT UNION OF CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO:

"Article VIII. The number of directors of this corporation shall be twelve (12). The twelve (12) directors shall consist of: the University President or designee;...and four (4) student members at large."

"Article X. These articles may be amended only by vote of two-thirds (2/3) of the total number of directors after two (2) readings at two separate meetings have taken place."

Executed at San Bernardino, California this twenty-first day of January, 1986.

Elva Baeza
Elva Baeza

Joani George
Joani George

Mary Haldorsen
Mary Haldorsen

Sheryl W. Hammer-Swedlove
Sheryl W. Hammer-Swedlove

Don Tasker
Don Tasker

Walter Hawkins
Walter Hawkins

Don McKenzie
Don McKenzie

Penni Overstreet
Penni Overstreet

Doyce Stansel
Doyce Stansel

"Article X. These articles may be amended only by vote of two-thirds (2/3) of the total number of directors after two (2) readings at two separate meetings have taken place.

3. The members adopted said amendment by written consent. The wording of the amended articles as set forth in the members' written consent is the same as that set forth in the Board of Director's resolution hereinabove.
4. The number of members of the corporation is eleven. The number of members who consented to the amendment is nine. Two positions on the Board were vacant.

We declare under penalty of perjury that the matters set forth are true to the best of our own knowledge.

EXECUTED at San Bernardino, California, on January 21, 1986.

Joani George
Joani George, President

Lee Ann Overstreet
Lee Ann Overstreet, Vice President

Doyle Stansel
Doyle Stansel, Treasurer

Penni Overstreet
Penni Overstreet, Secretary



State
of
California
OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

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

That the annexed transcript has been compared with the corporate 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

FEB 22 1991



March Fong Eu

Secretary of State

A399448

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

CERTIFICATE OF AMENDMENT OF
THE ARTICLES OF INCORPORATION
of
STUDENT UNION
of

FEB 8 1991

MARCH FONG EU, Secretary of State

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO

WE, THE UNDERSIGNED, PATRICK COONEY, DAVID AMORI, DON MCKENZIE, AND FORREST HILLIS, HEREBY CERTIFY:

1. We are the President, Vice President, Treasurer, and Secretary, respectively, of the Board of Directors of the STUDENT UNION OF CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO.

2. At the October 18, 1990, and November 15, 1990 meetings of the STUDENT UNION OF CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO, the following resolution was adopted by the Board of Directors, the by-laws authorizing the Board of Directors so to act.

3. The corporation has no members.

WHEREAS, it has become necessary to amend the provision of Article VIII of said Articles of Incorporation reading as follows:

"Article VIII. The number of directors of this corporation shall be twelve (12). The twelve directors shall consist of: The University President or designee;...and four (4) student members at large."

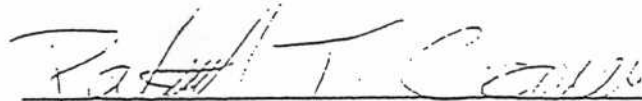
NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the STUDENT UNION OF CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO, adopt the amended provision of Article VIII of the Articles of Incorporation of the STUDENT UNION OF CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO, as herein set forth:

"Article VIII. The number of directors of this corporation shall be fourteen (14). The fourteen (14) directors shall consist of:

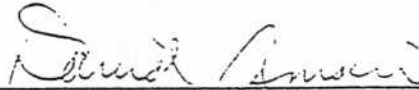
The University President or designee;...and six (6) student members at large."

We declare under penalty of perjury that the matters set forth are true of our own knowledge.

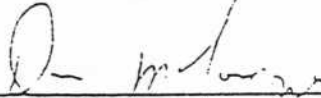
EXECUTED at San Bernardino, California, on December 3, 1990.



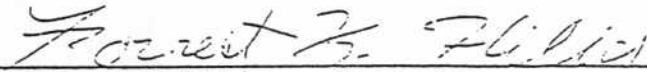
Patrick Cooney, President



David Amori, Vice President



Don McKenzie, Treasurer



Forrest Hillis, Secretary

MEMBERS' WRITTEN CONSENT TO
ADOPTION OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF THE STUDENT UNION OF
CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO

We, the undersigned, being all members of the Corporation STUDENT UNION OF CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO, do hereby consent in writing to the adoption by the Board of Directors of this Corporation at meetings held October 18, 1990 and November 15, 1990, at the principal office of said corporation at 5500 University Parkway, San Bernardino, California, of the following amendment to the Articles of Incorporation of STUDENT UNION OF CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO:

"Article VIII. The number of directors of this corporation shall be fourteen (14). The fourteen (14) directors shall consist of: the University President or designee;...and six (6) student members at large."

Executed at San Bernardino, California this third day of December, 1990.

David Amori
David Amori

Patrick Cooney
Patrick Cooney

Juan Gonzalez
Juan Gonzalez

Dianne Graf
Dianne Graf

Forrest Hillis
Forrest Hillis

Martha Kazlo
Martha Kazlo

Don McKenzie
Don McKenzie

Sedrick Spencer
Sedrick Spencer

Don Tasker
Don Tasker

A nonprofit public benefit corporation is required to furnish an additional copy of a corporate document for forwarding the Office of the Attorney General. One of your copies has been sent by this office in compliance with Section 5120(d), California Corporations Code.

A0565328

State of California



SECRETARY OF STATE

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

That the attached transcript of 2 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

2001 2 3 2001

Bill Jones

Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF THE

MAY 17 2001

BILL JONES, Secretary of State

STUDENT UNION OF CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO


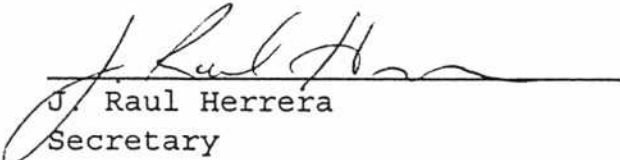
Awad Awad and J. Raul Herrera certify that:

1. They are the Chairman of the Board and Secretary respectively of the STUDENT UNION OF CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO, a California nonprofit public benefit corporation.
2. The following amendment to the Articles of Incorporation has been approved by the vote of two-thirds of the Board of Directors:

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

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

3. The corporation has no members.


Awad Awad
Chairman of the Board
J. Raul Herrera
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 San Bernardino, California, on May 11, 2001.



Awad Awad
Chairman of the Board


J. Raul Herrera
Secretary