

ARTICLES OF INCORPORATION

CSUSB PHILANTHROPIC FOUNDATION

ARTICLE I. Corporate Name/Registered Office

The name of this corporation shall be the CSUSB Philanthropic Foundation. The principal office for the transaction of the business of this corporation shall be in the City of San Bernardino, County of San Bernardino, in the State of California.

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 purposes.

ARTICLE III. Purposes

This corporation is organized exclusively for charitable and educational purposes, in connection with the teaching, research and community services purposes of California State University, San Bernardino, (CSUSB) within the meaning of Internal Revenue Code §503(c)(3) or the corresponding provision of any future United States internal revenue law. The specific and primary purposes for which this corporation is organized are:

- (a) To develop and increase the facilities of California State University, San Bernardino for broader educational opportunities and service to students, alumni and the citizens of the State of California by encouraging gifts to California State University, San Bernardino of money, property, works of art, historical papers, documents, museum specimens of educational, artistic or historical value, and any other assets of value of any description;
- (b) To provide gift funding for scientific, economic, and other types of research at Cal State University, San Bernardino;
- (c) To provide funding for the establishment of scholarships and other student assistance programs to California State University, San Bernardino, and other programs essential to the academic mission of California State University, San Bernardino from sources other than those from which the State of California ordinarily makes appropriations to California State University, San Bernardino; and;
- (d) To provide advisory counsel and assistance to the President of California State University, San Bernardino.

The foregoing provisions shall be construed as both purposes and powers of this corporation, but no recitation, expression, or declaration; of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful purposes and powers not inconsistent herewith are hereby included.

ARTICLE IV. Conformity with Law

The corporation shall be an auxiliary organization of 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 and Limitations on Activities

This corporation is organized and shall be operated exclusively for charitable and educational purposes, including but not limited to the purposes stated in Article III. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation; provided, however, that notwithstanding the foregoing, this corporation shall have the power to make the election provided for in Section 501(h) of the Internal Revenue Code of 1986 as amended with respect to influencing legislation and, only if it so elects, to make lobbying or grass roots expenditures that do not normally exceed the ceiling amounts prescribed by Section 501(h)(2)(B) and (D) of the Internal Revenue Code of 1986 as amended. This corporation shall not participate 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 provisions of these articles, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and 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 as amended or (b) by a corporation contribution to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 as amended.

ARTICLE VI. Directors

The 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 stated in the Bylaws.

ARTICLE VII. 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 VIII. Initial Agent for Service of Process

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

Ron Fremont, Vice President
University Advancement
5500 University Parkway
San Bernardino, CA 92407-2393

ARTICLE IX. 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 X. Irrevocable Dedication and Dissolution

The property, assets, profits and net income of this Corporation are irrevocably dedicated to the public 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 of its directors, officers, private shareholder, members or individuals. Upon the winding up and dissolution of the Corporation, the board will direct staff to work with legal counsel and the President of the University or his representative to develop a dissolution plan that is consistent with applicable laws and statutes. Upon the dissolution of this corporation, net assets after paying or adequately providing for the debts, obligations and liabilities of the corporation other than trust funds, shall be distributed to a successor approved by the President of California State University, San Bernardino and by the Chancellor of California State University.

ARTICLE XI. Amendments

These Articles of Incorporation may be amended in the manner authorized by law and the bylaws of the corporation at the time of amendment.

Date: 12-14, 2012



Ron Fremont, Incorporator