



Associated Students, Inc.  
California State University, Fullerton

**GOVERNANCE COMMITTEE**  
**Meeting Minutes**

Thursday, September 27, 2018  
2:30 p.m.

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<b>CALL TO ORDER</b>	Maria Linares called the meeting to order at 02:32 p.m.
<b>ROLL CALL</b>	
<b>MEMBERS PRESENT</b>	Linares, Mumford, Rodriguez and Sherman
<b>MEMBERS ABSENT</b>	Mahamuni
<b>NON-VOTING MEMBERS PRESENT</b>	McDoniel and Robles
<b>NON-VOTING MEMBERS ABSENT</b>	None
	(M) Rodriguez (S) Sherman Linares stated Muhamuni was absent due to class. Absences were excused by unanimous consent.
<b>APPROVAL OF AGENDA</b>	(M) Sherman (S) Mumford moved to approve the agenda as presented by unanimous consent.
<b>APPROVAL OF MINUTES</b>	(M) Sherman (S) Rodriguez moved to approve the minutes by unanimous consent.
<b>TIME CERTAIN</b>	None
<b>PUBLIC SPEAKERS</b>	None
<b>REPORT:</b>	
<b>DIRECTOR OF ADMINISTRATION</b>	McDoniel stated that the CSU is considering a policy banning single use plastic that could be implemented in 2019. The policy aims to reduce use of plastic products by 50%. The policy would apply to all food services, Starbucks, and ASI programs.
<b>GOVERNANCE CHAIR</b>	Linares informed the committee that she was working with Valerie Rivera, Children Center Director to arrange a date for the Governance Committee to volunteer at the Children Center. The Governance Committee Meeting was cancelled October 11, 2018 due to volunteering.
<b>UNFINISHED BUSINESS</b>	No unfinished business.
<b>NEW BUSINESS</b>	

**a. Action: Resolution Amending and Restating Articles of Incorporation of Associated Students Incorporated, California State University Fullerton**

**Governance 18/19 003 (M) Sherman (S)** Rodriguez moved to approved to approve the Resolution Amending and Restating Articles of Incorporation of Associated Students Incorporated, California State University Fullerton.

Linares yielded to McDoniel to elaborate on the changes to the Articles of Incorporation of Associated Students Incorporated, CSUF. McDoniel stated that a resolution was needed to explain the changes made to the Articles of Incorporated.

Before 1975, Associated Students was an association and not a corporation. McDoniel explained that the main changes was adding and removing information to comply with nonprofit laws. McDoniel clarified that information was deleted because it was no longer required. Information that was missing was added. McDoniel summarized a few changes that was made to the document:

- Associated Students Incorporated, California State University Fullerton name was different throughout the document
- Updated the exempt status for taxation (information was not stated)
- Remove corporate office location
- Removed all previous directors from the document

McDoniel continued to review the information that was added. Refer to the attachment for more information.

McDoniel clarified that if the nonprofit law changes, amendments would continue to be attached to the Articles of Incorporation until it would have to be restated. The resolution states that the amendments are made to meet the California law.

McDoniel explained that it would be presented to the Board of Directors Tuesday, October 9, 2018. After it was approved it would be sent to the California Secretary of State. Bylaws would then have to mirror the approved Articles of Incorporation.

The committee moved into a roll call.

**ROLL CALL**

<b>ROLL CALL VOTES</b>		
		<b>003</b>
<b>NSM</b>	Sherman	Yes
<b>ECS</b>	Mahamuni	<i>ABSENT</i>
<b>COMM</b>	Mumford	Yes
<b>ARTS</b>	Rodriguez	Yes
<b>HSS</b>	Linares	Yes
<b>Results</b>		4-0-0

**Governance 18/19 003 motion passed.**

**ANNOUNCEMENTS/MEMBERS' PRIVILEGE**

Meghan Waymire, ASI Chief Governmental Officer encouraged the committee to attend the Faculty voter registration drive.

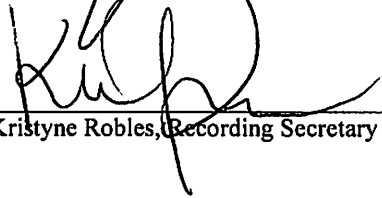
**ADJOURNMENT**

The meeting adjourned at 3:13 pm.



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Maria Linares, Vice Chair Secretary



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Kristyne Robles, Recording Secretary

## I. Analysis of Specific Provisions in Present Articles of Incorporation

**Article I. Name.** This name is slightly different than the corporate name appearing in the heading to the 2008 amendment, current Bylaws, and elsewhere (see above). For example, the Bylaws use “Associated Students, Incorporated, California State University, Fullerton, Inc.” This Article needs to be amended if not accurate.

**Article II. Transition to Corporation.** Article II provides for the transition from an unincorporated association to an incorporated association and should have been deleted as no longer needed (and the remaining articles renumbered) with the 1976 amendment-filing. This provision can be deleted in restated and amended Articles of Incorporation.

### Article III. Purposes

While the four clauses of original Article III might still be viewed as adequate to generally state the Association’s purposes to remain qualified as a nonprofit tax-exempt organization, there is inconsistent and obsolete language that should be updated, for example:

*This Corporation is organized and operated solely for the benefit of California State University, Fullerton (University). This corporation is organized as a student body organization under Section 89300, 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). Represent University student interests and serve as a voice of the student body through leadership opportunities as an integral part of the University’s shared governance;*
- b). Provide programs, activities and events for University students, faculty, staff, alumni and friends; and*
- c). Develop, construct and operate campus support facilities.*

**Article IV. Exempt Status.** Delete and reorganize in a consolidated provision in the Restated Articles.

**Article V. Corporate Office Location.** Delete as unnecessary.

**Article VI. Directors.** Clause a) should be retained but updated. Clause b) is obsolete and limited board member liability is incorporated in the Nonprofit Public Benefit Corporation Law. Clause c) should be deleted.

**Article VII. Members.** This Article should be retained but limited with updated language. See below.

**Article VIII. Members Non-Liability.** This Article should be deleted as obsolete. The Nonprofit Public Benefit Corporation Law addresses the limited liability of corporation-members.

**Article IX. Dedicated Assets and Dissolution.** This article needs to be reframed, updated and reorganized.

**Article X. Board Action Without Meeting.** This article should be deleted. It conflicts with the Education Code relating to governing board meetings.

## **II. Additional or Updated Provisions in Restated Articles of Incorporation**

There are additional provisions not in the original Articles of Incorporation or amendments, or reframed provisions from the original Articles that need to be included in restated and amended Articles of Incorporation:

### **Article on Conformity with Regulations**

*This corporation shall conduct its operations in conformity with regulations adopted by the Board of Trustees of The California State University as required by Education Code Sections 89300, 89305 and 89900(c) as a separate but integral part of the University as specifically required by California Code of Regulations, Title 5, Section 42401.*

### **Article on Exempt Status and Limitations on Activities**

*No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of (or in opposition to) any candidate for public office.*

*All corporate property is irrevocably dedicated to the purposes set forth in Article II. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.*

*This Corporation shall not accept any contribution from any "prohibited person." For purposes of this Article, a "prohibited person" is (i) a person who controls, directly or indirectly, either alone or with persons listed described in (ii) and (iii) below, the governing body of this Corporation or any successor organization pursuant to Article VII; (ii) a member of the family of an individual listed in (i) above; or (iii) a corporation, partnership, trust, or estate more than 35 percent of which is actually or constructively controlled by persons described in (i) or (ii) above. For purposes of this Article, a member of an individual's family includes his or her spouse, ancestors, children, grandchildren, great-grandchildren, and spouses of children, grandchildren, and great-grandchildren, as well as the individual's brothers and sisters, by whole or half blood, and their spouses.*

### **Article on Directors and Officers**

*The Officers and number of Directors, their qualifications, powers, duties, terms of office, manner of selection or designation, removal and filling vacancies, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.*

### Article on Non-Member Organization

The restated Articles should include a provision that association “members” are not intended as statutory members (under Corporations Code §§ 5056). While the University student body is described consistently in the present Bylaws as “members” with student director and officer voting rights, a revision to the Bylaws should state that “...(t)he Corporation shall not have members as that term is defined in Corporations Code Section 5056.”

The restated and amended Articles of Incorporation should include the following Article:

*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. The Bylaws may designate the University student body as “members” pursuant to Corporations Code Section 5332, and may provide a student body selection process for corporate officers and directors, and for initiative, referendum or recall actions under Section 5132(c)(4).*

Note: Parallel amendments to be included in the ASI Bylaws. The critical point is to distinguish between the corporate actions by members of the board versus student leader and referendum/initiative elections prescribed as a duty of the student body.

### Article on Dedication and Dissolution

*This corporation is formed, shall operate, and irrevocably dedicates its assets for the exclusive benefit of California State University, Fullerton. Upon the winding up and dissolution of this corporation, its net assets other than trust funds shall be transferred to a qualified successor approved by the Board of Directors, the University President, and by the Chancellor, California State University.*

### Article of 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 on Amendments

*The Articles of Incorporation of this corporation may be amended by resolution of the Board of Directors by at least a two-thirds (2/3) affirmative vote at a meeting called for that purpose at which a quorum is present, and with the written approval of the University President.*

**V. Form of Amended & Restated Articles.** The required form for filing amended and restated articles of incorporation is an officer’s certificate.

ARTICLES OF INCORPORATION  
OF  
ASSOCIATED STUDENTS  
CALIFORNIA STATE UNIVERSITY, FULLERTON, Inc.

753699  
**ENDORSED  
FILED**  
In the office of the Secretary of State  
of the State of California  
**SEP 10 1975**  
MARCH FONG EU, Secretary of State  
Janet E. Jauregui  
Deputy

KNOW ALL PEOPLE BY THESE PRESENCE that we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation pursuant to the "General Non-profit Corporation Law of the State of California", and we hereby certify:

ARTICLE I

**UPDATE - I**

The name of this corporation is: Associated Students California State University, Fullerton, Inc.

ARTICLE II

**DELETE**

An existing unincorporated association is hereby being incorporated and the name of said existing unincorporated association is the "Associated Students, California State University, Fullerton".

ARTICLE III

**UPDATE - III**

a) This Corporation is formed for the specific and primary purpose of operating a charitable and educational organization, the student activities of the Associated students, California State University, Fullerton.

b) The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of California, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property.

c) Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

d) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE IV

**UPDATE - II**

This corporation is organized as a non-profit corporation pursuant to the General Non-profit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof and it is organized for non-profit purposes.

ARTICLE V

**DELETE**

The county in this State where the principal office for the transaction of the business of the corporation is located is Orange County.

ARTICLE VI

**UPDATE - VIII**

a) The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be stated in the By-laws.

b) Directors shall not be personally liable for the debts, liabilities, or obligations of the corporation.

**DELETE**

c) The names, address and titles of the persons who are to act in the capacity of Directors and Officers until the selection of their successors are:

**PREVIOUSLY DELETED**

<u>Name</u>	<u>Address</u>
Joel Kaplan, Controller and Director	114 S. Beth Circle, Anaheim, California
Phil Stump, Executive Secretary and Director	11591 Varna St., Garden Grove, California
Dan Conforti, Co-President and Director	600 Langsdorf, #F-15 Fullerton, California
Mike Schroeder, Co-President and Director	13902 Dall Lane, Santa Ana, California
Mary Pat Buckel, Director	2100 Wilshire, Fullerton, California
Jerry Dees, Director	2520 W. La Palma, #403 Anaheim, California
Larry Gustafson, Director	12212 Izetta Avenue, Downey, California
Don Hughey, Director	807 N. Lemon, Apt. C Orange, California
Brian Hutchins, Director	2255 El Rancho Vista, Fullerton, California
Joel Kaplan, Director	114 S. Beth Circle, Anaheim, California
Michael Loader, Director	3119 Pinewood Street, Orange, California



Robert Manchester, Director	13836 Bora Bora Way, #3148 Marina Del Rey, California
Jerry Minsky, Director	5340 Westridge Rd., Anaheim, California
Mitchell A. Rosen, Director	2241 Liane Lane, Santa Ana, California
Dave Rosenberger, Director	1131 W. Porter, Fullerton, California
Ivar Roth, Director	3178 Allenton Avenue, Hacienda Heights, California
Dave Sandoval, Director	3001 Yorba Linda Blvd., A28 Fullerton, California
Marianne Sant, Director	18202 Winchester Circle, Villa Park, California
Joe Seitz, Director	2100 Associated Road, Fullerton, California
Louise Wainwright, Director	406 E. 120th Street, Los Angeles, California
Ron Webber, Director	2328 Cloverdale, Orange, California
Rocky Wilson, Director	5249 W. 137th Place, Hawthorne, California
Alan Zall, Director	18042 Santa Clara Avenue, Santa Ana, California

ARTICLE VII

**UPDATE - IX**

The authorized number, and qualifications of members of the corporation, the filling of vacancies, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection, and the termination and transfer of membership shall be as stated in the By-laws. Provided, however, that if the voting, property or other rights or interests, or any of them, be unequal, the By-laws shall set forth the rule or rules by which the respective voting, property or other rights or interests of each member or class of members are fixed and determined.

ARTICLE VIII

**DELETE**

Members of this corporation are not personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE IX

**UPDATE - V, VI, VII**

a) This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof and is organized solely for non-profit purposes.

b) The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private persons.

c) On the dissolution or winding up of the corporation its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to one or more non-profit corporations organized and operated for the benefit of California State University, Fullerton or the students or the students and faculty at that university, such corporation or corporations to be selected by the Board of Directors of this corporation.

d) If 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 the corporation has its principal office, on petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

ARTICLE X

**DELETE**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the

same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provisions of law which relates to action as taken shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

IN WITNESS WHEREOF, the undersigned, being the president and the secretary, respectively, of Associated Students, California State University, Fullerton, the unincorporated association that is being incorporated by these Articles of Incorporation, have executed them this Aug 1, 1975.

Daniel A. Conforti  
Dan Conforti, Co-President

Mike Schroeder  
Mike Schroeder, Co-President

Phil Stump  
Phil Stump, Secretary

STATE OF CALIFORNIA )  
                                  ) SS  
COUNTY OF ORANGE )

On this 1st of August, 1975, before, me the undersigned, a Notary Public, personally appeared Dan Conforti, Mike Schroeder and known to me to be the persons whose names are subscribed to these Articles of Incorporation, and acknowledged to me that they executed them.

Mary G. Condon  
Notary Public in and for said  
County and State



800 North State College Blvd., Fullerton, CA. 92631

AFFIDAVIT

State of California, County of Orange:

Dan Conforti, Mike Schroeder and Phil Stump, being first sworn, each for himself/herself;

That Dan Conforti and Mike Schroeder are the Co-Presidents and that Phil Stump is the Secretary of Associated Students, California State University, Fullerton, the unincorporated association mentioned in the foregoing Articles of Incorporation; that the association has authorized its incorporation and has authorized the undersigned, as the officers, to executive the Articles of Incorporation.

Daniel A. Conforti  
Dan Conforti, Co-President

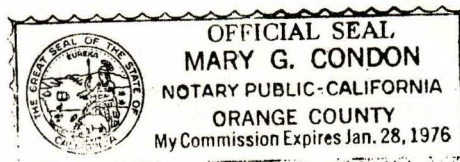
Mike Schroeder  
Mike Schroeder, Co-President

Phil C. Stump  
Phil Stump, Secretary

Subscribed and sworn to before me on

August 1, 1975

Mary G. Condon  
Notary Public in and for the  
State of California  
County of Orange



800 North State College Blvd., Fullerton, CA. 92631

**CERTIFICATE OF AMENDMENT**

OF  
ARTICLES OF INCORPORATION  
OF

ASSOCIATED STUDENTS CALIFORNIA STATE UNIVERSITY, FULLERTON, INC.

Dan Conforti and Philip C. Stump certify:

**UPDATE - VII**

1. They are the president and the secretary, respectively, of Associated Students California State University, Fullerton, Inc., a California corporation.

2. At a meeting of the board of directors of the corporation, held at Fullerton, California, on **December 9, 1975**, the following resolution was adopted:

RESOLVED: Subparagraph (c) of **Article IX** of the Articles of Incorporation be amended to read as follows:

" (c) on the **dissolution** or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to one or more non-profit corporations which are tax exempt under Section 501 (c) (3) of the Internal Revenue Code and which are organized and operated for the benefit of California State University, Fullerton, or the students or the students and faculty at that university, such corporation or corporations to be selected by the Board of Directors of this corporation."

**ENDORSED  
FILED**  
In the office of the Secretary of State  
of the State of California  
JAN 26 1976  
MARCH FONG EU, Secretary of State  
By JAMES E. HARRIS  
Deputy

3. The members have adopted this amendment by resolution at a meeting held at Fullerton, California, on December 3, 1975. The wording of the amended article, as set forth in the members' resolution, is the same as that set forth in the directors' resolution in paragraph above.

4. The number of members who voted affirmatively for the adoption of the resolution is ninety (90), and the number of members constituting a quorum is 10 .

Associated Students California State University Fullerton, Inc.

By: *Daniel A. Conforti*  
Dan Conforti, President

Associated Students California State University Fullerton, Inc.

By: *Philip C. Stump*  
Philip C. Stump, Secretary

#### Verification

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate is true and correct.

Executed on December 15, 1975, at Fullerton, California.

*Daniel A. Conforti*  
Dan Conforti

*Philip C. Stump*  
Philip C. Stump

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF

ENDORSED  
FILED  
In the office of the Secretary of State  
of the State of California  
FEB 11 1983  
MAYOR FONG EU, Secretary of State  
By JAMES E. HARRIS  
Deputy

ASSOCIATED STUDENTS, CALIFORNIA STATE UNIVERSITY, FULLERTON, INC.

Christopher L. Powers and Robin M. Terry certify:

**UPDATE - VII**

1. They are the president and the secretary, respectively, of Associated Students, California State University, Fullerton, Inc., a California corporation.

2. At a meeting of the board of directors of the corporation held at Fullerton, California on **November 2, 1982** the following resolution was adopted for submission to the members of the corporation for approval:

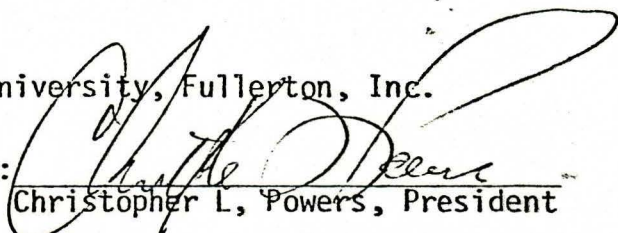
RESOLVED: Subparagraph (c) of **Article IX** of the Articles of Incorporation be amended to read as follows:

"(c) on the **dissolution** or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to one or more non-profit corporations which are tax exempt under Section 501 (c) (3) of the Internal Revenue Code and which are organized and operated for the benefit of California State University, Fullerton, or the students and faculty at that university, such corporation or corporations to be selected by the Board of Directors of this corporation, and approved by the President, California State University, Fullerton and by the Board of Trustees of the California State University."

3. The members have adopted this amendment by resolution in an election held for this purpose on November 17 and 18, 1982. The wording of the amended article, as set forth in the members' resolution, is the same as that set forth in the directors' resolution in the paragraph above.

4. The number of members who voted affirmatively for the adoption of the resolution is 763 and the number voting against is 232. A majority of those voting is required for adoption and this majority was achieved.

Associated Students, California State University, Fullerton, Inc.

By:   
Christopher L. Powers, President

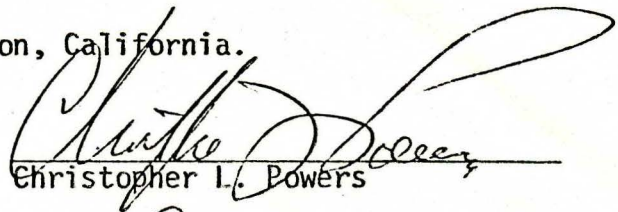
Associated Students, California State University, Fullerton, Inc.

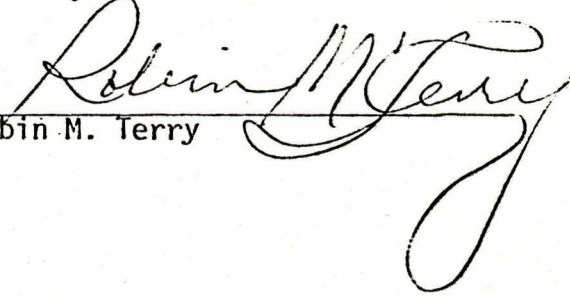
By:   
Robin M. Terry, Secretary

#### Verification

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate is true and correct.

Executed on February 1, 1983, at Fullerton, California.

  
Christopher L. Powers

  
Robin M. Terry



CERTIFICATE OF AMENDMENT OF ARTICLES OF  
INCORPORATION OF ASSOCIATED STUDENTS  
CALIFORNIA STATE UNIVERSITY, FULLERTON, INC.

TRACEY A. STOTZ and IRA N. UNTERMAN certify that:

**UPDATE**

1. They are the President and the Controller, respectively, of ASSOCIATED STUDENTS CALIFORNIA STATE UNIVERSITY, FULLERTON, INC.
2. The Preamble to the Articles of Incorporation which reads:

Know all people by these presence that we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation pursuant to the "General Non-profit Corporation Law of the State of California", and we hereby certify:

is deleted.

3. The following Articles are **deleted** from the Articles of Incorporation:

**Article V**  
Subsection c) of Article VI

4. **Article IV** of the Articles of Incorporation is **amended** to read as follows:

**UPDATE - II**

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.

5. **Article V** is **added** to the Articles of Incorporation to read as follows:

**UPDATE - II**

In accordance with the provisions of Section 9913 of the California Corporations Code, this corporation elects to be governed by all of the provisions of the California Nonprofit Public Benefit Corporation Law not otherwise applicable to this corporation under Sections 9910 - 9927 of the Corporations Code.

**ENDORSED  
FILED**

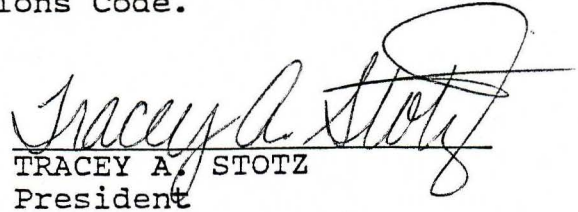
in the office of the Secretary of State  
of the State of California

-1-

MAR 27 1986

MARCH FONG EU, Secretary of State

6. These amendments make no changes in the Articles of Incorporation other than deleting the names and addresses of the first directors, deleting reference to the location of the principal office and electing to be governed by all of the Nonprofit Corporation Law, and therefore, they can be adopted by the Board of Directors alone, under Section 5812(b) of the California Corporations Code.

  
TRACEY A. STOTZ  
President

  
IRA N. UNTERMAN  
Controller

Verification

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his or her own knowledge, and that this declaration was executed on February 21, 1986 at Fullerton, California.

  
TRACEY A. STOTZ

  
IRA N. UNTERMAN

A0675787



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

APR 11 2008

California State University, Fullerton • TSU 218 • 800 N. State College Blvd. • P.O. Box 6828 • Fullerton, CA 92834-6828

**CERTIFICATE OF AMENDMENT OF ARTICLES  
OF INCORPORATION OF ASSOCIATED STUDENTS,  
CALIFORNIA STATE UNIVERSITY, FULLERTON, INC.**

**UPDATE - VII**

Heather Williams, ASI President, Christine Hernandez, Chair, ASI Board of Directors, and Paul Rumberger, ASI Vice President/Treasurer, certify that:

1. They are the President, Chair of the Board of Directors and the Vice President/Treasurer, respectively, of Associated Students, California State University, Fullerton, Inc., a California nonprofit corporation. The following amendment was unanimously approved by resolution on **March 11, 2008** by the Board, as required by Title 5, Section 42600(b) of the CCR, for submission to the members of this corporation.
2. The members of the corporation adopted this amendment to the Articles of Incorporation at their election for this purpose on March 26 and 27, 2008, by a majority of those voting as required.
3. Pursuant to the resolution to **amend of** the Board of Directors and by approval to amend of the majority of members of the corporation, **Article IX(c)** of the Articles of Incorporation is amended to read as follows:

"(c) on the **dissolution** or winding up of the corporation, its net assets, other than trust funds, shall be distributed to one or more non-profit corporations which are tax exempt under Section 501(c)(3) of the Internal Revenue Code and which are organized and operated for the benefit of California State University, Fullerton, or the students and faculty at that university, such corporation or corporations to be initially recommended by the Board of Directors of this corporation, subject to the sole discretion and approval of the President, California State University, Fullerton, and by the Board of Trustees of the California State University."

4. This amendment makes no changes in the Articles of Incorporation other than maintaining compliance with the changes in the regulations and law pursuant to the provisions of Title 5, Section 42600(b) of the CCR.

\_\_\_\_\_  
Heather Williams, ASI President

\_\_\_\_\_  
Christine Hernandez, Chair, ASI Board of Directors

\_\_\_\_\_  
Paul Rumberger, ASI Vice President/Treasurer

Verification

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his or her own knowledge, and that this declaration was executed on April 8, 2008, at Fullerton, California.

\_\_\_\_\_  
Heather Williams, ASI President

\_\_\_\_\_  
Christine Hernandez, Chair, ASI Board of Directors

\_\_\_\_\_  
Paul Rumberger, ASI Vice President/Treasurer



UPDATE - VII

FILED 11/19/13

Secretary of State  
State of California

MAY 20 2013

3 cc

CERTIFICATE OF AMENDMENT OF ARTICLES  
OF INCORPORATION OF ASSOCIATED STUDENTS,  
CALIFORNIA STATE UNIVERSITY, FULLERTON, INC.

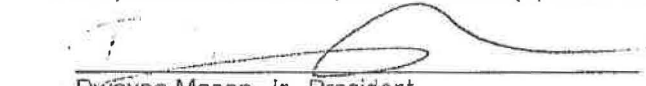
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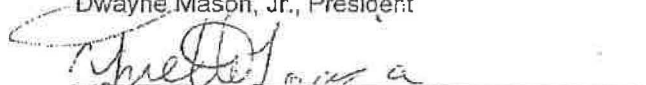
Dwayne Mason, Jr., ASI President, Yvette Loaeza, Chair, ASI Board of Directors, and Harpreet Bath, ASI Secretary/Treasurer, certify that:


1. They are the President, Chair of the Board of Directors and the Secretary/Treasurer, respectively, of Associated Students, California State University, Fullerton, Inc., a California nonprofit corporation. The following amendment was approved by resolution on **March 19, 2013**, by a majority of the Board, as required by Title 5, Section 42600(b) of the CCR, for submission to the members of this corporation.
2. The members of the corporation adopted this amendment to the Articles of Incorporation at their election for this purpose on April 10 and 11, 2013, by a majority of those voting as required.
3. Pursuant to the resolution to **amend** of the Board of Directors and by approval to amend of the majority of members of the corporation, **Article IX(c)** of the Articles of Incorporation is amended to read as follows:

"(c) On the **dissolution** or winding up of the corporation, its net assets, other than trust funds, remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to one or more non-profit corporations which are tax exempt under Section 501 (c) (3) of the Internal Revenue Code and which are organized and operated for the benefit of California State University, Fullerton, or the students or the students and faculty at that university, such corporation or corporations to be selected by the Board of Directors of this corporation and approved by the president of the campus and by the Chancellor of the California State University."


4. This amendment makes no changes in the Articles of Incorporation other than maintaining compliance with the changes in the regulations and law pursuant to the provisions of Title 5, Section 42600(b) of the CCR.


  
 \_\_\_\_\_  
 Dwayne Mason, Jr., President

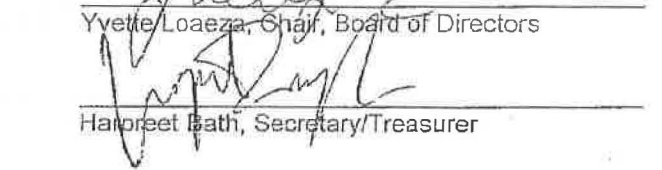
  
 \_\_\_\_\_  
 Yvette Loaeza, Chair, Board of Directors

  
 \_\_\_\_\_  
 Harpreet Bath, Secretary/Treasurer

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his or her own knowledge, and that this declaration was executed on April 15, 2013, at Fullerton, California.

  
 \_\_\_\_\_  
 Dwayne Mason, Jr., President

  
 \_\_\_\_\_  
 Yvette Loaeza, Chair, Board of Directors

  
 \_\_\_\_\_  
 Harpreet Bath, Secretary/Treasurer





I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

MAY 21 2013

Date: \_\_\_\_\_

*Debra Bowen*  
DEBRA BOWEN, Secretary of State

**RESTATED ARTICLES OF INCORPORATION  
OF  
ASSOCIATED STUDENTS INC.,  
CALIFORNIA STATE UNIVERSITY, FULLERTON**

The undersigned certify that:

1. They are the President and Vice Chair/Secretary, respectively, of the Associated Students Inc., California State University, Fullerton, a California corporation.
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: Associated Students Inc., California State University, Fullerton

**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, Fullerton (University). This corporation is organized as a student body organization under Section 89300, 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). Represent University student interests and serve as a voice of the student body through

**EXHIBIT A**

**EXHIBIT A**

leadership opportunities as an integral part of the University’s shared governance;

b). Provide programs, activities and events for University students, faculty, staff, alumni and friends; and

c). Develop, construct and operate campus service and support facilities.

**ARTICLE IV  
Conformity with Law**

This corporation shall conduct its operations in conformity with regulations adopted by the Board of Trustees of The California State University as required by Education Code Sections 89300, 89305 and 89900(c) as a separate but integral part of the University as specifically required by California Code of Regulations, Title 5, Section 42401.

**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**

a). No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

b). All corporate property is irrevocably dedicated to the purposes set forth in Article II. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

c). This Corporation shall not accept any contribution from any “prohibited person.” For purposes of this Article, a “prohibited person” is (i) a person who controls, directly or indirectly, either alone or with persons listed described in (ii) and (iii) below, the governing body of this

**EXHIBIT A**

**EXHIBIT A**

Corporation or any successor organization pursuant to Article VII; (ii) a member of the family of an individual listed in (i) above; or (iii) a corporation, partnership, trust, or estate more than 35 percent of which is actually or constructively controlled by persons described in (i) or (ii) above. For purposes of this Article, a member of an individual’s family includes his or her spouse, ancestors, children, grandchildren, great-grandchildren, and spouses of children, grandchildren, and great-grandchildren, as well as the individual’s brothers and sisters, by whole or half blood, and their spouses.

**ARTICLE VII  
Exclusive Support, Irrevocable Dedication and Dissolution**

This corporation is formed, shall operate, and irrevocably dedicates its assets for the exclusive benefit of California State University, Fullerton. Upon the winding up and dissolution of this corporation, its net assets other than trust funds shall be transferred to a qualified successor approved by the Board of Directors, the University President, and by the Chancellor, California State University.

**ARTICLE VIII  
Officers and Directors**

The Officers and number of Directors, their qualifications, powers, duties, terms of office, manner of selection or designation, removal and filling vacancies, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

**ARTICLE IX  
Non-Membership Organization**

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. The Bylaws may designate the University student body as “members” pursuant to Corporations Code Section 5332, and may provide a student body selection process for corporate officers and directors, and for ratification of or petitioning for Board actions under Section 5132(c)(4).

**ARTICLE X  
Voting**



**EXHIBIT A**

**EXHIBIT A**

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  
Amendments**

The Articles of Incorporation of this corporation may be amended by resolution of the Board of Directors by at least a two-thirds (2/3) affirmative vote at a meeting called for that purpose at which a quorum present, and with the written approval of the University President.

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

4. The directors are the only members of the corporation.

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: \_\_\_\_\_, 2018

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice Chair/Secretary



CALIFORNIA STATE UNIVERSITY, FULLERTON™

**RESOLUTION AMENDING AND RESTATING THE ARTICLES OF INCORPORATION OF ASSOCIATED STUDENTS INC., CALIFORNIA STATE UNIVERSITY, FULLERTON**

**Sponsor:** Maria Linares

**WHEREAS**, The Associated Students Inc., (ASI) is a 501(c)(3) nonprofit organization that operates as an auxiliary organization of California State University, Fullerton (CSUF), and

**WHEREAS**, auxiliary organizations of the California State University operate pursuant to written operating agreement with the CSU Board of Trustees and follow all legal and policy rules established by the CSU system, and

**WHEREAS**, The Articles of Incorporation of this corporation were originally filed and endorsed on September 10, 1975 at California; and

**WHEREAS**, the Articles of Incorporation were amended in parts on: January 26, 1976 and February 11, 1983 (to conform the dissolution clause to California Code of Regulations, Title 5); March 27, 1985 (to bring the corporation under the new California Nonprofit Public Benefit Law); and April 11, 2008 and May 20, 2013 (again amending the dissolution provision for Title 5 conformance); and

**WHEREAS**, the Board of Directors wishes to clarify and restate the name of the corporation, update other provisions, including provisions under the California Nonprofit Law of 1980; and

**WHEREAS**, California Corporations Code Section 5819 permits nonprofit public benefit corporations to amend and to restate the Articles of Incorporation into a consolidated instrument; and

**WHEREAS**, the Board of Directors is authorized to amend the Articles of Incorporation of the corporation by majority vote of a quorum of the Board held at a meeting duly called; therefore let it be

**RESOLVED**, that the amended and restated Articles of Incorporation set forth in Exhibit A (Officers' Certificate of Restated Articles) appended hereto is approved; and let it be further

**RESOLVED**, that the corporation President and Secretary are authorized and directed to execute said certificate and to file the executed certificate with the California Secretary of State.

Adopted by the Board of Directors of the Associated Students Inc., California State University, Fullerton on this \_\_\_\_\_ day of \_\_\_\_\_ in the year two thousand eighteen.



CALIFORNIA STATE UNIVERSITY, FULLERTON™

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Tristan Torres  
Chair, Board of Directors

Maria Linares  
Vice Chair/Secretary, Board of Directors

Associated Students Inc., California State University, Fullerton President/CEO does hereby  
[ ] approve / [ ] refuse to approve this resolution.

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Joshua Borjas  
ASI President/CEO

Date