



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.



**ASSOCIATED  
STUDENTS, INC.**

**CALIFORNIA STATE UNIVERSITY, FULLERTON™**

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

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.

Joshua Borjas  
ASI President/CEO

10-10-18

Date

**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**

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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**

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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**

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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