California State University SAN MARCOS | The Foundation

The CSUSM Foundation California State University San Marcos 333 S. Twin Oaks Valley Road San Marcos, CA 92096-0001
Tel: 760.750.4400 **Tax ID:** 80-0390564 www.csusm.edu/foundation

CSUSM

Foundation Board

Articles of Incorporation

CERTIFICATE OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the Chair of the Board and Secretary, respectively, of the California State University San Marcos Foundation, a California nonprofit public benefit corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I
Corporate Name/Principal Office

The name of this corporation is:

CALIFORNIA STATE UNIVERSITY SAN MARCOS FOUNDATION.

The principal office for the transaction of the business of this corporation shall be in the City of San Marcos, County of San Diego, 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 and charitable purposes.

ARTICLE III
Purposes

This corporation is organized, and at all times hereafter shall be operated as an auxiliary organization under Section 89000, et seq. of the California Education Code, in connection with, exclusively for the benefit of, to perform the functions of, or to carry out the mission of California State University San Marcos. This corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. The specific purposes for which this corporation is organized are:

(a) Support and enhance the vision, mission and values of the University;

(b) Develop and improve the facilities of the University for broader educational opportunities and service to students, alumni and the public;

(c) Take an active role in fundraising and development processes in support of the

University;

(d) Provide financial assistance to the University for its scientific, literary, educational and charitable purposes through gifts, loans and allocations to the University and its controlled affiliates;

(e) To establish and provide funding for scholarships and other student assistance programs to the University, and other programs essential to the academic mission of the University;

(f) Administer and manage gifts, bequests, devises, endowments, trusts and similar funds, and their investments;

(g) Promote a greater and better understanding of the University and its mission and accomplishments within the community; and

(h) Do any other act or thing and engage in and carry on any other activity in any manner connected with or incidental to, or calculated to promote, assist, aid or accomplish any of the aforesaid purposes.

ARTICLE IV
Conformity with Law

The corporation shall be an auxiliary organization of California State University San Marcos, 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

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

Despite any other provision in 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 or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law.

ARTICLE VI
Officers and Directors

The Officers and 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
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 IX
Irrevocable Dedication and Dissolution

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

On the winding up and dissolution of this corporation, and after paying or adequately providing for its debts and obligations, the remaining assets shall be distributed to a successor approved by the President of California State University San Marcos and by the Chancellor, as long as it is then described in Sections 170(b)(1)(A), 501(c)(3), and 509(a)(1) of the Internal Revenue Code (or corresponding provisions of any future federal internal revenue law.)

ARTICLE X
Amendments

The Articles of Incorporation of this corporation may be amended only by resolution of the Board of Directors adopted by a majority vote of the Board of Directors.

3. The foregoing Amended and Restated Articles of Incorporation has been approved by a resolution duly adopted by the required majority vote of the Board of Directors.

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: October 6, 2017

Jack Raymond, Chair of the Board

Neal Hoss, Secretary