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

FILED
Secretary of State
State of California

APR 11 2019

The undersigned certify that:

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

d). 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.

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

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.

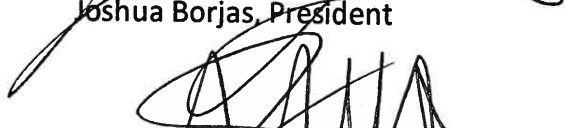
4. The directors are the only members of the corporation.

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: November 2, 2018



Joshua Borjas, President



Maria Linares, Vice Chair/Secretary



I hereby certify that the foregoing transcript of 4 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

APR 22 2019

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State