



# State of California Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

NOV - 5 2009

DEBRA BOWEN  
Secretary of State



CSU FULLERTON

**Auxiliary Services Corporation**
*Serving the University in the Spirit of Excellence*
**ENDORSED - FILED**  
 in the office of the Secretary of State  
 of the State of California

OCT 27 2009

## RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. That they are the Chairman and the Secretary of the CSU Fullerton Auxiliary Services Corporation, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**CSU FULLERTON AUXILIARY SERVICES CORPORATION**  
**ARTICLES OF INCORPORATION**

ARTICLE I

The name of this corporation is the CSU FULLERTON AUXILIARY SERVICES CORPORATION.

ARTICLE 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 Public purposes.

The specific purpose for which this corporation is formed shall be to promote and assist the educational program of the California State University, Fullerton or such institution as shall succeed to the purposes and functions of said university, and to apply the funds and properties coming into its hands toward furthering the educational services carried on or approved by the administrative officers of the California State University, Fullerton.

The powers that it shall have in furtherance of said purpose are

- (1) To receive property by gift, bequest, by will, or upon trust to the same extent as a natural person, grant, or otherwise acquire and hold all property, real or personal, including stocks, bonds or securities of other corporations; to make gift or trade of such property; to give and grant scholarships to students; to originate and carry on research projects, surveys and investigations in all matters applicable or related to such purposes.
- (2) To further the educational objectives of California State University, Fullerton, its students and its faculty, and as a part thereof, to furnish to them at a reasonable cost new and used books, materials and supplies, food, board, lodging and housing facilities; and to acquire, own, operate and maintain book stores, cafeterias, food-dispensing service, dormitories, and housing facilities, and such other facilities as may serve to accomplish or assist in such objectives.
- (3) To promote and assist the educational services of the California State University, Fullerton, or such institution as shall succeed to the properties and functions of said

university, and to apply the funds and properties coming into its hands toward furthering the educational services carried on or approved by the administrative officers of said California State University, Fullerton.

(4) To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, or administer and expend funds and property subject to such trust.

(5) To have and exercise all powers conferred by the laws of the State of California that are incidental to but are necessary for carrying out the primary purposes of the corporation.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause, shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference to any provision of any other clause, but shall be regarded as intended purposes and powers.

This corporation elects to be governed by all the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.

### ARTICLE III

This corporation is organized and operated exclusively for Public purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

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

### ARTICLE IV

The Directors and officers of the corporation shall be drawn from the faculty and administrative staff of California State University, Fullerton or such other institution as may hereafter succeed to the properties and functions of said school, from citizens residing in the region served by the university, and from the student body of the university. The corporation shall have no members other than the persons constituting its Board of Directors. The persons constituting its Board of Directors shall, for the purposes of any statutory provisions or rule of law relating to non-profit corporations, or otherwise, be taken to be the members of such corporation, and exercise all rights and powers of members thereof. This Article may be amended only by the unanimous approval of the Directors of the corporation.

### ARTICLE V

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit and does not contemplate the distribution of gain, profit or dividend to its members or to any private shareholder or individual.

The property, assets, profits and net income of this corporation are irrevocably dedicated to the public and charitable purposes set forth in Article II, and no part of the profits or net income or assets of the corporation shall ever inure to the benefit of any private shareholder or individual. Prior to the 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 or winding up of this corporation, net assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a successor non-profit corporation, foundation or fund which is organized and operated exclusively for public purposes, and which is selected and approved by the President of the University and the Board of Trustees of The California State University. Such fund, foundation or corporation shall have established tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

The principal office for the transaction of the business of this corporation will be located in the County of Orange, State of California.

ARTICLE VII

The number of Directors of this corporation shall be no less than fifteen and no more than twenty-five.

ARTICLE VIII


The term for which this corporation is to exist is perpetual.

3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors.

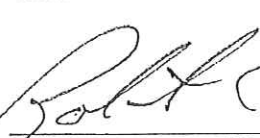
4. The corporation has no members.

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: 09/17/2009

  
\_\_\_\_\_  
Ted Bremner  
Chairman

Date: 09/17/2009

  
\_\_\_\_\_  
Robert C. Hall  
Secretary

