

A0734390

RESTATED ARTICLES OF INCORPORATION OF
UNIVERSITY UNION OPERATION OF
CALIFORNIA STATE UNIVERSITY, SACRAMENTO,
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

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

OCT 23 2012

The undersigned certify that:

1. They are the Chair of the Board and the Secretary-Treasurer, respectively, of the University Union Operation of California State University, Sacramento.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

I

The name of this corporation is UNIVERSITY UNION OPERATION OF CALIFORNIA STATE UNIVERSITY, SACRAMENTO.

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 and charitable purposes. It shall conduct its operation in conformity with regulations established by the Trustees of the California State University and Colleges and approved by the Director of Finance as required by the California Education Code, Section 89900.

III

This Corporation shall be operated as an integral part of the education program of the California State University, Sacramento, hereinafter called the "University," as required by the California Administrative Code, Title V, Section 4240I; and its operations shall be integrated with University operations and administered or supervised by the existing University administrative organization as required by the California Administrative Code, Title V, Section 4260I(c).

IV

The specific purpose of this corporation is to promote and assist the educational program of the University or such institution as shall succeed to the properties and functions of said University; to apply the funds and properties coming into its hands toward furthering the educational program carried on or approved by the administrative officers of the University; and to carry on other charitable and educational activities associated with this purpose as allowed by law. This Corporation shall not carry on any activities not approved by the administrative officers of the University.

V

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and does not contemplate the distribution of gains, profits or dividends 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 charitable purposes set forth in Article IV, and no part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered by employees of and agents to and for the Corporation.

VI

This corporation is organized exclusively for charitable and educational purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under the Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

VII

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

VIII

All corporate property is irrevocably dedicated to the purposes set forth in Articles II and IV, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, members, employees, or to the benefit of any private persons.

IX

Upon dissolution of this corporation, net assets other than trust funds shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the California State University, Sacramento, or the students or the students and faculty at that University, such successor to be recommended by the Board of Directors and approved by the President of California State University, Sacramento and by the Chancellor ~~Trustees~~ of the California State University. Such successor nonprofit corporation or corporations must be qualified for federal income tax exemption under Sections 501(a) and 501(c) (3) of the United States Internal Revenue Act of 1986 and be organized and operated exclusively for charitable, scientific, literary, or educational purposes, or for a combination of said purposes. In the alternative, upon dissolution of the corporation, net assets other than trust funds shall upon approval of the President of California State University, Sacramento, and the Board of Trustees of the California State University, be distributed to the California State University, Sacramento.

If, upon dissolution, 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 this Corporation's principal office is located upon petition therefor by the Attorney General by any person concerned in the liquidation. In no event shall any assets be distributed to any member, director, or officer of this Corporation.

X

The Articles of Incorporation of this Corporation shall not be amended except with the affirmative vote or written consent of not less than 80% of the members of the Board of Directors.

XI

Notwithstanding anything to the contrary which may be expressed or implied in the Articles of Incorporation, this Corporation shall act in accordance with the following provisions:

- (A) This Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of Internal Revenue Act of 1986.
- (B) This Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Act of 1986.
- (C) This Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Act of 1986.
- (D) This Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Act of 1986.
- (E) This Corporation shall not make taxable expenditures as defined in Section 4945(d) of the Internal Revenue Act of 1986.

XII

Pursuant to California Corporations Code section 9913(a) the corporation elects to be governed by all of the provisions of the California Nonprofit Public Benefit Corporation Law.

- 3. The foregoing Amendment and Restatement of 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: September 19, 2012



Demetrio Gonzalez, Chair of the Board



Diljeet Virk, Secretary-Treasurer



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

NOV 08 2012

Date: _____ *m*

Debra Bowen
DEBRA BOWEN, Secretary of State