

0713584

FILED
Secretary of State
State of California

ICC APR 14 2017

Restated Articles of Incorporation

The undersigned certify that:

1. They are the chair and secretary, respectively, of Sonoma State University Academic Foundation Inc., a California corporation.
2. The Articles of Incorporation of this corporation, including a change of name, are restated and amended to read as follows:

Restated and Amended Articles of Incorporation**ARTICLE I. Name**

The name of this corporation is:

Sonoma State University Foundation.

ARTICLE II. Purposes

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.

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.

The charitable purposes for which this corporation is organized and will be operated exclusively are to perform authorized auxiliary functions, including the active promotion, pursuit and stewardship of private support, for the benefit of Sonoma State University (University). This corporation is organized exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended.

The corporation is and at all times hereafter shall be operated as an auxiliary organization under §89900 *et seq.*, of the California Education Code, and within regulations adopted by the Board of Trustees of the California State University (Title 5).

The foregoing provisions shall be construed as both purposes and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III. Exempt Status and Limitation of Activities

This corporation is organized and operated exclusively for the charitable purposes described in Article II, and it shall be nonprofit and nonpartisan.

Nothing in Article II shall be construed as allowing the corporation to carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or (2) by corporation contributions which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Internal Revenue Code.

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

ARTICLE IV. Principal Office

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

ARTICLE V. Dedication and Dissolution

The property of this corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of this corporation shall ever inure to the benefit of its directors or officers, or to any private person, except that the corporation is 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 II.

On the winding up and dissolution of this corporation, net assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, other than trust funds shall be distributed to the University or to one or more nonprofit corporations organized and operated for the benefit of the University, as approved by this corporation's Board of Directors, the President of the University and by the Chancellor of California State University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under §501(c)(3) of the Internal Revenue Code of 1986, as amended, and have established its tax exempt status under §23701d of the California Revenue and Taxation Code, as amended, be organized and operated exclusively for charitable or educational purposes, and meet the requirement for exemption specified in §214 of the California Revenue and Taxation Code.

ARTICLE VI. Amendments

The Articles of Incorporation of this corporation shall be amended only by the two-thirds vote of a majority of the qualified directors then in office, subject to the approval of the University President.

- 3. The foregoing restated and amended Articles of Incorporation have been duly approved by the board of directors and President, Sonoma State University.

- 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: 3/24/17

Jay K. Sakaki, Chair
Amanda J. Breen, Secretary

California Secretary of State's Office
 original record in the custody of the
 State and copy of the
 record to be retained by the
 Secretary of State's Office



APR 23 2017

Faint, illegible text, likely bleed-through from the reverse side of the page.



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.

APR 25 2017

RM

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State