

COPY

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State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 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

JUL 20 2005

A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ASSOCIATED STUDENTS,
SAN DIEGO STATE UNIVERSITY

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

JUL 06 2005

The undersigned certify that:

1. They are the President and Chief Financial Officer, respectively, of the Associated Students, San Diego State University.

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, San Diego State University."

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.

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 III
Purposes

This Corporation is organized and operated solely for the benefit of San Diego State 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) To operate exclusively for charitable and public purposes within the meaning of the California Revenue and Taxation Code, Section 23701(d) (or corresponding provisions of any future California Revenue Law).

(b) Subject to the direction and approval of the University President or designee, to finance, construct and operate campus facilities at San Diego State University, for the benefit of students, faculty, staff, and alumni in order to promote and assist the educational program of the University operating as an integrated part of the overall University campus program, and to apply the funds and properties coming into its control toward furthering the educational program carried on or approved by the University President or a designee.

(c) Subject to the direction and approval of the University President or designee, to purchase, own, sell and encumber and otherwise deal in and with such real and personal property as the Board of Directors or members of this corporation may find or consider to be suited to the primary purpose of advancing the welfare of San Diego State University, and for promoting the common educational interests of San Diego State University students, as approved by the University President or a designee.

(d) To do or refrain from doing any lawful act or thing which at anytime may be authorized by the Board of Directors or members of this corporation, so long as the doing or refraining from doing the lawful act will advance the welfare of San Diego State University, and promote the common educational interests of San Diego State University students.

(e) To provide service and support to the students of San Diego State University.

ARTICLE IV Conformity with Law

The corporation shall be an auxiliary organization to San Diego State University, 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

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

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

ARTICLE VII
Irrevocable Dedication and Dissolution

This corporation irrevocably dedicates its assets for the benefit of San Diego State University. In the event of the dissolution of this corporation, its net assets other than trust funds shall be transferred to a successor approved by the President of San Diego State University and by the Board of Trustees of California State University.

ARTICLE VIII
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 as stated in the Bylaws.

ARTICLE IX
Membership

The authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members and their liability to dues and assessments, and the method of collection of dues and assessments shall be as stated in the Bylaws.

ARTICLE X
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 XI
Amendment

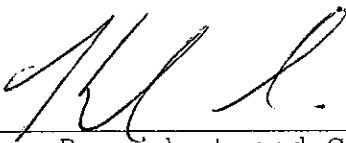
The Articles of Incorporation of this corporation may be amended by resolution of the Board of Directors and the vote of two-thirds (2/3) a quorum of the members at a meeting called for that purpose.

3. The foregoing Amended and Restated Articles of Incorporation has been approved by a resolution of the Board of Directors.


4. The forgoing Amended and Restated Articles have been approved by the required vote of the 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: May 26, 2005

 6/3/05

Kelli Kedis, President and Chief Executive Officer

 5/27/05

Brian Ascencio, Vice President of Finance and Chief Financial Officer

