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FILED JRM
Secretary of State
State of California

DEC 20 2012

**CERTIFICATE OF RESTATED
ARTICLES OF INCORPORATION OF
CALIFORNIA STATE UNIVERSITY, BAKERSFIELD
AUXILIARY FOR SPONSORED PROGRAMS ADMINISTRATION**

Horace Mitchell and Soraya Coley certify that:

1. They are the Chairperson and Secretary, respectively, of the California State University, Bakersfield Auxiliary For Sponsored Programs Administration.

2. The following restated Articles of Incorporation of this corporation have been approved by the board of directors:

ARTICLE I

Name

The name of this corporation is:

CALIFORNIA STATE UNIVERSITY, BAKERSFIELD AUXILIARY FOR SPONSORED PROGRAMS ADMINISTRATION.

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 public purposes.

ARTICLE III

Purposes

This Corporation is organized and operated solely for the benefit of California State University, Bakersfield. This corporation is organized as an auxiliary organization under Section 89900, 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 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 administer externally sponsored programs and research projects on behalf of the University, or other authorized auxiliary functions at California State University, Bakersfield, 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 California State University, Bakersfield and for promoting the common educational interests of California State University, Bakersfield 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 California State University, Bakersfield.

ARTICLE IV

Conformity with Law

The corporation shall be an auxiliary organization to California State University, Bakersfield, 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 propaganda, 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 California State University, Bakersfield. Upon the dissolution of this corporation, net assets other than trust funds shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or to a government for public purposes, as approved by the President of California State University, Bakersfield and by the Chancellor of the California State University. Trust funds shall be distributed consistent with the terms of the trust instruments and section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

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
Members

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.

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 only by resolution of the Board of Directors adopted by the majority vote of the Board of Directors.


3. The foregoing restated Articles of Incorporation, amending Article VII, have been approved by a resolution duly adopted by the Board of Directors, as required by Article XI.

4. The corporation has no members other than the persons constituting its board of directors.

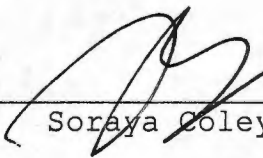
Verification

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements in the foregoing certificate are true and correct of his or her own knowledge, and that this declaration was executed on the date below at Bakersfield, California.

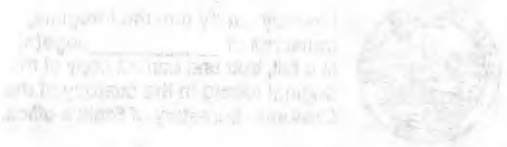
Date: 12/7/2012



Horace Mitchell, Chairperson



Soraya Coley, Secretary





I hereby certify that the foregoing transcript of 6 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JAN 25 2013 ^{ms}

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State