ARTICLES OF INCORPORATION
OF THE
ALUMNI COUNCIL, THE CALIFORNIA STATE UNIVERSITY AND COLLEGES, INC.

I

The name of this corporation is the:
ALUMNI COUNCIL, THE CALIFORNIA STATE UNIVERSITY AND COLLEGES, INC.

II

The purposes for which the corporation, hereinafter referred to as the “Council,” is formed are:

(1) The specific and primary purpose of this Council is to promote and assist the educational programs of the California State University and Colleges, their alumni associations and the members thereof.

(2) In order to carry out and achieve the foregoing purpose, the Council may:
   a. Act as trustee under any trust created to furnish funds for any of the purposes for which this Council is formed and receive, hold, administer, lend and expend funds and property subject to such trust;
   
   b. Make contracts;
   
   c. Solicit, collect, receive, acquire, use, develop, expend, grant, hold, invest and lend money and property, both real and personal, received by gift, contribution, bequest, devise or otherwise;
   
   d. Sell and convert property, both real and personal, into cash;
   
   e. Use the funds of this Council and the proceeds, income, rents, issues and profits derived from any property of this Council for any of the purposes for which this Council is formed;
f. Purchase or otherwise acquire, own, hold, sell, assign, transfer, or otherwise dispose of, mortgage, pledge or otherwise hypothecate or encumber and deal in and with shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association and, while the owner or holder thereof, exercise all rights, powers and privileges of ownership;

g. Purchase or otherwise acquire, hold, own, use, develop, sell, exchange, assign, convey, lease or otherwise dispose of and mortgage or hypothecate or encumber real and personal property;

h. Borrow money, incur indebtedness, and secure the repayment of the same by mortgage, pledge, deed of trust, or other hypothecation of property, both real or personal;

i. Act as principal, agent, joint venturer, partner or in other capacities;

j. Carry into effect any one or more of the objectives and purposes hereinabove set forth and to that end to any one or more of the acts and things aforesaid, and otherwise any and all acts or things necessary where incidental thereto; and

k. In conducting or carrying on its activities, and for the purpose of promoting or furthering any one or more of its said objectives or purposes, to exercise any or all of the powers hereinabove set forth in this Article and any other or additional power now or hereafter authorized by law, either alone or in conjunction with others, as principal, agent or otherwise. No substantial part of the activities of this Council shall be the carrying on of propaganda, or otherwise attempting, to influence legislation; and it shall not participate in, or intervene in (including the publishing or distributing of any statement), any campaign on behalf of any candidate for public office.

(3) 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, except where otherwise expressed, shall be in no ways limited or restricted by reference to or interference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.
(4) This Council shall never be operated for the primary purpose of carrying on a trade or business for profit.

(5) Notwithstanding any of the above statements of purposes and powers, this Council shall not engage in activities which in themselves are not in furtherance of the charitable and educational purposes set forth in paragraph 1 of this Article II.

(6) The properties of this Council shall be held in trust for the purposes above set forth, but with full power to sell, exchange, encumber or otherwise dispose of the same, subject to the rights of the creditors of this Council.

III

This Council is organized pursuant to the General Nonprofit Corporation Law of the State of California.

IV

This Council 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 Council are irrevocably dedicated to the charitable and educational purposes set forth in Article II, and no part of the profits or net income of this Council shall ever inure to the benefit of any private shareholder or individual (except that this provision shall not be construed so as to prevent the payment to directors, officers or employees of reasonable compensations for services actually rendered to this Council).

V

Upon dissolution of this Council 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 and
Colleges or their respective alumni associations, such corporation or corporations to be selected by the Board of Directors. Such 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 Code of 1954 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 Council, net assets other than trust funds shall be distributed to the California State University and Colleges.

If, upon dissolution, this Council holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Superior Court of the county in which this Council’s principal office is located upon petition therefore by the Attorney General or by any person concerned in the liquidation. In no event shall any assets be distributed to any member, director, or officer of this Council.

VI

The principal office for the transaction of business of this Council is located in the County of Los Angeles, State of California.

VII

The names and addresses of the persons who are appointed to act in the capacity of directors until the selection of their successors are as follows:

<table>
<thead>
<tr>
<th>NAME</th>
<th>ADDRESS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ronald R. Simons</td>
<td>California State Polytechnic University, Pomona</td>
</tr>
<tr>
<td></td>
<td>3801 West Temple Avenue</td>
</tr>
<tr>
<td></td>
<td>Pomona, California 91768</td>
</tr>
<tr>
<td>Mary Helen Casamajor</td>
<td>California State University, Chico</td>
</tr>
<tr>
<td></td>
<td>First and Normal Streets</td>
</tr>
<tr>
<td></td>
<td>Chico, California 95929</td>
</tr>
</tbody>
</table>
第八节

董事会的董事人数可以由章程的修正案来规定或改变。董事会的董事不应对本机构的债务、负债或义务承担个人责任。

第九节

本机构的章程不得未经现有董事会三分之二多数投票或书面同意而修改。

第十节

本机构的章程的修改不得未经现有董事会三分之二多数投票而进行。
The name of the unincorporated association that is being incorporated is:

ALUMNI COUNCIL, THE CALIFORNIA STATE UNIVERSITY AND COLLEGES

IN WITNESS WHEREOF, the undersigned, being the president, the internal vice president, the external vice president, the secretary, the treasurer and the past president, respectively of the ALUMNI COUNCIL, THE CALIFORNIA STATE UNIVERSITY AND COLLEGES, the unincorporated association that is being incorporated by these Articles of Incorporation, have executed them this ______________________, 1975.

________________________________   ______________________________
Ronald R. Simons      Mary Helen Casamajor
President       Internal Vice President