

A0735841

3256087

RESTATED ARTICLES OF INCORPORATION
OF CSULB 49er FOUNDATION
A California Nonprofit Public Benefit Corporation

FILED
Secretary of State
State of California
DEC 10 2012

The undersigned certify that:

1. They are the Chair of the Board and the Secretary, respectively, of the CSULB 49er Foundation, a California nonprofit corporation.
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:

CSULB 49er Foundation.

**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 and charitable purposes.

**ARTICLE III
PURPOSES**

Section 1. The specific purpose of this Corporation is to promote and assist the California State University, Long Beach ("CSULB") to receive gifts, property, and funds to be used for the benefit of CSULB, by the following:

- (a) Foster, encourage and promote the teaching, research and public service activities of CSULB;
- (b) Promote philanthropy in support of CSULB;
- (c) Promote a greater and better understanding in the community of CSULB's proper role, its policies and affairs, and its development needs;
- (d) Provide financial assistance by allocations, gifts and other means to CSULB, its support groups, undergraduate and graduate students and faculty; and
- (e) Do any other act or thing and engage in or carry on any other activity in any manner connected with, or incidental to, or calculated to promote, assist, aid or accomplish any of the aforesaid purposes.

Section 2. The corporation is organized, and at all times hereafter shall be operated as an auxiliary organization under Section 89900, et seq. of the California Education Code, and Regulations adopted by the Board of Trustees of the California State University (Title 5) exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, for the above purposes, and to:

- (a) Operate exclusively for purposes within the meaning of the California Revenue and Taxation Code, Section 23701d (or corresponding provisions of any future California Revenue Law);
- (b) Administer functions and programs subject to the direction and approval of the CSULB President; and
- (c) To do or refrain from doing any lawful act or thing which at anytime may be authorized by the Board of Directors of this Corporation, so long as the doing or refraining from doing the lawful act will advance the welfare of CSULB.

ARTICLE IV CONFORMITY WITH LAW

Section 1. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Section 2. Despite any other provision in these articles, this Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. Section 3. 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 in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE V IRREVOCABLE DEDICATION AND DISSOLUTION

The assets of this Corporation are irrevocably dedicated to charitable purposes for the benefit of CSULB, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any trustee, officer or member thereof or to the benefit of any private person, 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. Upon the dissolution of the Corporation, its assets other than trust funds remaining after payment or provision for payment, of all debts and liabilities of this Corporation shall be transferred to a successor approved by the president of CSULB and by

the Chancellor of The California State University. Any nongovernmental successor shall be a nonprofit organization organized and operated exclusively for charitable purposes having tax-exempt status, as long as it is then described in Sections 170(b)(1)(A), 501(c)(3), and 509(a)(1) of the Internal Revenue Code (or corresponding provisions of any future federal internal revenue law.)

**ARTICLE VI
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 of Directors, and the manner of calling and holding meetings of the Board, shall be stated in the Bylaws.

**ARTICLE VII
VOTING**

Each voting member of this 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.

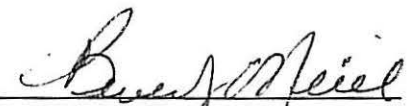
**ARTICLE VIII
AMENDMENTS**

The Articles of Incorporation of the Corporation may be amended only by resolution of the Board of Directors adopted by the majority vote of the voting members of the Board of Directors with the written consent of the President of CSULB.

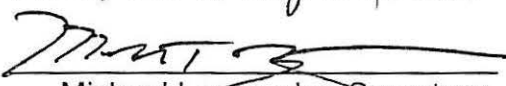
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.
4. The corporation has no members.
5. The President of CSULB has approved this change.

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.

Dated: Dec. 3, 2012.



Beverly O'Neill, Chair of the Board



Michael Losquadro, Secretary