

Associated Students, Inc. of  
California State University San Marcos

Articles of Incorporation

Associated Students, Inc. of  
California State University San Marcos

RESTATED REGISTRATION - 2013  
ARTICLES OF INCORPORATION

*Not*

A0743084

1893108

FILED  
Secretary of State  
State of California

JUN 26 2013

*XW*  
*ipe*

**RESTATED ARTICLES OF INCORPORATION**

Scott Silviera and Audrey Juarez certify that:

1. They are the president and secretary, respectively, of The Associated Students of California State University, San Marcos, 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:

ASSOCIATED STUDENTS, INC. OF CALIFORNIA STATE UNIVERSITY  
SAN MARCOS

**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 San Marcos. 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 public and charitable 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 develop, manage and oversee campus programs at California State University San Marcos, 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 mission of the University.

(c) To provide student leadership, self-governance, and civic and cultural development opportunities as the Board of Directors and members of this corporation may find or consider to be suited to the primary purpose of advancing the welfare of California State University San Marcos, and for promoting the common educational interests of students of California State University San Marcos, 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 San Marcos, and promote the common educational interests of students of California State University San Marcos.

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

This corporation is formed, and shall operate exclusively at California State University San Marcos in accordance with Internal Revenue Code Section 509(a)(3).

#### ARTICLE IV Conformity with Law

The corporation shall be an auxiliary organization to California State University San Marcos, 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 San Marcos. 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 San Marcos 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**

The qualifications of membership, any member classifications, the property, voting and other rights, preferences, privileges, conditions and duties, and termination or suspension of each membership class, and the dues, fees or assessments, shall be stated in the Bylaws.

**ARTICLE X**  
**Voting**

Each 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**

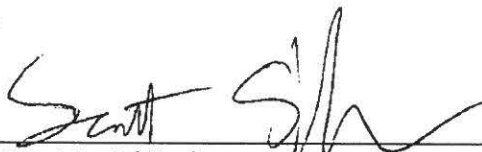
The Articles of Incorporation of this corporation may be amended only by resolution of the Board of Directors adopted by the majority vote of the Board of Directors, and approved by the University President, and consistent with the Article IX and the Bylaws.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

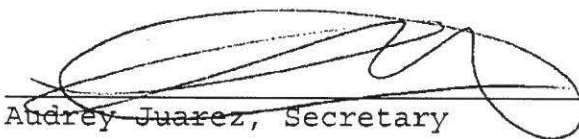
Verification

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: 4/19/2013



\_\_\_\_\_  
Scott Silveira, President



\_\_\_\_\_  
Audrey Juarez, Secretary

Associated Students, Inc. of  
California State University San Marcos

AMENDMENT - 2000  
ARTICLES OF INCORPORATION



A0550208

189 3108  
CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
THE ASSOCIATED STUDENTS  
OF  
CALIFORNIA STATE UNIVERSITY, SAN MARCOS

FILED  
In the office of the Secretary of State  
of the State of California

JUL 17 2000

*Bill Jones*  
BILL JONES, Secretary of State

Dean Manship and Jocelyn Brown certify that:

1. They are the President and Secretary respectively of THE ASSOCIATED STUDENTS OF CALIFORNIA STATE UNIVERSITY, SAN MARCOS, a California nonprofit, public benefit corporation.
2. The following amendment to the Articles of Incorporation has been approved by the Board of Directors:

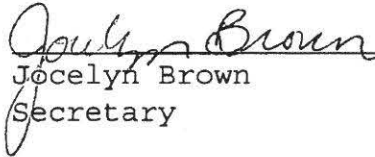
RESOLVED that Article VII of the Articles of Incorporation be amended to read as follows:

This Corporation 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 Corporation are irrevocably dedicated to the charitable purposes set forth in Article II, and no part of the profits or net income or assets of the Corporation shall ever inure to the benefit of any private shareholder or individual. Upon the dissolution of this Corporation, net assets, other than trust funds, shall be distributed to one or more nonprofit corporations organized and operated for the benefit of California State University, San Marcos, such corporation or corporations to be approved by the President of the University and the Board of Trustees of The California State University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Section 501(c)(3) of the United States Internal Revenue Code of 1986 and be organized and operated exclusively for charitable and educational purposes meeting the requirement for exemption specified in Section 214 of the Revenue and Taxation Code.

3. The corporation has members



Dean Manship  
President



Jocelyn Brown  
Secretary

VERIFICATION

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his own knowledge.

Executed at San Marcos, California on July 7, 2000.



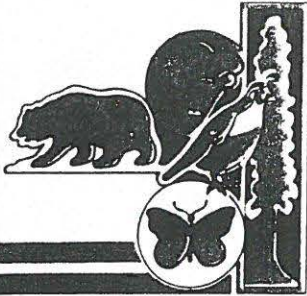
Dean Manship  
President



Jocelyn Brown  
Secretary

Associated Students, Inc. of  
California State University San Marcos

REGISTRATION - 1994  
ARTICLES OF INCORPORATION



# State of California

SECRETARY OF STATE'S OFFICE

1893108

CORPORATION DIVISION

CSU  
SAN MARCOS

MAY 14 1996

RECEIVED  
EXECUTIVE VICE PRESIDENT

I, *TONY MILLER*, Acting Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this

JUL 15 1996



*Tony Miller*

Acting Secretary of State

1893108

FILED  
In the office of the Secretary of State  
of the State of California

JUL - 5 1994

*Tony Miller*  
Acting Secretary of State

ARTICLES OF INCORPORATION  
OF  
THE ASSOCIATED STUDENTS  
OF  
CALIFORNIA STATE UNIVERSITY, SAN MARCOS

ARTICLE I

The name of this Corporation is:

THE ASSOCIATED STUDENTS OF  
CALIFORNIA STATE UNIVERSITY, SAN MARCOS

ARTICLE II

Purposes and Powers

- A. 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 purposes.
- B. The specific purposes of this Corporation are to provide a means for responsible and effective participation in the student government; to provide an official voice through which students' opinions may be expressed; to foster awareness of these opinions both on and off campus, to assist in the protection of the rights and interests of the individual student and the student body; to provide services and programs as deemed necessary by the Corporation to meet the needs of the student and campus community; to stimulate the educational, social, physical, and cultural well-being of the University community.

C. This Corporation shall have all benefits, privileges, rights and powers created, given, extended or conferred upon nonprofit corporations by the provisions of the California Nonprofit Public Benefit Corporation Law, all other applicable laws and any additions or amendments there to, except as may be limited by Article III hereinafter.

### **ARTICLE III**

#### **Conformity with Regulations**

This Corporation shall conduct its operations in conformity with regulations established by the Board of Trustees of the California State University as required by the Education Code, Section 89900 (c) and it shall be operated as an integral part of the University under the supervision of the President of California State University, San Marcos as required by the California Code of Regulations Title 5, Section 42401 and 42402.

### **ARTICLE IV**

#### **Exempt Status and Limitations on Activities**

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

B. Notwithstanding any other provision of these Articles, 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 of 1986 or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986.

C. No substantial part of the activities of this Corporation shall consist of 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 or in opposition to any candidate for public office.

## **ARTICLE V**

### **Officers and Directors**

A. The manner in which Officers and Directors shall be chosen and removed from office, their qualifications, number, powers, duties, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be stated as in the Bylaws.

B. Officers and Directors of this Corporation are not liable for the debts, liabilities, or obligations of this Corporation.

## **ARTICLE VI**

### **Members**

A. The qualifications of members of this Corporation, the different classes of membership, if any, voting and other rights and privileges of members, shall be stated as in the Bylaws.

B. Members of this Corporation are not liable for the debts, liabilities, or obligations of this Corporation.

## **ARTICLE VII**

### **Dedication and Dissolution**

A. This Corporation 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 Corporation are irrevocably dedicated to the charitable purposes set forth in Article II, and no part of the profits or net income or assets of this Corporation shall ever inure to the benefit of any private shareholder or individual.

B. Upon the dissolution of this Corporation, net assets, other than trust funds, shall be distributed to one or more nonprofit corporations organized and operated for the benefit of California State University, San Marcos, such corporation or corporations to be approved by the President of the University and the Board of Trustees of The California State University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Section 501 (c) (3) of the United States Internal Revenue Code of 1986 and be organized and operated exclusively for educational purposes.

## ARTICLE VIII

### Initial Agent for Serves of Process

The name and address in the State of California of this Corporation's initial agent for service of process is:

John W. Francis  
761 West Kimberly Avenue  
Placentia, California 92670

## ARTICLE IX

### Amendments

A. There shall be two methods of proposing an amendment to these Articles of Incorporation:

1. An affirmative vote of at least two-thirds (2/3) of a quorum of A.S. Council.
2. A petition bearing the signatures of at least ten (10) percent of the total regular membership of the Associated Students.

B. Amendments must then be approved by two-thirds (2/3) of the total votes cast on this issue at any special or regular election held during the Fall or Spring semesters.

## ARTICLE X

The name of the existing unincorporated association, now being incorporated by the filing of these Articles of Incorporation, is:

THE ASSOCIATED STUDENTS OF  
CALIFORNIA STATE UNIVERSITY, SAN MARCOS



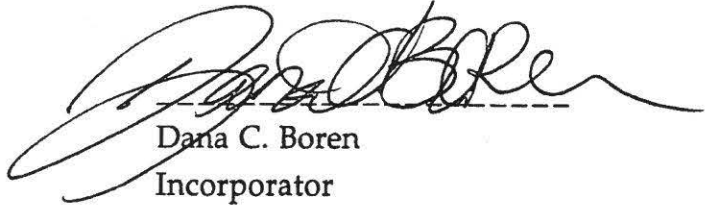
THE ASSOCIATED STUDENTS OF  
CALIFORNIA STATE UNIVERSITY, SAN MARCOS

Date: January 8, 1993



Richard D. Molloy, Jr.

Incorporator



Dana C. Boren

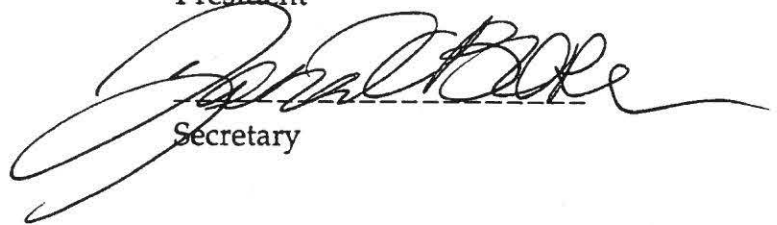
Incorporator

Richard D. Molloy, Jr. and Dana C. Boren declare under penalty of perjury under the laws of the State of California that they are the President and Secretary, respectively, of THE ASSOCIATED STUDENTS OF CALIFORNIA STATE UNIVERSITY, SAN MARCOS the unincorporated association referred to in the Articles of Incorporation to which this declaration is attached, and that said association has duly authorized its incorporation by means of said Articles of Incorporation.

Date: January 8, 1993



President



Secretary

Revision D: 7/30/93

CALIFORNIA STATE UNIVERSITY, SAN MARCOS

*Office of the President*

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October 25, 1993

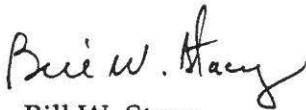
Office of the Secretary of State  
1230 J Street, Suite 209  
Sacramento, California 95814

RE: Incorporation of the Associated Students of California State University,  
San Marcos

To Whom It May Concern:

I hereby authorize the California State University, Associated Students of  
California State University, San Marcos to incorporate using the name of the  
University.

Sincerely,



Bill W. Stacy  
President

BWS:tb

San Marcos, California 92096-0001 U.S.A.  
(619)752-4040 FAX (619)752-4033  
The California State University



STATE OF CALIFORNIA

**FRANCHISE TAX BOARD**

P.O. BOX 1286  
RANCHO CORDOVA, CA. 95741-1286

July 5, 1994

In reply refer to  
340:G :PTS

THE ASSOCIATED STUDENTS OF CALIFORNIA  
STATE UNIVERSITY, SAN MARCOS  
C/O JOHN W. FRANCIS  
761 W. KIMBERTY AVE.  
PLACENTIA CA 92670

Purpose : EDUCATIONAL  
Code Section : 23701d  
Form of Organization : Corporation  
Accounting Period Ending: June 30  
Organization Number :

You are exempt from state franchise or income tax under the section of the Revenue and Taxation Code indicated above.

This decision is based on information you submitted and assumes that your present operations continue unchanged or conform to those proposed in your application. Any change in operation, character, or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

In the event of a change in relevant statutory, administrative, judicial case law, a change in federal interpretation of federal law in cases where our opinion is based upon such an interpretation, or a change in the material facts or circumstances relating to your application upon which this opinion is based, this opinion may no longer be applicable. It is your responsibility to be aware of these changes should they occur. This paragraph constitutes written advice, other than a chief counsel ruling, within the meaning of Revenue and Taxation Code Section 21012 (a)(2).

You may be required to file Form 199 (Exempt Organization Annual Information Return) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax

July 5, 1994

THE ASSOCIATED STUDENTS OF CALIFORNIA

Page 2

under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

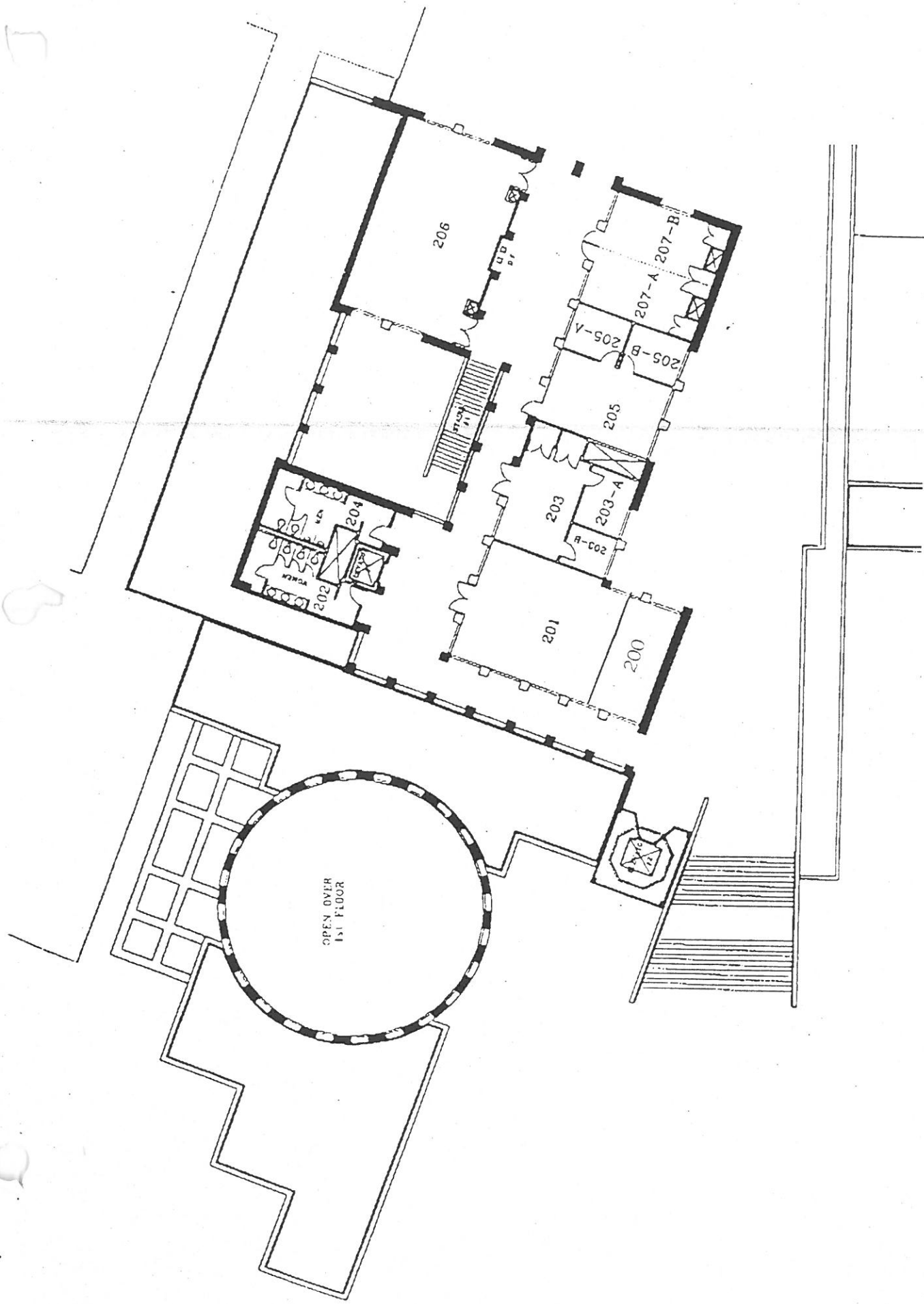
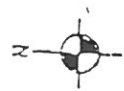
If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 60 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

P SHEK  
EXEMPT ORGANIZATION UNIT  
CORPORATION AUDIT SECTION  
Telephone (916) 369-4171

EO :  
cc: SECRETARY OF STATE  
REGISTRY OF CHARITABLE TRUSTS

COPY



CSU, San Marcos  
Commons, Plaza Level

Attachment 2

Commons Building #002 on Main Campus  
Suites 201, 203, & 205 - 2,186 assignable square feet  
Main Campus is located at 333 South Twin Oaks Valley Road

Revised 10/26/95