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FILED *TD*
Secretary of State
State of California

MAY 19 2014

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CERTIFICATE OF RESTATEMENT OF ARTICLES OF INCORPORATION OF
SONOMA STATE ENTERPRISES, INC.

ICC

The undersigned certify that:

1. They are the president and the secretary, respectively, of SONOMA STATE ENTERPRISES, INC.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

FIRST: The name of this corporation is "SONOMA STATE ENTERPRISES, INC."

SECOND:

- 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 public purposes.
- B. The specific and primary purpose for which the corporation is formed is to promote and furnish facilities for the educational development and academic services of Sonoma State University (the "University").
- C. 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.
- D. The general purposes and powers of this corporation are:
 1. To acquire and operate such facilities as are necessary and convenient for the furtherance of the primary purposes including, but not limited to, bookstores, food services, housing and other educationally-related needs of the University, and to acquire, hold, sell and deal in the all goods, services and property of all kinds.
 2. To act as a partner or joint venturer or in any other legal capacity in any transaction which is necessary or appropriate to the furtherance of the primary purposes of this corporation.
 3. To have and exercise all the powers conferred by the California General Nonprofit Corporation Law on nonprofit corporations, as that law is now in effect or at any time hereafter may be amended.
 4. To conduct its business anywhere in the world.

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The foregoing clauses conferring powers shall not be limited by reference to or inference from one another, but each such clause shall be construed as a separate statement confirming independent powers upon the corporation.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

This corporation is formed, and shall operate, as an auxiliary organization of the California State University, as defined in Education Code Section 89901.

THIRD:

- A. The directors and officers of this corporation shall be drawn from the administration and staff of the University, the faculty of the University, the students of the University, and the off-campus community at large. The corporation shall have no members other than the persons who constitute the board of directors.
- B. The number of directors of the corporation is fourteen (14), which number may be changed from time to time by an amendment of the Articles of Incorporation of this corporation or by amendment of the Bylaws of this Corporation.

FOURTH: The principal office of this corporation for the transaction of business will be located in the County of Sonoma, State of California.

FIFTH: This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof, and is organized pursuant to the General Nonprofit Corporation Law of the State of California.

SIXTH:

- A. This corporation is organized exclusively for public purposes within the meaning of Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provision of any future United States internal revenue law.

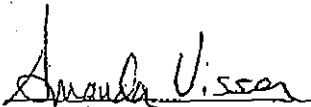
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- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including publishing or distributing statements) on behalf of (or in opposition to) any candidate for public office.
 - C. All corporate property is irrevocably dedicated to the purposes set forth in Article Second, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members or to individuals.
 - D. Upon dissolution of this corporation, net assets, other than trust funds, shall be distributed to a successor approved by the President of the University and by the Chancellor and which is tax exempt under section 115 or section 501(c)(3) of the Internal Revenue Code.
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors. The directors are the only members of the corporation.
4. 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.



Ruben Arminiana,
President

5/15/14
Date



Amanda Visser,
Secretary

5/15/14
Date



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

MAY 23 2014 *JS*

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State