OPERATING AGREEMENT
BETWEEN CALIFORNIA STATE UNIVERSITY
AND SONOMA STATE UNIVERSITY ACADEMIC FOUNDATION, INC

This agreement is made and entered into by and between the Chancellor of the California State University on behalf of the Board of Trustees (CSU) and Sonoma State University Academic Foundation, Inc. The term of this agreement shall be July 1, 2012 through June 30, 2017 unless sooner terminated as herein provided.

1. PURPOSE

The purpose of this agreement is to set forth the terms and conditions under which Auxiliary may operate as an auxiliary organization pursuant to Education Code Sections 89900 et seq. and Sections 42400 et seq. of Title 5 of the California Code of Regulations (CCR). In entering this agreement, CSU finds that certain functions important to its mission are more effectively accomplished by the use of an auxiliary organization rather than the usual state procedures.

2. PRIMARY FUNCTION OF THE AUXILIARY

In consideration of receiving recognition as an official auxiliary organization of the CSU, Auxiliary agrees, for the period covered by this agreement, that its primary activity generally can be classified as:

- Philanthropic

In carrying out this activity, the Auxiliary engages in the following functions authorized by Section 42500, Title 5, CCR, which are activities essential and integral to the educational mission of the University:

1. Gifts, bequests, devises, endowments, trusts and similar funds
2. Public relations, fundraising, fund management, and similar development programs
3. Acquisition, development, sale, and transfer of real and personal property including financing transactions related to these activities.

Auxiliary further agrees to receive and apply exclusively the funds and properties coming into its possession toward furthering these purposes. Prior to initiating any additional functions, Auxiliary agrees to amend the existing operating agreement.

3. ADDITIONAL CONDITIONS

A. Auxiliary agrees to maintain its organization and to operate in accordance with all applicable regulations and polices of State, Chancellor, and Sonoma State University.
B. The auxiliary agrees to adopt the fiscal, human resources, and logistical practices, processes, procedures, and polices of Sonoma State University in their entireties.

4. RECORDS

Auxiliary shall maintain adequate records and shall submit periodic reports as required by State showing the operation and financial status of Auxiliary. The records and reports shall cover all activities of Auxiliary whether pursuant to this agreement or otherwise.

5. CAMPUS OVERSIGHT AND OPERATIONAL REVIEW

The responsibility and authority of the campus president regarding auxiliary organizations is outlined in Title 5 Section 42402, which in part requires that auxiliary organizations operate in conformity with policy of the Board of Trustees and the campus. The campus President has been delegated authority by the CSU Board of Trustees (Standing Orders Section IV) to carry out all necessary functions for the operation of the campus. The operations and activities of Auxiliary under this agreement shall be integrated with campus operations and policies established by the President and shall be overseen by the campus Chief Financial Officer or designee so as to assure compliance with objectives stated in Title 5 Section 42401.

Auxiliary agrees to assist the Chief Financial Officer and his or her designee in carrying out the compliance and operational reviews required by applicable Executive Orders and related policies.

6. OPERATIONAL COMPLIANCE

Auxiliary agrees to maintain and operate its organization in accordance with all applicable laws, regulations and policies proclaimed by the Federal Government, the State, Chancellor and Campus on which the Auxiliary operates. Failure of Auxiliary to comply with any term of this agreement may result in the removal, suspension or placing on probation of Auxiliary as an auxiliary organization in good standing. Such action by CSU may involve the limitation or removal of Auxiliary's right to utilize the resources and facilities of Campus (ref. Title 5, CCR, 42406).

7. CONFLICT OF INTEREST

No officer or employee of the CSU shall be appointed or employed by Auxiliary if such appointment or employment would be incompatible, inconsistent or in conflict with his or her duties as a CSU officer or employee.

8. EXPENDITURES AUGMENTING CSU APPROPRIATIONS

With respect to expenditures for public relations or other purposes which would serve to augment appropriations for CSU operations, Auxiliary may expend funds in such amount
and for such purposes as are approved by Auxiliary's governing body. Auxiliary shall file, as Attachment 1 to this Agreement, a statement of Auxiliary's policy on accumulation and use of public relations funds. The statement shall include the policy and procedures for solicitation of funds, the purposes for which the funds may be used, the allowable expenditures and procedures of control.

9. FISCAL AUDITS

Auxiliary agrees to comply with CSU policy and the provisions of Section 42408 of Title 5, CCR regarding fiscal audits. All fiscal audits shall be conducted by auditors meeting the guidelines established in the Integrated CSU Administrative Manual (ICSUAM).

The campus Chief Financial Officer shall submit to the Chancellor's Office (see Notices below) the written evaluation of the external audit firm selected by the Auxiliary. This review must be conducted annually and prior to entering into an engagement letter with an external audit firm. If the Auxiliary has not changed auditor and the audit firm was previously subjected to this review only a limited review need be submitted.

10. CHANGE OR MODIFICATION OF CORPORATE STATUS

Auxiliary shall provide notice to the CSU upon any change in Auxiliary's legal, operational or tax status including but not limited to changes in Articles of Incorporation, bylaws, tax status, bankruptcy, dissolution or change in name.

11. FAIR EMPLOYMENT PRACTICES

In the performance of this agreement, and in accordance with Government Code 12900 et. seq., Auxiliary shall not deny employment opportunities to any person on the basis of race, religious creed, color, national origin, ancestry, physical disability, mental disability, medical condition, marital status, sex, age, or sexual orientation or veteran's status. Auxiliary shall adopt employment procedures consistent with the policy statement on nondiscrimination and affirmative action in employment adopted by the CSU.

12. DISPOSITION OF ASSETS

Attached hereto as Attachment 2 is a copy of Auxiliary's Constitution or Articles of Incorporation which establishes that upon dissolution of Auxiliary, the net assets other than trust funds shall be distributed in accord with Section 42600, Title 5, CCR. For the period covered by this agreement, Auxiliary agrees to maintain this provision as part of its Constitution or Articles of Incorporation. In the event Auxiliary should change this provision to make other dispositions possible, this agreement shall terminate as of the date immediately preceding the date such change becomes effective and all net assets shall become the property of CSU.

Alternatively, upon termination or breach of this agreement, CSU, at its sole discretion, may require Auxiliary to transfer all assets in its possession to a successor nonprofit
corporation qualifying as an auxiliary organization. This remedy shall be in addition to any other remedies available to CSU upon termination or breach of this agreement.

13. **USE OF CAMPUS FACILITIES**

Auxiliary may use those facilities identified for its use in a lease agreement executed between Campus and Auxiliary.

Auxiliary may use Campus facilities and resources for research projects and for institutes, workshops, and conferences only when such use does not interfere with the instructional program of Campus and upon the written approval from appropriate Campus administrators with such specific delegated authority. Auxiliary shall reimburse Campus for costs of any such use.

14. **DISPOSITION OF NET EARNINGS**

Auxiliary agrees to comply with CSU and Campus policy on expenditure of funds including, but not limited to, CSU guidelines for the disposition of revenues in excess of expenses and CSU policies on maintaining appropriate reserves.

15. **ACCEPTANCE, ADMINISTRATION, AND USE OF GIFTS**

Auxiliary agrees, if authorized to do so in Section 2 above, that it will accept and administer gifts, grants, contracts, scholarships, loan funds, fellowships, bequests, and devises in accordance with policies of CSU and Campus.

A. **Delegation of Authority to Accept Gifts**

If authorized, Auxiliary may evaluate and accept gifts, bequests and personal property on behalf of CSU. In acting pursuant to this delegation, due diligence shall be performed to ensure that all gifts accepted will aid in carrying out the CSU mission as specified in Education Code Sections 89720 and 66010.4(b).

B. **Reporting Standards**

Gifts shall be recorded in compliance with the Council for Advancement and Support of Education and California State University reporting standards and shall be reported to the Chancellor's Office on an annual basis in accordance with Section 89720 of the Education Code.

C. **Donor Rights**

All donors of gifts, bequests and personal property shall be treated openly and fairly in accordance with the “Donor Bill of Rights” found at: http://www.calstate.edu/foundation/donor.shtml.
16. INDEMNIFICATION

Auxiliary agrees to indemnify, defend and save harmless the CSU, its officers, agents, employees and constituent campuses (all of which are hereafter referred to as “CSU”) from any and all loss, damage, or liability that may be suffered or incurred by CSU, caused by, arising out of, or in any way connected with the operation of Auxiliary as an auxiliary organization.

17. INSURANCE

Auxiliary shall maintain insurance protecting the CSU and Campus as provided in this section. CSU’s Systemwide Office of Risk Management shall establish minimum insurance requirements for Auxiliaries, based on the insurance requirements described in Technical Letter RM “RM 2011-04” or its successor then in effect. Auxiliary agrees to maintain at least these minimum insurance requirements.

Auxiliary’s participation in a coverage program of the California State University Risk Management Authority (CSURMA) shall fully comply with the insurance requirement for each type of required coverage (which may include but not be limited to, general liability, auto liability, directors and officers liability, fiduciary liability, professional liability, employer’s liability, pollution liability, workers’ compensation, fidelity, property and any other coverage necessary based on Auxiliary’s operations). Auxiliary shall ensure that CSU and campus are scheduled as additional insured or loss payee as its interests may appear.

18. NOTICES

All notices required to be given, or which may be given by either party to the other, shall be deemed to have been fully given when made in writing and deposited in the United States mail, certified and postage prepaid and addressed to all parties as provided below.

Notice to Auxiliary shall be addressed as follows:

Sonoma State University Academic Foundation, Inc.
1801 East Cotati Ave.
Rohnert Park, CA 94928
Attention: Chief Financial Officer

Notice to the CSU shall be addressed to:

Trustees of the California State University
401 Golden Shore
Long Beach, California 90802
Attention: Director, Contract Services & Procurement
Notice to the Campus shall be addressed as follows:

Sonoma State University
1801 East Cotati Ave.
Rohnert Park, CA 94928
Attention: Contracts and Procurement

IN WITNESS WHEREOF, this agreement has been executed by the parties hereto.

Approved on 02/28, 2012

[Signature]
Sonoma State University
By
Ruben Arminana
President

Executed on 6-20, 2012

[Signature]
Sonoma State University Academic Foundation, Inc.
By
Laurence Furukawa-Schlereth
Chief Operating Officer

Executed on 6-20, 2012

[Signature]
California State University
Office of the Chancellor
Contract Services and Procurement
By
Tom Roberts
Director, Contracts and Procurement
SONOMA STATE UNIVERSITY ACADEMIC FOUNDATION, Inc.

Policy: SSUAF Policy 00-02
Title: Expenditures for Discretionary and Public Relations

Supersedes: New Policy

THE BOARD OF DIRECTORS OF SONOMA STATE UNIVERSITY ACADEMIC FOUNDATION, INC., DECLARES AS FOLLOWS:

It is the policy of the Foundation that certain funds owned by it, and allocated by this Board of Directors to the principal executives of Sonoma State University, may be spent by them for purposes and in amounts that they have determined, in the exercise of their discretion, will serve and advance the mission and goals of the University.

The Foundation operating fund groups include the General Fund, Campus Programs Fund, Scholarship Fund, Endowment Fund, and Fiduciary Trust Fund.

Fund Sources:
The fund groups subject to this policy are those funds provided for the discretionary purposes to the principal executives of the University.

The fund groups that are excluded from this policy are the Scholarship Fund, Endowment Fund, and Fiduciary Trust Fund.

Principal Executives:
For purposes of this policy, the term "principal executives of Sonoma State University" means and includes the following officers of the University: The President; the person holding the single title of Provost and Vice President for Academic Affairs; the person holding the single title of Chief Financial Officer and Vice President for Administration and Finance; the Vice President for Development; the Vice President for Student Affairs and Enrollment Management; and the Vice President for University Affairs.
Fund Uses:
Funds allocated to the principal executive of Sonoma State University pursuant to this policy may be spent by them, or by any one or more of them, for purposes that include (by way of description but not limitation) the costs of hospitality, food, beverages, and business travel by volunteers of Sonoma State University and the costs of such items and activities as community affairs lectures, conferences and special events, dues, memberships, subscriptions, entertainment necessary to further the goals defined above, exhibits and displays, printing and duplicating, and such other expenses attributed to accomplishing the public relation goals of the University.

Compliance Review:
To ensure compliance with this policy, the Compliance Review Committee shall, at or about the commencement of each fiscal year, review expenditures made by the principal executives of Sonoma State University from funds allocated pursuant to the policy. Results of the review shall be consolidated with the results of the committee’s annual review of endowment fund expenditures and its report to this Board of Directors.

Policy Review:
The Finance Committee shall review this policy every two years, commencing at or about the second anniversary of the date of adoption of the policy by this Board of Directors.

The Finance Committee reviewed and revised this policy at their January 30, 2007 meeting and recommends approval by this Board of Directors.

Approved by SSUAF Board of Directors on March 16, 2007.
SECRETARY OF STATE

I, Kevin Shelley, Secretary of State of the State of California, hereby certify:

That the attached transcript of 14 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

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

FEB 25 2005

Kevin Shelley
Secretary of State
ARTICLES OF INCORPORATION

OF

CALIFORNIA STATE COLLEGE, SONOMA FOUNDATION FOR EDUCATIONAL DEVELOPMENT, INC.

I.

The name of this corporation is: CALIFORNIA STATE COLLEGE, SONOMA FOUNDATION FOR EDUCATIONAL DEVELOPMENT, INC.

II.

The purposes for which this corporation is formed are:

a. The specific and primary purpose for which the corporation is formed is to promote the objectives and best interests of California State College, Sonoma, hereafter called "College".

b. The corporation is formed, and shall operate, as an auxiliary organization of The California State University and Colleges, as defined in Education Code Section 24054.5.

c. The purposes of the corporation are to engage in activities furthering and enhancing the educational effectiveness of College and the effectiveness of the President of College and the faculty and administrative staff thereof in the discharge of responsibilities appropriate to the educational objectives of the College. Such purposes include, but are not limited to, obtaining private, financial aid for the College, its faculty and students, promoting community interest in the College; promoting community financial aid and service to the College, its faculty and students; and operating College connected enterprises and research projects.

The purposes of this corporation have been so selected as to permit the corporation to be exempt from federal income taxation under the exemption granted by United States Internal Revenue Code of 1954 Sections 501(a) and 501(c)(3), and should be construed accordingly.

As a means of accomplishing the foregoing purposes, the corporation shall possess and exercise all of the powers conferred.
by law upon nonprofit corporations and have all powers and do all other acts necessary or incidental to the administration of the affairs and for carrying out the purposes of this corporation, including without limitation, any or all of the following acts or things:

(a) To engage in any lawful activity as shall assist or be pertinent to the carrying out of the objects and purposes of this corporation.

(b) To own, hold, possess, purchase, acquire, vent, lease, install, maintain, and operate, and from time to time to sell, dispose of, exchange and replace such equipment, facilities and other personal property as may be required for the uses and purposes aforesaid.

(c) To engage, employ, retain and discharge, subject to the approval of the Board of Directors, such personnel as may be necessary for the proper conduct of the purposes for which this corporation is organized.

(d) To receive and hold by gift, devise, bequest or grant, donations or contributions for scientific, educational and charitable purposes, or for the benefit or endowment of any of the activities of this corporation.

(e) To receive any donation or bequest made for particular purposes accordant with the objects and purposes of this corporation and in such case or cases to receive such donations or devises and to hold and use the same in conformity with the express conditions of the donors or devisors.

(f) To act as trustee under any trust created to furnish funds for the principal object of the corporation and to receive, hold, administer and expend funds and property subject to such trust.

(g) To take in by affiliation or otherwise, any other similar or other organization or association on such terms and conditions as may be agreed upon and to make the same a branch or adjunct of this corporation or to maintain the same as a separate organization.

(h) To purchase, lease, acquire and operate property, including real estate, buildings and equipment and to sell, convey, exchange, lease, transfer upon trust, give liens upon by way of mortgage and trust deeds, lease and otherwise dispose of all real estate, personal estate, property, buildings and equipment.

(i) To disseminate information pertaining to the
activities of this corporation, and to publish, sell and distribute such literature as may be advisable to promote the main object and purpose for which this corporation is formed and to contract for the employment of persons and writers to compile literature pertaining thereto and to conduct clinics, lectures and programs in connection therewith.

(j) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of all or any part of the property of the corporation and from time to time to vary any investment or employment of capital of the corporation.

(k) To provide for the payment of all necessary operating expenses and other bills as may be from time to time, determined to be necessary by the Board of Directors.

(l) To borrow money and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount and to secure the same by mortgage, pledge or otherwise; and generally to make and perform agreements and contracts of every kind and description.

(m) To make contracts, to purchase or otherwise acquire, operate, control, sell or otherwise dispose of, lease, hold, own, let, sublet, rent, hypothecate, manage, improve, develop lands and other property, improved and unimproved, construct buildings thereon, and to change and generally improve the same.

(n) To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect thereto, or otherwise to dispose of, any copyrights, trademarks, trade names, brands, labels, patent rights, letters patent of the United States or of any other country or government, inventions, improvements, and processes, whether used in connection with or secured under letters patent or otherwise.

(o) To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid purposes or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

(p) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other
securities and property as its board of directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

(q) To act as a partner or joint venturer or in any other legal capacity in any transaction.

(r) To carry out its purposes anywhere in the world.

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 conferring 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.

III

The corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California. It is a corporation which does not contemplate the distribution of gains, profits or dividends to the members thereof, and it is organized solely for nonprofit purposes.

No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered by officers, directors and agents to and for the corporation.

No substantial part of the activities of this corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation; nor shall this corporation participate or intervene in any political campaign on behalf of any candidate for public office.

IV

The county in this state where the principal office for the transaction of the business of this corporation is to be located is Sonoma County.

V

In accordance with Title 5, California Administrative Code, Section 42602(b), the board of directors shall
consist of a voting membership from the following categories:

a. The administration and staff of the College.
b. The faculty of the College.
c. Non-campus personnel.
d. The students of the College.

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Yvetta M. Fallandy</td>
<td>2928 Bardy Road</td>
</tr>
<tr>
<td>Vice President for Academic Affairs, California State College, Sonoma</td>
<td>Santa Rosa, California 95404</td>
</tr>
<tr>
<td>Carroll V. Mjelde</td>
<td>2326 Parkwood Court</td>
</tr>
<tr>
<td>Dean of Instructional Services and Continuing Education, California State College, Sonoma</td>
<td>Santa Rosa, California 95405</td>
</tr>
<tr>
<td>Rita B. Gárant</td>
<td>2445 Green Street</td>
</tr>
<tr>
<td>Director, Office of Educational Development, California State College, Sonoma</td>
<td>San Francisco, California 94123</td>
</tr>
<tr>
<td>Don R. Patterson</td>
<td>394 Durant Way</td>
</tr>
<tr>
<td>Associate Professor, Department of English; Chairman, Faculty Committee on Educational Development, California State College, Sonoma</td>
<td>Mill Valley, California 94941</td>
</tr>
<tr>
<td>Wallace M. Lowry</td>
<td>1672 Norte Way</td>
</tr>
<tr>
<td>Associate Professor, Department of Management, California State College, Sonoma</td>
<td>Santa Rosa, California 95404</td>
</tr>
</tbody>
</table>
The number of directors may be fixed or changed from time to time by amendment of the articles of incorporation, or by amendment of the bylaws of this corporation adopted by the vote or written assent of the members of the corporation entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of the members called for that purpose and which is the vote of the majority of those present and voting.

VI

The persons who are the directors of this corporation from time to time shall be its only members and on ceasing to be a director of this corporation, any such person shall cease to be a member.

In the election of directors, each member of the corporation shall be entitled to one vote for each office to be filled.

The members and directors of this corporation shall have no liability for dues and assessments.

VII

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members, and is organized solely for nonprofit purposes. The property, assets, profits, and net income of this corporation are irrevocably dedicated to charitable and educational purposes, and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual.

Upon 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 the California State College, Sonoma, or the students or the students and faculty at that campus, 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 corporation, net assets other than trust funds shall be distributed to the California State College, Sonoma. If, upon dissolution, this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which this corporation'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 corporation.

IN WITNESS WHEREOF, we, the undersigned, being the persons named above as the first directors, have executed these Articles of Incorporation this 30th day of April, 1974.

Yvette M. Fallandy
Carroll V. Mjelde
Rita B. Garant
Don R. Patterson
Wallace M. Lowry
Gregory F. Jilka
Stephen J. Cash

STATE OF CALIFORNIA
COUNTY OF SONOMA

On this April 30, 1974, before me, the undersigned, a Notary Public, personally appeared Yvette M. Fallandy, Carroll V. Mjelde, Rita B. Garant, Don R. Patterson, Wallace M. Lowry, S. J. Cash, Gregory F. Jilka known to me to be the persons whose names are subscribed to these Articles of Incorporation, and acknowledged to me that they executed them.

Fred J. Engbarth
Notary Public - California
Principal Office in Sonoma County
My Commission Expires Jan. 15, 1978
May 1, 1974

In reply refer to
EO:AL1rp

California State College, Sonoma
Foundation for Educational Development, Inc.
1801 E. Cotati Ave.
Rohnert Park, CA 94928

Purpose: Educational
Form of Organization: Corporation
Accounting Period Ending: June 30
Organization Number:

Based on the information submitted and provided, your present operations continue unchanged or conform to those proposed in your application, you are exempt from state franchise or income tax under Section 23701d, Revenue and Taxation Code. 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.

You are required to file Form 199 (Exempt Organization Annual Information Return) or Form 199-B (Exempt Organization Annual Information Statement) 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 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 3rd month (2-1/2 months) after the close of your annual accounting period.

Contributions made to you are deductible by donors as provided by Sections 17214 through 17215.2 and 24357 through 24359 of the Code, unless your purpose is testing for Public Safety.

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 30 days.

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

Albert D. LaBel
Supervisor
Exempt Organizations

cc: Lawrence S. Benson
cc: Secretary of State (Corp.)
cc: Registrar of Charitable Trusts
FFB 4206 (4-74)
April 29, 1974

Secretary of State
State Capitol, Rm. 119
Sacramento, California 95814

Dear Sir:

This corporation consents to the use of the name CALIFORNIA STATE COLLEGE, SONOMA FOUNDATION FOR EDUCATIONAL DEVELOPMENT, INC., by Yvette M. Fallandy, Carroll V. Mjelde, Rita B. Garant, Don R. Patterson, Wallace M. Lowry, Gregory F. Jilka, and others as the name of a corporation which they propose to form with its principal offices in Sonoma County, California.

[Signature]

Thomas H. McGrath, President
California State College, Sonoma Foundation, Inc.
YVETTE FALLANDY and KITA GARRANT, certify
1. That they are the president and secretary, respectively, of
2. CALIFORNIA STATE COLLEGE, SONOMA FOUNDATION FOR EDUCATIONAL
3. DEVELOPMENT, INC., a California corporation.
4. That at a meeting of the board of directors of said corpo-
5. nation, duly held at Rohnert Park, California, on February 25,
6. 1977, the following resolution was adopted;
7. "RESOLVED: That Article I of the articles of
8. incorporation of this corporation be amended to read
9. as follows:
10. The name of this corporation is: SONOMA STATE
11. COLLEGE FOUNDATION FOR EDUCATIONAL DEVELOPMENT, INC."
12. That at a meeting of the members of said corporation duly
13. held at Rohnert Park, California, on February 25, 1977, a resolution
14. was adopted, and the wording of the amended article as set forth in
15. the members' resolution is the same as that set forth in the
16. directors' resolution in Paragraph 2 of this certificate.
17. That the number of members who voted affirmatively for the
18. adoption of said resolution is five (5), and the number of members
19. constituting a quorum is three (3).
20. Each of the undersigned declares under penalty of perjury that
21. the matters set forth in the foregoing certificate are true and
23. YVETTE FALLANDY, President
24. KITA GARRANT, Secretary
25.
26.
27.
28.
29.
30.
31.
32.
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

PETER DIAMARIPOULOS and RITA CARANT, certify:
1. That they are the president and secretary, respectively, of SONOMA STATE COLLEGE FOUNDATION FOR EDUCATIONAL DEVELOPMENT, INC., a California corporation.

2. That at a meeting of the board of directors of said corporation, duly held at Rohnert Park, California, on September 14, 1976, the following resolution was adopted:

"RESOLVED: That Article I of the articles of incorporation of this corporation be amended to read as follows:

[Revised text of Article I]

The name of this corporation is: SONOMA STATE UNIVERSITY ACADEMIC FOUNDATION, INC.

3. That at a meeting of the members of said corporation duly held at Rohnert Park, California, on September 14, 1976, a resolution was adopted, and the wording of the amended article as set forth in the members' resolution is the same as that set forth in the directors' resolution in Paragraph 2 of this certificate.

4. That the number of members who voted affirmatively for the adoption of said resolution is ten (10), and the number of members constituting a quorum is six (6).

PETER DIAMARIPOULOS, President

RITA CARANT, Secretary
Certificate of Amendment of Articles of Corporation, Continued

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. EXECUTED at Holmert Park, California on September 27, 1978.

[Signatures]

PETER DIAMANTOFULOS, President

[Signature]

RENA GARANTI, Secretary
Corporation No. 713584

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

DUNCAN POLAND AND JEFFREY DOUTT certify that:

1. They are the president and secretary, respectively, of SONOMA STATE UNIVERSITY ACADEMIC FOUNDATION INC., a California Corporation.

2. Article VII of the articles of incorporation on this corporation is amended to read as follows:

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. The property, assets, profits, and net income of this corporation are irrevocably dedicated to charitable and educational purposes, and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual.

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 Board of Trustees and which is tax exempt under either
Section 115 or Section 501(c)(3) of the Internal Revenue Service Code.

3. The foregoing amendment of the articles of incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of the Board of Directors in accordance with the provisions of Section 5304 and Section 5812 of the Corporations Code. The only members of this corporation are the members of the Board of Directors whose vote in approval was unanimous.

DUNCAN POLAND, President

JEFFREY DOUTT, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Rohnert Park, California on December 5, 1985.

DUNCAN POLAND, President

JEFFREY DOUTT, Secretary