Articles of Incorporation certified by the Secretary of State of the State of California
CHRONOLOGY OF INCORPORATION

April 23, 1974 - CSU Approval of Establishment of New Auxiliary Organization

Approval is given to establish a new auxiliary organization to be designated, CALIFORNIA STATE COLLEGE, SONOMA FOUNDATION FOR EDUCATIONAL DEVELOPMENT, INC.

April 29, 1974 - Establishment of Name

This corporation consents to the use of the name CALIFORNIA STATE COLLEGE, SONOMA FOUNDATION FOR EDUCATIONAL DEVELOPMENT, INC.

May 1, 1974 - Articles of Incorporation of California State College, Sonoma Foundation For Educational Development, Inc.

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

California Corporation number 713584 was assigned.

April 13, 1977 - Articles Amended to Change Corporation Name

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

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

October 5, 1978 - Articles Amended to Change Corporation Name

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

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

December 5, 1985 - Articles Amended to Change Dissolution Clause Article

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 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 section 115 or section 601 (c) (3) of the Internal Revenue Service Code.
I, Kevin Shelley, Secretary of State of the State of California, hereby certify:

That the attached transcript of \( \frac{14}{1} \) 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, rent, 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>Yvette M. Fallandy</td>
<td>2928 Bardy Road</td>
</tr>
<tr>
<td>Vice President for Academic Affairs, California State College, Sonoma</td>
<td></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></td>
</tr>
<tr>
<td>Rita B. Garant</td>
<td>2446 Green Street</td>
</tr>
<tr>
<td>Director, Office of Educational San Francisco, California 94123 Development, California State College, Sonoma</td>
<td></td>
</tr>
<tr>
<td>Don R. Patterson</td>
<td>394 Durant Way</td>
</tr>
<tr>
<td>Associate Professor, Department of English, Chairmen, Faculty Committee on Educational Development, California State College, Sonoma</td>
<td></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></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(g) 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
RITA B. GARANT
WALLACE M. LOWRY
CARROLL V. NJELDE
DON R. PATTERSON
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. NJELDE, 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 EDIALirp

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 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 6th 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 17216.2 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. LeBel
Supervisor
Exempt Organizations

cc: Lawrence S. Swenson
cc: Secretary of State (Corp.)
cc: Registrar of Charitable Trusts

FTB 4205 (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. Nielde, 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.

Thomas H. McGrath, President,
California State College, Sonoma Foundation, Inc.
ATTACHMENT 1
SSUAF Operating Agreement
Page 13 of 17

YVETTE FALLANDY and RITA GARRANT, certif,:
1. That they are the president and secretary, respectively, of
CALIFORNIA STATE COLLEGE, SONOMA, FOUNDATION FOR EDUCATIONAL
DEVELOPMENT, INC., a California corporation.

2. That at a meeting of the board of directors of said cor-
poration, duly held at Rohnert Park, California, on February 25,
1977, the following resolution was adopted:
"RESOLVED: That article I of the articles of
incorporation of this corporation be amended to read
as follows:
The name of this corporation is: SONOMA STATE
COLLEGE FOUNDATION FOR EDUCATIONAL DEVELOPMENT, INC."

3. That at a meeting of the members of said corporation duly
held at Rohnert Park, California, on February 25, 1977, 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 five (5), and the number of members
constituting a quorum is three (3).

YVETTE FALLANDY, President

RITA GARRANT, Secretary

Each of the undersigned declares under penalty of perjury that
the matters set forth in the foregoing certificate are true and
correct. EXECUTED at Rohnert Park, Calif., on March 25, 1977.

YVETTE FALLANDY, President

RITA GARRANT, Secretary
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

PETER DIAFANOSOULOS and HITA DAVANT, 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,
1978, the following resolution was adopted:

"RESOLVED: that Article I of the Articles of
Incorporation of this corporation be amended to
read as follows:

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, 1978, 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 DIAFANOSOULOS, President

HITA DAVANT, Secretary
Certificate of Amendment of Articles of Incorporation, 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 Robbirt Park, California on September 27, 1978.

[Signature]
PAUL DIAMANDOPOULOS, President

[Signature]
MEY GARANT, 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 5034 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
Board of Directors Meeting
Friday, September 14, 2012
12:00 – 2:00 p.m.

Corporate Resolution 12 - 03

WHEREAS, A recent change to Title 5 (Section 42600(b)) of the California Code of Regulations requires CSU auxiliary organizations to amend the dissolution clause in their Articles of Incorporation to provide that upon dissolution of the organization, net assets, other than trust funds, shall be distributed to a successor approved by the president of the campus and by the Chancellor,

RESOLVED, The SSUAF Board of Directors authorizes management to file the attached Certificate of Amendment of Articles of Incorporation with the Secretary of State.

Signed: ____________________________
Ruben Armiñana, Chairman

Certified: ___________________________
Erik Greeny, President

Attested: ___________________________
Letitia Coate, Chief Financial Officer and Secretary

Attested: ___________________________
Laurence Furukawa-Schlereth, Vice President and Chief Operating Officer

Date: 9/20/12

Date: 9/20/12

Date: 9/20/12

Date: 10/5/12
Certificate of Amendment of Articles of Incorporation

The undersigned certify that:

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

2. The second paragraph of Article VII of the Articles of Incorporation of this corporation is amended to read as follows:
   "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 of Articles of Incorporation has been duly approved by the board of directors. The directors are the only members of the corporation.

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.

Erik Greeny, President  
9/20/12

Letitia Coate, Secretary  
9/20/12

Date  
Date
Certificate of Amendment of Articles of Incorporation

The undersigned certify that:

1. They are the president and the secretary, respectively, of SONOMA STATE UNIVERSITY ACADEMIC FOUNDATION INC., A CALIFORNIA CORPORATION

2. The second paragraph of Article VII of the Articles of Incorporation of this corporation is amended to read as follows:
   "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 of Articles of Incorporation has been duly approved by the board of directors. The directors are the only members of the corporation.

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.

Erik Greeny, President  9/20/12
Letitia Coate, Secretary  9/20/12