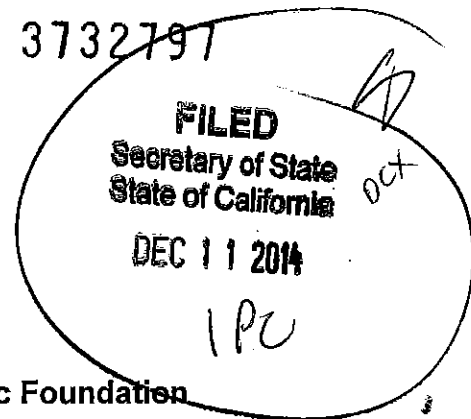


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**ARTICLES OF INCORPORATION**  
**California State University Dominguez Hills Philanthropic Foundation**  
**A California Nonprofit Public Benefit Corporation**

**ARTICLE I**  
**NAME**

The name of this corporation is:

California State University Dominguez Hills Philanthropic 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, Dominguez Hills ("CSUDH") to receive gifts, property, and funds to be used for the benefit of CSUDH, by the following:

- (a) Foster, encourage and promote the teaching, research and public service activities of CSUDH;
- (b) Promote philanthropy in support of CSUDH;
- (c) Promote a greater and better understanding in the community of CSUDH's proper role, its policies and affairs, and its development needs;
- (d) Provide financial assistance by allocations, gifts and other means to CSUDH, 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 CSUDH 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 CSUDH.

#### **ARTICLE IV INITIAL AGENT FOR SERVICE OF PROCESS**

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

Carrie E. Stewart  
1000 E. Victoria Street, Welch Hall 490  
Carson, CA 90747

#### **ARTICLE V CORPORATE ADDRESS**

The initial street address of this corporation is:

California State University Dominguez Hills Philanthropic Foundation  
1000 E. Victoria Street, Welch Hall 425  
Carson, CA 90747

#### **ARTICLE VI 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 VII IRREVOCABLE DEDICATION AND DISSOLUTION**

The assets of this corporation are irrevocably dedicated to charitable purposes for the benefit of CSUDH, and no part of the net income or assets of this corporation shall ever inure to the benefit of any board member or officer 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 organization approved by the board of directors, the President of CSUDH 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 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 of Directors, and the manner of calling and holding meetings of the Board, shall be stated in the Bylaws.

#### **ARTICLE IX MEMBERS**

This corporation shall have no members other than the persons constituting its Board of Directors. The Board of Directors shall, under any statute or rule of law, be the members of this corporation and shall have all the rights and powers members would otherwise have.

**ARTICLE X  
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 XI  
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 CSUDH.

Dated: 12/5/14.



Carrie E. Stewart, Incorporator