

ENDORSED  
FILED  
in the office of the Secretary of State  
of the State of California

AUG 22 1988

CERTIFICATE OF AMENDMENT

MARCH FONG EU, Secretary of State

TO

ARTICLES OF INCORPORATION

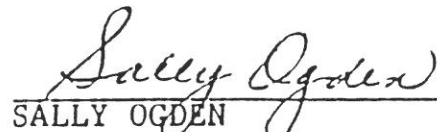
SANDRA CLARY and SALLY OGDEN certify that:

1. They are the President and Secretary, respectively, of Associated Students, Inc. of California Polytechnic State University at San Luis Obispo.
2. The articles of incorporation of this corporation are amended and restated to read as set forth in Exhibit 1 attached hereto and incorporated herein by reference.
3. The foregoing amendment of articles of incorporation has been duly approved by the Student Senate (governing board) by the required vote of the members.

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

Executed at San Luis Obispo, California, on 11/1/82,  
1982.

  
SANDRA CLARY  
President

  
SALLY OGDEN  
Secretary

RESTATED AND AMENDED ARTICLES OF INCORPORATION  
OF  
ASSOCIATED STUDENTS, INCORPORATED  
CALIFORNIA POLYTECHNIC STATE UNIVERSITY AT SAN LUIS OBISPO

ARTICLE I

The name of this corporation is the "Associated Students, Incorporated of California Polytechnic State University at San Luis Obispo."

ARTICLE II

(a) This corporation is a non-profit 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 purposes for which this corporation is formed are as follows:

- (1) To conduct and sponsor the activities in accordance with California Education Code, Section 89300 et seq for the convenience of the students, faculty and staff and as a part of the education program of the California Polytechnic State University, such campus publications, musical organizations, speech and dramatics, student government affairs, intramural and intercollegiate sports, clubs

and organizations designated for students specializing in various major subject matter areas offered by the said University; athletics, sports, concerts and contests; student-organized open house and orientation programs;

- (2) Generally to provide extra-curricular activities for the convenience of the students, faculty and staff, as a part of the educational program of the University;
- (3) To enter into and perform contracts and agreements; to purchase or otherwise acquire, hold, lease, encumber, sell, assign, transfer, mortgage, pledge, hypothecate, exchange or otherwise dispose of any securities, evidence of debt or other property, real or personal, in the same manner and to the same extent as a natural person might or could do;
- (4) To take gifts of both real and personal property; to sue and defend; to borrow money and give promissory notes or bonds therefore and secure payment thereof by mortgage or deed of trust; to loan money upon or without security;
- (5) To receive bequests and devises by will or upon trusts to the same extent as a natural person; and
- (6) To perform to the same extent as a natural person could all other acts, within or without the State of California, that may be necessary or convenient in the conduct of its business to accomplish the purposes of said corporation.

The foregoing provisions shall be construed as both purposes and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; and it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

### ARTICLE III

(a) This corporation is organized and operated exclusively for educational and scientific 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 (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

(c) 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 or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

#### ARTICLE IV

(a) The property of this corporation is irrevocably dedicated to educational and scientific purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

#### ARTICLE V

The principal office for the transaction of the business of the corporation will be located in the County of San Luis Obispo, State of California.

#### ARTICLE VI

The term for which said corporation is to exist is perpetual.

#### ARTICLE VII

Upon dissolution of this corporation, net assets other than trust funds shall be distributed to one or more successor corporations organized and operated for the benefit of the California Polytechnic State University or the students and faculty at that University; such corporation or corporations to be approved by the President of the University and by the Board of Trustees. Such successor corporation or corporations must be tax exempt under either section 115 or 501(c)(3) of the United States Internal Revenue Code of 1954.

If, upon dissolution, this corporation holds any assets in trust, such assets shall be disposed of as decreed by the Superior Court of San Luis Obispo County, following a petition for a decree filed 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.

#### ARTICLE VIII

This corporation elects to be governed by all the provisions of the Nonprofit Public Benefit Corporation Law, effective January 1, 1980, including any amendments subsequent thereto, not otherwise applicable to it under Part 5 thereof.

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CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION

FILED *ccop*  
Secretary of State  
State of California

DEC 07 2012

The undersigned certify that:

1. They are the Chair of the Board and the Secretary, respectively, of Associated Students, Incorporated of California Polytechnic State University at San Luis Obispo, a California nonprofit corporation.

2. Article VII of the Articles of Incorporation of this Corporation is amended to read as follows:

Upon the winding up and dissolution of the Corporation after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, all net assets, other than trust funds, shall be distributed to a successor approved by the President of California Polytechnic State University at San Luis Obispo, and by the Chancellor of the California State University. Such successor shall have tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law) and under Section 23701d of the California Revenue and Taxation Code, or the corresponding section of any future California revenue and tax law.

3. The foregoing amendment of 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 members pursuant to student referendum held on November 26, 2012.

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: 11/30/12

*Kaitlin Harr*

Kaitlin Harr, Chair  
Associated Students, Incorporated of California  
Polytechnic State University at San Luis Obispo

*Haley Houle*

Haley Houle, Secretary  
Associated Students, Incorporated of California  
Polytechnic State University at San Luis Obispo