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State of California

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**RESTATED  
ARTICLES OF INCORPORATION OF  
ASSOCIATED STUDENTS,  
CALIFORNIA STATE UNIVERSITY, BAKERSFIELD, INC.**

Hilda Nieblas and Taren Mulhause certify that:

1. They are the President and Secretary, respectively, of Associated Students, California State University, Bakersfield, Inc.

2. The following amended and restated Articles of Incorporation of this corporation has been approved by the board of directors:

**ARTICLE I  
Name**

The name of this corporation is:

ASSOCIATED STUDENTS, CALIFORNIA STATE UNIVERSITY, BAKERSFIELD,  
INC.

**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 purposes.

**ARTICLE III  
Purposes**

This Corporation is organized and operated solely for the benefit of California State University, Bakersfield. This corporation is organized as a student body organization under Section 89300, et seq. of the California Education Code, exclusively for educational and charitable purposes within the

meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended and for the following purposes:

(a) To operate exclusively for public and charitable purposes within the meaning of the California Revenue and Taxation Code Section 23701d (or corresponding provisions of any future California Revenue Law).

(b) Subject to the direction and approval of the University President or designee, to develop, manage and oversee campus programs at California State University, Bakersfield, for the benefit of students, faculty, staff, and alumni in order to promote and assist the educational program of the University operating as an integrated part of the overall University campus program, and to apply the funds and properties coming into its control toward furthering the educational mission of the University.

(c) To provide student leadership, self-governance, and civic and cultural development opportunities as the Board of Directors and members of this corporation may find or consider to be suited to the primary purpose of advancing the welfare of California State University, Bakersfield, and for promoting the common educational interests of California State University, Bakersfield students, as approved by the University President or a designee.

(d) To do or refrain from doing any lawful act or thing which at anytime may be authorized by the Board of Directors or members of this corporation, so long as the doing or refraining from doing the lawful act will advance the welfare of California State University, Bakersfield, and promote the common educational interests of California State University, Bakersfield students.

(e) To provide service and support to the students of California State University, Bakersfield.

This corporation is formed, and shall operate exclusively the California State University, Bakersfield in accordance with Internal Revenue Code Section 509(a)(3).

**ARTICLE IV**  
**Conformity with Law**

The corporation shall be an auxiliary organization to California State University, Bakersfield, and shall conduct its operations in conformity with the California statutes governing such organizations (Chapter 7, commencing with Section 89900, of Part 55, Division 8, Title 3 of the Education Code) and the Regulations adopted by the Board of Trustees of California State University (Subchapter 6, commencing with Section 42400, of Chapter 1, Division 5 of Title 5 of the California Code of Regulations) as required by the Education Code, Section 89900(c).

**ARTICLE V**  
**Exempt Status**

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, 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.

**ARTICLE VI**  
**Limitation on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE VII**  
**Irrevocable Dedication and Dissolution**

This corporation irrevocably dedicates its assets for the benefit California State University, Bakersfield. Upon the dissolution of this corporation, net assets other than trust funds shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue

Code (or corresponding section of any future federal tax code) or to a government for public purposes, as approved by the Board of Directors, the President of California State University, Bakersfield and by the Chancellor of the California State University. Trust funds shall be distributed consistent with the terms of the trust instruments and section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

**ARTICLE VIII**  
**Officers and Directors**

The Officers and number of Directors, their qualifications, powers, duties, terms of office, manner of election, removal and filling vacancies on the Board, and the manner of calling and holding meetings of the Board, shall be as 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 member of the 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**  
**Amendment**

The Articles of Incorporation of this corporation may be amended by resolution of the Board of Directors and approved by the President, California State University, Bakersfield.

3. The foregoing restated Articles of Incorporation, has been approved by a resolution duly adopted by the Board of Directors and approved by the University President, as required by Article XI.

4. The corporation has no members other than the persons constituting its Board of Directors.

Verification

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements in the foregoing certificate are true and correct of his or her own knowledge, and that this declaration was executed on the date below at Bakersfield, California.

Date: 8/13/13



Hilda Nieblas, President



Taren Mulhause, Secretary

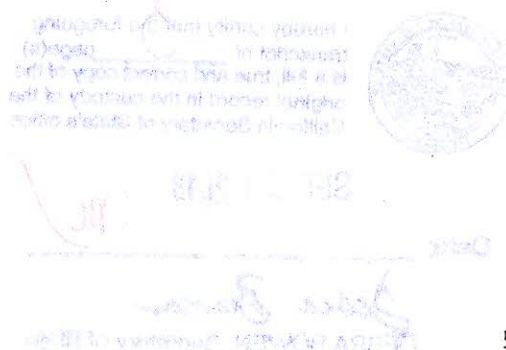
Approved:



Dr. Horace Mitchell, President, CSU Bakersfield

8/22/13

Date





I hereby certify that the foregoing transcript of 5 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

SEP 21 2013

Date: \_\_\_\_\_

*Debra Bowen*

DEBRA BOWEN, Secretary of State