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Students Serving Students

Associated Students Incorporated

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RESTATED ARTICLES OF INCORPORATION

FILED
Secretary of State
State of California
APR 26 2013
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The undersigned certify that: Christopher Osuala, President
Krikor Ketchedjian, Treasurer

- 1. They are the President and the Treasurer, respectively, of Associated Students, Incorporated, California State Polytechnic University, Pomona, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I

Name

The name of this Corporation is:

ASSOCIATED STUDENTS, INCORPORATED. CALIFORNIA STATE POLYTECHNIC UNIVERSITY, POMONA

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 California Nonprofit Public Benefit Corporation Law for charitable purposes.

This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.

ARTICLE III

Purposes

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation and shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3), or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Internal Revenue Code Section 170(c)(2) or the corresponding provision of any future United States Internal Revenue Law.

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The purposes for which this Corporation is formed is to conduct and sponsor the full range of educational activities as approved by the administrative officers of the California State Polytechnic University, Pomona, pursuant to the California Education Code Section 89300 and 89302, as well as Title 5 – California Code of Regulations- Section 42659.

ARTICLE IV
Powers

This corporation shall have such powers as are now or may hereafter be granted by the Nonprofit Public Benefit Corporation Law of the State of California, except as limited by the provisions of these Articles of Incorporation or its Bylaws.

ARTICLE V
Exempt Status and Limitations on Activities

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in any political campaign (including publishing or distributing of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this 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 of 1986 as amended or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 as amended.

ARTICLE VI
Disposition of Assets Upon Dissolution

Upon dissolution of the Corporation, net assets, other than trust funds, shall be distributed to a successor approved by the President of the campus and by the CSU Chancellor. The Associated Students Incorporated Board of Directors, by a majority vote, shall make a recommendation for a successor for the campus President's approval.

ARTICLE VII
Directors

The number of Directors, their qualifications, powers, duties, terms of office, manner of removal and tilling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

ARTICLE VIII
Members

This corporation shall have no members other than the persons constituting its Board of Directors. The persons constituting its Board of Directors shall, for the purpose of any statutory provision or rule of law relating to nonprofit corporations or otherwise, be taken to be the members of such corporation and exercise all the rights and powers of members thereof.

ARTICLE IX

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 X

Irrevocable Dedication and Dissolution

The property of this corporation is irrevocably dedicated to the charitable purposes set forth in Article II, and no part of the net income or assets of this corporation shall ever inure to the benefit of any private person. Upon dissolution of the Corporation, net assets, other than trust funds, shall be distributed to a successor approved by the President of the campus and by the CSU Chancellor. The Associated Students, Incorporated Board of Directors, by majority vote, shall make a recommendation for a successor for the campus president's approval.

ARTICLE XI

Location of Principal Office

The principal office in the State of California for the transaction of the business of this Corporation is located in the County of Los Angeles.

ARTICLE XII

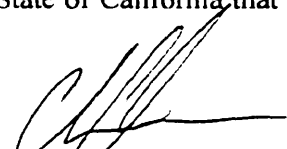
Amendment

The Articles of Incorporation of this corporation shall be amended only by the vote of a majority of the total voting membership of the Board of Directors.


3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

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: April 24, 2013



Christopher Osuala, President



Krikor Kechedjian, Treasurer



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

MAY 23 2013

Date: RH

Debra Bowen
DEBRA BOWEN, Secretary of State