

ARTICLES OF INCORPORATION
Otter Student Union at CSU Monterey Bay
A California Nonprofit Public Benefit Corporation

FILED
Secretary of State
State of California

lee JAN 11 2017 *NPA*

ARTICLE I
NAME

The name of this corporation is:

Otter Student Union at CSU Monterey Bay

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. This Corporation is organized and operated solely for the benefit of California State University, Monterey Bay. This corporation is organized as an auxiliary organization under Section 89900, et seq., of the California Education Code, exclusively for charitable purposes within the meaning of Internal Revenue Code Section 501(c)(3) or the corresponding provision of any future United States internal revenue law for the following specific purposes:

(a) To 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) Subject to the direction and approval of the University President or designee, to operate facilities, programs and projects in support of the University, or

other authorized auxiliary organization functions at California State University, Monterey Bay, for the exclusive benefit of students, faculty, staff, and alumni in order to support and enhance the educational mission of the University operating as an integrated part of the overall University campus operations, and to apply the funds and properties coming into its control toward furthering the educational programs and services carried on or approved by the University President or a designee.

(c) Subject to the direction and approval of the University President or a designee, to purchase, own, sell and encumber and otherwise deal in and with such real and personal property as the Board of Directors of this corporation may find or consider to be suited to the primary purpose of advancing the educational mission of California State University, Monterey Bay as approved by the University President or a designee.

(d) To do or refrain from doing any lawful act or thing which at any time 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 educational mission of California State University, Monterey Bay.

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:

Christine Erickson
100 Campus Center, Building 8
Seaside, CA 93955

ARTICLE V CORPORATE ADDRESS

The initial street and mailing address of this corporation is:

Otter Student Union at CSU Monterey Bay
100 Campus Center
Student Center, Building 12
Seaside, CA 93955

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 California State University, Monterey Bay, 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 University President 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)(3) 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 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
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 members of the Board of Directors with the written consent of the President of California State University, Monterey Bay.

Dated: 12/7/14


Christine Erickson,
Incorporator