

ARTICLES OF INCORPORATION

THE STUDENT UNION, INC.

SAN JOSÉ STATE UNIVERSITY

Revised November 20, 2019

ARTICLES OF INCORPORATION

OF

THE STUDENT UNION OF

SAN JOSÉ STATE UNIVERSITY

I

The name of this corporation is:

THE STUDENT UNION OF

SAN JOSÉ STATE UNIVERSITY

II

THE STUDENT UNION OF SAN JOSÉ STATE UNIVERSITY, hereinafter called the "Corporation," shall conduct its operations in conformity with regulations established by the Trustees of The California State University and approved by the Director of Finance as required by the California Education code, Section 89900.

III.

This Corporation shall be operated as an integral part of the educational programs of the San José State University, hereinafter called the "University" as required by the California Administrative code, Title 5, Section 42401; and its operations shall be integrated with University operations and administered or supervised by the President of the University as required by the California Administrative Code, Title 5, Section 42601(c).

IV.

The purposes for which this Corporation is formed are:

(1) The specific and primary purpose of this Corporation is to operate the Student Union at San José State University as a student body center for the benefit of students, faculty, staff, and alumni in order to promote and assist the educational program of the University or such institution as shall succeed to the properties and functions of said University and to apply the funds and properties coming into its hands toward furthering the educational program carried on or approved by the administrative officers of the University. This corporation shall not carry on any activities not approved by the administrative officers of the University.

(2) This Corporation shall not make personal loans of a non-scholarship nature except that loans to faculty members or employees may be made when such loans are specifically authorized by a trust instrument under which the funds were received, as required by the California Administrative Code, Title 5, Section 42403 (c)(2).

(3) This Corporation shall never operate for the primary purpose of carrying on a trade or business for profit.

(4) Notwithstanding any of the above statements of purposes and powers, this Corporation shall not engage in activities which in themselves are not in furtherance of the charitable and educational purposes set forth in paragraph 1 of this Article IV.

V

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 charitable purposes.

VI

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and does not contemplate the distribution of gains, profits or dividends to its members or to any private shareholder or individual. The property, assets, profits, and net income of this Corporation are irrevocably dedicated to the charitable purposes set forth in Article IV, and no part of the profits and/or income of this Corporation shall ever inure to the benefit of any private share holder or individual except that this provision shall not be construed so as to prevent the payment to directors, officers or employees of reasonable compensation for services actually rendered to the Corporation.

VII

Upon dissolution of this Corporation, net assets other than trust funds shall be distributed to a successor approved by the President of the campus and the Chancellor.

Such nonprofit corporation or corporations must be qualified for federal income tax exemption under Sections 501(a) and 501(c)(3) of the United States Internal Revenue Code of 1954, and be organized and operated exclusively for charitable, scientific, literary, or educational purposes, or for a combination of said purposes. In the alternative, upon dissolution of the Corporation, net assets other than trust funds shall be distributed to the San Jose State University.

If, upon dissolution, this Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which this Corporation's principal office is located upon petition therefore 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.

VIII

The name and address in the State of California of this Corporation's agent for the service of process is: Tamsen K. Burke, Executive Secretary, Student Union Inc., San José State University, San José, CA 95192-0201.

IX

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. If a Director who is qualified for Board membership because he or she is a member of the University staff or faculty terminates his or her employment with the University, he or she shall cease to be a Director of this Corporation. A Director who is qualified for Board membership because he or she is a student shall be a Director of this Corporation only so long as such student status continues. The President of the University or his or her designated representative shall be a member of the Board of Directors of this Corporation in order to insure that this Corporation operates in conformity with the University policy as required by the California Administrative Code, Title 5, Section 42404. This Article is not subject to amendment, change or alteration in any of its clauses or provisions by the Bylaws of the Corporation.

X

The number of Directors shall be set forth in the Bylaws. The Directors shall not be personally liable for the debts, liabilities or obligations of this Corporation.

XI

The Articles of Incorporation of this Corporation shall not be amended except with a vote or written consent of two-thirds (2/3) of the total voting membership of the Board of Directors.

XII

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.

XIII

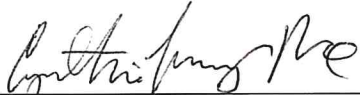
The official name of this corporation as noted in Article I is THE STUDENT UNION OF SAN JOSÉ STATE UNIVERSITY.

DECLARATION

CYNTHIA FERNANDEZ-RIOS and TAMSEN K. BURKE declare under penalty of perjury

They are the chairman and executive secretary, respectively, of THE STUDENT UNION OF SAN JOSÉ STATE UNIVERSITY, the corporation referred to in the articles of incorporation to which this declaration is attached.


Executed at San José, California on November 20, 2019



Cynthia Fernandez-Rios

01/13/2020

Date



Tamsen K. Burke

1/16/2020

Date