

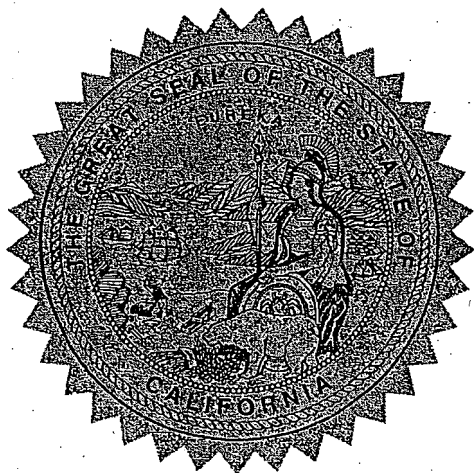
**SECRETARY OF STATE**

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 14 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 25 2005



*Kevin Shelley*  
Secretary of State

713584

FILED  
In the office of the Secretary of State  
of the State of California

MAY 1 1974

EDWARD G. BROWN Jr., Secretary of State

Deputy

ARTICLES OF INCORPORATION

OF

CALIFORNIA STATE COLLEGE, SONOMA  
FOUNDATION FOR EDUCATIONAL DEVELOPMENT, INC.

I

The name of this corporation is: CALIFORNIA STATE  
COLLEGE, SONOMA FOUNDATION FOR EDUCATIONAL DEVELOPMENT, INC.

II

The purposes for which this corporation is formed are:

a. The specific and primary purpose for which the  
corporation is formed is to promote the objectives and best  
interests of California State College, Sonoma, hereafter called  
"College".

b. The corporation is formed, and shall operate, as an  
auxiliary organization of The California State University and  
Colleges, as defined in Education Code Section 24054.5.

c. The purposes of the corporation are to engage in  
activities furthering and enhancing the educational effectiveness  
of College and the effectiveness of the President of College and  
the faculty and administrative staff thereof in the discharge of  
responsibilities appropriate to the educational objectives of the  
College. Such purposes include, but are not limited to, obtaining  
private financial aid for the College, its faculty and students;  
promoting community interest in the College; promoting community  
financial aid and service to the College, its faculty and students;  
and operating College connected enterprises and research projects.

The purposes of this corporation have been so selected  
as to permit the corporation to be exempt from federal income  
taxation under the exemption granted by United States Internal  
Revenue Code of 1954 Sections 501(a) and 501(c)(3), and should be  
construed accordingly.

As a means of accomplishing the foregoing purposes, the  
corporation shall possess and exercise all of the powers conferred

Restriction of right  
to amend articles  
Yes

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by law upon nonprofit corporations and have all powers and do all other acts necessary or incidental to the administration of the affairs and for carrying out the purposes of this corporation, including without limitation, any or all of the following acts or things:

(a) To engage in any lawful activity as shall assist or be pertinent to the carrying out of the objects and purposes of this corporation.

(b) To own, hold, possess, purchase, acquire, rent, lease, install, maintain, and operate, and from time to time to sell, dispose of, exchange and replace such equipment, facilities and other personal property as may be required for the uses and purposes aforesaid.

(c) To engage, employ, retain and discharge, subject to the approval of the Board of Directors, such personnel as may be necessary for the proper conduct of the purposes for which this corporation is organized.

(d) To receive and hold by gift, devise, bequest or grant, donations or contributions for scientific, educational and charitable purposes, or for the benefit or endowment of any of the activities of this corporation.

(e) To receive any donation or bequest made for particular purposes accordant with the objects and purposes of this corporation and in such case or cases to receive such donations or devises and to hold and use the same in conformity with the express conditions of the donors or devisors,

(f) To act as trustee under any trust created to furnish funds for the principal object of the corporation and to receive, hold, administer and expend funds and property subject to such trust.

(g) To take in by affiliation or otherwise, any other similar or other organization or association on such terms and conditions as may be agreed upon and to make the same a branch or adjunct of this corporation or to maintain the same as a separate organization.

(h) To purchase, lease, acquire and operate property, including real estate, buildings and equipment and to sell, convey, exchange, lease, transfer upon trust, give liens upon by way of mortgage and trust deeds, lease and otherwise dispose of all real estate, personal estate, property, buildings and equipment.

(i) To disseminate information pertaining to the



activities of this corporation, and to publish, sell and distribute such literature as may be advisable to promote the main object and purpose for which this corporation is formed and to contract for the employment of persons and writers to compile literature pertaining thereto and to conduct clinics, lectures and programs in connection therewith.

(j) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of all or any part of the property of the corporation and from time to time to vary any investment or employment of capital of the corporation.

(k) To provide for the payment of all necessary operating expenses and other bills as may be, from time to time, determined to be necessary by the Board of Directors.

(l) To borrow money and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount and to secure the same by mortgage, pledge or otherwise; and generally to make and perform agreements and contracts of every kind and description.

(m) To make contracts; to purchase or otherwise acquire, operate, control, sell or otherwise dispose of, lease, hold, own, let, sublet, rent, hypothecate, manage, improve, develop lands and other property, improved and unimproved, construct buildings thereon, and to change and generally improve the same.

(n) To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect thereto, or otherwise to dispose of, any copyrights, trademarks, trade names, brands, labels, patent rights, letters patent of the United States or of any other country or government, inventions, improvements, and processes, whether used in connection with or secured under letters patent or otherwise.

(o) To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth; either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid purposes or powers or any part or parts thereof; provided the same be not inconsistent with the laws under which this corporation is organized.

(p) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other

securities and property as its board of directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

(q) To act as a partner or joint venturer or in any other legal capacity in any transaction.

(r) To carry out its purposes anywhere in the world.

The foregoing clauses conferring powers shall not be limited by reference to or inference from one another, but each such clause shall be construed as a separate statement conferring independent powers upon the corporation.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

### III

The corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California. It is a corporation which does not contemplate the distribution of gains, profits or dividends to the members thereof, and it is organized solely for nonprofit purposes.

No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered by officers, directors and agents to and for the corporation.

No substantial part of the activities of this corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation; nor shall this corporation participate or intervene in any political campaign on behalf of any candidate for public office.

### IV

The county in this state where the principal office for the transaction of the business of this corporation is to be located is Sonoma County.

### V

In accordance with Title 5, California Administrative Code, Section 42602(b), the board of directors shall

consist of a voting membership from the following categories:

- a. The administration and staff of the College.
- b. The faculty of the College.
- c. Non-campus personnel.
- d. The students of the College.

The names and addresses of the persons who are appointed to act in the capacity of directors until the election of their successors are:

<u>Name</u>	<u>Address</u>
Yvette M. Fallandy Vice President for Academic Affairs, California State College, Sonoma	2928 Bardy Road Santa Rosa, California 95404
Carroll V. Mjelde Dean of Instructional Services and Continuing Education California State College, Sonoma	2326 Parkwood Court Santa Rosa, California 95405
Rita B. Garant Director, Office of Educational Development California State College, Sonoma	2446 Green Street San Francisco, California 94123
Don R. Patterson Associate Professor, Department of English; Chairman, Faculty Committee on Educational Development, California State College, Sonoma	394 Durant Way Mill Valley, California 94941
Wallace M. Lowry Associate Professor Department of Management California State College, Sonoma	1672 Norte Way Santa Rosa, California 95404

Steven J. Cash

8030 Beverly Drive, Apt. 7  
Rohnert Park, California 94928

Gregory F. Jilka  
Attorney at Law

8099 LaPlaza  
Cotati, California 94928

The number of directors may be fixed or changed from time to time by amendment of the articles of incorporation, or by amendment of the bylaws of this corporation adopted by the vote or written assent of the members of the corporation entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of the members called for that purpose and which is the vote of the majority of those present and voting.

#### VI

The persons who are the directors of this corporation from time to time shall be its only members and on ceasing to be a director of this corporation, any such person shall cease to be a member.

In the election of directors, each member of the corporation shall be entitled to one vote for each office to be filled.

The members and directors of this corporation shall have no liability for dues and assessments.

#### VII

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. The property, assets, profits, and net income of this corporation are irrevocably dedicated to charitable and educational purposes, and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual.

Upon dissolution of this corporation net assets other than trust funds shall be distributed to one or more

nonprofit corporations organized and operated for the benefit of the California State College, Sonoma, or the students or the students and faculty at that campus, such corporation or corporations to be selected by the board of directors. 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 California State College, Sonoma. 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. -

IN WITNESS WHEREOF, we, the undersigned, being the persons named above as the first directors, have executed these Articles of Incorporation this 30 day of April, 1974.

*Yvette M. Fallandy*  
 YVETTE M. FALLANDY

*Carroll V. Mjelde*  
 CARROLL V. MJELDE

*Rita B. Garant*  
 RITA B. GARANT

*Don R. Patterson*  
 DON R. PATTERSON

*Wallace M. Lowry*  
 WALLACE M. LOWRY

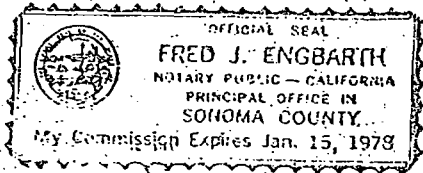
*Gregory F. Jilka*  
 GREGORY F. JILKA

*Stephen J. Cash*  
 STEPHEN J. CASH

STATE OF CALIFORNIA ]  
 ] ss  
 COUNTY OF SONOMA ]

On this April 30, 1974, before me, the undersigned, a Notary Public, personally appeared YVETTE M. FALLANDY, CARROLL V. MJELDE, RITA B. GARANT, DON R. PATTERSON, WALLACE M. LOWRY, S. J. CASH, GREGORY F. JILKA known to me to be the persons whose names are subscribed to these Articles of Incorporation, and acknowledged to me that they executed them.

FREDERICKS,  
 SWENSON & DAY  
 Attorneys at Law  
 P. O. Box 1068  
 Robert Park,  
 California 94928  
 Phone (707)  
 795-5485



*[Signature]*



## FRANCHISE TAX BOARD

SACRAMENTO, CALIFORNIA 95867

May 1, 1974

In reply refer to  
EO:AL:rp

California State College, Sonoma  
Foundation for Educational  
Development, Inc.  
1801 E. Cotati Ave.  
Rohmert Park, CA 94928

Purpose: Educational  
Form of Organization: Corporation  
Accounting Period Ending: June 30  
Organization Number:

Based on the information submitted and provided, your present operations continue unchanged or conform to those proposed in your application, you are exempt from state franchise or income tax under Section 23701d, Revenue and Taxation Code. Any change in operation, character or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

You are required to file Form 199 (Exempt Organization Annual Information Return) or Form 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 5th month (4-1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (exempt Organization Business Income Tax Return) by the 15th day of the 3rd month (2-1/2 months) after the close of your annual accounting period.

Contributions made to you are deductible by donors as provided by Sections 17214 through 17216.2 and 24357 through 24359 of the Code, unless your purpose is testing for Public Safety.

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 30 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

*Albert D. LeBel*

Albert D. LeBel  
Supervisor  
Exempt Organizations

cc: Lawrence S. Swenson  
cc: Secretary of State (Corp.)  
cc: Registrar of Charitable Trusts

FTB 4206 (4-74)



April 29, 1974

Secretary of State  
State Capitol, Rm. 119  
Sacramento, California 95814

Dear Sir:

This corporation consents to the use of the name CALIFORNIA STATE COLLEGE, SONOMA FOUNDATION FOR EDUCATIONAL DEVELOPMENT, INC. by Yvette M. Fallandy, Carroll V. Mjelde, Rita B. Garant, Don R. Patterson, Wallace M. Lowry, Gregory F. Jilka, and others as the name of a corporation which they propose to form with its principal offices in Sonoma County, California.

A handwritten signature in cursive script, appearing to read 'Thomas H. McGrath', written over a horizontal line.

Thomas H. McGrath, President  
California State College, Sonoma Foundation, Inc.

Sonoma  
State College

**FOUNDATION**

A non-profit California corporation serving the college and located on campus

(707) 755-2011  
1801 EAST COTATI AVENUE  
ROHNERT PARK, CALIFORNIA  
94928

713584

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

1176032  
FILED  
In the office of the Secretary of State  
of the State of California

APR 13 1977

MARCH FUNG LU, Secretary of State

*[Signature]*  
Deputy

1 YVETTE FALLANDY and RITA GARRANT, certify:

2 1. That they are the president and secretary, respectively, of  
3 CALIFORNIA STATE COLLEGE, SONOMA, FOUNDATION FOR EDUCATIONAL  
4 DEVELOPMENT, INC., a California corporation.

5 2. That at a meeting of the board of directors of said cor-  
6 poration, duly held at Rohnert Park, California, on February 25,  
7 1977, the following resolution was adopted;

8 "RESOLVED: That Article I of the articles of  
9 incorporation of this corporation be amended to read  
10 as follows:

11 The name of this corporation is : SONOMA STATE  
12 COLLEGE FOUNDATION FOR EDUCATIONAL DEVELOPMENT, INC."

13 3. That at a meeting of the members of said corporation duly  
14 held at Rohnert Park, California, on February 25, 1977, a resolution  
15 was adopted, and the wording of the amended article as set forth in  
16 the members' resolution is the same as that set forth in the  
17 directors' resolution in Paragraph 2 of this certificate.

18 4. That the number of members who voted affirmatively for the  
19 adoption of said resolution is five (5), and the number of members  
20 constituting a quorum is three (3).

21  
22 *[Signature]*  
YVETTE FALLANDY, President

23 *[Signature]*  
RITA GARRANT, Secretary

24  
25  
26 Each of the undersigned declares under penalty of perjury that  
27 the matters set forth in the foregoing certificate are true and  
28 correct. EXECUTED at Rohnert Park, Calif., on March 25, 1977.

29  
30 *[Signature]*  
YVETTE FALLANDY, President

31 *[Signature]*  
RITA GARRANT, Secretary

Hilda Polak Haselwood/Attorney at Law  
8945 Old Redwood Highway / Cotati, California 94938  
Phone (707) 795-3927

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CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

**FILED**  
In the office of the Secretary of State  
of the State of California

OCT 5 1978

WU CH FONG EU, Secretary of State

*[Signature]*  
Deputy

PETER DIAMANDOFIOLOS and RITA GARANT, certify:

1. That they are the president and secretary, respectively, of SONOMA STATE COLLEGE FOUNDATION FOR EDUCATIONAL DEVELOPMENT, INC. a California corporation.

2. That at a meeting of the board of directors of said corporation, duly held at Rohnert Park, California, on September 14, 1978, the following resolution was adopted:

"RESOLVED: that Article I of the articles of incorporation of this corporation be amended to read as follows:

The name of this corporation is : SONOMA STATE UNIVERSITY ACADEMIC FOUNDATION INC."

3. That at a meeting of the members of said corporation duly held at Rohnert Park, California, on September 14, 1978, a resolution was adopted, and the wording of the amended article as set forth in the members' resolution is the same as that set forth in the directors' resolution in Paragraph 2 of this certificate.

4. That the number of members who voted affirmatively for the adoption of said resolution is ten (10), and the number of members constituting a quorum is six (6).

*[Signature]*  
PETER DIAMANDOFIOLOS, President

*[Signature]*  
RITA GARANT, Secretary

*[Handwritten initials]*

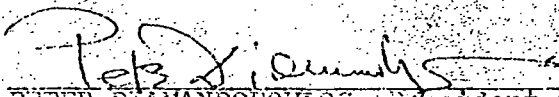
Hilda Polak Haselwood/Attorney at Law  
8945 Old Redwood Highway/Contra Costa, California 94928  
Phone (707) 795-3927

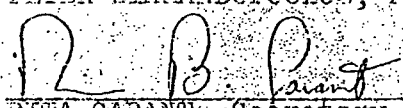
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1 Certificate of Amendment of Articles of Incorporation, Continued

2  
3 Each of the undersigned declares under penalty of perjury  
4 that the matters set forth in the foregoing certificate are true  
5 and correct. EXECUTED at Rohnert Park, California on September  
6 27, 1978.

7   
8 PETER DIAMANTOPOULOS, President

9   
10 RIITA GARANT, Secretary

Hilda Polak  
Wood/Attorney at Law  
8915 Old Redwood Highway / Coos Bay, California 94928  
Phone (707) 795-1927

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713584

A308510

FILED  
In the office of the Secretary of State  
of the State of California

DEC 10 1985

MURPHY FONG FU, Secretary of State  
Deputy

1 Corporation No. 713584

2 CERTIFICATE OF AMENDMENT  
3 OF  
4 ARTICLES OF INCORPORATION

5 DUNCAN POLAND AND JEFFREY DOUTT certify that:

6 1. They are the president and secretary, respectively, of SONOMA  
7 STATE UNIVERSITY ACADEMIC FOUNDATION INC., a California  
8 Corporation.

9  
10 2. Article VII of the articles of incorporation on this  
11 corporation is amended to read as follows:

12  
13 This corporation is not organized, nor shall it be  
14 operated, for pecuniary gain or profit, and it does not  
15 contemplate the distribution of gains, profits, or  
16 dividends to its members and is organized solely for  
17 nonprofit purposes. The property, assets, profits, and  
18 net income of this corporation are irrevocably dedicated  
19 to charitable and educational purposes, and no part of  
20 the profits or net income of this corporation shall ever  
21 inure to the benefit of any director, officer, or member  
22 or to the benefit of any private shareholder or  
23 individual.

24  
25 Upon dissolution of this corporation, net assets, other  
26 than trust funds, shall be distributed to a successor  
27 approved by the President of the University and by the  
28 Board of Trustees and which is tax exempt under either

1 Section 115 or Section 501(c)(3) of the Internal Revenue  
2 Service Code.

3  
4 3. The foregoing amendment of the articles of incorporation has  
5 been duly approved by the Board of Directors.

6  
7 4. The foregoing amendment of articles of incorporation has been  
8 duly approved by the required vote of the Board of Directors in  
9 accordance with the provisions of Section 5034 and Section 5812  
10 of the Corporations Code. The only members of this corporation  
11 are the members of the Board of Directors whose vote in approval  
12 was unanimous.

13  
14 Duncan E. Poland  
DUNCAN POLAND, President  
15 Jeffrey Douth  
16 JEFFREY DOUTT, Secretary

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

20  
21 Executed at Rohnert Park, California on December 5, 1985.

22  
23 Duncan E. Poland  
DUNCAN POLAND, President  
24 Jeffrey Douth  
25 JEFFREY DOUTT, Secretary

26  
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28  
Hilda P. Haselwood  
Attorney At Law  
8047 Old Redwood Hwy.  
Cotati, CA 94928  
(707) 795-3927

