

ARTICLES OF INCORPORATION

SONOMA STATE ENTERPRISES, INC.

FIRST: The name of the corporation is SONOMA STATE ENTERPRISES, INC.

SECOND: The purposes for which this corporation is formed are:

- A. The specific and primary purpose for which the corporation is formed is to promote and furnish facilities for the educational development and academic services of Sonoma State College.
- B. The General purposes and powers are:
  - 1) To acquire and operate such facilities as are necessary and convenient for the furtherance of the primary purposes including, but not limited to, bookstores, food services, and other educationally related needs of the college, and to acquire, hold, sell and deal in all goods, services, and property of all kinds.
  - 2) To act as a partner or joint venturer or in any other legal capacity in any transaction which is necessary or appropriate to the furtherance of the primary purposes of this corporation.
  - 3) To have and exercise all the powers conferred by the California General Nonprofit Corporation Law on nonprofit corporations, as that law is now in effect or at any time hereafter may be amended.
  - 4) To conduct its business 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 purpose of this corporation.

This 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.

- THIRD: A. That the directors and officers of this corporation shall be drawn from the administration and staff of the college, the faculty of the college, the students of the college, and the off-campus community at large. The corporation shall have no members other than the persons who constitute the board of directors.
- B. The number of directors of the corporation is nine (9), which number may be changed from time to time by amendment of the Articles of Incorporation of this corporation or by amendment of the bylaws of this corporation.

FOURTH: The names and address of the persons who were the first directors until the election of their successors were:

<u>NAMES</u>	<u>ADDRESSES</u>
Ambrose R. Nichols, Jr.	Sonoma State College, Cotati
Hector H. Lee	Sonoma State College, Cotati
Alvin Marks	Sonoma State College, Cotati
Richard M. D. Childs	Sonoma State College, Cotati
George McCabe	Sonoma State College, Cotati
A. S. Picket	Sonoma State College, Cotati
Wesley R. Burford	Sonoma State College, Cotati

FIFTH: The principal office of this corporation for the transaction of business will be located in the County of Sonoma, State of California.

SIXTH: This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof and is organized pursuant to the General Nonprofit Corporation Law of the State of California.

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.

SEVENTH: Upon dissolution of this corporation, net assets, other than trust funds, shall be distributed to a successor approved by the President of the University and by the Board of Trustees and which is tax exempt under either Section 115 or 501 (c) (3) of the Internal Revenue Code.