

ARTICLES OF INCORPORATION
OF
THE TOWER FOUNDATION OF SAN JOSÉ STATE UNIVERSITY

Article I

Name, Incorporation and Agent

1. The name of the Corporation is The Tower Foundation of San José State University (hereinafter, “Corporation” or “Tower Foundation”).
2. 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.
3. The name and address in the State of California of the Corporation’s initial agent for service of process is: Robert R. Ashton, One Washington Square, San José, CA 95192-0256.

Article II

Purposes

1. The Corporation is organized exclusively for educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or the corresponding provisions of any future United States internal revenue law. Despite any other provision in these articles or the Corporation’s bylaws, 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 the Corporation shall not carry on any other activities not permitted to be carried on by (a) 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. Subject to the foregoing, the purposes of the Corporation are:

A. The encouraging, soliciting, receiving, accepting, holding, Investing and managing of money and property of every description, and the disbursement thereof for the promotion, development and advancement of the purposes and objectives of SAN JOSE STATE UNIVERSITY (hereinafter, "University"), and any other organization, qualified as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code and its regulations, which has among its primary corporate purposes providing assistance to the University, including but not limited to library aid, classroom, laboratory and other equipment, scholarships, professorships, athletic and artistic programs, and other grants and loans of financial assistance.

B. To provide facilities by lease or otherwise, (i) to the University for any of its lawful purposes, (ii) to the SAN JOSE STATE UNIVERSITY FOUNDATION (hereinafter, "SJSU Foundation") for research activities by faculty, staff and students of the University, (iii) to the SAN JOSE STATE UNIVERSITY ALUMNI ASSOCIATION (hereinafter, "Association") for programs and facilities to engage alumni, students and others more closely in the mission of the University, and (iv) in conjunction with use by the University of the SJSU Foundation, to other organizations, whether public or private, whose proximity to the educational or research activities of the University or its faculty, staff or students enhances such activities or provide career development opportunities for students of the University.

C. To receive and/or purchase, hold and manage and administer such property as may be received or purchased by the Corporation, and to use and apply all or any part of the income or earnings there from as well as the principal thereof exclusively for cultural, scientific, literary or education purposes, either directly or by contributions to organizations which are organized and authorized to carry out such activities, provided however, that said organizations qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, provided, however, that no part of such income or such principal shall be contributed to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or individual or any substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

2. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its Directors or Officers except to the extent permitted under the California Nonprofit Corporation Law.
3. This corporation is an auxiliary organization, as defined in Section 89901 (d) of the California Education Code, of the University.

Article III
Membership

The Corporation shall have no voting members within the meaning of the California Nonprofit Corporation Law.

Article IV
Dissolution

Upon the dissolution of the Corporation, the Board shall, after the payment of all the just debts, obligations and liabilities of the Corporation (or after making adequate provision for the payment thereof) dispose of all its assets by transfer to the University or to such other non-profit organization or organizations organized and operated exclusively for educational, charitable or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) that are approved by the President or the University and the Board of Trustees of the California State University.

July 28, 2004

/s/ Phil Boyce
Incorporator

/s/ Steven Caplan
Incorporator

/s/ Charles Davidson
Incorporator

/s/Wanda Hendrix-Talley
Incorporator

/s/ Don Lucas
Incorporator

/s/ Arthur Lund
Incorporator

/s/ Connie Lurie
Incorporator

/s/ Robert R. Ashton
Incorporator