

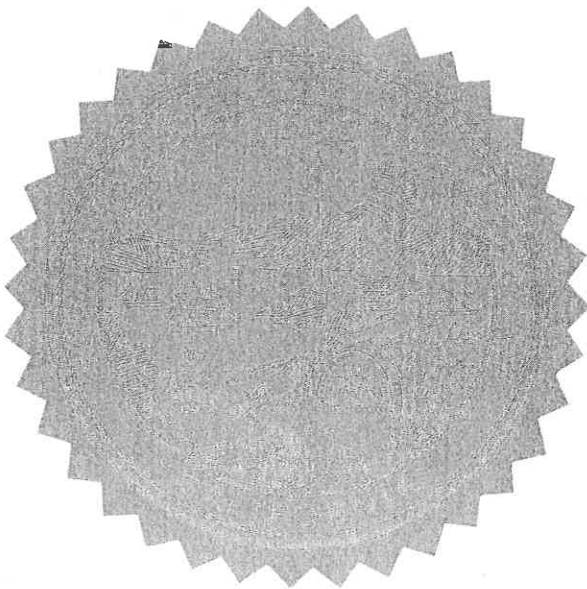
State  
of  
California  
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

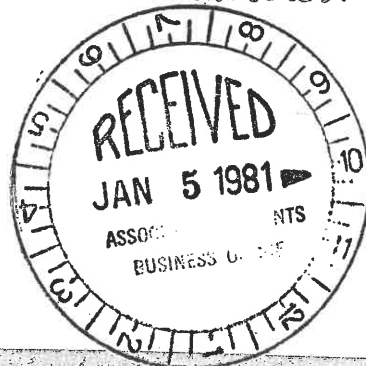
IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

DEC 19 1980



*March Fong Eu*

Secretary of State



1012398

(nonprofit PUBLIC BENEFIT corporation - articles of incorporation for an  
Unincorporated Association Now Incorporating)

ARTICLES OF INCORPORATION

OF

ASSOCIATED STUDENTS SAN JOSE STATE UNIVERSITY

ENDORSED  
FILED

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

DEC 15 1980

MARCH-EDONG EU, Secretary of State

Leslie Glenn  
Deputy

I

The name of this corporation is ASSOCIATED STUDENTS SAN JOSE STATE UNIVERSITY.

II

A. 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.

B. The specific purpose of this corporation is to operate as a charitable and educational organization, the student activities of the Associated Students of San Jose State University.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Jean Lenart, A.S. Business Administrator, Associated Students Business Office, Student Union Room 235, San Jose State University, San Jose, California 95192.

IV

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any other provision of these articles, 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 (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

C. 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.

V.

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 San Jose State University, or the students or the student 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 Section 501(a) and 501(c) 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 San Jose State University, this corporation holds any net assets distributed to San Jose State University. If, upon dissolution, 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 principal office is located upon petition therefor by the Attorney General or any person concerned in the liquidation. In no event shall any assets be distributed to any member, director, or officer of this corporation.

VI.

The name of the existing unincorporated association now being incorporated by the filing of these articles is ASSOCIATED STUDENTS SAN JOSE STATE UNIVERSITY.

DATED: Sept. 16, 1980

Michael Medina  
Michael Medina, Associated Students President

Thomas Fil  
Thomas Fil, Associated Students Controller

DECLARATION

Michael Medina and Thomas Fil declare under penalty of perjury that they are the president and controller, respectively, of ASSOCIATED STUDENTS SAN JOSE STATE UNIVERSITY the unincorporated association referred to in the articles of incorporation to which this declaration is attached, and that said association has duly authorized its incorporation by means of said articles.

Executed at San Jose, California on Sept 16, 1980  
(City and State) (Date)

/s/ Michael Medina  
Michael Medina, Associated Students President

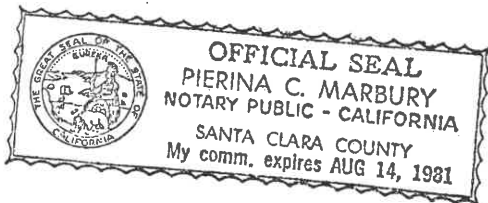
/s/ Thomas Fil  
Thomas Fil, Associated Students Controller

Acknowledgment

State of California )  
County of SANTA CLARA ) ss.

On this 16th day of SEPTEMBER, in the year 1980,  
before me, PIERINA C. MARBURY, a Notary Public for the State  
of California, personally appeared MICHAEL MEDINA, ASSOCIATED  
STUDENTS PRESIDENT, and THOMAS FIL, ASSOCIATED STUDENTS CONTROLLER,  
known to me to be the person(s) whose names are subscribed to the  
foregoing Articles of Incorporation, and acknowledged that they  
executed the same.

*Pierina C. Marbury*  
Notary Public, State of California



A384371

CERTIFICATE OF AMENDMENT OF  
THE ARTICLES OF INCORPORATION OF  
ASSOCIATED STUDENTS SAN JOSE STATE UNIVERSITY

ENDORSED  
FILED  
In the Office of the Secretary of  
of the State of California

MAR 21 1990

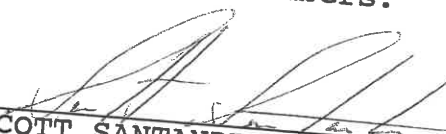
MARCH FONG EM, Secretary of


SCOTT SANTANDREA AND JAMES WALTERS certify that:

1. They are the President and Secretary respectively of the Associated Students San Jose State University, a California nonprofit, public benefit corporation.
2. The following amendment to the Articles of Incorporation have been approved by the Board of Directors.
  - a. Article V of the Articles of Incorporation is amended to read as follows:

Upon the dissolution of the Associated Students of San Jose State University, all net assets other than trust funds shall be distributed to a successor organized and operated exclusively for educational or charitable purposes named by the Associated Students and approved by the President of the University and the Board of Trustees.

3. This amendment has been approved by the members.

  
SCOTT SANTANDREA  
President

  
JAMES WALTERS  
Secretary

VERIFICATION

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his own knowledge.

Executed at San Jose, California  
on January 30, 1990

  
SCOTT SANTANDREA

  
JAMES WALTERS

**State of California**  
**Secretary of State**



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, 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

MAR 18 2008

DEBRA BOWEN  
Secretary of State

**FEB 19 2008**

**CERTIFICATE OF AMENDMENT OF  
THE ARTICLES OF INCORPORATION OF  
ASSOCIATED STUDENTS SAN JOSE STATE UNIVERSITY**

BENJAMIN HENDERSON and JESSICA LOEBIG certify that:

1. They are the President and Secretary, respectively, of the Associated Students San Jose State University, a California nonprofit, public benefit corporation.
2. Article V of the Articles of Incorporation is amended to read as follows:  
  
The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a successor approved by the President of San José State University and by the Board of Trustees of the California State University. Any nongovernmental successor shall be a nonprofit organization organized and operated exclusively for charitable purposes having tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.
3. The foregoing amendment to the Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment to the Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

2/8/2008  
Date

Benjamin Henderson  
BENJAMIN HENDERSON  
President

2/8/2008  
Date

Jessica Loebig  
JESSICA LOEBIG  
Secretary

