ARTICLES OF INCORPORATION
OF
THE STUDENT UNION OF
SAN JOSE STATE UNIVERSITY

I
The name of this Corporation is:

THE STUDENT UNION OF
SAN JOSE STATE UNIVERSITY

II
THE STUDENT UNION OF SAN JOSE STATE UNIVERSITY, hereinafter called the "Corporation," shall conduct its operations in conformity with regulations established by the Trustees of The California State University and Colleges 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 Jose State University, hereinafter called the "University," as required by the California Administrative Code, Title 5; 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.
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 Jose 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.

(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 or net income of this Corporation shall ever inure to the benefit of any private shareholder 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 this Corporation.

VII

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 San Jose State University, or the students or the students and faculty of that University, 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 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 therefor 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 initial agent for the service of process is: Ronald C. Barrett, Executive Secretary, Student Union, San Jose State University, San Jose, CA 95192.

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. 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 as 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 the 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 name of the existing unincorporated association now being incorporated by the filing of these articles is STUDENT UNION, SAN JOSE STATE UNIVERSITY.

DATED: 1/28/82

[Signatures]

We hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed, jointly and severally.

[Signatures]
DECLARATION

BRADLEY W. KURTZ and RONALD C. BARRETT declare under penalty of perjury that they are the chairman and executive secretary, respectively, of THE STUDENT UNION OF 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 1/28/82.

Bradley W. Kurtz

Ronald C. Barrett
March 4, 1982

Student Union of San Jose State University, The
San Jose State University
San Jose, CA 95192

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

On the basis of 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 990B (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 5th month (4 1/2 months) after the close of your annual accounting period.

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 60 days.

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

J. Kudo, Supervisor
Exempt Organizations
Telephone (800) 852-7050

cc: John W. Francis
    Secretary of State /
    Registrar of Charitable Trusts

FTB 4206-ATS (REV. 10-81)