

**ARTICLES OF INCORPORATION
OF THE
SAN DIEGO STATE UNIVERSITY FOUNDATION**

We, the undersigned, citizens and residents of the State of California, do hereby associate ourselves together for the purpose of forming a non-profit corporation under the provisions of Title XII of Part IV of Division I of the Civil Code of the State of California for purposes other than pecuniary profit, and we hereby set forth, declare and certify that:

FIRST: The name of this corporation is
SAN DIEGO STATE UNIVERSITY FOUNDATION

SECOND: The purposes for which this corporation is formed are as follows:
This corporation is formed solely and exclusively for charitable and scientific purposes, and not for pecuniary gain or profit, and no pecuniary gain or profit shall ever inure to any director or member of this corporation, or to any other person or corporation, and the earnings, if any, of this corporation shall be used exclusively for the purpose for which this corporation is formed, as hereinabove described, and no part thereof shall ever inure to the benefit of any member or other individual or corporation;

To promote and assist the educational, research and community service objectives of San Diego State 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 furthering the educational, research and community services carried on or approved by the Administrative officers of San Diego State University;

To enter into and perform contracts and agreements; to purchase or otherwise acquire, hold, lease, encumber, sell, assign, transfer, mortgage, pledge, hypothecate, exchange or otherwise dispose of any securities, evidence of debt or other property, real or personal, in the same manner and to the same extent as a natural person might or could do;

To take gifts of both real and personal property; to sue and defend; to borrow money and give promissory notes or bonds therefore and secure payment thereof by mortgage or deed of trust; to loan money upon or without security;

To receive bequests and devises by will or upon trusts to the same extent as a natural person;

To act as trustee under any trust incidental to the principal objects of the corporation and receive, hold, administer and expend funds and property subject to such trust;

To do whatever may be necessary or convenient in the conduct of its business to accomplish the purposes of said corporation;

To perform all other acts within or without the State of California to the same extent as a natural person could do.

The foregoing provisions shall be construed as both purposes and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

THIRD: That the corporation shall have no members, other than the persons constituting its Board of Directors, and the persons for the time being constituting its Board of Directors shall, for the purpose of any statutory provision or rule of law relating to non-profit corporations or otherwise, be taken to be the members of such corporation and exercise all the rights and powers of members thereof.

FOURTH: The principal office for the transaction of the business of the corporation will be located in the County of San Diego, State of California.

FIFTH: That the term for which the said corporation is to exist is perpetual.

SIXTH: The authorized number and qualifications of directors of this corporation and the voting rights and other privileges of such directors shall be as set forth in the Bylaws.

SEVENTH: No member or director of this corporation shall have any personal, proprietary or beneficial interest in the property of this corporation, either during its corporate existence or upon its dissolution, its being hereby expressly provided that all property acquired by the corporation, real or personal, and all increments, interests or earnings thereof are and shall be devoted in perpetuity and irrevocably dedicated to charitable and scientific purposes, and in the event of the liquidation, dissolution or abandonment of this corporation, its property will not inure to the benefit of any private person.

EIGHTH: 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 the Chancellor of The California State University. Such non-profit 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 operate exclusively for charitable, scientific, literary or educational purposes, or for a combination of said purposes. In the alternative, upon dissolution of the corporation, and upon approval of the President of the University and the Chancellor of The California State University, net assets other than trust funds shall be distributed to the San Diego State University. If, upon dissolution, this corporation holds any assets in trust, such assets shall be disposed of in such a 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.

NINTH: The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are as follows:

<u>Names</u>	<u>Addresses</u>
W. R. Hepner	San Diego State College, San Diego
J. W. Ault	San Diego State College, San Diego
Roy E. Cameron	San Diego State College, San Diego
Herbert C. Peiffer, Jr.	San Diego State College, San Diego
Arthur C. Peterson	San Diego State College, San Diego
William H. Wright	San Diego State College, San Diego

IN WITNESS WHEREOF, we have hereunto set our hands this 28th day of January, 1943.

These Articles of Incorporation were endorsed and filed with the Secretary of State of the State of California on February 17, 1943. Certificates of Amendment were filed on June 2, 1961; March 6, 1967; July 3, 1972; June 27, 1974; August 13, 1984; July 19, 2001; May 23, 2007; and December 21, 2012.