

A0735733

ENDORSED - FILED  
in the office of the Secretary of State  
of the State of California

CERTIFICATE OF AMENDMENT OF  
THE ARTICLES OF INCORPORATION OF THE  
UNIVERSITY CORPORATION AT MONTEREY BAY

DEC 03 2012

2012 (1)

EDUARDO M OCHOA and KATHRYN CRUZ-URIBE certify that:

1. They are the President and Secretary respectively of the UNIVERSITY CORPORATION AT MONTEREY BAY, a California nonprofit, public benefit corporation.
2. The following amendment to the Articles of Incorporation has been approved by the Board of Directors.

Article X of the Articles of Incorporation is amended to read as follows:

The property of this corporation is irrevocably dedicated to charitable purposes set forth in Article III, and no part of the net income or assets of this corporation shall ever inure to the benefit of any private person. Upon dissolution or winding up of this 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 the campus and by the Chancellor of the California State University.

3. The Corporation has no members.



EDUARDO M. OCHOA  
President



KATHRYN CRUZ-URIBE  
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 Seaside, California  
on 27 September 2012

The Corporation shall be deemed to have adopted this amendment if the amendment is approved by the Board of Directors of the Corporation.



EDUARDO M. OCHOA



KATHRYN CRUZ-URIBE

SECRET

SECRET



I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 20 2012

Date: \_\_\_\_\_

*Debra Bowen*

DEBRA BOWEN, Secretary of State

2008 (2)

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

ENDORSED - FILED  
in the office of the Secretary of State  
of the State of California

SEP 05 2008

The undersigned certify that:

1. They are the President and Secretary, respectively, of Foundation of California State University, Monterey Bay, a California nonprofit public benefit corporation.
2. Article I of the Articles of Incorporation of the Corporation is amended as follows:  
"The name of the corporation is UNIVERSITY CORPORATION AT MONTEREY BAY."
3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.
4. The corporation has no 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.

Dated: July 8, 2008

Dianne F. Harrison  
Dianne F. Harrison, President

James E. Main  
James E. Main, Secretary



**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

SEP 10 2008

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN  
Secretary of State

CERTIFICATE OF AMENDMENT OF  
THE ARTICLES OF INCORPORATION OF THE  
FOUNDATION OF CALIFORNIA STATE UNIVERSITY, MONTEREY BAY

A0648876

2006 (3)


DIANE CORDERO DE NORIEGA and DAN JOHNSON certify that:

1. They are the President and Secretary respectively of the FOUNDATION OF CALIFORNIA STATE UNIVERSITY, MONTEREY BAY, a California nonprofit, public benefit corporation.
2. The following amendment to the Articles of Incorporation has been approved by the Board of Directors.

Article X of the Articles of Incorporation is amended to read as follows:

The property of this corporation is irrevocably dedicated to charitable purposes set forth in Article III, and no part of the net income or assets of this corporation shall ever inure to the benefit of any private person. Upon dissolution or winding up of this 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 the campus and by the Board of Trustees.

3. The Corporation has no members.

  
DIANE CORDERO DE NORIEGA  
President

  
DAN JOHNSON  
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 Seaside, California  
on 15 June 2006

  
DIANE CORDERO DE NORIEGA

  
DAN JOHNSON

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

JUL 25 2006



State of California  
Secretary of State



I, BRUCE McPHERSON, 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

AUG 14 2006

A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON  
Secretary of State

A453400

ENDORSED  
FILED

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

OCT 28 1994

10/1994 (4)

CERTIFICATE OF AMENDMENT OF  
THE ARTICLES OF INCORPORATION OF THE  
CALIFORNIA STATE UNIVERSITY,  
MONTEREY BAY FOUNDATION

TONY MILLER  
Acting Secretary of State


STEVEN F. ARVIZU and RICHARD E. HENDRICKSON certify that:

1. They are the President and Secretary respectively of the CALIFORNIA STATE UNIVERSITY, MONTEREY BAY FOUNDATION, a California nonprofit, public benefit corporation.
2. The following amendment to the Articles of Incorporation has been approved by the Board of Directors.

Article I of the Articles of Incorporation is amended to read as follows:

The name of this corporation is the: FOUNDATION OF CALIFORNIA STATE UNIVERSITY, MONTEREY BAY.

3. The Corporation has no members.

  
 STEVEN F. ARVIZU  
 President

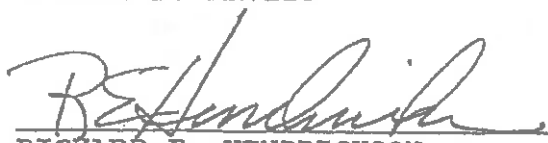
  
 RICHARD E. HENDRICKSON  
 Secretary

VERIFICATION

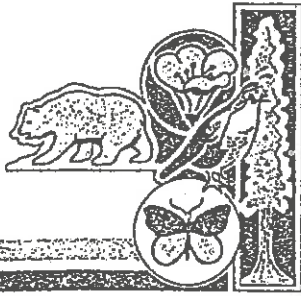
Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his own knowledge.

Executed at Seaside, California  
on October 19, 1994

  
 STEVEN F. ARVIZU

  
 RICHARD E. HENDRICKSON

A453



State  
of  
California  
SECRETARY OF STATE'S OFFICE

CORPORATION DIVISION

I, *TONY MILLER*, Acting Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate 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

NOV 8 1994



*Tony Miller*  
Acting Secretary of State



A452238

ENDORSED  
FILED

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

SEP 26 1994

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9/1994

CERTIFICATE OF AMENDMENT OF  
THE ARTICLES OF INCORPORATION OF THE  
CALIFORNIA STATE UNIVERSITY,  
MONTEREY BAY HOUSING CORPORATION

TONY MILLER  
Acting Secretary of State


STEVEN F. ARVIZU and RICHARD E. HENDRICKSON certify that:

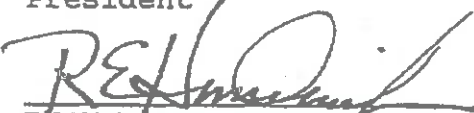
1. They are the President and Secretary respectively of the CALIFORNIA STATE UNIVERSITY, MONTEREY BAY HOUSING CORPORATION, a California nonprofit, public benefit corporation.
2. The following amendment to the Articles of Incorporation has been approved by the Board of Directors.

Article I of the Articles of Incorporation is amended to read as follows:

The name of this corporation is the: CALIFORNIA  
STATE UNIVERSITY, MONTEREY BAY FOUNDATION.

3. The Corporation has no members.

  
\_\_\_\_\_  
STEVEN F. ARVIZU  
President

  
\_\_\_\_\_  
RICHARD E. HENDRICKSON  
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 Seaside, California  
on September 21 , 1994

  
\_\_\_\_\_  
STEVEN F. ARVIZU

  
\_\_\_\_\_  
RICHARD E. HENDRICKSON

1749396

8/1994 (6) oag

ARTICLES OF INCORPORATION  
OF THE

ENDORSED  
FILED

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

CALIFORNIA STATE UNIVERSITY,  
MONTEREY BAY HOUSING CORPORATION

AUG 19 1994

TONY MILLER, Acting Secretary of State

ARTICLE I  
Name

The name of this corporation is the: CALIFORNIA STATE UNIVERSITY,  
MONTEREY BAY HOUSING CORPORATION.

ARTICLE II  
Corporate Status

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.

ARTICLE III  
Purposes

The charitable purposes for which this corporation is organized are to further the educational programs of California State University, Monterey Bay. This corporation is organized, and at all times hereafter will be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of said University. This corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE IV  
Conformity with Law

This corporation shall be an auxiliary organization of the California State University and shall conduct its operations in conformity with the California statutes governing such organizations (Chapter 7, commencing with Section 89900, of Part 55, Division 8, Title 3 of the Education Code) and the Regulations adopted by the Board of Trustees of the California State University (Subchapter 6, commencing with Section 42400, of Chapter 1, Division 5 of Title 5 of the California Code of Regulations) as required by the Education Code, Section 89900(c).

ARTICLE V  
Exempt Status and Limitations on Activities

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this 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 of 1986 as amended or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 as amended.

ARTICLE VI  
Initial Agent for Service of Process

The name of the initial agent of this corporation for service of process is:

John W. Francis  
761 West Kimberly Avenue  
Placentia, California 92670

ARTICLE VII  
Directors

The number of directors, their qualifications, powers, duties, terms of office, manner of removal and filling vacancies on the Board, and the manner of calling and holding meetings of directors, shall be as stated in the Bylaws. The President of California State University, Monterey Bay, or his or her designee, shall be a member of the Board of Directors of this corporation to insure that this corporation operates in conformity with policies of The Board of Trustees of the California State University and California State University, Monterey Bay.

ARTICLE VIII  
Members

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

otherwise, be taken to be the members of such corporation and exercise all the rights and powers of members thereof.

ARTICLE IX  
Voting

Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.


ARTICLE X  
Irrevocable Dedication and Dissolution

The property of this corporation is irrevocably dedicated to charitable purposes set forth in Article III, and no part of the net income or assets of this corporation shall ever inure to the benefit of any private person. Upon dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to one or more nonprofit corporations organized and operated for the benefit of California State University, Monterey Bay, and approved by the President of the University and the Board of Trustees of the California State University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, and be organized and operated exclusively for charitable purposes.

ARTICLE XI  
Amendment

The Articles of Incorporation of this corporation shall be amended only by the vote of a majority of the Board of Directors, subject to the approval of the President of the University.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of California, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation this 19th day of July, 1994.

  
\_\_\_\_\_  
Steven F. Arvizu  
Incorporator



State  
of  
California  
SECRETARY OF STATE'S OFFICE

CORPORATION DIVISION

I, *TONY MILLER*, Acting Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate 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

**AUG 23 1994**



*Tony Miller*  
Acting Secretary of State

DECLARATION

I am the person whose name is subscribed below. I am the Incorporator of the California State University, Monterey Bay Housing Corporation. I have executed these Articles of Incorporation. The foregoing Articles of Incorporation are my act and deed.

Executed on July 19 , 1994 at Seaside, California.

I declare that the foregoing is true and correct.

  
\_\_\_\_\_  
Steven F. Arvizu  
Incorporator