

A0733791



University Glen Corporation
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RESTATED ARTICLES OF INCORPORATION
OF
UNIVERSITY GLEN CORPORATION

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

OCT 09 2012

The undersigned certify that:

1. They are the Chair of the Board and Secretary, respectively, of UNIVERSITY GLEN CORPORATION, a California nonprofit public benefit corporation.
2. The Articles of Incorporation are hereby amended and restated to read as follows:

ARTICLE I
NAME

The name of this Corporation is:

UNIVERSITY GLEN 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 and will be operated exclusively are to perform the functions of, and to carry out the mission and educational programs that benefit California State University, Channel Islands (CI). This corporation is organized exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended.

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, and it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV
CONFORMITY WITH LAW

This Corporation shall be an Auxiliary Organization of California State University Channel Islands, 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 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

This corporation is organized and operated exclusively for the charitable purposes described in Article III, and it shall be nonprofit and nonpartisan.

Nothing in Article III shall be construed as allowing the University Glen Corporation to carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or (2) by corporation contributions which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the University Glen Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

ARTICLE VI
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; provided that all voting Directors, other than ex-officio voting Directors, shall be appointed by the President of California State University, Channel Islands, to insure that this Corporation operates in conformity with the policies of California State University.

ARTICLE VII
MEMBERS

This Corporation shall have no members other than the persons constituting its Board of Directors. The Board of Directors shall, under any statute or rule of law, be the members of this Corporation and shall have all the rights and powers members would otherwise have.

ARTICLE VIII
VOTING

Each voting member of the Board of Directors shall have one (1) vote. There shall be no proxy voting permitted for the transaction of any of the business of this Corporation.

ARTICLE IX
IRREVOCABLE DEDICATION AND DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of this corporation shall ever inure to the benefit of its directors or officers, or to any private person, except that the University Glen Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

Upon dissolution or winding up of this corporation, net assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, other than trust funds shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the California State University, Channel Islands as approved by the President of the University and by the Chancellor of the California State University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under §501(c)(3) of the Internal Revenue Code of 1986, as amended, and have established its tax exempt status under §23701d of the California Revenue and Taxation Code, as amended, be organized and operated exclusively for charitable or educational purposes, and meet the requirement for exemption specified in §214 of the California Revenue and Taxation Code.

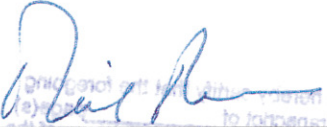
ARTICLE X
AMENDMENT

The Articles of Incorporation of this Corporation shall be amended only by a majority vote of the total voting membership of the Board of Directors of this Corporation, subject to the approval of the President of California State University, Channel Islands.

3. The foregoing Amendment and Restatement of the Articles of Incorporation has been duly approved by the Board of Directors and President of California State University, Channel Islands
4. This 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.

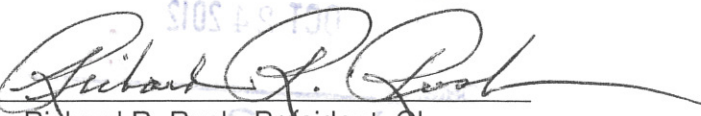
Dated: August 23, 2012



David Press, Chair of the Board



Barbara Thorpe, Secretary



Dr. Richard R. Rush, President, CI



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

OCT 24 2012

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State