A0735850

1343081

FILED
Secretary of State
State of California

DEC 10 2012

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF CAL STATE L.A.UNIVERSITY AUXILIARY SERVICES, INC.

Anthony Ross and Mae Santos certify that,

1. They are the President and the Secretary-Treasurer, respectively of Cal State L.A.University Auxiliary Services, Inc., a California non-profit public benefit corporation.
2. Article VI of the Articles of Incorporation of the Corporation is amended to read as follows:

Article VI
Dedication and Dissolution

The property, assets, profits, and net income of this Corporation are irrevocably dedicated to the charitable purposes set forth the Article II, and no part of the profits or net income or assets of this Corporation shall ever inure to the benefit of any private shareholder or individual. Upon the 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 California State University, Los Angeles; such corporation or corporations to be approved by the President of the University and the Chancellor of the California State University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Section 501 (a) and 501 (c) (3) of the United States Internal Revenue Code of 1986 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 corporations, net assets other than trust funds shall be distributed to the California State University, Los Angeles.

3. The Directors are the only members of the Corporation.
4. As required by ARTICLE VIII of the Articles of Incorporation, two-thirds of the total voting membership of the Board of Directors has approved said Amendment.

Anthony Ross, President

Mae Santos, Secretary-Treasurer

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his/her own knowledge, and that this declaration was executed on December 7,2012, at Los Angeles, California.

Anthony Ross

Mae Santos

State of California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, 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

JUL 15 1988

March Fong Eu

Secretary of State

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

JUL 5 1988

MARCH FONG EU, Secretary of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF AUXILIARY SERVICES ENTERPRISE, INC.

Charles J. Inacker and Alex J. Carter certify that:

1. They are the President and the Secretary, respectively, of Auxiliary Services Enterprise, Inc., a California non-profit 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 of the Corporation is amended in its entirety to provide as follows:

The name of this Corporation is

CAL STATE L.A. UNIVERSITY AUXILIARY SERVICES, INC.

3. The Directors are the only members of the Corporation.

4. As required by ARTICLE VIII of the Articles of Incorporation, two-thirds of the total voting membership of the Board of Directors has approved said Amendment.

.....
Charles J. Inacker, President

.....
Alex J. Carter, Secretary

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, and that this declaration was executed on February 25., 1988, at Los Angeles, California.

.....
Charles J. Inacker

.....
Alex J. Carter

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

JUN 21 1985



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION
OF THE
AUXILIARY SERVICES ENTERPRISE, INC.

ARTICLE I
Name

The name of this Corporation is the :
AUXILIARY SERVICES ENTERPRISE, INC.

ARTICLE II
Purpose

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. the charitable purposes of this Corporation are to promote and assist the educational programs of California State University, Los Angeles.

ARTICLE III
Conformity with Regulations

This Corporation shall conduct its operations in conformity with general regulations established by the Board of Trustees of The California State University as required by the Education Code, Section 89900 (c) and it shall be operated as an integral part of the University as required by the California Administrative Code, Title 5, Section 42401.

ARTICLE IV
Exempt Status and Limitations on Activities

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

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

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

ARTICLE V
Directors

The number of directors, the method of their selection and the terms of their office shall be as specified by the Bylaws of this Corporation. The President of the University or his or her designated representative shall be a member of the Board of Directors of this Corporation to insure that this Corporation operates in conformity with University policy. This Corporation shall nave 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 right and powers of members thereof.

ARTICLE VI
Dedication and Dissolution

The property, assets, profits, and net income of this Corporation are irrevocably dedicated to the charitable purposes set forth in Article II, and no part of the profits or net income or assets of this Corporation shall ever inure to the benefit of any private shareholder or individual. Upon the 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 California State University, Los Angeles; such corporation or corporations to be selected by the Board of Directors of this corporation 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 (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 California State University, Los Angeles.

ARTICLE VII
Initial Agent for Service of Process

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

John W. Francis
1703 Via Palomares
San Dimas, California 91773

ARTICLE VIII
Amendment of Articles

The Articles of Incorporation of this Corporation shall not be amended except with the vote of two-thirds (2/3) of the total voting membership of the Board of Directors.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 19th day of June, 1985.

James M. Rosser
Incorporator

Roger L. Rodzen
Incorporator

Barbara P. Sinclair
Incorporator

DECLARATION

We are the persons whose names are subscribed below. We are the incorporators of the Auxiliary Services Enterprise, Inc. and we have executed these Articles of Incorporation. The foregoing Articles of Incorporation are our act and deed.

Executed on June 19, 1985, at Los Angeles, California. We declare that the foregoing is true and correct.

James M. Rosser
Incorporator

Roger L. Bodzen
Incorporator

Barbara P. Sinclair
Incorporator