

STATE OF CALIFORNIA



DEPARTMENT OF STATE

It is hereby certified:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.



Dated: JUL 15 1970

H. P. Sullivan
H. P. Sullivan, Secretary of State

By *Ralph R. Martin*
Deputy Secretary of State

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California
JUL 15 1970

H. P. SULLIVAN, Secretary of State
By DAVID M. WEETMAN
Deputy

ARTICLES OF INCORPORATION

of

COLLEGE UNION BOARD OF HUMBOLDT STATE COLLEGE

I.

The name of this corporation is **COLLEGE UNION BOARD OF HUMBOLDT STATE COLLEGE**.

II.

The specific and primary purposes for which this corporation is formed are to formulate and administer the policies for the development, financing and operation of the College Union, subject to the final approval of the College President, with the net earnings of the College Union to be used for the benefit of the student body of Humboldt State College, and no part of the net earnings shall inure to the benefit of any private individual.

III.

This corporation is organized under the General Non-Profit Corporation Law of the State of California with its principal office for the transaction of business located in Humboldt County, California.

IV.

The names and addresses of the persons who are appointed to act in the capacity of directors until the election of their successors are as follows:

GAILEY BROWNING -----	1810 Madrone Street Eureka, CA 95501
MYRLA HENRICHSEN -----	380 12th Street Arcata, CA 95521
MIKE VERNON -----	5207 Vance Avenue Eureka, CA 95501
ELLIOT BRANNING -----	335 Laurel Street Arcata, CA 95521
ANN MERKLIN -----	1815 O Street Eureka, CA 95501
CHAD ROBERTS -----	P. O. Box 2145 Samoa, CA 95564
GIL KIHN -----	1037 H Street Arcata, CA 95521

BILL RICHARDSON -----1166 I Street
 Arcata, CA 95521
 JOHN MITTS, JR. -----P. O. Box 1098
 Eureka, CA 95501
 JAMES ELY -----P. O. Box 56
 Arcata, CA 95521
 DONALD LAWSON -----Third and H Streets
 Blue Lake, CA 95525
 DONALD STRAHAN -----1963 Upper Bay Road
 Arcata, CA 95521
 RICHARD KUEHNER -----1648 Quaker Street
 Eureka, CA 95501
 WILLIAM THONSON -----2750 Pacific
 Arcata, CA 95521
 WILLIAM JACKSON -----Highway 299
 Blue Lake, CA 95525
 GARY MONTGOMERY -----1322 C Street
 Eureka, CA 95501

The number of directors may be fixed or changed from time to time by amendment of the articles of incorporation of this corporation or by amendment of the By-Laws of this corporation adopted by the vote or written assent of the members of the corporation entitled to exercise a majority of the voting power or the vote of a majority of a quorum at a meeting of members called pursuant to the By-Laws.

V.

The persons who are the directors of this corporation from time to time shall be its only members, and in ceasing to be a director of the corporation, any such person shall cease to be a member. A member-director of this corporation shall have no liability for dues and assessments.

VI.

This corporation is not organized nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members and is organized solely for non-profit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to the promotion of social welfare, and no part of the profits or the net income of this corporation shall ever inure to the benefit of any director, officer or member or to the benefit of any private individual. Upon dissolution of this corporation the net assets other

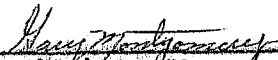
than trust funds shall be distributed to one or more non-profit corporations organized and operated for the benefit of the Humboldt State College or the students or the students and faculty of said college, such corporation or corporations to be selected by the Board of Directors. Such non-profit corporation 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 and Section 23701 d of the Revenue and Taxation Code and be 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 Humboldt State College.

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 other person concerned in the liquidation. In no event shall any assets be distributed to any member, director or officer of this corporation.

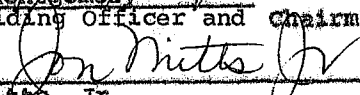
VII.

The name of the unincorporated association that is being incorporated is COLLEGE UNION BOARD OF HUMBOLDT STATE COLLEGE.

IN WITNESS WHEREOF, the undersigned, being the Presiding Officer and Chairman and Secretary respectively, of COLLEGE UNION BOARD OF HUMBOLDT STATE COLLEGE, the unincorporated association that is being incorporated by these Articles of Incorporation, have executed them this 21st day of May, 1970.



Gary Montgomery
Presiding Officer and Chairman

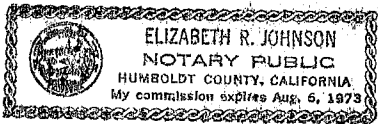


Jon Mitts, Jr.
Secretary

STATE OF CALIFORNIA)
(SS:
COUNTY OF HUMBOLDT)

On the 21st day of May, 1970 before me, the undersigned notary public for the State of California, personally appeared GARY MONTGOMERY and JON MITTS, JR.

known to me to be the persons whose names are subscribed to these Articles of Incorporation, and they acknowledged to me that they executed the same.



WITNESS MY HAND AND OFFICIAL SEAL.

Elizabeth R. Johnson
Notary Public for the State of California

STATE OF CALIFORNIA)
(SS:
COUNTY OF HUMBOLDT)

GARY MONTGOMERY and JON MITTS, JR.
each for himself, says:

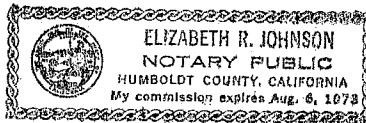
That GARY MONTGOMERY is the Secretary of COLLEGE UNION BOARD OF HUMBOLDT STATE COLLEGE, the unincorporated association mentioned in the foregoing Articles of Incorporation. JON MITTS, JR. is the Presiding Officer and is the Chairman and that

That the Association has authorized its incorporation and has authorized the undersigned, as such officers, to execute the said Articles of Incorporation.

Gary Montgomery
Jon Mitts Jr

Subscribed and sworn to before me this 21st day of May, 1970.

Elizabeth R. Johnson
Notary Public for the State of California.



STATE OF CALIFORNIA



DEPARTMENT OF STATE

It is hereby certified:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.



Dated: _____ SEP 29 1970


H. P. Sullivan, Secretary of State

By  _____
Deputy Secretary of State

**ENDORSED
FILED**

In the Office of the Secretary of State
of the State of California

SEP 20 1970

H. P. SULLIVAN, Secretary of State
By JAMES E. HARRIS
Deputy

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

The undersigned, being the incorporators of COLLEGE UNION BOARD OF HUMBOLDT STATE COLLEGE, a California corporation, and set forth as such in its Articles of Incorporation on file with the Secretary of State of the State of California do hereby certify as follows:

1. That they constitute at least two thirds of the incorporators of COLLEGE UNION BOARD OF HUMBOLDT STATE COLLEGE, a California corporation.
2. They hereby adopt the following amendments of the Articles of Incorporation:

Article II is amended to read as follows:

"

II

The specific and primary purpose for which this corporation is formed are to formulate and administer the policies for the development, financing and operation of the College Union, subject to the final approval of the College President, with the net earnings of the College Union to be used for the benefit of the student body of Humboldt State College, and no part of the net earnings shall inure to the benefit of any private individual.

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 in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office."

Article VI is amended to read as follows:

"

VI

This corporation is not organized nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members and is organized solely for non-profit purposes. The property of this corporation is irrevocably dedicated to educational purposes meeting the requirements for exemption provided by Section 214

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.

Executed at Eureka, California September 24, 1970.

- GARY MONTGOMERY
- CHAD ROBERTS
- DONALD F. STRAHAN
- DONALD F. LAWSON
- ANN MERKLIN
- ELLIOTT R. BRANNING
- MICHAEL F. VERNON
- WILLIAM F. JACKSON
- JAMES F. ELY
- JON MITTS, JR.
- WILLIAM THONSON
-
-
-
-
-

STATE OF CALIFORNIA



OFFICE OF THE SECRETARY OF STATE

I, *EDMUND G. BROWN JR.*, 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

NOV - 9 1972



Edmund G. Brown Jr.
Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
NOV - 9 1972
EDMUND G. BROWN Jr., Secretary of State
By JAMES E. HARRIS
Deputy

GARY MONTGOMERY and SUSAN PERRY certify:

1. They are the President and Secretary respectively of COLLEGE UNION BOARD OF HUMBOLDT STATE COLLEGE, a California corporation.
2. At a meeting of the Board of Directors of said corporation duly held at Arcata, Humboldt County, California on October 10, 1972 the following resolution was adopted:

"RESOLVED: That Article I of the Articles of Incorporation of this corporation be amended to read as follows:

'The name of this corporation is HUMBOLDT STATE UNIVERSITY CENTER BOARD OF DIRECTORS.'"

3. The Board of Directors are the only members of this corporation, as said corporation has admitted no other members.
4. The number of members of the Board of Directors who voted affirmatively for the adoption of said resolution is thirteen (13,) and the number of members of the Board of Directors constituting a quorum is nine (9.)

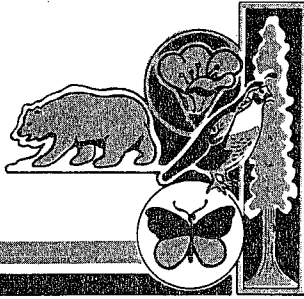
/s/ GARY MONTGOMERY
Gary Montgomery, President

/s/ SUSAN PERRY
Susan Perry, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Arcata, California October 30, 1972.

/s/ GARY MONTGOMERY
Gary Montgomery, President

/s/ SUSAN PERRY
Susan Perry, Secretary



State of California

OFFICE OF THE SECRETARY OF STATE

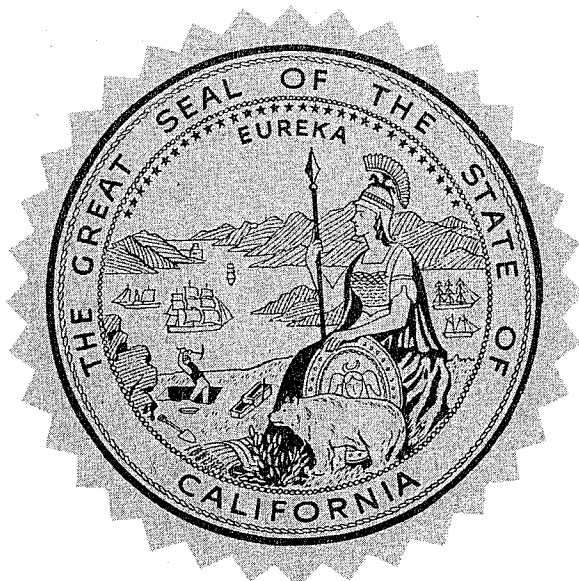
CORPORATION DIVISION

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

FEB - 9 1987



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
HUMBOLDT STATE UNIVERSITY CENTER
~~BOARD OF DIRECTORS~~

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

FEB 02 1987


MARK MURRAY and PETER LIGGETT certify:

MARCH FONG EU, Secretary of State


1. That we are the Chairman and the Secretary/Treasurer, respectively, of Humboldt State University Center Board of Directors, a California Corporation.
2. That Article VI of the Articles of Incorporation of Humboldt State University Center Board of Directors shall be amended to read as follows:

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 Humboldt State University, such corporation or corporations to be selected by the board of directors and approved by the President of the University and the Trustees of the California State University. 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 Humboldt 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 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.

3. That the Humboldt State University Center Board of Directors has no members.
4. That the foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.



Mark Murray, Chairman



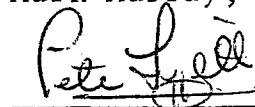
Peter Liggett, Secretary/Treasurer

DECLARATION

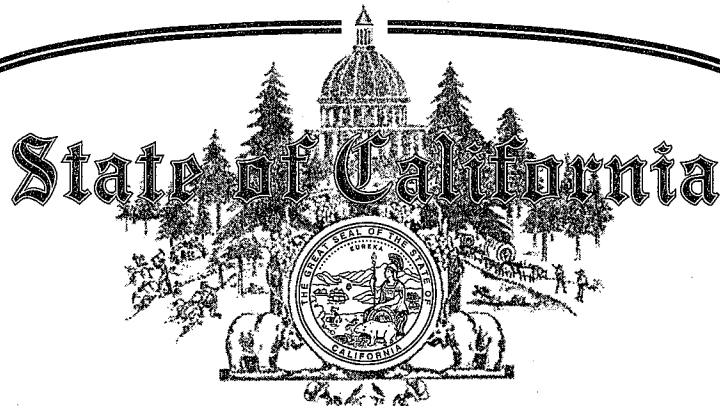
~~Each of the undersigned~~ declares under penalty of perjury that the statements contained in the foregoing Certificate of Amendment of the Articles of Incorporation are true of his own knowledge and that this declaration was executed on October 8, 1986, at Arcata, California.



Mark Murray, Chairman of the Board



Peter Liggett, Secretary/Treasurer



SECRETARY OF STATE



I, *BILL JONES*, 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

JUN 30 1999



Bill Jones

Secretary of State

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

AGREEMENT OF MERGER

JUN 3 0 1999

BETWEEN

BILL JONES, Secretary of State

HUMBOLDT STATE UNIVERSITY CENTER

BOARD OF DIRECTORS

AND

LUMBERJACK ENTERPRISES

This agreement of merger (**Agreement**), dated March 3, 1999, is between HUMBOLDT STATE UNIVERSITY CENTER BOARD OF DIRECTORS, (**Surviving Corporation**) and LUMBERJACK ENTERPRISES (**Disappearing Corporation**).

1. Parties' Intent

The parties intend by this Agreement to set forth the terms and conditions of a merger, subject to approvals as required by law and by the articles and bylaws of the parties.

2. Surviving Corporation

Surviving Corporation is a California nonprofit public benefit corporation with no members.

3. Disappearing Corporation

Disappearing Corporation is a nonprofit public benefit corporation with no members.

4. Effective Date

When all applicable laws have been complied with and all necessary authorizations, approvals, or consents have been received, a copy of this agreement, together with an officer's certificate of each constituent corporation, shall be submitted by Surviving Corporation to the California Secretary of State for filing. This merger shall become effective on the later of the filing: (a) July 1, 1999, or (b) the date of filing. The date on which the merger becomes effective is referred to in this Agreement as the "**Effective Date**."

5. Approvals and Consents

This merger is subject to receipt of the approval of any person or persons required by law or by the articles or bylaws of Surviving Corporation or of Disappearing Corporation or needed to gain or maintain Surviving Corporation's tax exempt status. If such approval or approvals are not obtained, this Agreement is to be terminated, as provided in Paragraph 10, Termination or Abandonment.

6. Statement of Merger

It is agreed by the parties that on the Effective Date, as determined under Paragraph 4, Effective Date, of this Agreement, Disappearing Corporation shall be merged into Surviving Corporation, the corporate existence of Surviving Corporation shall continue, and the separate corporate existence of Disappearing Corporation shall cease. The corporate identity, existence, purposes, powers, rights, and immunities of Disappearing Corporation shall be merged into and vested in Surviving Corporation and except as otherwise provided in this Agreement the corporate identity, existence, name, purposes, powers, rights, and immunities of Surviving Corporation shall continue unaffected and unimpaired by the merger.

Surviving Corporation shall be subject to all Disappearing Corporation's debts, liabilities, and trust obligations in the same manner as if Surviving Corporation had itself incurred them, and all rights of creditors and all liens and trust obligations on or arising from the property of each constituent corporation shall be preserved unimpaired, as long as such liens and trust obligations on the property of Disappearing Corporation, if any, shall be limited to the property affected by such liens and obligations immediately before the Effective Date.

7. Articles and Bylaws

Surviving Corporation's articles of incorporation shall be amended as of the Effective Date in the following respects:

The name of the Surviving Corporation shall be **HUMBOLDT STATE UNIVERSITY CENTER BOARD OF DIRECTORS.**

Surviving Corporation's bylaws shall be amended as of the Effective Date in the following respects:

The Board of Directors shall consist of fourteen (14) persons:

a) Seven (7) students consisting of:

1. four (4) ex-officio, including the Humboldt State University Associated Students President, Humboldt State University Associated Students Vice President for Student Affairs, the Humboldt State University Residence Hall President, and one (1) student appointed by the Humboldt State University Residence Hall Association;
2. three (3) at-large students seated by the Board of Directors.

b) Seven (7) non-students consisting of:

1. three (3) faculty members appointed by the Humboldt State University Academic Senate;
2. the Humboldt State University President or designee;
3. the Humboldt State University Director of Fiscal Services;
4. one (1) community member nominated by the Humboldt State University President, and seated by the Board of Directors;
5. one (1) community member nominated by the Humboldt State University Alumni Association Board of Directors, who shall be an Alumni Association member, and seated by the Board of Directors.

8. Directors and Officers

Surviving Corporation's Directors and Officers from and after the Effective Date until changed in accordance with law and Surviving Corporation's articles and bylaws, shall be determined by Paragraph 7, Articles and Bylaws.

9. Interim Provisions

Between the date of this Agreement and the Effective Date or date of termination, neither Surviving Corporation nor Disappearing Corporation shall, without the prior written consent of the other, engage in any activity or transaction other than in the ordinary course of its affairs, except as contemplated by this Agreement. This Agreement contemplates the Surviving Corporation Kate Buchanan Room Expansion Project, which is in the planning phase.

10. Termination or Abandonment

This Agreement may be terminated and the merger abandoned at any time before the Effective Date (a) by the mutual consent of the respective Boards of Directors of Disappearing Corporation and Surviving Corporation, or (b) if in the opinion of the Board of Directors of either Disappearing Corporation or Surviving Corporation, evidenced by a certified copy of resolutions of that Board filed with the other party to this Agreement, the merger is impractical or undesirable because of any of the following facts or circumstances: the occurrence of a material and adverse change in the other party's activities, holdings, or financial position, opinion of counsel that the merger would not be a tax-free reorganization, or the inability to obtain necessary approvals. If termination occurs as provided in this paragraph, neither Disappearing Corporation nor Surviving Corporation or their respective Boards of Directors shall be liable to the other or its Board of Directors.

11. Amendments to Agreement

This Agreement may be amended by the Boards of Directors of the constituent corporations, except that any amendment that would change any principal term of the Agreement must be approved in the same manner as the original Agreement.

12. Governing Law

This Agreement, and any dispute arising from the relationship between the parties to this Agreement, shall be governed by California law, excluding any laws that direct the application of another jurisdiction's laws.

13. Entire Agreement

This Agreement constitutes the entire agreement of the parties, superseding any prior written or oral agreements between them on the same subject.

14. Counterparts

This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of them together shall constitute only one Agreement.

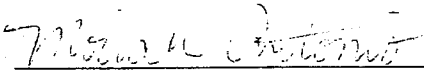
15. Further Assurances

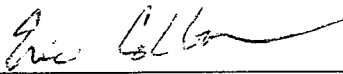
On request by Surviving Corporation, Disappearing Corporation shall from time to time execute and deliver any documents and instruments and take any actions desirable or necessary to vest in Surviving Corporation the title to and possession of all rights, properties, assets, trusts, and business of Disappearing Corporation or otherwise to carry out the full intent and purpose of this Agreement.

Attestation and Signatures


IN WITNESS WHEREOF, Disappearing Corporation and Surviving Corporation have executed this Agreement on the day and year first written above.


HUMBOLDT STATE UNIVERSITY CENTER
BOARD OF DIRECTORS

By: 
MORIAH ANTONIO,
Chairperson

By: 
ERIC COLBORN,
Secretary

LUMBERJACK ENTERPRISES

By: 
STEVE CURTIS,
Chair

By: 
SUE ALTON,
Secretary

CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER OF
HUMBOLDT STATE UNIVERSITY CENTER BOARD OF DIRECTORS
AND LUMBERJACK ENTERPRISES

MORIAH ANTONIO and ERIC COLBORN certify that:

1. They are the Chairperson and the Secretary, respectively, of the Board of HUMBOLDT STATE UNIVERSITY CENTER BOARD OF DIRECTORS, a California nonprofit, public benefit corporation.
2. The Agreement of Merger in the form attached has been approved by the Board of Directors of this corporation.
3. The corporation has no members.
4. No additional approval of the Agreement of Merger is required.
5. The Attorney General of California has been given prior written notice of this merger.

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: March 3, 1999

By: Moriah Antonio
MORIAH ANTONIO,
Chairperson

By: Eric Colborn
ERIC COLBORN,
Secretary

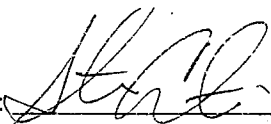
CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER OF
HUMBOLDT STATE UNIVERSITY CENTER BOARD OF DIRECTORS
AND LUMBERJACK ENTERPRISES

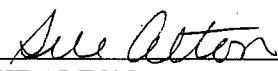
STEVE CURTIS and SUE ALTON certify that:

1. They are the Chairperson and the Secretary, respectively, of the Board of LUMBERJACK ENTERPRISES, a California nonprofit, public benefit corporation.
2. The Agreement of Merger in the form attached has been approved by the Board of Directors of this corporation.
3. The corporation has no members.
4. No additional approval of the Agreement of Merger is required.
5. The Attorney General of California has been given prior written notice of this merger.

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: March 3, 1999

By: 
STEVE CURTIS,
Chairperson

By: 
SUE ALTON,
Secretary



Proposed Merger of Two Auxiliary Organizations

At Humboldt State University

(Board of Trustee's Resolution RFIN 07-99-07)

RESOLVED, By the Board of Trustees of The California State University, that the board approve, pursuant to Section 42600 of Title 5 of the California Code of Regulations, Humboldt State University Center Board of Directors as the successor to the net assets, other than trust funds, of Lumberjack Enterprises, upon its scheduled dissolution.

ASSISTANT SECRETARY'S CERTIFICATE

I, WILLIAM G. KNIGHT, Assistant Secretary of the Trustees of The California State University, hereby certify as follows:

The foregoing is a full, true and correct copy of a resolution (RFIN 07-99-07) duly adopted at a regular meeting of said Trustees duly and regularly and legally held at the regular meeting place thereof on July 8, 1999 of which meeting all of the members of said Trustees had due notice and at which a quorum thereof were present. At said meeting said resolution was adopted by a majority vote.

Said resolution has not been amended, modified or rescinded since the date of its adoption and the same is now in full force and effect.

Dated: August 6, 1999



William G. Knight, Esq.

Assistant Secretary of the Trustees
of The California State University

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

JAN 04 2006

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

BRUCE McPHERSON
Secretary of State

HUMBOLDT STATE UNIVERSITY CENTER BOARD OF DIRECTORS
 CERTIFICATE OF AMENDMENT
 ARTICLES OF INCORPORATION
 CORPORATION NO. C0602998

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

DEC 13 2005

The undersigned certify that:

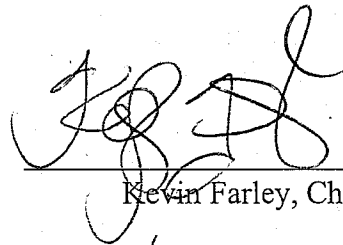
1. They are the Chairman of the Board and Secretary/Treasurer, respectively, of **Humboldt State University Center Board of Directors**, a California corporation.
2. Article VI of the Articles of Incorporation of the corporation is amended to read as follows:

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 Humboldt State University, and approved by the President of the University and the Trustees of the California State University. 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 1986 and be organized and operated exclusively for educational purposes. In the alternative, upon dissolution of the corporation, net assets, other than trust funds, shall be distributed to Humboldt State University.

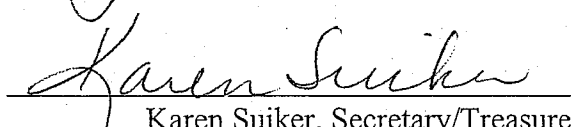
3. The foregoing amendment of Articles of Incorporation has been duly approved by the Humboldt State University Center Board of Directors.
4. The Humboldt State University Center Board of Directors has no members.

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.

DATE: 10/12/2005



Kevin Farley, Chairman of the Board



Karen Suiker, Secretary/Treasurer



**RESTATED ARTICLES OF INCORPORATION
OF
HUMBOLDT STATE UNIVERSITY CENTER BOARD OF DIRECTORS
CORPORATION NO. C0602998**

DEC 14 2012

The undersigned certify that:

1. They are the Chair of the Board and the Secretary, respectively, of HUMBOLDT STATE UNIVERSITY CENTER BOARD OF DIRECTORS, a California nonprofit corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ONE: The name of the Corporation is HUMBOLDT STATE UNIVERSITY CENTER BOARD OF DIRECTORS.

TWO: 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.

THREE: This Corporation is organized exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the 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 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

FOUR: The Corporation shall have no members as that term is defined in Section 5056 of the California Corporations Code, or in any successor statute thereto. Any Corporate action which would otherwise require approval by a majority of all members or approval by the members of the Corporation shall require only approval of the Board of Directors.

FIVE: a) No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation,

except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986.

b) All Corporate property is irrevocably dedicated to the purposes set forth in Article THREE, above. No part of the net earnings of this Corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders, or to individuals.

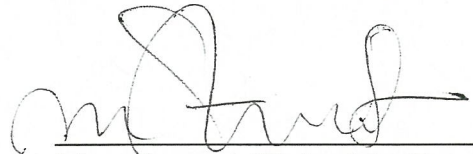
c) Upon the winding up and dissolution of the Corporation after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, all net assets, other than trust funds, shall be distributed to a successor approved by the President of Humboldt State University, and by the Chancellor of the California State University. Such successor shall have tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law) and under Section 23701d of the California Revenue and Taxation Code, or the corresponding section of any future California revenue and tax law.

SIX: This Corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.


3. The foregoing amendment and restatement of 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.

DATE: December 6, 2012



Macy Stewart, Chair of the Board



Lynne Sandstrom, Secretary

California Secretary of State's office
original records in the custody of the
Secretary of State and correct copy of the
to forward to the Secretary of State
I hereby certify that the foregoing
pages) is a full, true and correct copy of the



DEBRA BOWEN, Secretary of State
Date: JAN 1 2013