

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

APR 18 1973



Edmund G. Brown Jr.
Secretary of State

679045

ENDORSED
FILED

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

APR 17 1973

EDWARD G. BROWN, Secretary of State
By JAMES E. HARRIS
Deputy

ARTICLES OF INCORPORATION
OF
THE CUESTA COLLEGE FOUNDATION

We, the undersigned, have this day voluntarily associated ourselves together with the purpose of forming a non-profit corporation pursuant to Part 1 of Division 2 of Title 1 of the Corporation's Code of the State of California, and for that purpose do hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of this corporation is:

THE CUESTA COLLEGE FOUNDATION.

ARTICLE II

A. This corporation is formed to receive, acquire, hold, manage, administer, and expend property and funds and the income therefrom:

1. For the specific and primary purposes of promoting the general welfare of the San Luis Obispo County Community College, otherwise known as "Cuesta College" by assisting and supporting the attainment of educational, scientific and cultural goals, by assisting it in fulfilling its role of service to its community, by soliciting, raising and distributing money for

its buildings, equipment and any other outlay needs for scholarships, loans and grants to students.

2. And also for the purpose of aiding, assisting and supporting, with contributions of money or property or otherwise, other corporations, funds, or foundations, organized and operated exclusively for scientific, charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying propoganda, or otherwise attempting to influence legislation, and which do not participate in, or intervene (including the publishing or distributing of statements), any political campaign on behalf of any candidate or public office.

3. The purposes of this corporation do not include pecuniary gain or profit to the members hereof. No part of the net earnings of this corporation shall ever inure to the benefit of any private member or individual, and no substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

B. The powers of this corporation shall be as follows:

1. To sue and be sued.
2. To contract and be contracted with.
3. To receive property or funds by gift, devise or bequest and to otherwise acquire, by purchase or otherwise, hold, manage, administer and expend all property, real or personal, including shares of stock, bonds and securities of other corporations.
4. To act as trustee under any trust incidental to the purposes of the corporation, and to receive, hold, administer and expend funds and property subject to such trust.
5. To convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal.
6. To borrow money, contract debts, and issue bonds, notes and debentures and secure the same.
7. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation which now are, or hereafter may be, permitted by the laws of the State of California, provided, however, that nothing in these Articles of Incorporation shall be deemed to authorize any activities not in furtherance of the pur-

poses set forth in ARTICLE II A, above.

C. Nothing herein contained shall be deemed to permit this corporation to:

1. Lend any part of its income or of its assets, without the receipt of adequate security and a reasonable rate of interest.

2. Pay any compensation in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered.

3. Make any part of its services available on a preferential basis.

4. Make any substantial purchase of securities or any other property, for more than adequate consideration in money or money's worth.

5. Sell any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth.

6. Engage in any other transaction which results in a substantial diversion of its income or assets to an organizer, director, or member of this corporation, a person who has made a substantial contribution to this corporation, a member of the family (including brother, sister, spouse, ancestor or lineal descendant) of any such organizer, director, member or contributor.

7. To expend any funds or engage in any activity which is not in furtherance of the activities and purposes set forth in ARTICLE II A 1. and 2. hereof.

D. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

E. This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof and it is organized for non-profit purposes.

ARTICLE III

The principal office for the transaction of business of the corporation is to be located in the County of San Luis Obispo, State of California.

ARTICLE IV

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors, and who shall be known as directors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MERLIN E. EISENBISE	107 Country Club Drive San Luis Obispo California 93401
JAMES R. DUREN	311 Longview Lane San Luis Obispo California 93401
JON M. JENKINS	Post Office Box 777 Atascadero California 93422

The number of persons, so named shall constitute the number of directors of the corporation until changed by an amendment to these Articles of Incorporation or by the adoption of By-Laws of the corporation providing for a different number of persons, or by an amendment to the By-Laws of the corporation. Authority is hereby given for the adoption of a provision in the By-Laws concerning the number of directors of this corporation and changes therein.

ARTICLE V

The directors may adopt By-Laws which shall remain in effect until the same or other By-Laws are adopted by the members of this corporation. The authorized number and qualification of members, their rights, privileges and liabilities shall, except as provided for in these Articles of Incorporation be as provided for in the By-Laws.

ARTICLE VI

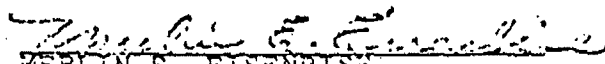
The existence of this corporation shall commence with the filing of these Articles of Incorporation in accordance with law and shall thereafter be perpetual.

ARTICLE VII

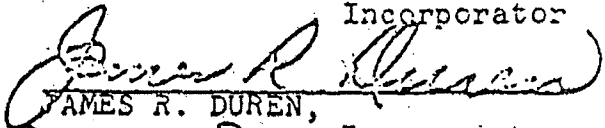
The property of this corporation is irrevocably dedicated to charitable, scientific and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, trustee, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, scientific and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code.

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which the corporation has its principal office upon petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

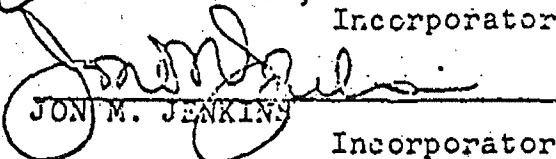
IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation have executed these Articles of Incorporation this 12th day of March, 1973.


MERLIN E. EISENBISE,

Incorporator


JAMES R. DUREN,

Incorporator


JON M. JENKINS

Incorporator

STATE OF CALIFORNIA)

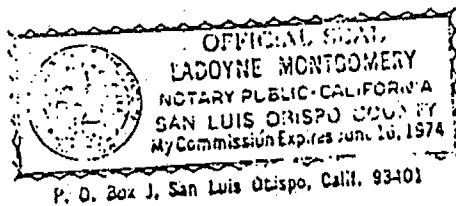
COUNTY OF SAN LUIS OBISPO)

ss.

On this 12th day of March, 1973, before me, the undersigned, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared MERLIN E. EISENBISE, JAMES R. DUREN and JON M. JENKINS, known to me to be the per-

sons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Ladoyne Montgomery
Notary Public in and for
said County and State.

June 16, 1974

Date of Expiration of
Commission.