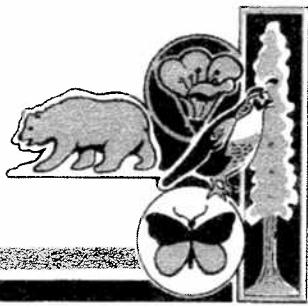


1682405



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

MAR -8 1891



March Fong Eu

Secretary of State

1682405

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

ARTICLES OF INCORPORATION
OF
ASSOCIATED STUDENTS OF
HUMBOLDT STATE UNIVERSITY

MAR 1 1991

MARCH FONG EU, Secretary of State

ARTICLE I

The name of this Corporation is:

ASSOCIATED STUDENTS OF
HUMBOLDT STATE UNIVERSITY

ARTICLE II

Purposes and Powers

- A. 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.
- B. The specific purpose of this Corporation is to provide a means for responsible and effective participation in the governance of the campus; provide an official voice through which students' opinions may be expressed, foster awareness of this opinion both on and off campus, assist in the protection of the rights and interests of the individual student and the student body, provide services and programs as deemed necessary by the Corporation to meet the needs of the student and campus community, and stimulate the

educational, social, physical, and cultural well-being of the University community.

C. This Corporation shall have all benefits, privileges, rights and powers created, given, extended or conferred upon nonprofit corporations by the provisions of the California Nonprofit Public Benefit Corporation Law, all other applicable laws and any additions or amendments thereto.

ARTICLE III
Conformity with Regulations

This Corporation shall conduct its operations in conformity with 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 Code of Regulations Title 5, Section 42401.

ARTICLE IV
Exempt Status and Limitations on Activities

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

B. Notwithstanding any other provision of these Articles,

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 (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

C. 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

Officers and Directors

A. The manner in which Officers and Directors shall be chosen and removed from office, their qualifications, number, powers, duties, compensation, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be stated as in the Constitution and/or Code.

B. Officers and Directors of this Corporation are not liable

for the debts, liabilities, or obligations of this Corporation.

ARTICLE VI
Members

Membership of this Corporation is granted to all Humboldt State University students upon payment of the Associated Students membership fee.

Members of this Corporation are not liable for the debts, liabilities, or obligations of this Corporation.

ARTICLE VII
Dedication and Dissolution

A. This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and does not contemplate the distribution of gains, profits or dividends to its members or to any private shareholder or individual. 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.

B. 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 Board of Trustees of the California State University. Such corporation or corporations must be qualified for Federal income tax exemption under Section 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.

ARTICLE VIII

Initial Agent for Services 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
1901 East Lambert Road, Ste 100
La Habra, CA 90631

ARTICLE IX

Amendments

A. There shall be two methods of proposing an amendment to

these Articles of Incorporation:

1. An affirmative vote of at least two-thirds (2/3) of a quorum of Council.

2. A petition bearing the signatures of at least ten (10) percent of the total regular membership of the Associated Students.

B. Amendments must then be approved by two-thirds (2/3) of the total votes cast on this issue at any special or regular election held during the Fall or Spring semesters.

ARTICLE X

Name of Unincorporated Association

The name of the existing unincorporated association, now being incorporated by the filing of these Articles of

Incorporation, is:

**THE ASSOCIATED STUDENTS OF
HUMBOLDT STATE UNIVERSITY**

Dated 12-14-90

Randy M. Villa-Ramirez
Randy M. Villa-Ramirez, Incorporator

Daniel Close
Daniel Close, Incorporator

DECLARATION

Randy M. Villa-Ramirez and Daniel Close declare under penalty of perjury under the laws of the State of California that they are the President and Secretary, respectively, of THE ASSOCIATED STUDENTS OF HUMBOLDT STATE UNIVERSITY, the unincorporated association referred to in the Articles of Incorporation to which this declaration is attached, and that said association has duly authorized its incorporation by means of said Articles of Incorporation.

Dated 12-14-60

Randy M. Villa-Ramirez
Randy M. Villa-Ramirez, President

Daniel Close
Daniel Close, Secretary