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FILED

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

DEC 9 1974

EDMUND G. BROWN Jr., Secretary of State

[Signature]
Secretary

ARTICLES OF INCORPORATION
OF
U. C. RIVERSIDE FOUNDATION

FIRST: The name of this corporation is:

U. C. RIVERSIDE FOUNDATION

SECOND: The purposes for which this corporation is formed, the specific and primary purpose for which it is formed being set forth in subparagraph (a) of this Article Second, are as follows:

(a) To foster, encourage and promote the purposes of the University of California, Riverside (hereinafter sometimes called the "University"), by providing financial assistance to the University for the support of its teaching, research and public service functions and programs and by undertaking itself to carry on or to assist in carrying on such programs for the exclusive benefit of the University as may from time to time be expressly approved by the Chancellor of the University.

(b) To receive endowments, devises, bequests, gifts and donations of all kinds, of property for its own use, or in trust, for carrying out, or which would assist in carrying out, the objects and purposes of the corporation; and to do all things, and acts necessary or proper to carry out each and all of the purposes and provisions of such endowments, devises, bequests, gifts and donations, with full power to hold, mortgage, sell, lease or otherwise deal with or dispose of the same in accordance with the terms of the particular endowments, devise, bequest, gift or donation.

(c) To provide financial assistance by gifts, loans or any other means, to the University, the Alumni Associa-

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tion of the University, the Office of Alumni Affairs and Development for the advancement of the University, and to the undergraduate and graduate students and faculty thereof.

(d) To solicit, collect, receive, acquire, hold (outright or in trust) and invest money and property, both real and personal, received by gift, contribution, bequest, devise or otherwise; to sell and convert property, both real and personal, into cash; and to use the funds and property of this corporation and the proceeds, income, rents, issues and profits derived from any property of this corporation for any of the purposes for which this corporation is formed.

(e) To purchase or otherwise acquire, own, hold, sell, assign, transfer, or otherwise dispose of, mortgage, pledge, or otherwise hypothecate or encumber, and to deal in and with shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association and, while the owner or holder thereof, to exercise all rights, powers and privileges of ownership.

(f) To purchase or otherwise acquire, own, hold, use, sell, exchange, assign, convey, lease or otherwise dispose of and mortgage or otherwise hypothecate or encumber real and personal property.

(g) To borrow money, incur indebtedness, and to secure the repayment of the same by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.

(h) To carry into effect any one or more of the objects and purposes hereinabove set forth and to that end to do any one or more of the acts and things aforesaid, and likewise any and all acts or things necessary or incidental thereto; and, in conducting or carrying on its activities, and for the purpose of promoting or furthering any one or more of its said objects or purposes,

to exercise any or all of the powers hereinabove set forth in this article, and any other or additional powers now or hereafter authorized by law, either alone or in conjunction with others, as principal, agent or otherwise; provided, however, that this corporation shall not have the power to, and shall not, carry on propaganda, or otherwise attempt, to influence legislation or to participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause, except where otherwise expressed, shall be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Notwithstanding any of the above statements of purposes and powers, the purposes of this corporation are limited to those specifically set forth in subparagraph (a) of this Article Second and this corporation shall not engage in activities which in themselves are not in furtherance of the purposes set forth in said subparagraph (a) of this Article Second and this corporation shall not have the power to operate to support or benefit any organization other than the organizations set forth in subparagraph (c) of this Article Second

THIRD: This corporation is organized pursuant to the General Non-profit Corporation Law of the State of California exclusively for the benefit of The Regents of the University of California, a constitutional corporation of the State of California, and shall be operated exclusively to carry out the purposes of the University of California, Riverside, as set forth in subparagraph (a) of Article Second hereof. 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 the members thereof or to any private organization or individual. The

property, assets, profits, net income and services of the corporation are irrevocably dedicated to the charitable purposes set forth in Article Second; and no part of the profits, net income, property or services of this corporation shall ever be distributed to or inure to the benefit of any trustee, officer or member thereof or to the benefit of any private organization or individual.

FOURTH: Upon 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 University of California, Riverside, or the faculty or the faculty and students at that University, such corporation or corporations to be selected by the Board of Trustees. 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 The Regents of the University of California to carry out the purposes of the University of California, Riverside. 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 Riverside County upon petition therefor by the Attorney General or by any person concerned in the liquidation. In no event shall any assets be distributed to any trustee, officer or member of this corporation.

FIFTH: The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is Riverside County.

SIXTH:

(a) The persons who are to act in the capacity of directors of this corporation shall be designated "trustees." The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board to be known as the "Board of Trustees." This corporation shall have no members other than the persons constituting its Board of Trustees.

The persons constituting its Board of Trustees 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 rights and powers of members thereof. If a University Trustee who serves by virtue of his University title terminates his employment with the University he shall cease to be a trustee of this corporation. The Chancellor of the University or his designated representative shall be a member of the Board of Trustees of this corporation in order to insure that this corporation operates in conformity with University policy. This Article is not subject to amendment, change or alteration in any of its clauses or provisions by the Bylaws of the corporation.

(b) The number of Trustees of this corporation may be changed from time to time pursuant to the Bylaws.

(c) The names and addresses of the persons who are to act as Trustees until selection of their successors are:

<u>Name</u>	<u>Address</u>
Ivan H. Hinderaker	University of California Riverside, California 92502
Hugh R. Coffin	2901 Pecos Way Riverside, California 92502
Russell A. Medevic	University of California Riverside, California 92502

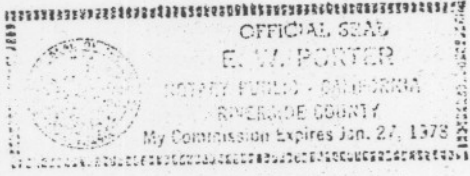
SEVENTH: The Articles of Incorporation of this corporation shall not be amended except with the vote or written assent of a majority of its members.

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, and including all of the persons named

STATE OF CALIFORNIA)
)
COUNTY OF RIVERSIDE)

On this twelve day of October, 1974,
before me, the undersigned, a Notary Public for the State of
California, with principal office in Riverside County, per-
sonally appeared HUGH R. COFFIN, known to me to be one
of the persons whose names are subscribed to the within
Articles of Incorporation, and acknowledged to me that he
executed same.

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

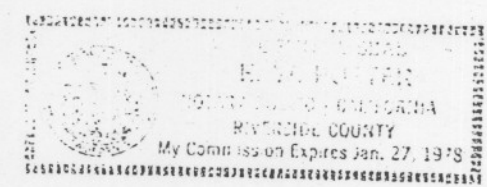


E. W. Porter
Notary Public in and for said
County and State

STATE OF CALIFORNIA)
)
COUNTY OF RIVERSIDE)

On this twelve day of October, 1974,
before me, the undersigned, a Notary Public for the State of
California, with principal office in Riverside County, per-
sonally appeared RUSSELL A. MEDEVIC, known to me to be one
of the persons whose names are subscribed to the within
Articles of Incorporation, and acknowledged to me that he
executed the same.

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



E. W. Porter
Notary Public in and for said
County and State

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CERTIFICATE OF AMENDMENT
 OF
 ARTICLES OF INCORPORATION
 OF
 U. C. RIVERSIDE FOUNDATION

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

FEB 20 1975

MARCH FORN LU, Secretary of State

By *Thomas Harris*
 Deputy

IVAN H. HINDERAKER and RUSSELL A. MEDEVIC certify that:

1. They constitute at least two-thirds of the incorporators of U. C. RIVERSIDE FOUNDATION, a California nonprofit corporation.
2. They adopt the following amendment to the Articles of Incorporation of the corporation. Article SECOND, subsection (c) is amended to read:

(c) To provide assistance by gifts, loans, or any other means, to the University, and to the undergraduates and graduates and faculty thereof.
3. The corporation has admitted no members other than the incorporators.

Ivan H. Hinderaker
 IVAN H. HINDERAKER
 Incorporator

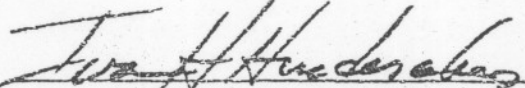
Russell A. Medovic
 RUSSELL A. MEDEVIC
 Incorporator

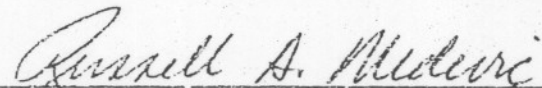
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VERIFICATION

We, the undersigned, say that the matters set forth in this certificate of amendment of the articles of incorporation are true of our own knowledge. We declare under penalty of perjury that the matters set forth in this certificate are true and correct.

Executed on Feb. 7, 1975, 1975, at Riverside,
California.


IVAN H. HINDERAKER


RUSSELL A. MEDEVIC

UNIVERSITY OF CALIFORNIA, RIVERSIDE

BERKELEY • DAVIS • IRVINE • LOS ANGELES • RIVERSIDE • SAN DIEGO • SAN FRANCISCO



SANTA BARBARA • SANTA CRUZ

OFFICE OF THE CHANCELLOR
RIVERSIDE, CALIFORNIA 92502

November 12, 1974

Office Secretary of State
Miss Janet E. Jauregui
Corporation Documents Examiner
and Deputy Secretary of State
111 Capitol Mall
Sacramento, CA 95814

RE: U.C. Riverside Foundation
Validation Nos. 1559-S/1560-S

Dear Miss Jauregui:

Under the Delegation of authority given to me, see attached copy, I hereby authorize the use of the name U.C. Riverside by the U.C. Riverside Foundation.

Sincerely,

A handwritten signature in cursive script, appearing to read "Ivan Hinderaker".

Ivan Hinderaker
Chancellor

III:vm

Inclosures

REVOCABLE LICENSE TO USE THE NAME OF
THE UNIVERSITY OF CALIFORNIA

WHEREAS, Education Code of the State of California Section 23001 prohibits the use of the name of the University of California, or any abbreviation of this name or any name of which the name "University of California" is a part, for certain purposes; and

WHEREAS, U.C. RIVERSIDE FOUNDATION, (hereinafter referred to as Licensee) is desirous of using the name of the University of California, or an abbreviation thereof, in the following style and for the following purpose:

U.C. RIVERSIDE FOUNDATION, a tax exempt, non-profit corporation
to foster, encourage and promote the purposes of University of California

NOW THEREFORE, The Regents of the University of California agrees to and does hereby grant a revocable license to Licensee to use the name of the University of California only and expressly in the style and for the purpose to which reference hereinabove has been made.

In consideration of the granting of this revocable license, Licensee agrees to indemnify and hold harmless The Regents of the University of California, officers, employees, servants, or agents thereof, from any and all liability arising from the use of the name pursuant to this license.

Licensee also agrees that in the exercise of this license, it will not state or imply either directly or indirectly that the licensee or the licensee's activities are supported, endorsed or sponsored by the licensor and, upon the direction of the licensor, shall issue express disclaimers to that effect.

It is understood that this license may be revoked at will.

Dated: November 12, 1974

THE REGENTS OF THE UNIVERSITY OF
CALIFORNIA

By T. H. ...

LICENSEE

By Russell A. Medvire