

State of California



SECRETARY OF STATE



mg 4 pgs.

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript 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

JUL 21 1998



Bill Jones

Secretary of State

A0511640

ENDORSED - FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

JUL 20 1998

BILL JONES, SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF THE
SANTA ANA COLLEGE FOUNDATION

Russell Behrens and Karen Anderson certify that:

1. They are the President and Secretary respectively of the SANTA ANA COLLEGE FOUNDATION, a California nonprofit, public benefit corporation.
2. The following amendments to the Articles of Incorporation have been approved by the Board of Directors.

Article II of the Articles of Incorporation is amended to read as follows:

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.

Article IV of the Articles of Incorporation is amended to read as follows:

The charitable purposes for which this corporation is organized are to further the educational programs of the Santa Ana College. This corporation is organized, and at all times hereafter will be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of said College. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Article V of the Articles of Incorporation is amended to read as follows:

This corporation shall be an auxiliary organization of the Rancho Santiago Community College District and shall conduct its operations in conformity with the California statutes governing such organizations, commencing with Section 72670, of the Education Code, and the Regulations adopted by the Board of Governors of the California Community Colleges, commencing with Section 59250 of the California Code of Regulations, Title 5; and the

Implementing Regulations established by the Rancho Santiago Community College District, as required by Section 72672(c) of the Education Code.

Article VI of the Articles of Incorporation is amended to read as follows:

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this 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.

Article VII of the Articles of Incorporation is added to read as follows:

The number of Directors, their qualifications, powers, duties, terms of office, manner of removal and filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws. The President of the College 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 College and District policy.

Article VIII of the Articles of Incorporation is added to read as follows:

This corporation shall have 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 otherwise, be taken to be the members of such corporation and exercise all the rights and powers of members thereof.

Article IX of the Articles of Incorporation is added to read as follows:

Each voting member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

Article X of the Articles of Incorporation is added to read as follows:

The property of this corporation is irrevocably dedicated to charitable purposes set forth in Article III, and no part of the net income or assets of this corporation shall ever inure to the benefit of any private person. Upon dissolution or winding up of this corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the Santa Ana College, and approved by the Board of Trustees of the Rancho Santiago Community College District. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 and be organized and operated exclusively for charitable and educational purposes. In the alternative and at the discretion of the Board of Trustees of the District, upon dissolution or winding up of this corporation, its net assets shall be distributed to the District.

Article XI of the Articles of Incorporation is added to read as follows:

The Articles of Incorporation of this corporation shall be amended only by the vote of a majority of the Board of Directors, subject to the written approval of the President of the Santa Ana College.

3. The corporation has no members.

Russell Behrens

Russell Behrens
President

Karen Anderson

Karen Anderson
Secretary

VERIFICATION

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.

Executed at, Santa Ana, California
on July 15, 1998

Russell Behrens

Russell Behrens

Karen Anderson

Karen Anderson

