

ARTICLES OF INCORPORATION
OF
FORTY-NINER SHOPS, INC.

Know of persons by these presents that we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation pursuant to the "General Non profit Corporation Law of the State of California," as we hereby certify:

ARTICLE I

The name of this Corporation is Forty-Niner Shops, Inc.

ARTICLE II

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. The charitable purposes for which this corporation is organized are:

- (1) To promote and assist in carrying out the educational services of California State University, Long Beach, and to perform other functions related to the activities of the University.
- (2) To establish, maintain, and conduct a general book and supply and service store on or near the campus of the University and in connection therewith:
 - (A) To deal in books, magazines, newspapers, stationery, office supplies, student supplies, emblems, athletic goods and supplies, sport goods, manuscripts, and other materials and supplies.
 - (B) To sell, trade, or exchange typewriters, mimeographing, multigraphing, adding machines and other kinds of like machines ordinarily used in connection with office work; to repair said machines and to deal in accessories for them.
 - (C) To print, reproduce, mimeograph, copy or multigraph letters, office stationery, pamphlets, manuscripts, or any other documents, and to contract for such printing, reproduction, mimeographing, copying or multigraphing.
- (3) To own and operate on or near the campus of the University, a cafeteria and restaurant, and to sell lunches, confectionery, and beverages, and all kinds of merchandise necessary and incidental for the purpose.

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- (4) To build, construct, lease, or purchase buildings which may be necessary to carry out the purposes of the Corporation.
- (5) To apply funds and property coming into its possession toward furthering the educational services of California State University, Long Beach, and to performing other functions related to the activities of the University.

ARTICLE III

This Corporation is formed for purposes which do not contemplate the distribution of gains, profits, or dividends to the members thereof.

ARTICLE IV

In accordance with the provisions of Section 9913 of the California Corporations Code, this corporation elects to be governed by all of the provisions of the California Nonprofit Public Benefit Corporation Law not otherwise applicable to this corporation under Sections 9910-9927 of the Corporations Code.

ARTICLE V

The County in the State where the principal office for the transaction of the business of the Corporation is located in Los Angeles County.

ARTICLE VI

This Corporation is not to be authorized to issue shares of stock.

ARTICLE VII

The members of the Corporation shall be those ten (10) members of faculty, administration, student body, and local community who for the time being constitute the Board of Directors.

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ARTICLE VIII

The Board of Directors of this Corporation shall be composed of ten (10) members, two (2) of whom shall be members of the Faculty, two (2) of whom shall be members of the Administration, one (1) of whom shall be a member of the University Staff, four (4) of whom shall be members of the Student Body, and one (1) of whom shall be a local Community member.

It shall require an amendment of the Articles of Incorporation by a three-fourths (3/4) vote of the total number of Directors to change the number of Directors or reduce the number of students on the Board of Directors.

The Faculty members shall include two (2) members appointed by the Board of Directors from among nominees of the School Deans and the Academic Senate. The Administration members shall be the holder of the position of Vice President for Student Services, and one additional California State University, Long Beach, Administrator designated by the University President. In the event either or both offices are vacant, the President of the University shall designate, in consultation with the Board of Directors, an individual to serve as a member of the Board of Directors. The University Staff member shall be nominated by the Staff Council and approved by the Board of Directors.

Student Body members shall be the holders of the positions of President, Vice President, and Treasurer of the Associated Students of California State University, Long Beach, or their designated representatives, during their respective terms of office as such, and one non-designated student from the Student Body at large. The non-designated student member shall be selected by the Student Body for a two-year term in the Spring General Election in even numbered years.

Vacancies of non-designated Directors shall be filled by a majority vote of the Board of Directors.

Compensation shall not be paid to any member of the Board of Directors except for actual and necessary expenses which are incurred in the discharge of a Director's duties as such and as approved by the Board of Directors.

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ARTICLE IX

It shall be the duty of the Board of Directors, among other duties, to appoint and supervise the General Manager, C.E.O., to establish the duties and compensation for that position and to consider and approve the purchase of major items of equipment and fixtures, and to approve all disbursements for items of non-operating expense. In considering disbursements for items of non-operating expense, the Board shall be governed by the principle that such disbursements shall promote the best interest of the University as a whole.

ARTICLE X

The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors, and their titles, are as follows:

P. Victor Peterson, President of the College
5403 East Anaheim Street
Long Beach, California

David L. Bryant, Executive Dean of the College
5561 Las Lomas
Long Beach, California

Francis J. Flynn, Dean of Students of the College
5511 Pasada
Long Beach, California

Clayton Tidyman, Member of the Faculty
5229 Wardlow Road
Long Beach, California

Walter A. Nagle, Member of the Faculty
1808 Bellflower Boulevard
Long Beach, California

Duane Ring
President of the Long Beach State College
Student Body
822 Eubank
Wilmington, California

Claude King
Treasurer of the Long Beach State College
Student Body
49 West Arbor Street
Long Beach, California

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ARTICLE XI

An existing Unincorporated Association is hereby Incorporated; the name of said existing Unincorporated Association is the "Long Beach State College Bookstore."

ARTICLE XII

Upon the dissolution of this Corporation, its assets remaining after payment or provision 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 California State University, Long Beach, 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) of the Internal Revenue Code and be organized and operated exclusively for charitable or educational purposes. In the alternative, upon dissolution of this corporation, net assets shall be distributed to the California State University, Long Beach. In no event shall any assets be distributed to any Director or Officer of this corporation or to any private person.

ARTICLE XIII

The property of this corporation is irrevocably dedicated to the charitable purposes set forth in Article II, and no part of the net income or assets of this corporation shall inure to the benefit of any private person.

ARTICLE XIV

Unless otherwise stated, the Articles of Incorporation of this corporation shall be amended only by vote of a majority of the total voting membership of the Board of Directors.