

State of California



SECRETARY OF STATE

CORPORATION DIVISION

I, *BILL JONES*, 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

SEP 6 1996



Bill Jones

Secretary of State

ENDORSED
FILED

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

1978390

SEP 3 1996

ARTICLES OF INCORPORATION

OF

Bill Jones
BILL JONES, Secretary of State

USCA ALUMNI ASSOCIATION

A California Nonprofit Public Benefit Corporation

* * *

ARTICLE I.

NAME

The name of the Corporation is:

USCA ALUMNI ASSOCIATION

ARTICLE II.

PURPOSE

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 primary purposes of the Corporation are:

- A. Ensure that the University Students' Cooperative Association (USCA) will continue in perpetuity to serve the cooperative living needs of University of California students, as well as students from other Bay Area colleges.
- B. Take an active role in securing the financial and human resources necessary to sustain cooperative student housing of the highest caliber at the USCA.

- C. Receive contributions in the form of gifts, bequests and dues to carry out its purposes and activities, and provide scholarships, loans, grants and other forms of support to current members of the USCA.
- D. Engage in other activities and/or actions that will benefit the USCA.

In furtherance of the purposes specified in this Article II, this Corporation shall do any and all acts and things that a nonprofit corporation is empowered to do, which may be necessary, convenient, or desirable in the administration of the affairs and for the full attainment of the purposes of this Corporation.

This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law. Notwithstanding any other provisions of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United State internal revenue law.

No substantial part of this activities of this Corporation shall consist of lobbying or propaganda or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III.

INITIAL AGENT FOR SERVICE OF PROCESS

The name of the initial agent of the Corporation for service is George Proper, General Manager of the USCA, whose complete address is 2424 Ridge Road, Berkeley, California 94709.

ARTICLE IV.

DEDICATION OF ASSETS

The properties and assets of this Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any director, officer or member of this Corporation or to any private person or individual.

On liquidation or dissolution, after paying or adequately providing for the debts, liabilities and obligations thereof, any remaining properties and assets shall be distributed and paid over to a non-profit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding future United States internal revenue law. Provided the California Alumni Association, (CAA) is a corporation that has established and maintained its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, funds maintained for the day-to-day operation of the Corporation will be first offered to the CAA, with the stipulation that these proceeds will be used by the CAA to create a successor USCA alumni club in the future. All other funds and assets will be first offered to the USCA provided, at the time of such distribution, it is an organization that has maintained its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V.

DIRECTORS

The Corporation shall have at least 7 directors but no more than 35 directors. The exact number of directors, or the manner for setting such number, shall be set forth in the Bylaws. The manner in which directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the matter of filling vacancies on the board, and the manner of calling and holding meetings of directors shall also be stated in the Bylaws. The names and address of the persons who are to act in the capacity of directors until their successors are selected are:

- 1) Gideon Anders
6233 Manoa
Oakland CA 94618


- 2) Dan Eisenstein
1229 Evelyn #3
Berkeley CA 94706
- 3) Ted Johnston
5 Rochdale Way
Berkeley CA 94708-1219
- 4) Doris Maslach
265 Panoramic Way
Berkeley CA 94704
- 5) George Proper
2424 Ridge Road
Berkeley CA 94708
- 6) David Timmons
255 Gable Drive
Fremont CA 94539-7516
- 7) Nancy Weil
833 Kensington Blvd.
El Cerrito CA 94530
- 8) George Yasukochi
1656 Sacramento Street
Berkeley CA 94702

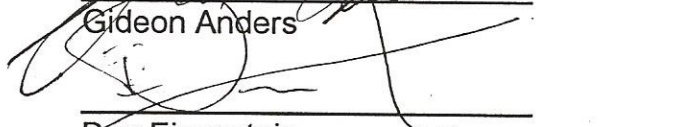
ARTICLE VI.

MEMBERSHIP

This is a membership-based corporation. The qualifications of members, different classes, if any, of membership, the property, the voting and other rights and privileges of members, the members' liability to pay dues and assessments and the method of their collection, and the termination or transfer of membership shall be as stated in the Bylaws.

DATED: 8-26-96



Gideon Anders


Dan Eisenstein

Ted Johnston
Ted Johnston

Doris Maslach
Doris Maslach

George Proper
George Proper

David Timmons
David Timmons

Nancy Weil
Nancy Weil

George Yasukochi
George Yasukochi

We declare that we are the persons who executed the foregoing articles of incorporation which execution is our act and deed.

Gideon Anders
Gideon Anders

Dan Eisenstein
Dan Eisenstein

Ted Johnston
Ted Johnston

Doris Maslach
Doris Maslach

George Proper
George Proper

David Timmons
David Timmons

Nancy Brigham Weil

Nancy Weil

George Yasukochi

George Yasukochi

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