



SAN DIEGO STATE  
UNIVERSITY

AZTEC SHOPS

## Articles of Incorporation

Established:	July 6, 1931
Amendment # 1:	March 23, 1961
Amendment # 2:	June 21, 1965
Amendment # 3:	February 12, 1972
Amendment # 4:	April 22, 1983
Amendment # 5:	December 7, 2001
Amendment # 6:	August 27, 2007
Amendment # 7:	January 2, 2013



ARTICLES OF INCORPORATION  
AZTEC SHOPS, LTD.

We, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California,

AND WE DO HEREBY CERTIFY:

I. The name of this corporation is Aztec Shops, Ltd.

II. This corporation is formed under the provisions of Division

Part IV, Title XII of the Civil Code of the State of California for purposes other than pecuniary profit.

III. The purposes for which this corporation is formed are the following: Dealing in books, magazines, newspapers, stationery, student supplies, emblems, athletic goods and supplies, sports goods, and the conduct of a general book and supply store; the operation of a cafeteria and restaurant and the sale of lunches, confectionery and beverages; the receipt and custody of such student funds as may be collected in accordance with law and with the approval of the State Director of Education of the State of California, and the custody, control and disbursement of such funds as may be paid to it by Associated Students and Faculty of the State Teachers College at San Diego, a California corporation.

This corporation may from time to time do any one or more of the acts and things, or carry out any one or more of the purposes, herein set forth.

IV. The location of the principal office for the transaction of the business of this corporation is to be located within the County of San Diego, State of California.

V. The qualifications and terms of admission to membership, and the amount and time of payment of fees and dues of members shall be controlled by the members themselves in such manner as they shall direct in the by-laws.

VI. There shall be issued to each member of this corporation a certificate of membership which shall be non-assignable and non-transferable.

FILED  
Office of the Secretary of State  
OF THE STATE OF CALIFORNIA  
JUL 6 - 1931  
FRANK C. JORDAN  
BY [Signature]  
ASSISTANT SECRETARY OF STATE

VII. The voting power and property rights of this corporation shall be equally vested in all its members. Upon admission of new members as members in full standing, they shall be entitled to vote and to share in the property of the corporation equally with the other members.

VIII. The officers of this corporation shall be a president, vice-president, secretary and treasurer. The term of officers of this corporation shall be one year, and they shall be elected at such time and in such manner as may be prescribed by the by-laws of this corporation. It shall be the duty of the officers of this corporation to manage and direct the activities of the corporation within the scope of the authority granted them by the by-laws of this corporation.

IX. The Board of Directors of this corporation shall be composed of seven members and their qualifications shall be as follows: The president of the State Teachers College of San Diego, three members elected by the faculty of the State Teachers College of San Diego, the president of Associated Students and Faculty of the State Teachers College of San Diego, and two members elected by the Student Council of Associated Students and Faculty of the State Teachers College of San Diego. The elective members of the Board of Directors shall be elected in such manner and at such times and shall hold office for such term as the by-laws of this corporation may prescribe. The powers and duties of the Board of Directors of this corporation shall be such as may be prescribed by the by-laws of this corporation.

X. The names and residences of those appointed to act as members of the board of directors until the selection and qualification of their successors are as follows:

<u>Dr. E. L. Hardy</u>	of San Diego, California
<u>Dr. Roy Z. Cameron</u>	of San Diego, California
<u>Jaldo E. Ferguson</u>	of San Diego, California
<u>Mrs. Mary McMillen</u>	of San Diego, California
<u>Helen Squires</u>	of San Diego, California
<u>Clara Louise Butler</u>	of San Diego, California
<u>A.E. Morrison</u>	of San Diego, California

XI. IN WITNESS WHEREOF, the persons named herein as directors of said corporation and persons desiring to associate with said persons for the purpose of forming this corporation, have hereunto set their hands this 30 day of June, 1931.

Dr. Edward L. Hardy  
 Dr. Edward L. Hardy  
Dr. Roy E. Cameron  
 Dr. Roy E. Cameron  
Waldo H. Furgason  
 Waldo H. Furgason  
Mrs. Mary McMillen  
 Mrs. Mary McMillen  
Elen Squires  
 Elen Squires  
Clara Louise Butler  
 Clara Louise Butler  
A. E. Morrison  
 A. E. Morrison

STATE OF CALIFORNIA )  
 ) SS  
 COUNTY OF SAN DIEGO )

On this 30 day of June, 1931, before me Elizabeth Johnson <sup>Notary</sup>  
 a Notary Public in and for said county and state, personally appeared  
 Dr. Edward L. Hardy, Dr. Roy E. Cameron, Waldo H. Furgason,  
 Mrs. Mary McMillen, Elen Squires, Clara Louise Butler, and  
 A. E. Morrison

known to me to be the persons whose names are subscribed to the foregoing  
 instrument, and who each acknowledged to me that he executed the same.

Elizabeth Johnson <sup>(Notary)</sup>  
 NOTARY PUBLIC IN AND FOR SAID COUNTY  
 OF SAN DIEGO, STATE OF CALIFORNIA  
 My commission expires \_\_\_\_\_

145420

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

MAR 23 1961  
DANIEL JORDAN, Secretary of State  
B. Kaye, Deputy

CERTIFICATE OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
AZTEC SHOPS, LTD.

The undersigned, MALCOLM A. LOVE and S. DONLEY RITCHEY, do hereby certify that they are respectively the duly elected and acting President and Secretary of Aztec Shops, Ltd., a California Corporation, and further that:

1. At a meeting of the members of the Board of Directors of said Corporation, duly held on the San Diego State College campus at 5402 College Avenue, San Diego, California, on March 9, 1961, at which meeting six (6) regular members were present and privileged to vote, the total number of Directors being seven (7) and the required quorum being three (3), the following resolution was approved and adopted by a vote of six (6) in favor and none (0) opposed:

"Moved that the Articles of Incorporation of Aztec Shops, Ltd. be amended by adding the following:

I-A. Upon dissolution of the corporation, net assets other than trust funds shall be distributed to the San Diego State College Foundation, a non-profit corporation, organized and operated for the benefit of San Diego State College and the students and faculty of that College."

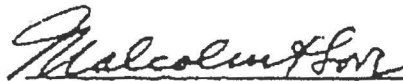
2. At a meeting of the members of said Corporation, duly held on the San Diego State College campus at 5402 College Avenue, San Diego, California, on March 9, 1961, at which six (6) regular members were present and privileged to vote, the total number of members being seven (7) and the required quorum being three (3), the following resolution was approved and adopted by a vote of six (6) in favor and none (0) opposed:

"Moved that the Articles of Incorporation of Aztec Shops, Ltd.

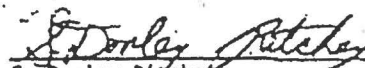
be amended by adding the following:

X-A. Upon dissolution of the corporation, net assets other than trust funds shall be distributed to the San Diego State College Foundation, a non-profit corporation, organized and operated for the benefit of San Diego State College and the students and faculty of that College."

In witness whereof, the undersigned have executed this certificate this 16th day of March, 1961.



Malcolm A. Love  
President

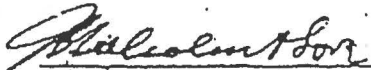


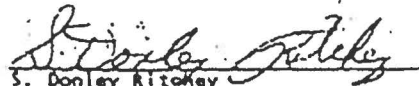
S. Donley Ritchey  
Secretary

State of California )  
                          ) S S  
County of San Diego )

MALCOLM A. LOVE and S. DONLEY RITCHEY, whose names are signed to the above certificate, being duly sworn, each for himself deposes and says:

That MALCOLM A. LOVE is and was at all the times mentioned in the foregoing Certificate of Amendment, the President of Aztec Shops, Ltd., a California Corporation, therein mentioned, and S. DONLEY RITCHEY is and was at all of the times mentioned, the Secretary of said Corporation; that each has read said certificate, and that the statements therein made are true of his own knowledge and that the signatures purporting to be the signatures of said President and Secretary thereto are the genuine signatures of said President and Secretary respectively.

  
\_\_\_\_\_  
Malcolm A. Love  
President

  
\_\_\_\_\_  
S. Donley Ritchey  
Secretary

Sworn to and subscribed to before me  
this 16th day of March, 1961

  
Notary Public

X FILED  
JUN 21 1965  
STATE OF CALIFORNIA  
COUNTY OF SAN DIEGO

142420

142425

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
AZTEC SHOPS, LTD.

We, the undersigned, Dr. Malcolm A. Love, the President, and Harvey J. Goodfriend, the Secretary, respectively, of Aztec Shops, Ltd., do hereby certify as follows:

- (1) That Aztec Shops, Ltd. is a corporation organized under the laws of the State of California.
- (2) That on the 31st day of March, 1965, at 10:00 o'clock a.m. a regular meeting of the board of directors and a special meeting of the membership of said corporation was duly held at the office of said corporation, to-wit at 5402 College Avenue, San Diego, California.
- (3) That at said meeting of directors there were four directors present of a total of seven directors; that four directors constitutes a quorum of directors; that all directors present voted in favor of the amendment; that at said meeting of members there were four members present of a total of seven members; that four members constitutes a quorum of members; that all members present voted in favor of the amendment.

RESOLVED: That Article III of the articles of incorporation is amended to read as follows:

"The primary purposes of the corporation are:

- (a) Operating a bookstore and cafeteria at San Diego State College.

The general powers are:

- (a) Dealing in books, magazines, newspapers, stationery, student supplies, emblems, athletic goods and supplies, sport goods, and the conduct of a general book and supply store; the operation of a cafeteria and restaurant and the sale of lunches, confectionery and beverages; the receipt and custody of such student funds as may be collected in accordance with law and with the approval of the Trustees of the California State Colleges; and the custody and control and disbursement of such funds as may be paid to it by Associated Students and Faculty of San Diego State College, a California corporation.
- (b) To receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.
- (c) To act as trustee under any trust incidental to the principal objects of the corporation, and to receive, hold, administer, and expend funds and property subject to such trust.
- (d) To convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal.
- (e) To borrow money, contract debts, and issue bonds, notes and debentures, and secure the payment or performance of its obligations.
- (f) To make contracts, and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

The sub-paragraphs (a) to (f), both inclusive, of this Second paragraph, as hereinabove set forth, shall be construed both as statements of purposes and powers, and the statements contained in each clause of said sub-paragraphs shall not be limited or restricted by reference or inference from the provisions of any other clause."



RESOLVED: That Article V of said articles of incorporation is deleted.

RESOLVED: That Article VI of said articles of incorporation is deleted.

RESOLVED: That Article VII of said articles of incorporation is deleted.

RESOLVED: That Article LX of said articles of incorporation is amended to read as follows:

"The board of directors of this corporation shall be composed of seven members and their qualifications shall be as follows: The President of San Diego State College, three members appointed by the President of San Diego State College, the President of the Associated Students and Faculty of San Diego State College, and two student members appointed by the President of Associated Students and Faculty of San Diego State College, subject to the approval of the Associated Student Council. The members of the board of directors shall be appointed in such manner and at such times and shall hold office for such term as the bylaws of this corporation may prescribe. The powers and duties of the board of directors of this corporation shall be such as may be prescribed by the bylaws of this corporation."

IN WITNESS WHEREOF, we hereunto set our hands and affixed the seal of said corporation on this 5th day of June, 1965.



Malcolm Love  
President of Artec Shops, Ltd.

Harvey J. Goodfriend  
Secretary of Artec Shops, Ltd.

STATE OF CALIFORNIA )  
                                  ) SS.  
COUNTY OF SAN DIEGO )

Malcolm A. Love and Harvey J. Goodfriend, being first duly sworn, each for himself deposes and says:

(1) That Malcolm A. Love is, and at the time of the execution of the foregoing Certificate of Amendment was the President, and Harvey J. Goodfriend is and at the time of the execution of the foregoing Certificate of Amendment was, the Secretary of Artec Shops, Ltd., the corporation mentioned in the foregoing Certificate of Amendment; that he has read the foregoing Certificate of Amendment and that the same is true of his own knowledge.

Malcolm Love  
Harvey J. Goodfriend

Subscribed and sworn to before me this 5th day of June, 1965.



OFFICIAL SEAL  
J. E. SPARKS  
NOTARY PUBLIC, CALIFORNIA  
PRINCIPAL OFFICE IN  
SAN DIEGO COUNTY

J. E. SPARKS  
Notary Public in and for said County and State

CERTIFICATE OF AMENDMENT  
OF ARTICLES OF INCORPORATION  
OF AZTEC SHOPS, LTD.

ENDORSED  
FILED

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

FEB 14 1972

Donald E. Walker and Harvey J. Goodfriend certify:

EDMUND G. BROWN Jr., Secretary of State  
By JAMES E. HARRIS  
Deputy

1. That they are the President and the Secretary/Treasurer, respectively, of Aztec Shops, Ltd., a California non-profit corporation, at San Diego, California.
2. That at a meeting of the Board of Directors of said corporation duly held at San Diego, California on November 12, 1971, the following resolutions were adopted:

RESOLVED: Article X-A of the Articles of Incorporation of this corporation be deleted.

RESOLVED: Article IX of the Articles of Incorporation of this corporation be amended to read as follows:

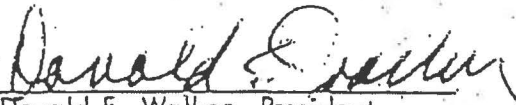
"The Board of Directors of this corporation shall be composed of ten members and their qualifications shall be as follows: The President of San Diego State College, four members nominated by the President of San Diego State College, the President of the Associated Students of San Diego State College, and four student members nominated by the President of the Associated Students of San Diego State College, subject to the approval of the Associated Students Council. All nominees of the President of San Diego State College and the President of the Associated Students of San Diego State College shall be elected by a majority of the members of Aztec Shops Board though less than a quorum. If these nominators shall for a period of sixty days after a vacancy occurs fail to exercise their rights to nominate, then the Board of Directors shall proceed to fill the vacancy. A vote of two-thirds of the Board of Directors shall be necessary to elect an individual to the Board in the absence of a nomination by these nominators."

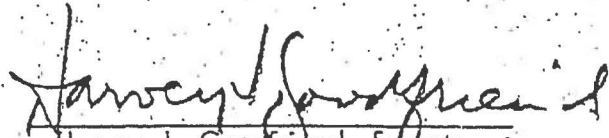
RESOLVED: Article VII of the Articles of Incorporation of this corporation is added to read as follows:

"Upon dissolution of this corporation new assets other than trust funds shall be distributed to one or more non-profit corporations organized and operated for the benefit of the San Diego State College, or the students, or the students and faculty of that college, such corporation or corporations to be selected by the Board of Directors. Such non-profit 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, any assets other than trust funds shall be distributed to the San Diego State College."

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 the county in which this corporation's principal office is located 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 member, director, or officer of this corporation."

3. That at a meeting of the members of said corporation, duly held at San Diego, California, on November 12, 1971, resolutions were adopted and the wording of the amended Articles of Incorporation as set forth in the members' resolutions is the same as that set forth in the directors' resolutions in paragraph 2 of this Certificate.
4. That the number of members who voted affirmatively for the adoption of each of the said resolutions is three (3) and the number of members constituting a quorum is three (3).

  
Donald E. Walker, President

  
Harvey J. Goodfriend, Secretary

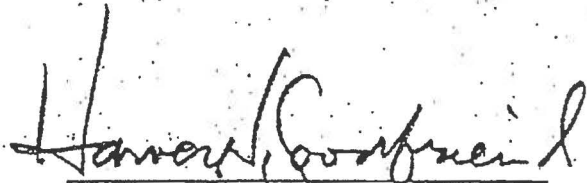
Seal

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 November 12, 1971, at San Diego, California.

  
Donald E. Walker, President

  
Harvey J. Goodfriend, Secretary

Seal

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF  
AZTEC SHOPS, LTD.

**ENDORSED  
FILED**  
In the office of the Secretary of State  
of the State of California  
APR 22 1983  
MARCH FONG EU, Secretary of State  
By JAMES E. HARRIS  
Deputy

DARYL G. MITTON and WILLIAM L. ERICKSON certify:

That we are the Chairman and the Secretary, respectively, of Aztec Shops, Ltd., a California corporation.

That Article VII of the Articles of Incorporation of Aztec Shops, Ltd., is amended to add Subparagraph A thereto to read as follows:

Upon dissolution of this corporation, net assets, other than trust funds, shall be distributed to a successor approved by the President of San Diego State University and by the Board of Trustees of the California State University and which is tax exempt under either Section 115 or 501 (c) (3) of the Internal Revenue Code.

That Aztec Shops, Ltd., has no members.

That the amendment has been approved by the Board of Directors.

  
DARYL G. MITTON, Chairman

  
WILLIAM L. ERICKSON, Secretary

DECLARATION

I, the undersigned, declares under penalty of perjury that the amendments contained in the foregoing Certificate of Amendment of Articles of Incorporation are true of his own knowledge and that this declaration was made on April 13, 1983, at San Diego, California.

  
DARYL G. MITTON, Chairman

  
WILLIAM L. ERICKSON, Secretary

A0573775

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

DEC - 7 2001

BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

AZTEC SHOPS, LTD.

Ronald Williams and Sally Roush certify that:

ARTICLE 1

They are the duly elected and acting Chairman of the Board and Secretary, respectively, of said corporation.

ARTICLE 2

Article VII of the Articles of Incorporation of said corporation shall be amended to read in full as follows:

"The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by section 214 of the Revenue and Taxation Code. Upon dissolution of this corporation, net assets, other than trust funds, shall be distributed to San Diego State University or to one or more non-profit corporations organized and operated for the benefit of San Diego State University, such corporation or corporations to be selected by the President of San Diego State University and by the Board of Trustees of the California State University. Such non-profit 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 1968, as amended, and be organized and operated exclusively for charitable, scientific and educational purposes, meeting the requirements provided by section 214 of the California Revenue and Taxation Code. If upon dissolution, this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Superior Court of San Diego County, upon petition by the Attorney General or by any person concerned in the liquidation. In no event shall any part of the net income or assets of this organization inure to or be distributed to any private person."

ARTICLE 3

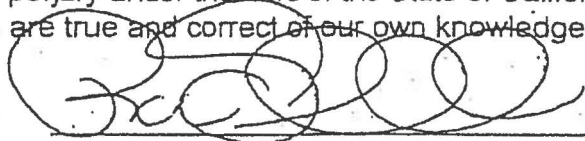
The corporation has no members.

ARTICLE 4

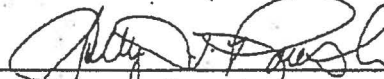
The foregoing amendment was approved by the required vote of the Board of Directors of said corporation.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 6, 2001



Ronald Williams, Chairman of the Board



Sally Roush, Secretary



A0666574

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

AUG 27 2007

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF AZTEC SHOPS, LTD.

Diane L. Borden and Sally F. Roush certify that:

1. That we are the duly elected and acting Chair of the Board and the Secretary, respectively, of Aztec Shops, Ltd., a California corporation.
2. That Article III of the Articles of Incorporation of said corporation shall be amended to read in full as follows:

The purpose for which this corporation is formed are the following: All commercial activities, including the vending and sale of food, supplies, and resale merchandise anywhere on or on behalf of the university, housing, property acquisition and development, and administration of other business activities as determined by the Vice President for Business and Financial Affairs when it is deemed to be more effective to accomplish such functions and activities through Aztec Shops.

3. That Article IX of the Articles of Incorporation of the corporation shall be amended to read as follows:

The Board of Directors of this corporation shall be composed of twelve members and their qualifications shall be as follows: The President of San Diego State University and the President of Associated Students of San Diego State University or their designees: five members elected by a majority of the existing Board from nominations by the President of the University, one of which will be the Vice President for Student Affairs and the other the Vice President of Business and Financial Affairs; and five student members, one of which may be an alum from SDSU, elected by a majority of the existing Board from nominations made by the President of the Associated Students. Student



members must be in good academic standing with the University (i.e., not on academic probation) and must remain so throughout membership tenure. If the nominators fail to exercise their rights to nominate within a period of sixty days after being informed of a vacancy by the Chairperson of the Board of Directors, then the Board of Directors shall proceed to fill the vacancy. A vote of two-thirds of the present Board of Directors, even though less than a quorum, shall be necessary to elect an individual to the Board in the absence of a nomination by these nominators.

Elected members shall serve three years, or complete an expired term, and shall be eligible for re-election.

4. That Aztec Shops, Ltd. has no members.
5. That the foregoing amendments were approved by the required vote of the Board of Directors of Aztec Shops, Ltd.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 22, 2007

  
\_\_\_\_\_  
Diane L. Borden, Chair

  
\_\_\_\_\_  
Sally F. Roush, Secretary



A0737255

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CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF AZTEC SHOPS, LTD

OF FILED JRM/TL  
Secretary of State  
State of California

JAN 02 2013

Cord Claffey and Sally Roush certify that:

1. We are the duly elected and acting Chair of the Board and Secretary/Treasurer respectively, of Aztec Shops, Ltd., a California corporation.
2. Article VII of the Articles of Incorporation of said corporation shall be amended this date to read in full as follows:

"The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by section 214 of the Revenue and Taxation Code. Upon dissolution of this corporation, net assets, other than trust funds, shall be distributed to San Diego State University or to one or more non-profit corporations organized and operated for the benefit of San Diego State University, such corporation or corporations to be selected by the President of San Diego State University and by the Chancellor of the California State University. Such non-profit 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 1968, as amended, and be organized and operated exclusively for charitable, scientific and educational purposes, meeting the requirements by section 214 of the California Revenue and Taxation Code. If upon dissolution, this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Superior Court of San Diego County, upon petition by the Attorney General or by any person concerned in the liquidation. In no event shall any part of the net income or assets of this organization inure to or be distributed to any private person."

3. Aztec Shops, Ltd. has no members.
4. The foregoing amendment was approved by the required vote of the Board of Directors of Aztec Shops, Ltd.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: November 30, 2012

  
Cord Claffey, Chair of the Board

  
Sally F. Roush, Secretary/Treasurer