

FILED
Secretary of State
State of California

DEC 17 2021

0145420

icc

**Certificate of Amended and Restated Articles of Incorporation
of Aztec Shops, Ltd.**

Carl Winston and Agnes Wong Nickerson certify that:

1. We are the Chairperson and Secretary/Treasurer, respectively, of Aztec Shops, Ltd., a California nonprofit public benefit corporation, registered with the California Secretary of State under number C0145420.
2. The following Amended and Restated Articles of Incorporation of the corporation have been approved by the Board of Directors:

ARTICLES OF INCORPORATION

ARTICLE I. Name

The name of this corporation is Aztec Shops, Ltd.

ARTICLE II. Purposes

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 public and charitable purposes.

This corporation is formed, and shall be operated, exclusively to support San Diego State University (University) by performing the authorized functions which carry out and enhance the mission and educational programs of the University. This corporation is organized exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The corporation is and at all times hereafter shall be operated as an auxiliary organization under § 89900 *et seq.*, of the California Education Code, and within regulations adopted by the Board of Trustees of the California State University.

ARTICLE III. Exempt Status and Limitation of Activities

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

All corporate property is irrevocably dedicated to the purposes set forth in Article II. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, or to individuals.

ARTICLE IV. Principal Office

The principal office for the transaction of the business of this corporation will be located in San Diego County, State of California.

ARTICLE V. Dissolution

On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, net assets, other than trust funds, shall be distributed to the University or to one or more nonprofit corporations organized and operated for the benefit of the University, as approved by this corporation's Board of Directors, the University President and by the Chancellor of California State University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under §§ 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986, as amended, established its tax-exempt status under § 23701d of the California Revenue and Taxation Code, as amended, organized and operated exclusively for charitable or educational purposes, and meet the requirement for exemption specified in § 214 of the California Revenue and Taxation Code.

ARTICLE VI. Governance

Provisions relating to the governance of the corporation shall be set forth in the Bylaws.

ARTICLE VII. Applicable Law

This corporation elects to be governed by all the provisions of the Nonprofit Public Benefit Corporation Law, effective January 1, 1980, including any amendments subsequent thereto.


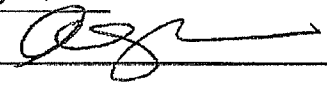
ARTICLE VIII. Amendments

The Articles of Incorporation of this corporation shall be amended by majority vote of the directors then in office, subject to the written approval of the University President.

3. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the board of directors and by the University President.

4. The corporation has no members.

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: 12/1/2021 

Carl Winston, Chairperson Agnes Wong Nickerson, Secretary/Treasurer



3



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 30 2021

A handwritten signature in blue ink, appearing to read "Shirley N. Weber".

anon

SHIRLEY N. WEBER, Ph.D., Secretary of State