

**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**SPARTAN SHOPS, INC.**

The undersigned certify that:

1. They are the president and the secretary/treasurer, respectively, of SPARTAN SHOPS, INC., a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**ARTICLE I.**

**Name**

The name of this corporation is SPARTAN SHOPS, INC.

**ARTICLE II**

**Corporate Status**

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 III**

**Purposes**

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the internal Revenue Code of 1986. The charitable purposes, for which this corporation is organized, are to promote and assist the educational programs of San Jose State University (hereafter "University"), by:

1. establishing, maintaining, and providing Bookstore Services,
2. establishing, maintaining, and providing Food Services,
3. establishing, maintaining, and operating Real Estate Services,
4. establishing, maintaining, and providing Information Technology and Consulting Services,
5. establishing maintaining and providing Retail Services, and
6. establishing maintaining, and operating other Commercial Services on or near facilities of the University.

#### **ARTICLE IV.**

##### **Conformity with Laws and Regulations**

This corporation shall be an auxiliary organization of the San Jose State University, and shall conduct its operations in conformity with the California statutes governing such organizations (Chapter 7, commencing with Section 89900, of Part 55, Division 8, Title 3 of the Education Code) and the Regulations established by the Board of Trustees of the California State University (Subchapter 6, commencing with Section 42400, of Chapter 1, Division 5 of Title 5 of the California Code of Regulations) as required by Education Code, Section 89900(c).

#### **ARTICLE V.**

##### **Exempt Status and Limitation on Activities**

No substantial part of the activities of this corporation shall consist of carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in any political campaign (including publishing or distributing 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 VI.**

##### **Directors**

The number of directors, the manner in which they shall be chosen and removed from office, their qualifications, powers, duties, compensation and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of directors, shall be stated in the Bylaws.

#### **ARTICLE VII.**

##### **Members**

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 VIII**

**Personal Liability**

The directors shall not be personally liable for the debts, liabilities, or obligations of this corporation.

**ARTICLE IX.**

**Voting**

Each 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. The President shall vote on all matters in Directors meetings.

**ARTICLE X.**

**Irrevocable Dedication and Dissolution**

The property of the 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 persons. Upon the dissolution or winding up 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 San Jose State University, and approved by the President of the University and the Chancellor of The California State University. 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 purposes.

**ARTICLE XI**

**Amendment**

Subject to written approval of the President of the University, the Articles of Incorporation of this corporation shall be amended only by the vote of a majority of the total voting membership of the Board of Directors, providing that the amendment has been submitted in writing at the previous regular meeting.

**ARTICLE XII**

**Election to Be Governed by Nonprofit Public Benefit Corporation Law**

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 code.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors in the manner required by Article XI of the corporation's current Articles of Incorporation.
4. The corporation has not members.
5. The foregoing amendment and restatement of Articles of Incorporation has been duly approved in writing by the President of the University as required by Article XI of the corporation's current Articles of Incorporation.

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

DATE: 10/26/2020

DocuSigned by:  
*Charlie Faas*  
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Charlie Faas, President

DocuSigned by:  
*Bill Campsey*  
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Secretary/Treasurer