

**RESTATED ARTICLES OF INCORPORATION
OF
UC SANTA CRUZ ALUMNI ASSOCIATION**

(Adopted by the Alumni Council of UC Santa Cruz Alumni Association, June 22, 2020)
(Adopted by the Members of UC Santa Cruz Alumni Association, July 14, 2020)

**ARTICLE I
NAME**

The name of this corporation is:

UC SANTA CRUZ ALUMNI ASSOCIATION.

**ARTICLE II
PURPOSES**

(a) 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.

(b) This corporation is organized exclusively for charitable and educational purposes within the meaning of Internal Revenue Code §501(c)(3) (or the corresponding provisions of any future United States internal revenue law), and exclusively to support the University of California, Santa Cruz, a public university administered by the Regents of the University of California (referred to here as “UC Santa Cruz”), within the meaning of Internal Revenue Code §509(a)(3) (or the corresponding provisions of any future United States internal revenue law).

(b) Notwithstanding any other provision of these articles, the 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 (i) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) (or the corresponding provisions of any future United States internal revenue law), or (ii) a corporation contributions to which are deductible under Internal Revenue Code §170(c)(2) (or the corresponding provisions of any future United States internal revenue law).

**ARTICLE III
TAX-EXEMPT STATUS**

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

(b) The property of this corporation is irrevocably dedicated to charitable and educational purposes. No part of the net income or assets of this corporation shall inure to the benefit of any officer, director or member (if any) of the corporation, or to any other private person, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the charitable and educational purposes of this corporation.

(c) Upon the winding up and dissolution of this corporation, its assets remaining, after paying or adequately providing for its debts and liabilities, shall be distributed to the Regents of the University of California (the "Regents") for the benefit of UC Santa Cruz for so long as it shall exist and, thereafter, for the benefit of the University of California; provided that the Regents remains an organization that is tax exempt under Internal Revenue Code §501(c)(3) (or the corresponding provisions of any future United States internal revenue law) or to which contributions are otherwise deductible under Internal Revenue Code §170(c)(2) (or the corresponding provisions of any future United States internal revenue law). If the Regents has ceased to exist or is no longer qualified as an organization that is tax exempt under Internal Revenue Code §501(c)(3) (or the corresponding provisions of any future United States internal revenue law) or to which contributions are otherwise deductible under Internal Revenue Code §170(c)(2) (or the corresponding provisions of any future United States internal revenue law), the remaining assets of the corporation, after paying or adequately providing for its debts and liabilities, shall be distributed to one or more nonprofit funds, foundations, corporations or organizations that is (or are) organized and operated exclusively for charitable and educational purposes and that is (or are) tax exempt under Internal Revenue Code §501(c)(3) (or the corresponding provisions of any future United States internal revenue law) or to which contributions are otherwise deductible under Internal Revenue Code §170(c)(2) (or the corresponding provisions of any future United States internal revenue law).