A0750786

0739913

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

VICTOR VALLEY COLLEGE DISTRICT FOUNDATION, INC.

FILED Secretary of State State of California

JAN 2 1 2014

100

The undersigned certify:

- 1. That, they are the President and Secretary, respectively, of VICTOR VALLEY COLLEGE DISTRICT FOUNDATION, INC.
- 2. That the Articles of Incorporation of VICTOR VALLEY COLLEGE DISTRICT FOUNDATION, INC., shall be amended to read as hereinafter set forth in full.
- 3. That the Amendment has been approved by the Board of Directors and Trustees.
- 4. That the Amendment was approved by the required vote of the members.

CORPORATION NAME

The name of the corporation is VICTOR VALLEY COLLEGE DISTRICT FOUNDATION, INC.

II. CORPORATE STATUS AND GOVERNING LAW

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.

III. PURPOSE

This corporation is organized exclusively for the support and benefit of the Victor Valley Community College District.

The charitable purposes of the corporation are primarily, to provide an instrumentality for financing and undertaking activities, projects and functions of an educational, charitable, services and/or scientific nature which will benefit the students and benefit and augment the educational, service and scientific programs of the Victor Valley Community College District of San Bernardino and Los Angeles Counties, or such district as it may subsequently be known, as a result of any annexation, reorganization or other action resulting in a name or organizational change.

These purposes shall include, but not be limited to:

- A. To accumulate funds for the purposes of awarding scholarships and loans to assist students attending Victor Valley College (which is operated by said Community College District).
- B. To accumulate funds for the purposes of funding programs and projects, and of acquiring and donating to the students of and/or the Victor Valley Community College District, portions and/or all of such buildings and/or structures, and/or those items of furniture, furnishings, equipment and/or materials, for which state and/or federal budgeted or grant funds are either unavailable or insufficient.

- C. To afford and encourage opportunities for the establishment of permanent collections, art endowments, research and educational projects, and otherwise provide aids to education, supplementary to local, state and federal funding and assistance;
- D. To solicit, collect, receive, acquire, hold, own and invest money and property, whether real, personal or mixed, received by gift, contribution, bequest, devise or otherwise; to sell and convert property, whether real, personal or mixed, into cash, notes and other liquid semi-liquid or fixed assets; and to use the funds of this corporation and the proceeds, income, rents, issues and profits derived from any property or property rights of this corporation for any of the purposes for which this corporation is formed.
- E. To purchase or otherwise acquire, own, hold, sell, assign, transfer, or otherwise dispose of, mortgage, pledge, or otherwise hypothecate or encumber, and to deal in and with shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or unincorporated entity and, while the owner or holder thereof, to exercise all rights, powers and privileges of ownership;
- F. To purchase or otherwise acquire, own, hold, use, sell, exchange, assign, convey, lease or otherwise dispose of and mortgage, or otherwise hypothecate or encumber real, personal or mixed property.
- G. To borrow money, incur indebtedness, and to secure repayment of the same by mortgage, pledge, deed of trust or other hypothecation of property, whether real, personal or mixed;
- H. To conduct expeditions or explorations of scientific quest; to subsidize scientific research; to publish reports proceedings bulletins or journals of science, education or art or of divisions thereof; and in general to do any or all things conductive to dissemination of knowledge of the sciences and the arts, or necessary or incidental to the realization of the aforementioned purposes;
- I. To own, manage, finance and/or operate facilities services and enterprises, both on and off the campus and used by or for the benefit of students attending Victor Valley College (which is operated by said Community College District); and
- J. To exercise any of these rights, powers and duties of this corporation either alone, or in conjunction with others, including the Victor Valley Community College District, as principal, agent, partner, joint venture, shareholder or otherwise.

IV. POWERS

This corporation shall have and may exercise all rights and powers conferred on nonprofit public benefit corporations under the laws of the State of California; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

V. DIRECTORS AND TRUSTEES

The number of Directors and Trustees, and the names and addresses of the persons who are to act in the capacity of Director and Trustee until, the election of their successors shall be set forth in the Corporation Bylaws and Minutes respectively.

VI. MEMBERS

- A. The persons who are Directors and Trustees of this Corporation from time to time shall be its only members; otherwise this corporation shall have no members, as provided in, Section 5310 of the Corporation Code of the State of California, as from time to time amended.
- B. The manner in which Directors and Trustees shall be chosen and removed from office, their qualifications, powers, duties, compensation and tenure of office, the manner of filling vacancies of the board and the manner of calling and hold meetings, shall be as stated in the Bylaws.

VII. DEDICATION AND DISSOLUTION

The assets and property of this corporation is irrevocably dedicated to the public and 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 person. Upon 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 the Victor Valley Community College District, or its successor.

VIII. AMENDMENT

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.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing Certificate of Amendment of Articles of Incorporation are true of their own knowledge, and that this Declaration was executed on October 9, 2013 at Victorville, California.

DONALD P. BROWN

President

VIRGINIA K. ONTIVEROS

Secretary



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

JAN 27 2014 1

Date:_

DEBRA BOWEN, Secretary of State