

State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC - 5 2003



Kevin Shelley
Secretary of State

ARTICLES OF INCORPORATION

OF THE

IRVINE VALLEY COLLEGE FOUNDATION

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

NOV 25 2003

ARTICLE I
NAME

KEVIN SHELLEY
Secretary of State

The name of this corporation is the:

Irvine Valley College Foundation

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 California Nonprofit Public Benefit Corporation Law for public and charitable purposes.

ARTICLE III
PURPOSES

This corporation is organized exclusively for public and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. This corporation is organized, and at all times hereafter, shall be operated exclusively in connection with the South Orange County Community College District pursuant to Section 509(a)(3) of the Internal Revenue Code of 1986 as amended. The public and charitable purposes for which this corporation is organized and will be operated are to further the educational purposes of the South Orange County Community College District.

ARTICLE IV
POWERS

This corporation shall have such powers as are now or may hereafter be granted by the Nonprofit Public Benefit Corporation Law of the State of California, and the California Education Code Sections 72670-72682, except as limited by the provisions of these Articles of Incorporation or its Bylaws.

ARTICLE V
EXEMPT STATUS AND LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the 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 as amended or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 as amended.

ARTICLE VI
INITIAL AGENT FOR SERVICE OF PROCESS

The name and address of the initial agent of this corporation for service of process are:

Gary Poertner
28000 Marguerite Parkway
Mission Viejo, California 92692-3635

ARTICLE VII
DIRECTORS

The number of Directors, their qualifications, powers, duties, terms of office, manner of removal and filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

ARTICLE VIII
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 or otherwise, be taken to be the members of such corporation and exercise all the rights and powers of members thereof.

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.

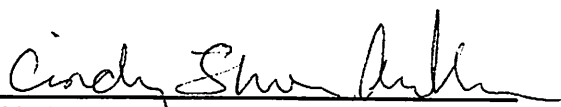
ARTICLE X
IRREVOCABLE DEDICATION AND DISSOLUTION

The 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 South Orange County Community College District.

ARTICLE XI
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.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of California, I, the undersigned, constituting the Incorporator of this corporation, have executed these Articles of Incorporation this 24th day of November, 2003.


Cindy Strom Arellano, Incorporator



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

APR - 1 2005

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
IRVINE VALLEY COLLEGE FOUNDATION
A California Nonprofit Public Benefit Corporation**

The undersigned certify that:

1. They are the president and the secretary, respectively, of the Irvine Valley College Foundation, a California Nonprofit Public Benefit Corporation.
2. The corporation has no members.
3. That the Articles of Incorporation filed on November 25, 2003 are amended to read as follows:

ARTICLE X

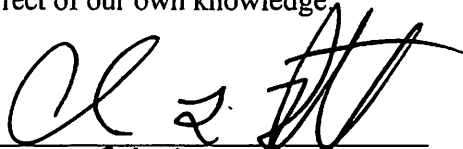
IRREVOCABLE DEDICATION AND DISSOLUTION

The property of this corporation is irrevocably dedicated to public and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization organized and operated exclusively for public and charitable purposes, which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. That organization shall be the South Orange County Community College District if it qualifies as a distributee under this Article X."

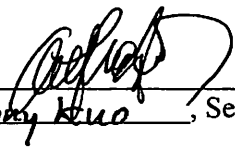
4. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

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.

Dated: Feb. 15, 2005



Chris L. Pitet, President



Anthony Kuo, Secretary

