

UNANIMOUS WRITTEN CONSENT OF INCORPORATOR
OF
SDSU MISSION VALLEY ENTERPRISES

The undersigned as the original incorporator of SDSU Mission Valley Enterprises, a corporation organized under the NONPROFIT CORPORATION LAW OF CALIFORNIA, being the sole incorporator of said corporation, by this writing consents to take the following actions and adopt the following resolutions:

WHEREAS, the original Articles of Incorporation of this corporation were filed in the Office of the California Secretary of State on June 2, 2023; and

WHEREAS, a certified copy of said Articles of Incorporation showing the filing as stated has been inserted in the Book of Minutes of the corporation; and

WHEREAS, no Bylaws have not as yet adopted for the regulation of this corporation's affairs; and

WHEREAS, there has been presented to the incorporator a form of Bylaws for the regulation of the affairs of this corporation; and

WHEREAS, it is deemed to be in the best interests of this corporation and its members that said Bylaws be adopted by the incorporator as and for the Bylaws of this corporation; and

WHEREAS, a Board of Directors and the officers of the corporation need to be appointed by the incorporator to take over the management and actions of this corporation; and

WHEREAS, the corporation needs to enter into an operating agreement with the CSU Chancellor's Office establishing the corporation's authorized functioning as a CSU Auxiliary Organization;

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws presented to the incorporator be and the same hereby are adopted as and for the Bylaws of this corporation; and

RESOLVED FURTHER, that the Secretary of the corporation be and is authorized and directed to execute a certificate of the adoption of said Bylaws and to insert said Bylaws as so certified in the Book of Minutes of this corporation and to see that a copy of said Bylaws, similarly certified, is kept at the principal office for the transaction of business of this corporation;

RESOLVED FURTHER, that pursuant to Section 5.2 of the corporation’s Bylaws, by virtue of their offices with San Diego State University, the following persons are duly appointed ex officio as the first officers of the corporation, to take office immediately:

Chair	Adela de la Torre
Vice Chair	Gina Jacobs
Secretary	Hala Madanat
Treasurer	Agnes Wong Nickerson

RESOLVED FURTHER, that the corporation, acting through its Vice Chair, is authorized and directed to cause the corporation to enter into the Operating Agreement Between California State University and SDSU Mission Valley Enterprises dated effective as of September 14, 2023, in the form presented to and approved by the incorporator;

RESOLVED FURTHER, that the incorporator hereby resigns effective immediately and the following persons are duly appointed and elected the first directors of the corporation, to take office immediately:

Steve Doyle	Non-campus community representative
Ron Fowler	Non-campus community representative
Kim Kilkenny	Non-campus community representative
Tarek Morsey	Student Representative
Christine Probett	Faculty Representative

I direct that this consent be filed with the Minutes of the proceedings of the Board of Directors of the corporation.

This consent is executed pursuant to Section 5134 of the NONPROFIT CORPORATION LAW of the State of California which authorizes the incorporator to take any necessary actions prior to the initial election of directors and by unanimous written consent.

Dated as of September 14, 2023.

A handwritten signature in blue ink, appearing to read 'Agnes', with a long horizontal line extending to the right.

AGNES WONG NICKERSON, Incorporator