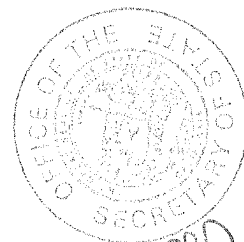


State of California

SECRETARY OF STATE

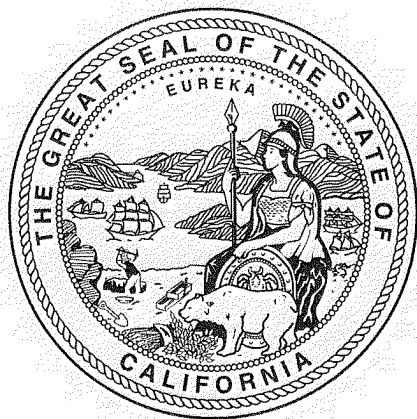


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript 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

JUL 16 1998



Secretary of State

ARTICLES OF INCORPORATION
OF
SANTIAGO CANYON COLLEGE FOUNDATION

BRUCE J. ...
...
...

JUL 06 1998

...
...

ARTICLE I
Name

The name of this corporation is the: SANTIAGO CANYON 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 Nonprofit Public Benefit Corporation Law for charitable purposes.

ARTICLE III
Purposes

The charitable purposes for which this corporation is organized are to further the educational programs of the Santiago Canyon College. This corporation is organized, and at all times hereafter will be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of said College. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE IV
Conformity with Law

This corporation shall be an auxiliary organization of the Rancho Santiago Community College District and shall conduct its operations in conformity with the California statutes governing such organizations, commencing with Section 72670, of the Education

Code, and the Regulations adopted by the Board of Governors of the California Community Colleges, commencing with Section 59250 of the California Code of Regulations, Title 5; and the Implementing Regulations established by the Rancho Santiago Community College District, as required by Section 72672(c) of the Education Code.

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 or intervene in any political campaign (including publishing or distribution 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

Initial Agent for Service of Process

The name of the initial agent of this corporation for service of process is:

John W. Francis
2600 East Nutwood Avenue, Suite 120
Fullerton, California 92831-3106

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. The President of the College or his or her designated representative shall be a member of the Board of Directors of this corporation to insure that this corporation operates in conformity with College and District policy.

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

ARTICLE IX
Voting

Each voting 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

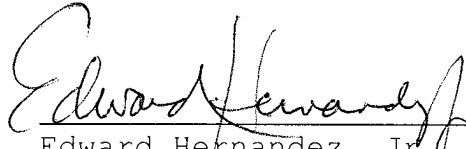
The property of this corporation is irrevocably dedicated to charitable purposes set forth in Article III, and no part of the net income or assets of this corporation shall ever inure to the benefit of any private person. Upon dissolution or winding up of this corporation, its assets remaining after payment, or provisions 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 the Santiago Canyon College, and approved by the Board of Trustees of the Rancho Santiago Community College District. 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 and educational purposes. In the alternative and at the discretion of the Board of Trustees of the District, upon dissolution or winding up of this corporation, its net assets shall be distributed to the District.

ARTICLE XI
Amendment

The Articles of Incorporation of this corporation shall be amended only by the vote of a majority of the Board of Directors, subject

to the written approval of the President of the Santiago Canyon College.

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 12th day of May , 1998.



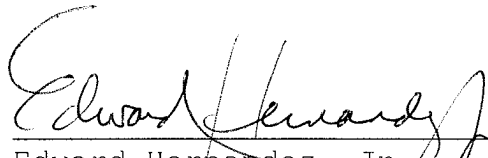
Edward Hernandez, Jr.
Incorporator

DECLARATION

I am the person whose name is subscribed below. I am the Incorporator of the Santiago Canyon College Foundation. The foregoing Articles of Incorporation are my act and deed.

Executed on May 12 , 1998 at Santa Ana , California.

I declare that the foregoing is true and correct.



Edward Hernandez, Jr.

