

NON-PROFIT BY-LAWS

The SCV Convention of AA, Inc. is a Public Charity. These are copies of the By-Laws of the corporation (originals are kept by the secretary or bookkeeper):

BYLAWS OF SCV CONVENTION OF AA, INC.

A California Nonprofit Public Benefit Corporation

I.NAME

The name of this corporation is **SCV CONVENTION OF AA, INC.**

II.PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of the cooperation is located at **26951 Ruether Ave., Santa Clarita, 91351 in Los Angeles County, California.** The board of directors (“board”) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

- Amended November 29, 2005

The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

III.PURPOSES AND LIMITATIONS

A.General Purposes

This corporation is organized exclusively for charitable, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

B.Specific Purposes

Within the context of the general purposes stated above, the specific purposes of this corporation shall be to:

To establish an annual event to be known as The Santa Clarita Valley Convention of Alcoholics Anonymous. This event will provide a venue wherein all the Alcoholic Anonymous groups, individual members, and all recovering alcoholics within the Santa Clarita Valley and surrounding areas will join for fellowship, support in their continuing quest for recovery from alcoholism, and a structured celebration of their sobriety. Following tenants of Unity, Service and Recovery, we will strive to prepare and preserve this atmosphere. We will follow the guidelines of the Twelve Traditions and Twelve Concepts of Alcoholics Anonymous.

C.Limitations

The limitations in the activities of this corporation shall be those as outlined in the General Purposes, above, and the Articles of Incorporation.

IV.MEMBERS

This corporation shall have no statutory members, however, the board may from time to time, in its sole discretion, create a category or categories of non-statutory members or support group(s). Such members and/or support groups are not to be considered statutory members, as that term is defined in California Corporation Code Section 5056.

V. DIRECTORS

A. Powers

1. General Corporate Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

2. Specific Powers

Without prejudice to the general powers set forth in Section V(A)(1), above, of these Bylaws, but subject to the same limitations, the directors shall have the power to:

(a) Appoint and remove, at the pleasure of the board, all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties;

(b) Change the principal office or the principal business office in California from one location to another and cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California;

(c) Adopt and use a corporate seal and alter the form of the seal;

(d) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

B. Number and Qualifications of Directors

1. Authorized Number and Qualifications

The board of directors shall consist of at least five directors until changed by amendment to these Bylaws. The exact number of directors shall be fixed, within this limit, by a resolution adopted by the board of directors. The board of directors shall consist of a rotating leadership as defined in Section V(C) of these bylaws.

- Amended November 29, 2005

2. Restriction on Interested Persons As Directors

No more than 49 percent of the persons serving on the board may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, son-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

C. Election, Designation, and Term of Office - Rotating Leadership of Directors

The Five Directors shall serve as the Board of Directors. Each director shall hold a rotating position of office as Officers of The Corporation, fulfilling the duties outlined in Section VI(G) of these bylaws. Each director will serve for five consecutive years and until a successor has been designated and qualified for as defined in Section V(C)(1) below, of these bylaws. Once their term of office is complete, each director will vacate their position and be succeeded in rotation following a specific order on an annual basis; the vacated position of Chairman of the Board will be succeeded by the past President; the vacating President will be succeeded by the past Vice President; the vacating Vice President will be succeeded by the past Secretary; the vacating Secretary will be succeeded by the past Chief Financial Officer; the vacating Chief Financial Officer will be succeeded by the Standing Chairperson of the Convention Steering Committee who is appointed by the board of directors to this position.

1. Qualification of Succession and Voting Privileges

a. The qualification of each successor filling a rotated position is found in their collected experience having served the amount of their term of office to date. Each director will be granted the power to vote on any transaction of business during the year of their respective position on the board with the exception of the Chief Financial Officer and Standing Chairperson of the Steering Committee in certain instances as defined in Section V(C)(1)(b) below, of these bylaws.

b. The Standing Chairperson of the Convention Steering Committee having been appointed to the vacated role of Chief Financial Officer is deemed qualified having been elected to the position of Chairperson by the Steering Committee at its Annual Business Meeting and by the individual history of service as an agent of the corporation per the Guidelines of the Convention Steering Committee. Being newly appointed to the board of directors, the Chief Financial Officer will be limited the power to vote on any transaction of business only in the event of the requirement of a Tie-Breaking vote.

- Amended November 29, 2005

D. Vacancies on Board

1. Events Causing Vacancy on Board

A vacancy or vacancies on the board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (c) the increase of the authorized number of directors; (d) a director may be removed by the person or persons who designated that director; or (e) the annual rotation of each position as defined in Section V(C) of these bylaws.

- Amended November 29, 2005

2. Resignations

Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly elected director or directors.

3. Filling Vacancies

The remaining members of the Board of Directors shall fill any vacancy on the Board by a majority vote of the members of the Board. All candidates for Board membership shall appear before the Board before any action on his or her candidacy.

4. No Vacancy on Reduction of Number of Directors

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

E. Directors' Meetings

1. Place of Meetings

Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

2. Meetings by Telephone

Any meeting may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

3. Annual Meeting

The board shall hold at least one annual meeting for purposes of organization, election of officers, and transaction of other business.

4. Other Regular Meetings

Other regular meetings of the board may be held without notice at such time and place as the board may fix from time to time.

5. Special Meetings

a. Authority To Call

Special meetings of the board for any purpose may be called at any time by the Chairman of the Board, if any, the president or any vice-president, or the secretary or any two directors.

b. Notice

i. Manner of Giving Notice

Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

ii. Time Requirements

Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered at least 48 hours before the time set for the meeting.

iii. Notice Contents

The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

6.Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest; (b) approval of certain transactions between corporations having common directorships; (c) creation of and appointments to committees of the board; and, (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

7.Waiver of Notice

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not state the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

8.Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

9.Notice of Adjourned Meeting

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

F.Action Without A Meeting

Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

G.Compensation and Reimbursement

Directors and members of committees may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as the board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

H.Committees

1.Committees of the Board

The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the authorized number of directors. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the board resolution, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (1) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (2) Fill vacancies on the board or on any committee that has the authority of the board;
- (3) Fix compensation of the directors for serving on the board or on any committee;
- (4) Amend or repeal bylaws or adopt new bylaws;
- (5) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;
- (6) Create any other committees of the board or appoint the members of committees of the board;
- (7) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or,
- (8) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

2.Meetings and Action of Committees

Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the committee of the board. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the board, the committee may adopt such rules.

VI.OFFICERS

A.Officers of The Corporation

The officers of the corporation shall be a president, a secretary, and a chief financial officer. The corporation may also have, at the board's discretion, a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section VI(C) of these bylaws. The same person may hold any number of offices, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the board.

B.Election of Officers

The officers of the corporation, except those appointed under Section VI(C) of these bylaws, shall be chosen annually by the board and shall serve at the pleasure of the board, subject to the rights, if any, of any officer under any contract of employment.

C.Other Officers

The board may appoint and may authorize the chairman of the board, the president, or any other officer, to appoint any other officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the board.

D.Removal of Officers

Without prejudice to any rights of an officer under any contract or employment, any officer may be removed with or without cause by the board and also, if the officer was not chosen by the board, by any officer on whom the board may confer that power of removal.

E.Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

F.Vacancies In Office

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

G. Responsibilities of Officers

1. Chairman of The Board

If a chairman of the board is elected, he or she shall preside at meetings of the board and shall exercise and perform such other powers and duties as the board may assign from time to time. If there is no president, the chairman of the board shall also be the chief executive officer and shall have the powers and duties of the president of the corporation prescribed by these bylaws.

2. President

Subject to such supervisory powers as the board may give to the chairman of the board, if any, and subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside, in the absence of the chairman of the board, or if there is none, at all board meetings. The president shall have such other powers and duties as the board or the bylaws may prescribe.

3. Vice Presidents

If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the board, or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

4. Secretary

a. Book of Minutes

The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at board and committee meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date.

b. Notices, Seal, and Other Duties

The secretary shall give, or cause to be given, notice of all meetings of members, of the board and of committees of the board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

5. Chief Financial Officer

a. Books of Account

The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

b. Deposit and Disbursement of Money and Valuables

The chief financial officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president, chairman of the board, if any, and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

c. Bond

If required by the board, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.

VII. INDEMNIFICATION AND INSURANCE

A. Right of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

B. Approval of Indemnity

On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification.

C. Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Sections VII(A) and (B) of these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

D. Insurance

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

VIII. RECORDS AND REPORTS

A. Maintenance of Corporate Records

The corporation shall keep:

- (1) Adequate and correct books and records of account; and,
- (2) Written minutes of the proceedings of its members (if there be any), board, and committees of the board.

B. Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

C. Annual Report

The board shall cause an annual report to be sent to the directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (2) The principal changes in assets and liabilities, including trust funds;
- (3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes;
- (4) The expenses or disbursements of the corporation for both general and restricted purposes;
- (5) Any other information as required by these bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors who request it in writing.

D. Annual Statement of Certain Transactions and Indemnifications

As part of the annual report, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each director a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation’s fiscal year:

(1) Any transaction (i) in which the corporation, its parent, or its subsidiary was a party, (ii) in which an “interested person” had a director or indirect material financial interest, and (iii) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an “interested person” is either of the following:

(a) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(b) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(2) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Sections VII (A) - (C) of these bylaws.

IX. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

X. AMENDMENTS

A. Amendment By Board

1. Membership Rights Limitation

If and when members have been admitted to the corporation, subject to the rights of those members, the board may adopt, amend, or repeal bylaws unless the action would materially and adversely affect the members’ rights as to voting or transfer. The board may not extend the term of a director beyond that for which the director was elected.

2. High Vote Requirement

If any provision of these bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of **SCV CONVENTION OF AA, INC.**, a California nonprofit public benefit corporation, that the above bylaws, consisting of 11 pages, are the bylaws of the corporation as adopted by the board of directors on _____, and that they have not been amended or modified since that date.

Executed on _____ at _____, California.

Secretary

Article 1. FIRST CORPORATE MEETING MINUTES

**WAIVER OF NOTICE AND CONSENT
TO THE HOLDING OF THE
FIRST MEETING OF THE DIRECTORS
OF
SCV CONVENTION OF AA, INC.**

The following directors of the corporation named above hereby waive notice and consent to the holding of the first meeting of the board of directors of the corporation on the day and at the place set forth as follows:

TIME: 10:00 a.m.

DATE: July 31, 2004

PLACE: Santa Clarita

Executed this day, _____

Ben Benedetti Director

Scott Donaldson Director

Annetta Yeager Director

Jody Tults Director

Bob Cranmer Director

**MINUTES OF THE FIRST MEETING OF
BOARD OF DIRECTORS OF
SCV CONVENTION OF AA, INC.**

A quorum of the directors named either by the Incorporator or listed in the Articles of Incorporation of the corporation named above, constituting the board of directors of this corporation, held their first meeting at the time, on the day and at the place set forth as follows:

TIME: 10:00 a.m.

DATE: July 31, 2004

PLACE: Santa Clarita

The following directors, constituting a quorum of the full board, were present at the meeting:

Ben Benedetti, Scott Donaldson, Annetta Yeager, Jody Tults and Bob Cranmer.

On the motion and by unanimous vote, the following persons were elected temporary chairman and secretary by the first meeting:

Temporary Chairman: Ben Benedetti

Temporary Secretary: Annetta Yeager

Article 1 WAIVER

The chairman announced that the meeting was held pursuant to written waiver of notice thereof and consent thereto signed by all of the directors of the corporation named as such by the Incorporator or in the Articles of Incorporation; such waiver and consent was presented to the meeting and on motion duly made, seconded, and unanimously carried was made a part of the records of the meeting.

ARTICLES FILED

The chairman stated that the original Articles of Incorporation of the corporation had been filed in the office of the California Secretary of State as follows:

Filing Date: July 12, 2004

Corporate No.: 2617718

The chairman presented to the meeting a certified copy of the Articles of Incorporation, showing filings as stated, and the secretary was directed to insert the copy in the book of minutes of the corporation.

Article I. PURPOSES, OBJECTIVES & BYLAWS

The matter of the adoption of Bylaws for the regulation of the corporation was next considered. The secretary presented to the meeting a form of bylaws, which was duly considered and discussed. The chairman noted that a statement of Purposes and Objectives of the corporation was desirable and necessary to guide the affairs of the corporation and that before the Bylaws were adopted that said Purposes and Objectives should be resolved and included therein. On motion duly made, seconded, and unanimously carried, the following resolutions were adopted:

WHEREAS, the directors of this corporation have not as yet adopted any Bylaws for the corporation; and

WHEREAS, the Purposes and Objectives should be enumerated in the Bylaws; and

WHEREAS, the best interest of this corporation will be served by the adoption of Bylaws;

THEREFORE, BE IT RESOLVED, that the Bylaws presented to this meeting and discussed are hereby adopted as the Bylaws of this corporation and that the Purposes and Objectives therein stated shall be the Purposes and Objectives of this corporation.

RESOLVED FURTHER, that the secretary of this corporation is authorized and directed to execute a certificate of the adoption of these Bylaws and to insert these Bylaws as so certified in the book of minutes of this corporation and to see that a copy of the Bylaws, similarly certified, is kept at the principal office for the transaction of business of this corporation.

ELECTION OF OFFICERS

The meeting proceeded to the election of a chairman, a president, a secretary, and a chief financial officer. The following were offices indicated before their names:

<u>Office</u>	<u>Name</u>
Chairman of the Board	Ben Benedetti
President	Scott Donelson
Chief Financial Officer	Jody Tults
Secretary	Annetta Yeager

Each officer so elected, being present, accepted his or her office, and thereafter the Chairman of the Board presided at the meeting as chairman, and the secretary acted as secretary of the meeting.

CORPORATE SEAL

The secretary presented for the approval of the meeting a proposed seal of the corporation, consisting of two concentric circles with the name of the corporation in one circle and the words and figures in the form as follows:

(Seal)

On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the corporate seal in the form, words, and figures presented to this meeting is hereby adopted as the seal of the corporation.

ACCOUNTING YEAR

The chairman suggested that the meeting consider the adoption of an accounting year. On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that this corporation adopt an accounting year as follows:

DATE ACCOUNTING YEAR BEGINS: January 1

DATE ACCOUNTING YEAR ENDS: December 31

PRINCIPAL OFFICE LOCATION

After some discussion, the location of the principal office of the corporation for the transaction of the business of the corporation was fixed pursuant to the following resolution unanimously adopted, on motion duly made and seconded:

RESOLVED, that the following County and City are hereby designated and fixed as the County and City in which the principal office for the transaction of the business of this corporation shall be located, until changed by subsequent resolution of this board.

COUNTY: Los Angeles

CITY: Santa Clarita

ESTABLISHMENT OF BANK ACCOUNT

The chairman suggested that the directors consider the proposal of establishing a bank account. On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that a corporate bank account shall be opened at Washington Mutual, 25882 McBean Parkway, Valencia, CA 91355

RESOLVED FURTHER, that all checks drawn on this bank account must be signed as directed in the established guidelines.

MEMBERSHIP CERTIFICATE

The secretary presented to the meeting a proposed form of membership certificate for use by the corporation. On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the form of membership certificate presented to this board is hereby approved and adopted as the membership certificate of this corporation.

As of Wednesday, May 04, 2016

The secretary was instructed to insert a copy of the certificate in the book of minutes immediately following the minutes of this meeting.

INCORPORATION EXPENSES

In order to provide for the payment of the expenses of incorporation and organization of the corporation, on motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that the president and chief financial officer of this corporation be, and they hereby are, authorized and directed to pay the expense of the incorporation and organization of this corporation.

AUTHORIZATION TO FILE WITH GOVERNMENTAL AGENCIES

1. Exemptions from Federal and State Taxes. The chairman explained that federal and state tax exemptions are available to certain nonprofit corporations. On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the president consult with legal counsel to ascertain the availability of exemptions from taxation under the federal and state tax codes and, if such are available, the president is authorized and directed to execute and file all necessary applications for exemptions from such tax with the appropriate state and federal tax authorities, and to pay necessary filing fees.

2. Statement by Domestic Nonprofit Corporation. The following resolution was moved, seconded, and unanimously carried:

RESOLVED, that the president is authorized and directed to execute and file with the office of the Secretary of State the Statement by Domestic Nonprofit Corporation, setting forth the names and addresses of the corporation, its officers, directors, and agent for service of process.

MISCELLANEOUS BUSINESS

The chairman asked if there was any other business to come before the meeting.

There was no additional business.

ADJOURMENT

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Ben Benedetti	Chairman
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Attest:

Annetta Yeager	Secretary
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