

Internal Revenue Service  
P. O. Box 2508  
Cincinnati, OH 45201

Department of the Treasury

**Date:** January 18, 2011

**Person to Contact:**

Sharon LeNard  
ID #0203196

BERKELEY PARTNERS FOR PARKS  
PO BOX 13673  
BERKELEY CA 94712-4673

**Toll Free Telephone Number:**  
877-829-5500

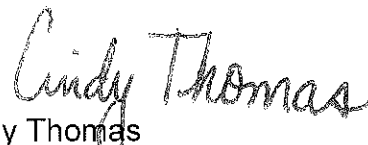
Dear Sir or Madam:

This is in response to your request of September 1, 2010, regarding copies for your organization.

Enclosed are the copies you requested.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,



Cindy Thomas  
Manager, Exempt Organizations  
Determinations

Form **8718**  
(Rev. October 1990)  
Department of the Treasury  
Internal Revenue Service

**User Fee for Exempt Organization  
Determination Letter Request**  
▶ Attach this form to determination letter application.  
(Form 8718 is NOT a determination letter application)

For IRS Use Only  
Control number  
Amount paid **375.00**  
User fee screener **IC**

1 Name of organization  
**Berkeley Partners for Parks**

2 Type of request (check only one box and include a check or money order made payable to Internal Revenue Service for the amount of the indicated fee):

- ☒ Initial request for an exempt organization determination letter (do NOT use for a pension plan determination letter) by an organization whose annual gross receipts have not exceeded (or are not expected to exceed) \$10,000, averaged over the preceding four taxable years, or new organizations which anticipate annual gross receipts averaging not more than \$10,000 during their first four years. If you check this box, you must complete the income certification below. **\$ 150**
- Certification**  
**LOS ANGELES DISTRICT  
EP/EO DIVISION - USER FEE**
- I hereby certify that the annual gross receipts of **Berkeley Partners for Parks** have not exceeded (or are not expected to exceed) \$10,000, averaged over the preceding four (or the first four) years of operation.  
(enter name of organization)
- Signature ▶ **Bill Lipsky** Title **PRESIDENT**
- ☒ Initial request for an exempt organization determination letter (do NOT use for a pension plan determination letter) by an organization whose annual gross receipts have exceeded (or are expected to exceed) \$10,000, averaged over the preceding four taxable years, or a new organization which anticipates annual gross receipts averaging more than \$10,000 during their first four years. **\$ 375**
- ☐ Private foundation which has completed a section 507 termination and which seeks a determination letter that it is now a public charity. **\$ 200**
- ☐ Group exemption letters. **\$ 500**

**Instructions**

The Omnibus Budget Reconciliation Act of 1990 requires payment of a user fee for determination letter requests submitted to the Internal Revenue Service. The fee must accompany each request submitted to a key district office.

The fee for each type of request for an exempt organization determination letter is listed in item 2 of this form. Check the block that describes the type of request you are submitting, and attach this form to the front of your request form along with a check or money order for the amount indicated. Make the check or money order payable to the Internal Revenue Service.

Determination letter requests received with no payment or with an insufficient payment will be returned to the applicant for submission of the proper fee. To avoid delays in receiving a determination letter,

be sure that your application is sent to the applicable address shown below. These addresses supersede the addresses listed in Publication 557 and all application forms.

If entity is in this IRS District	Send fee and request for determination letter to this address	
Albany, Augusta, Boston, Brooklyn, Buffalo, Burlington, Hartford, Manhattan, Portsmouth, Providence	Internal Revenue Service EP/EO Division P. O. Box 1680, GPO Brooklyn, NY 11202	Albuquerque, Austin, Cheyenne, Dallas, Denver, Houston, Oklahoma City, Phoenix, Salt Lake City, Wichita
Baltimore, District of Columbia, Pittsburgh, Richmond, Newark, Philadelphia, Wilmington, any U.S. possession or foreign country	Internal Revenue Service EP/EO Division P. O. Box 17010 Baltimore, MD 21203	Internal Revenue Service EP/EO Division Mail Code 4950 DAL 1100 Commerce Street Dallas, TX 75242
Cincinnati, Cleveland, Detroit, Indianapolis, Louisville, Parkersburg	Internal Revenue Service EP/EO Division P. O. Box 3159 Cincinnati, OH 45201	Atlanta, Birmingham, Columbia, Ft. Lauderdale, Greensboro, Jackson, Jacksonville, Little Rock, Nashville, New Orleans
		Internal Revenue Service EP/EO Division P.O. Box 941 Atlanta, GA 30370
		Anchorage, Boise, Las Vegas, Los Angeles, Honolulu, Portland, Laguna Niguel, San Jose, Seattle
		Internal Revenue Service EO Application Receiving Room 5127, P. O. Box 486 Los Angeles, CA 90053-0486
		Sacramento, San Francisco
		Internal Revenue Service EO Application Receiving Stop SF 4446 P. O. Box 36001 San Francisco, CA 94102
		Aberdeen, Chicago, Des Moines, Fargo, Helena, Milwaukee, Omaha, St. Louis, St. Paul, Springfield
		Internal Revenue Service EP/EO Division 230 S. Dearborn DPN 20-5 Chicago, IL 60604

Attach Check or Money Order Here

Form **872-C**

(Revised 9-90)

Department of the Treasury  
Internal Revenue Service**Consent Fixing Period of Limitation Upon  
Assessment of Tax Under Section 4940 of the  
Internal Revenue Code**

(See instructions on reverse side.)

OMB No. 1545-0056

To be used with Form  
1023. Submit in  
duplicate.

Under section 6501(c)(4) of the Internal Revenue Code, and as part of a request filed with Form 1023 that the organization named below be treated as a publicly supported organization under section 170(b)(1)(A)(vi) or section 509(a)(2) during an advance ruling period,

Berkeley Partners for Parks

(Exact legal name of organization as shown in organizing document)

1958 University Ave., Berkeley, CA 94704

(Number, street, city or town, state, and ZIP code)

} and the District Director of  
Internal Revenue, or  
Assistant Commissioner  
(Employee Plans and  
Exempt Organizations)

Consent and agree that the period for assessing tax (imposed under section 4940 of the Code) for any of the 5 tax years in the advance ruling period will extend 8 years, 4 months, and 15 days beyond the end of the first tax year.

However, if a notice of deficiency in tax for any of these years is sent to the organization before the period expires, the time for making an assessment will be further extended by the number of days the assessment is prohibited, plus 60 days.

Ending date of first tax year December 31, 1994  
(Month, day, and year)

Name of organization (as shown in organizing document)

Berkeley Partners for Parks

Date

6/29/95

Officer or trustee having authority to sign

Signature ▶ Bill Lipsky PRESIDENT

For IRS use only

District Director or Assistant Commissioner (Employee Plans and Exempt Organizations)

Date

8-14-95

By ▶

Acting Mayor

For Paperwork Reduction Act Notice, see page 1 of the Form 1023 Instructions.

# BERKELEY PARTNERS FOR PARKS

will no longer treat you as a publicly supported organization, grantors and contributors may not rely on this determination after the date we publish the notice. In addition, if you lose your status as a publicly supported organization, and a grantor or contributor was responsible for, or was aware of, the act or failure to act, that resulted in your loss of such status, that person may not rely on this determination from the date of the act or failure to act. Also, if a grantor or contributor learned that we had given notice that you would be removed from classification as a publicly supported organization, then that person may not rely on this determination as of the date he or she acquired such knowledge.

If you change your sources of support, your purposes, character, or method of operation, please let us know so we can consider the effect of the change on your exempt status and foundation status. If you amend your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, let us know all changes in your name or address.

As of January 1, 1984, you are liable for social security taxes under the Federal Insurance Contributions Act on amounts of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the private foundation excise taxes under Chapter 42 of the Internal Revenue Code. However, you are not automatically exempt from other federal excise taxes. If you have any questions about excise, employment, or other federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Internal Revenue Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Donors may deduct contributions to you only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circumstances. Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, gives guidelines regarding when taxpayers may deduct payments for admission to, or other participation in, fundraising activities for charity.

You are not required to file Form 990, Return of Organization Exempt From Income Tax, if your gross receipts each year are normally \$25,000 or less. If you receive a Form 990 package in the mail, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

If you are required to file a return you must file it by the 15th day of the fifth month after the end of your annual accounting period. We charge a penalty of \$10 a day when a return is filed late, unless there is reasonable

BERKELEY PARTNERS FOR PARKS

cause for the delay. However, the maximum penalty we charge cannot exceed \$5,000 or 5 percent of your gross receipts for the year, whichever is less. We may also charge this penalty if a return is not complete. So, please be sure your return is complete before you file it.

You are not required to file federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, we will assign a number to you and advise you of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

This determination is based on evidence that your funds are dedicated to the purposes listed in section 501(c)(3) of the Code. To assure your continued exemption, you should keep records to show that funds are spent only for those purposes. If you distribute funds to other organizations, your records should show whether they are exempt under section 501(c)(3). In cases where the recipient organization is not exempt under section 501(c)(3), you must have evidence that the funds will remain dedicated to the required purposes and that the recipient will use the funds for those purposes.

If we said in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help us resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



Richard R. Orosco  
District Director

**Application for Recognition of Exemption  
Under Section 501(c)(3) of the Internal Revenue Code**

OMB No. 1545-0056

If exempt status is approved, this application will be open for public inspection.

Read the instructions for each Part carefully.

**A User Fee must be attached to this application.**

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.

**Part I Identification of Applicant**

<b>1a</b> Full name of organization (as shown in organizing document)		<b>2</b> Employer identification number (If none, see instructions.)
Berkeley Partners for Parks		None
<b>1b</b> c/o Name (if applicable)	<b>3</b> Name and telephone number of person to be contacted if additional information is needed	
c/o Jack Hoyt	K. Louise Francis	
<b>1c</b> Address (number, street, and room or suite no.)	<b>4</b> Month the annual accounting period ends	
1958 University Avenue	December	
<b>1d</b> City or town, state, and ZIP code	<b>5</b> Date incorporated or formed	
Berkeley, CA 94704	March 22, 1994	
<b>6</b> Activity codes (See instructions.)		<b>7</b> Check here if applying under section:
297 379 404		a <input type="checkbox"/> 501(e) b <input type="checkbox"/> 501(f) c <input type="checkbox"/> 501(k)
<b>8</b> Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? If "Yes," attach an explanation. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>9</b> Has the organization filed Federal income tax returns or exempt organization information returns? If "Yes," state the form numbers, years filed, and Internal Revenue office where filed. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

**10 Check the box for your type of organization. BE SURE TO ATTACH A COMPLETE COPY OF THE CORRESPONDING DOCUMENTS TO THE APPLICATION BEFORE MAILING.**

- a ☒ **Corporation**— Attach a copy of your Articles of Incorporation, (including amendments and restatements) showing approval by the appropriate State official, also include a copy of your bylaws.
- b ☐ **Trust**— Attach a copy of your Trust Indenture or Agreement, including all appropriate signatures and dates.
- c ☐ **Association**— Attach a copy of your Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of your bylaws.

If you are a corporation or an unincorporated association that has not yet adopted bylaws, check here ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here

*Bill Lipsky*  
(Signature)

*PRESIDENT*  
(Title or authority of signer)

*6/29/95*  
(Date)

For Paperwork Reduction Act Notice, see page 1 of the instructions.

Complete the Procedural Checklist (page 7 of the instructions) prior to filing.

**Part II** Activities and Operational Information

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in your organizational document. Describe each activity separately in the order of importance. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

See Rider to Part II, Item 1

- 2 What are or will be the organization's sources of financial support? List in order of size.

Fund Raising Activities

Donations

Membership Dues

Periodic Grants from Public or Private Funds (as available)

- 3 Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.

See Rider to Part II, Item 3

**Part II** Activities and Operational Information (Continued)**4** Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.

b Annual Compensation

See Rider to Part II, Item 4.a

c Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? ☐ Yes ☒ No  
If "Yes," name those persons and explain the basis of their selection or appointment.

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See the specific instructions for line 4d.) ☐ Yes ☒ No  
If "Yes," explain.

5 Does the organization control or is it controlled by any other organization? ☐ Yes ☒ No  
Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors? ☐ Yes ☒ No  
If either of these questions is answered "Yes," explain.

6 Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than 501(c)(3) organizations): (a) grants; (b) purchases or sales of assets; (c) rental of facilities or equipment; (d) loans or loan guarantees; (e) reimbursement arrangements; (f) performance of services, membership, or fundraising solicitations; or (g) sharing of facilities, equipment, mailing lists or other assets, or paid employees? ☒ Yes ☐ No  
If "Yes," explain fully and identify the other organizations involved.

See Rider to Part II, Item 6

7 Is the organization financially accountable to any other organization? ☐ Yes ☒ No  
If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.



**Part II** Activities and Operational Information (Continued)

- 8 What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If "None," indicate "N/A."

None

- 9a Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement? ☐ Yes ☒ No
- b Is the organization a party to any leases? ☐ Yes ☒ No
- If either of these questions is answered "Yes," attach a copy of the contracts and explain the relationship between the applicant and the other parties.

- 10 Is the organization a membership organization? ☒ Yes ☐ No
- If "Yes," complete the following: See Rider to Part II, Item 10

a Describe the organization's membership requirements, and attach a schedule of membership fees and dues.

b Describe your present and proposed efforts to attract members, and attach a copy of any descriptive literature or promotional material used for this purpose.

c What benefits do (or will) your members receive in exchange for their payment of dues?

- 11a If the organization provides benefits, services or products, are the recipients required, or will they be required, to pay for them? ☐ N/A ☐ Yes ☒ No
- If "Yes," explain how the charges are determined, and attach a copy of your current fee schedule.

- b Does or will the organization limit its benefits, services or products to specific individuals or classes of individuals? ☐ N/A ☐ Yes ☒ No
- If "Yes," explain how the recipients or beneficiaries are or will be selected.

- 12 Does or will the organization attempt to influence legislation? ☐ Yes ☒ No
- If "Yes," explain. Also, give an estimate of the percentage of the organization's time and funds which it devotes or plans to devote to this activity.

- 13 Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements? ☐ Yes ☒ No
- If "Yes," explain fully.

**Part III** Technical Requirements

- 1 Are you filing Form 1023 within 15 months from the end of the month in which you were created or formed? ☒ Yes ☐ No  
If you answer "Yes," do not answer questions 2 through 6.
- 2 If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 7.  
Exceptions—You are not required to file an exemption application within 15 months if the organization:
- ☐ (a) is a church, interchurch organization, local unit of a church, a convention or association of churches, or an integrated auxiliary of a church;
- ☒ (b) is not a private foundation and normally has gross receipts of not more than \$5,000 in each tax year; or,
- ☐ (c) is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.
- 3 If you do not meet any of the exceptions in question 2, do you wish to request relief from the 15-month filing requirement? ☐ Yes ☐ No
- 4 If you answer "Yes" to question 3, please give your reasons for not filing this application within 15 months from the end of the month in which your organization was created or formed. (See the instructions before completing this item.)

- 5 If you answer "No" to both questions 1 and 3 and do not meet any of the exceptions in question 2, your qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed with your key District Director. Therefore, do you want us to consider your application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date you were formed? ☐ Yes ☐ No

- 6 If you answer "Yes" to question 5 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date you were formed and ending with the date your Form 1023 application was received (the effective date of your section 501(c)(3) status), check here ☐ and attach a completed page 1 of Form 1024 to this application.

**Part III** Technical Requirements (Continued)

7 Is the organization a private foundation?

☐ Yes (Answer question 8.)☒ No (Answer question 9 and proceed as instructed.)

8 If you answer "Yes" to question 7, do you claim to be a private operating foundation?

☐ Yes (Complete Schedule E)☐ No

After answering this question, go to Part IV.

9 If you answer "No" to question 7, indicate the public charity classification you are requesting by checking the box below that most appropriately applies:

**THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:**(a) ☐ As a church or a convention or association of churches  
(CHURCHES MUST COMPLETE SCHEDULE A).Sections 509(a)(1)  
and 170(b)(1)(A)(i)(b) ☐ As a school (MUST COMPLETE SCHEDULE B).Sections 509(a)(1)  
and 170(b)(1)(A)(ii)(c) ☐ As a hospital or a cooperative hospital service organization, or a  
medical research organization operated in conjunction with a hospital  
(MUST COMPLETE SCHEDULE C).Sections 509(a)(1)  
and 170(b)(1)(A)(iii)(d) ☐ As a governmental unit described in section 170(c)(1).Sections 509(a)(1)  
and 170(b)(1)(A)(v)(e) ☐ As being operated solely for the benefit of, or in connection with, one  
or more of the organizations described in (a) through (d), (g), (h), or (i)  
(MUST COMPLETE SCHEDULE D).

Section 509(a)(3)

(f) ☐ As being organized and operated exclusively for testing for public  
safety.

Section 509(a)(4)

(g) ☐ As being operated for the benefit of a college or university that is  
owned or operated by a governmental unit.Sections 509(a)(1)  
and 170(b)(1)(A)(iv)(h) ☐ As receiving a substantial part of its support in the form of  
contributions from publicly supported organizations, from a  
governmental unit, or from the general public.Sections 509(a)(1)  
and 170(b)(1)(A)(vi)(i) ☐ As normally receiving not more than one-third of its support from  
gross investment income and more than one-third of its support from  
contributions, membership fees, and gross receipts from activities  
related to its exempt functions (subject to certain exceptions).

Section 509(a)(2)

(j) ☒ We are a publicly supported organization but are not sure whether we  
meet the public support test of block (h) or block (i). We would like the  
Internal Revenue Service to decide the proper classification.Sections 509(a)(1)  
and 170(b)(1)(A)(vi)  
or  
Section 509(a)(2)

If you checked one of the boxes (a) through (f) in question 9, go to question 14.

If you checked box (g) in question 9, go to questions 11 and 12.

If you checked box (h), (i), or (j), go to question 10.

Form 1023 (Rev. 9-90)

**Part III** Technical Requirements (Continued)

- 10 If you checked box (h), (i), or (j) in question 9, have you completed a tax year of at least 8 months?

- ☐ Yes—Indicate whether you are requesting:
- ☐ A definitive ruling (Answer questions 11 through 14.)
- ☒ An advance ruling (Answer questions 11 and 14 and attach 2 Forms 872-C completed and signed.)
- ☐ No—You must request an advance ruling by completing and signing 2 Forms 872-C and attaching them to your application.

- 11 If the organization received any unusual grants during any of the tax years shown in Part IV-A, attach a list for each year showing the name of the contributor; the date and the amount of the grant; and a brief description of the nature of the grant.

The organization has not received any unusual grants.

- 12 If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (vi), check here ☐ and:

- a Enter 2% of line 8, column (e) of Part IV-A \_\_\_\_\_
- b Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts, grants, contributions, etc., were more than the amount you entered on line 12a above.

- 13 If you are requesting a definitive ruling under section 509(a)(2), check here ☐ and:
- a For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received from each "disqualified person."

- b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a "disqualified person") whose payments to the organization were more than \$5,000. For this purpose, "payer" includes, but is not limited to, any organization described in section 170(b)(1)(A)(i) through (vi) and any governmental agency or bureau.

- 14 Indicate if your organization is one of the following. If so, complete the required schedule. (Submit only those schedules that apply to your organization. Do not submit blank schedules.)

Is the organization a church?

Is the organization, or any part of it, a school?

Is the organization, or any part of it, a hospital or medical research organization?

Is the organization a section 509(a)(3) supporting organization?

Is the organization an operating foundation?

Is the organization, or any part of it, a home for the aged or handicapped?

Is the organization, or any part of it, a child care organization?

Does the organization provide or administer any scholarship benefits, student aid, etc.?

Has the organization taken over, or will it take over, the facilities of a "for profit" institution?

Yes	No	If "Yes," complete Schedule:
	X	A
	X	B
	X	C
	X	D
	X	E
	X	F
	X	G
	X	H
	X	I

**Part IV Financial Data**

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

**A.—Statement of Revenue and Expenses**

	Current tax year	3 prior tax years or proposed budget for 2 years			(e) TOTAL	
		(a) From 1-1-95 to 4-30-95	(b) 19 94..	(c) 19 .....	(d) 19 .....	
<b>Revenue</b>						
1 Gifts, grants, and contributions received (not including unusual grants—see instructions) . . .	75.00	3071.00				
2 Membership fees received . . .	250.00	225.00				
3 Gross investment income (see instructions for definition) . . .						
4 Net income from organization's unrelated business activities not included on line 3 . . . . .						
5 Tax revenues levied for and either paid to or spent on behalf of the organization . . . . .						
6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge) . . . . .						
7 Other income (not including gain or loss from sale of capital assets) (attach schedule) . . .	325.00	3296.00				
8 Total (add lines 1 through 7) . . .						
9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513 . . . . .	0.00	0.00				
10 Total (add lines 8 and 9) . . . . .	325.00	3296.00				
11 Gain or loss from sale of capital assets (attach schedule) . . .	0.00	0.00				
12 Unusual grants . . . . .	0.00	0.00				
13 Total revenue (add lines 10 through 12) . . . . .	325.00	3296.00				
<b>Expenses</b>						
14 Fundraising expenses . . . . .	199.63	600.00				
15 Contributions, gifts, grants, and similar amounts paid (attach schedule) . .						
16 Disbursements to or for benefit of members (attach schedule) . .						
17 Compensation of officers, directors, and trustees (attach schedule) . . . . .						
18 Other salaries and wages . . . .						
19 Interest . . . . .						
20 Occupancy (rent, utilities, etc.) .						
21 Depreciation and depletion . . .	116.00	1460.72				
22 Other (attach schedule) . . . .						
23 Total expenses (add lines 14 through 22) . . . . .	315.63	2060.72				
24 Excess of revenue over expenses (line 13 minus line 23) . . . . .	9.37	1235.28				

**Part IV** Financial Data (Continued)

B.—Balance Sheet (at the end of the period shown)		Current tax year Date 4-30-95...
<b>Assets</b>		
1	Cash . . . . .	703.28
2	Accounts receivable, net . . . . .	0.00
3	Inventories . . . . .	0.00
4	Bonds and notes receivable (attach schedule) . . . . .	0.00
5	Corporate stocks (attach schedule) . . . . .	0.00
6	Mortgage loans (attach schedule) . . . . .	0.00
7	Other investments (attach schedule) . . . . .	0.00
8	Depreciable and depletable assets (attach schedule) . . . . .	0.00
9	Land . . . . .	0.00
10	Other assets (attach schedule) . . . . .	0.00
11	<b>Total assets</b> (add lines 1 through 10) . . . . .	703.28
<b>Liabilities</b>		
12	Accounts payable . . . . .	0.00
13	Contributions, gifts, grants, etc., payable . . . . .	0.00
14	Mortgages and notes payable (attach schedule) . . . . .	0.00
15	Other liabilities (attach schedule) . . . . .	0.00
16	<b>Total liabilities</b> (add lines 12 through 15) . . . . .	0.00
<b>Fund Balances or Net Assets</b>		
17	<b>Total fund balances or net assets</b> . . . . .	541.37
18	<b>Total liabilities and fund balances or net assets</b> (add line 16 and line 17) . . . . .	541.37
If there has been any substantial change in any aspect of your financial activities since the end of the period shown above, check the box and attach a detailed explanation <input type="checkbox"/>		

**RIDER TO FORM 1023, PART II ITEM 1**

**Berkeley Partners for Parks  
1958 University Ave.  
Berkeley, CA 94704**

Berkeley Partners for Parks currently engages in the following activities to accomplish its specific purposes:

- **Meetings:** Members meet at least once every month to discuss developments affecting the parks of the City of Berkeley, the status of specific projects, outreach efforts to get more Adopt-a-Park groups organized, the status of City funding for parks, and items being addressed by the City's Parks and Recreation Commission that affect parks.

Board members and other members of Berkeley Partners for Parks also attend meetings of the Parks and Recreation Commission and meetings initiated by City staff to provide community input regarding maintenance and improvement of the City's parks.

The monthly meetings are held the third Thursday of each month. These meetings have been held every month since the corporation was established.

- **Workshops:** The corporation intends to put on at least two workshops a year. The two workshops that the corporation intends to hold in 1995 are as follows:

**Applying For a Mini-Grant to Fund Small Projects in Your Park:** The City of Berkeley is dispensing funds to enable Adopt-a-Park groups to execute projects of their choice in their parks. This workshop will educate the attendees in how to register as an Adopt-a-Park group, how to decide what park improvements will not occur through normal City maintenance or currently planned improvements and therefore are appropriate for a mini-grant, how to apply for a mini-grant, and how to organize work parties to provide community input into the project. This workshop will be held in the summer of 1995. It will be held at one of the meeting halls in a city Park (which hall, depends on availability). It will be organized by members of Berkeley Partners for Parks, led by Jack Hoyt. Certain city employees and certain Parks and Recreation Commissioners will be invited to speak. Persons who have sought funds from the City for any Berkeley park will be invited.

**RIDER TO FORM 1023, PART II ITEM 1**

**Berkeley Partners for Parks  
1958 University Ave.  
Berkeley, CA 94704**

**Getting It Done: How Park Volunteers Can Navigate the City Bureaucracy to Get Work Done in Their Parks:** The City of Berkeley is currently restructuring responsibility for Parks. Once this restructuring is complete, this workshop is intended to inform Park Volunteers about what departments in the City are now responsible for Park maintenance (gardening, bathroom cleaning, play equipment repairs, etc.) and to provide concrete tips on how to reach the right person, at the right time, in the right manner, to make sure that the park in question is maintained properly and promptly gets the improvements which have been budgeted for it. This workshop will be held in the fall of 1995. It will be held at one of the meeting halls in a city Park (which hall, depends on availability). It will be organized by members of Berkeley Partners for Parks, led by Bill Lipsky. Certain city employees and certain Parks and Recreation Commissioners will be invited to speak.

The Corporation plans for one of its 1996 workshops to discuss how to raise funds for park improvements.

- **Open Park Weekend:** The Corporation intends to organize and sponsor a weekend celebration of Berkeley's Parks and open spaces in the fall of 1995. The intent is to increase citizen awareness of Park facilities and demonstrate how citizen volunteer groups have improved the Parks, in an attempt to increase volunteer participation.
- **Newsletter:** The Corporation hopes to begin sending out a newsletter to people interested in the City's parks that will educate people about the park facilities available in Berkeley, developments in the Parks, developments in the City Planning process that affects parks, staffing changes in the Parks and Recreation Commission and City staff, dates of events in the City's parks and meetings where issues affecting parks will be discussed, and Berkeley Partners for Parks meetings and workshops.



**RIDER TO FORM 1023, PART II ITEM 1**

**Berkeley Partners for Parks  
1958 University Ave.  
Berkeley, CA 94704**

- **Adopt-a-Park Donations:** The Corporation receives donations earmarked for projects sponsored by specific Adopt-a-Park groups and administers those funds to pay for project expenses.

RIDER TO FORM 1023, PART II, ITEM 3

Berkeley Partners for Parks  
1958 University Ave.  
Berkeley, CA 94704

Currently the Corporation's only fund raising effort in addition to collecting membership fees has been to seek donations. It has solicited donations from Adopt-a-Park groups in the City of Berkeley and from private citizens interested in supporting Berkeley's parks. It has not sent out any fund-raising solicitations to date; its solicitation of donations has been verbal only.

The Corporation plans to engage in other fund raising activities such as selling T-shirts (celebrating the First Open Park Weekend), holding rummage/bake/gardening sales, and having fund-raising park fairs. However, it has not yet engaged in any such activities. All fundraising efforts will be staffed with volunteers.

RIDER TO FORM 1023, PART II, ITEM 4 a & b

Berkeley Partners for Parks  
1958 University Ave.  
Berkeley, CA 94704

a)	<u>Name and Address</u>	<u>Compensation</u>
	Bill Roberts, Director and CEO 1516 Leroy Avenue Berkeley, CA 94708	0
	Bill Lipsky, Director and President 1440 Milvia Street Berkeley, CA 94709	0
	Jack Hoyt, Director and Vice President 1834 Delaware Street Berkeley, CA 94703	0
	Gail Keleman, Director and Treasurer 1727 Sonoma Avenue Berkeley, CA 94707	0
	Nancy Carleton, Director 3044-B Halcyon Court Berkeley, CA 94705	0

RIDER TO FORM 1023, PART II ITEM 6

Berkeley Partners for Parks  
1958 University Ave.  
Berkeley, CA 94704

The City of Berkeley is proposing to implement a one-time "Mini-grant Program." This program will award grants of no more than \$5,000.00 each to assist park volunteers in completing park improvement projects. The mini-grants will be awarded three times over a two year period. A Mini-grant Review Committee will review the applications and make recommendations as to which projects should be awarded the available mini-grant funds. The Review Committee will then submit its recommendations to the City Manager, who will have final approval to authorize the disbursement of funds. The City has asked two members of Partners for Parks to serve on the Review Committee, along with two Parks and Recreation Commissioners, and three members of the City's staff.

RIDER TO FORM 1023, PART II, ITEM 10 a b & c

Berkeley Partners for Parks  
1958 University Ave.  
Berkeley, CA 94704

a) Member requirements are as follows:

- Each member must belong to a Berkeley Adopt-a-Park group. Adopt-a-Park is a voluntary program in the City of Berkeley where citizens can register as an Adopt-a-Park group for a neighborhood park.
- Membership in Berkeley Partners for Parks is limited to one person from any single Adopt-a-Park group.
- Each member must present proof that the his or her Adopt-a-Park group has authorized the member applicant to be that group's representative to Berkeley Partner for Parks.
- The member must commit to attending at least five (5) meetings each calendar year of membership.

Schedule of Fees and Dues:

- Each member must pay a \$25.00 initial membership fee and \$25.00 annual dues thereafter.

b) Efforts to Attract Members

The Corporation currently has 10 members and attracts members by word-of-mouth in the community. The Corporation has contacted individuals who attend the meetings of the City of Berkeley's Parks and Recreation Commission and speak on behalf of parks who are not already represented by the current members of Berkeley Partners for Parks. The Corporation invites these individuals to attend the monthly meeting of the Corporation and to join. In addition, the staff of the City's departments that work with park groups refer persons who have registered Adopt-a-Park groups or are otherwise active in the parks.

The only descriptive material given to potential members is the Corporation's detailed Statement of Purpose (a copy of which is attached). The Corporation has no other descriptive or promotional material at this time. A newsletter is planned that would be sent to all known park volunteers that would include a description similar to that in the Statement of Purpose.

RIDER TO FORM 1023, PART II, ITEM 10 a b & c

Berkeley Partners for Parks  
1958 University Ave.  
Berkeley, CA 94704

- c) The benefits members receive in exchange for payment of dues are refreshments at meetings and free copies of any literature the organization generates. For example, when the newsletter is operation, members will get a free copy of the newsletter.

ATTACHMENT TO RIDER TO FORM 1023, PART II, ITEM 10

Berkeley Partners for Parks  
1958 University Ave.  
Berkeley, CA 94704

The specific purpose for which this corporation is organized is to encourage community groups to participate in the Adopt-a-Park program of the City of Berkeley (the City) and provide assistance to Adopt-a-Park Groups\* to support the City's Parks.\*\* In order to support Adopt-a-Park Groups and Parks, BERKELEY PARTNERS FOR PARKS intends to:

1. Engage in outreach, education and informational activities to involve the community at large in supporting the City's Parks;
2. Serve as a referral center drawing on the collaborative resources of the City and other public agencies to promote awareness of parks and nurture interest in maintenance and improvement of Berkeley's Parks;
3. Work cooperatively with the City, county, state and federal governments, public agencies, Adopt-a-Park Groups, community land trusts, and neighborhood volunteers for the purpose of maintaining, improving and creating Parks;
4. Find creative solutions to the many problems facing our Parks and, where there are limited public funds available, implement fresh ideas by involving citizens, business and professional groups, and philanthropic foundations in partnership with public agencies, including the City;
5. Encourage the neighbors and surrounding businesses of specific Parks to carry out projects for improvement and/or creation of these Parks, in cooperation with appropriate City agencies and following appropriate channels;
6. Serve as a fiscal agent for those groups involved in BERKELEY PARTNERS FOR PARKS that are seeking to raise funds for the sake of improving and/or creating Parks;
7. Raise funds, receive donations and bequests, and apply for grants to support the goals of BERKELEY PARTNERS FOR PARKS listed herein.
8. Allocate funds as available through grants or other means to projects related to the goals of Berkeley Partners for Parks.
9. Administer land trusts or similar entities as received, in accordance with the goals of Berkeley Partners for Parks.

9.15-  
ATTACHMENT TO RIDER TO FORM 1023, PART II, ITEM 10

Berkeley Partners for Parks  
1958 University Ave.  
Berkeley, CA 94704

\* Adopt-a-Park groups, as used herein, means any group that has applied for Adopt-a-Park status with the City of Berkeley.

\*\* Park or Parks as used herein means a park, a portion of a park, a playground, a community garden, a path, a ballfield, a traffic barrier, public space, open space, or other publicly owned and maintained amenity.



**Schedule**

**Form 1023, Part IV, Financial Data, Line Item 22**

**Berkeley Partners for Parks  
1958 University Ave.  
Berkeley, CA 94704**

**Other Expenses 1994**

Fee for Incorporation	\$900.00
Bank Charges	\$ 95.72
Cost of Materials For Live Oak Park Project (Fireplace Doors)	\$400.00
Miscellaneous	\$ 65.00

# State of California

OFFICE OF THE SECRETARY OF STATE

1884392

I, **TONY MILLER**, Acting Secretary of State of the State of California, hereby certify:

*That the annexed transcript has been compared with the record of file in this office, of which it purports to be a copy, and that same is full, true and correct.*



IN WITNESS WHEREOF,  
I execute this certificate and  
affix the Great Seal of the  
State of California MAR 22 1994

*Tony Miller*  
Acting Secretary of State

1884392

ENDORSED  
FILED

In the office of the Secretary of State  
of the State of California

ARTICLES OF INCORPORATION

MAR 18 1994

OF

BERKELEY PARTNERS FOR PARKS

TONY MILLER  
Acting Secretary of State

FIRST: The name of this corporation is Berkeley Partners for Parks.

SECOND: 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.

The purposes for which this corporation is formed are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and Section 23701d of the California Revenue & Taxation Code, as amended. The specific purposes for which this corporation is formed are: To develop and cultivate wider community interest in the Parks (used herein to mean a park, a portion of a park, a playground, a community garden, a path, a ball field, a traffic barrier, public space, open space, or other public- or owned and maintained amenity) within the City of Berkeley by encouraging community groups to adopt Parks, by engaging in outreach, education and informational activities to involve the community at large in supporting the City's Parks; and by assisting Adopt-a-Park groups in accomplishing Park improvement projects.

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 Code (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 Code (or corresponding provision of any future United States Internal Revenue Law).

THIRD: The corporation's initial agent for service of process is Jack Hoyt, 1958 University Avenue, Berkeley, California, 94704.

FOURTH: The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, by Section 501(c)(3) of the Code, and Section 23701d of the California Revenue and Taxation Code, as amended. Upon the winding up and dissolution of this corporation, the assets remaining after payment, or provision for payment, of the debts and liabilities of the corporation shall be distributed in a manner which furthers the purposes of the corporation to one or more nonprofit funds, foundations or corporations which are organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is qualified for exemption from taxation under Section 23701d of the California Revenue and Taxation Code.

FIFTH: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers or to any other private

persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except to the extent provided in Section 501(h) of the Code, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Executed at Berkeley, California, this 12 day of

MARCH, 1994.

  
\_\_\_\_\_  
Jack Hoyt, Sole Incorporator

BYLAWS  
OF  
BERKELEY PARTNERS FOR PARKS

PRINCIPAL OFFICE

1. The principal executive office of the corporation shall be located at 1958 University Avenue, Berkeley, California 94704. Location of the principal executive office may be changed by the Board of Directors of the corporation (the "Board"), and additional offices may be established and maintained at such other place or places within California as the Board may from time to time designate.

MEMBERS

2. Determination and Rights of Members: The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

3. Qualifications of Members: The qualifications for membership in this corporation are as follows:

(a) That the applicant be a member of an Adopt-a-Park group that has joined the Adopt-a-Park program of the City of Berkeley, that the applicant's Adopt-a-Park group have at least five active participants, and that the applicant's Adopt-a-Park group has authorized that person to represent the group as a member of BERKELEY PARTNERS FOR PARKS. No Adopt-a-Park group may have more than one representative be a member of BERKELEY PARTNERS FOR PARKS at any one time; and,

(b) That the applicant commit to attending at least five (5) meetings each calendar year of his or her membership.

4. Admission of Members: Applicants shall be admitted to membership upon payment of the application fee and upon making a written application with the corporation that demonstrates that the applicant is a member of a non-profit Adopt-a-Park group that has joined the Adopt-a-Park program of the City of Berkeley, that the applicant's Adopt-a-Park group has at least five active participants, that the applicant's Adopt-a-

Park group has authorized the applicant to represent the group as a member of BERKELEY PARTNERS FOR PARKS; and that the applicant is willing to commit to attending at least five (5) meetings each calendar year of membership. The following fee shall be charged for making application for membership in the corporation: Twenty five dollars (\$25.00). However, no application fee shall be charged for an application to substitute one representative of an Adopt-A-Park group for another representative of the same Adopt-A-Park group.

5. Fees, Dues and Assessments: The annual dues payable to the corporation by members shall be twenty-five dollars (\$25.00). No annual dues will be charged for the calendar year in which an Adopt-A-Park group first becomes a member.

6. Number of Members: There is no limit on the number of members the corporation may admit. However, each Adopt-a-Park group may only have one member at any one time.

7. Membership Book: The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours. The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

8. Nonliability of Members: A member of this corporation is not, as such, personally liable for the debts, liability or obligations of the corporation.

9. Nontransferability of Memberships: No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

10. Termination of Membership:

(a) Grounds for Termination. The membership of member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her written notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Upon a determination of the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

(3) Upon a determination by the Board of Directors that the member failed to honor his or her commitment to attend at least five (5) meetings per year. For purposes of this section, "attend" shall mean to attend in person or to send a proxy.

(4) Upon written notice of the member's sponsoring Adopt-a-Park group that the member has left the group.

(5) Upon written notice of the member's sponsoring Adopt-a-Park group that the group's members wish to substitute a new member in place of the current member.

(6) Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2), (a)(3), (a)(4), (a)(5) or (a)(6) of this section, the following procedure shall be implemented:

(1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact



be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

11. Rights on Termination of Membership: All rights of a member in the corporation shall cease on termination of membership as herein provided.

12. Amendments Resulting In the Termination of Membership: Notwithstanding any other provisions of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

#### MEETINGS OF MEMBERS

13. Annual and Other Regular Meetings. An annual meeting of members shall be held during January of each year. The annual meeting shall be for the purpose of electing a Board of Directors and transacting such other business as may properly come before the meeting. Cumulative voting for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

Other regular meetings of the members shall be held on the third (3rd) Thursday of each month, at 7:30 p.m. at 1834 Delaware Street, Berkeley, California 94703.

If the day fixed for the annual meeting or other regular meeting falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day.

14. Special Meeting. Special meetings of members may be called at any time by the Board of Directors, the Chairman of the Board, the President, or one-third of the members.

15. Place. Meetings of members shall be held at the principal executive office of the corporation or at any other place, within or without California, as may be designated by the Board of Directors or the President.

16. Notice.

(a) Annual and Special Meetings. A written notice of each meeting of members shall be given not more than 90 days and, except as provided below, not less than 10 days before the meeting to each member entitled to vote at the meeting. The

notice shall state the place, date, and hour of the meeting and, if directors are to be elected at the meeting, the names of the nominees for election. The notice shall also state (i) in the case of an annual meeting, those matters which the Board of Directors intends to present for action by the members, and (ii) in the case of a special meeting, the general nature of the business to be transacted and that no other business may be transacted. Notice shall be delivered personally, by mail, or other means addressed to the member at the address of such member appearing on the books of the corporation, the address given by the member to the corporation for the purpose of notice, or as otherwise provided by law. If notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, notice shall be given not less than 20 days before the meeting. Upon written request to the Chairman of the Board, the President, the Secretary, or any Vice President of the corporation by any person (but not the Board of Directors) entitled to call a special meeting of members, the person receiving such request shall cause a notice to be given to the members entitled to vote that a meeting will be held at a time requested by the person calling the meeting not less than 35 nor more than 90 days after receipt of the request.

(b) Adjourned Meetings. Notice of an adjourned meeting need not be given if (i) the meeting is adjourned for 45 days or less, (ii) the time and place of the adjourned meeting are announced at the meeting at which the adjournment is taken, and (iii) no new record date is fixed for the adjourned meeting. Otherwise, notice of the adjourned meeting shall be given as in the case of an original meeting.

17. Meeting Without Regular Call and Notice. The transactions of any meeting of members, however called and noticed and wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum is present in person or by proxy and if, either before or after the meeting, each of the persons entitled to vote who is not present at the meeting in person or by proxy signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. Attendance of a member at a members' meeting shall constitute a waiver of notice of such meeting unless, at the beginning of the meeting, the member objects to the transaction of any business because the meeting was not properly called or convened or, with respect to the consideration of a matter required to be included in the notice for the meeting which was not so included, the member expressly objects to such consideration at the meeting.

18. Special Notice Rules for Approving Certain Proposals: If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

1. Removal of directors without cause;
2. Filling of vacancies on the Board by members;
3. Amending the Articles of Incorporation; and,
4. An election to voluntarily wind up and dissolve the corporation.

19. Quorum and Required Vote. A majority of the members constitutes a quorum for the transaction of business. No business may be transacted at a meeting in the absence of a quorum other than the adjournment of the meeting, except that if a quorum is present at the commencement of the meeting, business may be transacted until the meeting is adjourned even though the withdrawal of members results in less than a quorum. If a quorum is present at a meeting, the affirmative vote of a majority of the members at the meeting shall be the act of the members unless the vote of a larger number is required by law or the Articles of Incorporation. If a quorum is present at the commencement of a meeting but the withdrawal of members results in less than a quorum, the affirmative vote of a majority of members required to constitute a quorum shall be the act of the members unless the vote of a larger number is required by law or the Articles of Incorporation. Any meeting of members, whether or not a quorum is present, may be adjourned by the vote of a majority of the members at the meeting.

20. Action Without Meeting. Any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

21. Majority Action As Membership Action. Every act or decision done or made by a majority of the voting power present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members; unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

22. Voting Rights. Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be voice vote. Election of Directors, however, shall be by ballot.

23. Proxy Voting. Members entitled to vote are permitted to vote or act by proxy. Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of the corporation, provided, however, that no proxy shall be valid after eleven (11) months

from the date of its execution unless otherwise provided in the proxy. In any case, however, the maximum term of any proxy shall be three (3) years from the date of its execution. No proxy shall be irrevocable and may be revoked following the procedures given in Section 9417 of the California Nonprofit Religious Corporation Law. All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of directors, shall list those person who were nominees at the time the notice of the vote for election of directors was given to the members. In any election, any proxy which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director. Proxies shall afford an opportunity for the member to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

#### BOARD OF DIRECTORS

24. Number. The authorized number of directors of this corporation shall be not less than three (3) nor more than fifteen (15), with the exact number of directors to be fixed, within the limits specified, by a vote of the members and resolution by the Board of Directors that adopts the decision of the members. The number of directors may be changed by an amendment to the Articles of Incorporation or these bylaws.

25. Powers. Subject to the limitations imposed by law or contained in the Articles of Incorporation or these bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the ultimate direction of the Board of Directors.

26. Election, Term of Office, and Vacancies. Directors of the corporation shall be elected by the members to terms of one year. The elected directors shall select one among them to serve as Chairperson of the Board. The Chairperson of the Board shall preside over all meetings of the Board of Directors. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which the director was elected and until a successor has been elected and qualified. Vacancies on the Board of Directors, whether or not caused by removal, may be filled by a majority of the directors then in office, regardless of whether they constitute a quorum, or by a sole remaining director. No reduction in the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

27. Removal.

(a) For Cause. The Board of Directors may declare vacant the office of any director who has been declared to be of unsound mind by final court order, convicted of a felony, or found by a final court order or judgment to have breached any duty under Article 3 (relating to standards of conduct) of the California Nonprofit Corporation Law.

(b) Without Cause. Any director may be removed without cause if such removal is approved by a majority of the directors then in office. If practicable, a director shall not be removed without an opportunity to communicate to the Board his or her opposition to removal.

28. Resignation. Any director may resign by giving notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors. The resignation of a director shall be effective when notice is given unless the notice specifies a later time. The resignation shall be effective regardless of whether it is accepted by the corporation. Except upon notice to the Attorney General of the State of California, no director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

29. Compensation. Directors shall not receive compensation for their services as directors. If the Board so resolves, directors may be reimbursed for properly documented, reasonable expenses incurred in connection with duties performed as directors. Subject to Section 30 of these bylaws, nothing in this Section shall be construed to preclude any director from serving the corporation in another capacity and receiving just and reasonable compensation for such service.

30. Restriction on Interested Directors. Not more than 49% of the persons serving on the Board of Directors may be interested persons. For purposes of this Section, an interested person is either (i) any person currently being compensated by the corporation for services rendered to the corporation 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; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

31. Committees.

(a) Committees of the Board. The Board of Directors may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees of the Board, each consisting of

three or more directors, to serve at the pleasure of the Board. Appointments to any such committees shall be by a majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee who may replace any absent member at any meeting of the committee. To the extent permitted in the resolution of the Board of Directors, any such committee may exercise all of the authority of the Board except:

(i) The approval of any action which, under the California Nonprofit Corporation Law, would also require approval by the members or by a majority of all members;

(ii) The filling of vacancies on the Board or any committee which has the authority of the Board;

(iii) The fixing of compensation of the directors for serving on any committee;

(iv) The adoption, amendment or repeal of bylaws;

(v) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(vi) The appointment of committees of the Board or the members of such committees;

(vii) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or

(viii) The approval of any self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Corporation Law.

(b) Other Committees. Pursuant to specific resolutions, the Board may delegate to any committee, however composed, any power or powers other than those set forth in subparagraphs (i) through (viii) of paragraph (a) above; provided however, that all such delegated powers shall be exercised under the ultimate direction of the Board.

32. Inspection of Records and Properties. Each member may inspect all books, records, documents, and physical properties of the corporation at any reasonable time. The right of inspection includes the right to copy and make extracts.

33. Time and Place of Meetings and Telephone Meetings. An annual meeting of the Board shall be held during January of each year at the corporation's principal executive office or at such other date, time, or place as the Board designates. At the

annual meeting, the Board shall transact such business as may properly come before it. Special meetings of the Board may be called for any proper purpose by the Chairperson of the Board, the President, any two officers, or by one-third (1/3) of the directors in office. Meetings of the Board of Directors shall be held at such times as the Board may determine. All meetings of directors shall be held at the principal office of the corporation or at such other place, within or without California, as shall be designated in the notice of the meeting or in a resolution of the Board of Directors. Directors may participate in a meeting through use of conference telephone or similar communications equipment, provided that all members so participating can hear each other. Directors so participating in a meeting shall be deemed present at such meeting.

34. Notice. Notice stating the precise place, day, and hour of the annual meeting shall be given either personally or by mail to each member and director not less than seven (7) days before the date of the meeting. Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings has been fixed in these bylaws or by the Board. Special meetings shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone or telegraph to all members and directors. Regular meetings shall be held upon similar notice if notice is required for such meetings. Neither a notice nor a waiver of notice must specify the purpose of any regular or special meeting. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting is announced at the meeting at which the adjournment is taken, but if a meeting is adjourned for more than 24 hours, notice of the adjourned meeting shall be given prior to the time of such meeting to the directors who were not present at the time of the adjournment. If mailed, notice shall be deemed given when deposited in the United States mail, postage prepaid, properly addressed to the director's last known residence or place of business as shown on the records of the corporation. All directors shall register their addresses with the Secretary of the corporation.

35. Meeting Without Regular Call and Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. For such purposes, a director shall not be considered present at a meeting if, although in attendance at the meeting, the director protests the lack of notice prior to the meeting or at its commencement.

36. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken

without a meeting, if all of the members of the Board individually or collectively consent in writing to such action.

37. Quorum and Required Vote. One-third (1/3) of the directors then in office shall constitute a quorum for the transaction of business, provided that unless the authorized number of directors is one, the number constituting a quorum shall not be less than the greater of one-fifth of the authorized number of directors or two directors. Subject to Section 5212 (Creation of and Appointment to Committees), Sections 5233 and 5234 (Self-dealing Transactions), Section 5235 (Compensation of Directors or Officers) and Section 5238(e) (Indemnification of Corporate Agents) of the California Nonprofit Corporation Law, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. A majority of the directors present at a meeting, whether or not a quorum is present, may adjourn the meeting to another time and place.

38. Committee Meetings. The principles set forth in Sections 21 through 26 of these bylaws shall apply to committees of the Board and to actions taken by such committees.

39. Indemnification of Directors, Officers, Employees and Certain Others.

(a) Right of Indemnity. To the full extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in Section 5238(a) of the California Nonprofit Corporation Law, 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 such Section, including without limitation an action by or in the right of the corporation, an action brought under Section 5233 (Self-dealing Transactions) of the California Nonprofit Corporation Law, and an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was a person described by such Section. "Expenses", as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Nonprofit Corporation Law.

(b) Approval of Indemnity. Upon written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Corporation Law, the Board shall promptly determine in accordance with Section 5238(e) whether the applicable standard



of conduct set forth in Sections 5238(b) and (c) has been met and, if so, the Board shall authorize indemnification.

(c) Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board of Directors in the specific instance, expenses incurred by a person seeking indemnification under this bylaw in defending any proceeding covered by this bylaw shall be advanced by the corporation prior to the final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation therefor.

#### OFFICERS

40. Titles and Relation to Board of Directors. The officers of the corporation shall include a President, a Vice-President, Secretary, and a Treasurer (who shall be the Chief Financial Officer). The Board of Directors may also appoint other officers as the Board designates, which officers shall serve such terms and have such powers and duties as the Board may from time to time prescribe. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President. All officers shall perform their duties and exercise their powers subject to the direction of the Board of Directors.

41. Election, Term of Office and Vacancies. The officers of the corporation shall be elected by the Board of Directors at the annual meeting or at such other time or times as the Board may choose. No officer must be a member of the Board of Directors except the President. The officers shall hold office until their successors are chosen, except that the Board of Directors may remove an officer at any time subject to such officer's rights, if any, under a contract of employment.

42. Resignation. Any officer may resign at any time upon written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. The resignation of an officer shall be effective when notice is given unless the notice specifies a later time. The resignation shall be effective regardless of whether it is accepted by the corporation.

43. President. The President shall preside over all meetings of the members. The Board of Directors shall designate the President as the chief executive officer and may prescribe the duties and powers of the chief executive officer.

44. Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such

other duties and possess such other powers as the Board of Directors from time to time prescribes.

45. Secretary. Unless otherwise determined by the Board of Directors or the chief executive officer, the Secretary shall have the following powers and duties:

(a) Record of Corporate Proceedings. The Secretary shall attend all meetings of the Board of Directors and its committees and shall record all votes and the minutes of such meetings in a book to be kept at the principal office of the corporation or at such other place as the Board may determine. The Secretary shall keep, at the corporation's principal office in California, the original or a copy of the corporation's Articles of Incorporation and bylaws, as amended.

(b) Notices. The Secretary shall give such notices as may be required by law or these bylaws.

46. Treasurer. The treasurer shall be the Chief Financial Officer of the corporation. Unless otherwise determined by the Board of Directors or the chief executive officer, the Chief Financial Officer shall have custody of the corporate funds, shall keep adequate and correct accounts of the corporation's properties and business transactions, shall disburse such funds of the corporation as may be ordered by the Board or the chief executive officer and the Board, shall attend regular meetings of the Board or whenever the Board may require, and shall maintain an account of all transactions and the financial condition of the corporation.

47. Other Officers. The other officers of the corporation, if any, shall exercise such powers and perform such duties as the Board of Directors or the chief executive officer shall prescribe.

48. Compensation. Officers shall not receive compensation for their services as officers. If the Board so resolves, officers may be reimbursed for properly documented, reasonable expenses incurred in connection with duties performed as officers.

#### REPORTS

49. Reports to Members.

(a) Annual Report. The corporation shall furnish annually to all members a report containing the following information in appropriate detail and accompanied by a report of independent accountants or (if there is no report of independent accountants) the certificate of the Chief Financial Officer or other authorized officer that such information was prepared without audit from the books and records of the corporation:

(i) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(iii) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(iv) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and

(v) Any information required by subsection (b) below.

(b) Annual Statement. For purposes of this subsection (b), a "covered transaction" is a transaction in which the corporation, its parent or its subsidiary, was a party, and in which either of the following "interested persons" had a direct or indirect material financial interest (other than a mere common directorship): (1) any director or officer of the corporation, its parent or its subsidiary; (2) any holder of more than 10 percent of the voting power of the corporation, its parent or its subsidiary. The corporation shall include in the annual report to directors required by subsection (a) above a statement briefly describing:

(i) Any covered transaction during the previous fiscal year involving more than \$50,000, or which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000. The statement shall include the names of the interested person or persons involved in such transaction, such person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest.

(ii) The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation.

#### AMENDMENT OF BYLAWS

50. These Bylaws may be adopted by a vote of the directors. The provisions of these Bylaws found in Paragraphs 2 through 12 (the Section entitled MEMBERS), Paragraphs 13 through 23 (the Section entitled MEETINGS OF MEMBERS), Paragraph 24 (the "Number" subsection of the Section entitled BOARD OF DIRECTORS),

Paragraph 26 (the "Election, Term of Office, and Vacancies" subsection of the Section entitled BOARD OF DIRECTORS) and Paragraph 29 (setting the compensation of members of the Board of Directors) may be amended or repealed only by a vote of the members. All other provisions of these bylaws may be adopted, amended, or repealed by a vote of the Board of Directors.

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title of these bylaws and that such bylaws were duly adopted by resolution by unanimous written consent of the Board of Directors of such corporation on March 12, 1994.

Kathleen Hardy  
Secretary