

INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

**OCT 16 2019**

Date:

GOLDEN CIRCLE OF CHAMPIONS  
113 S COLLEGE DRIVE  
SANTA MARIA, CA 93454

Employer Identification Number:  
83-0544167  
DLN:  
29053253330029  
Contact Person:  
MARK E MEYER ID# 17230  
Contact Telephone Number:  
(877) 829-5500  
Accounting Period Ending:  
December 31  
Public Charity Status:  
170(b)(1)(A)(vi)  
Form 990/990-EZ/990-N Required:  
Yes  
Effective Date of Exemption:  
May 9, 2018  
Contribution Deductibility:  
Yes  
Addendum Applies:  
No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to [www.irs.gov/charities](http://www.irs.gov/charities). Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Letter 947

**FILED**  
Secretary of State  
State of California

MAY 09 2018

1 PC

**ARTICLES OF INCORPORATION**  
**OF**  
**GOLDEN CIRCLE OF CHAMPIONS**  
**a California nonprofit public benefit corporation**

**ARTICLE I.**

The name of this corporation is **GOLDEN CIRCLE OF CHAMPIONS**.

**ARTICLE II.**

- A. 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 **public and charitable** purposes.
- B. The purpose of this corporation is to raise awareness and funds for projects in the United States dedicated to the advocacy and needs of children, families and professionals while addressing medical, mental health, educational, and legal issues.
- C. The character and essence of the corporation is the same as the purpose.

**ARTICLE III.**

The name and address in the State of California of this corporation's initial agent for service of process is:

Scott Parsons  
113 S. College Drive  
Santa Maria, California 93454

**ARTICLE IV.**

The location and mailing address for the corporation's principal office is:

113 S. College Drive  
Santa Maria, California 93454

**ARTICLE V.**

- A. This corporation is organized and operated exclusively for **charitable** purposes within the meaning of Internal Revenue Code Section 501(c)(3), Internal Revenue Code.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, 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.

**ARTICLE VI.**

The corporation does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable California statute.

**ARTICLE VII.**

The property of this corporation is irrevocably dedicated to **charitable** purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of or be distributable to, any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

**ARTICLE VIII.**

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **charitable** purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

DATED: April 20, 2018



Debbie L. Morawski, Esq.  
Incorporator

## TABLE OF CONTENTS

<b>I.</b>	<b>OFFICES</b> .....	1
1.	Principal Office.	
2.	Other Offices.	
<b>II.</b>	<b>MEMBERSHIP</b> .....	1
1.	Members.	
2.	Classes of Members.	
3.	Quorum.	
4.	Voting.	
5.	Associates.	
6.	Honorary Members.	
<b>III.</b>	<b>DIRECTORS</b> .....	2
1.	Powers.	
2.	Number and Term of Directors.	
3.	Classification and Election of Directors.	
4.	Vacancies.	
5.	Place of Meeting.	
6.	Annual Meetings.	
7.	Regular Meetings.	
8.	Special Meetings.	
9.	Quorum.	
10.	Participation in Meetings by Conference Telephone.	
11.	Waiver of Notice.	
12.	Adjournment.	
13.	Action Without Meeting.	
14.	Rights of Inspection.	
15.	Committees.	
<b>IV.</b>	<b>OFFICERS</b> .....	6
1.	Officers.	
2.	Election.	
3.	Subordinate Officers.	
4.	Removal and Resignation.	
5.	Vacancies.	
6.	President.	
7.	Vice Presidents.	
8.	Secretary.	
9.	Treasurer.	
<b>V.</b>	<b>OTHER PROVISIONS</b> .....	8
1.	Endorsement of Documents: Contracts.	
2.	Construction and Definitions.	
3.	Amendments.	

**TABLE OF CONTENTS**  
**(continued)**

<b>VI.</b>	<b>INDEMNIFICATION .....</b>	<b>8</b>
1.	Definitions.	
2.	Indemnification in Actions by or in the Right of the Corporation.	
3.	Indemnification Against Expenses.	
4.	Required Determinations.	
5.	Advance of Expenses.	
6.	Other Indemnification.	
7.	Forms of Indemnification Not Permitted.	
8.	Insurance.	
9.	Nonapplicability to Fiduciaries of Employee Benefit Plans.	
<b>VII.</b>	<b>EMERGENCY PROVISIONS .....</b>	<b>10</b>

**BYLAWS  
OF  
GOLDEN CIRCLE OF CHAMPIONS  
A California Nonprofit Public Benefit Corporation**

**I. OFFICES.**

**1. Principal Office.** The corporation's principal office for the transaction of the business of the corporation shall be fixed and located in the City of Santa Maria, Santa Barbara County, California, at such place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

**2. Other Offices.** Branch or subordinate offices may be established at any time by the Board at any place or places.

**II. MEMBERSHIP.**

**1. Members.** The membership of this corporation shall consist of its directors. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the directors.

**2. Classes of Members.** There shall be only one class of membership of this corporation and it shall consist of the Board of Directors.

**3. Quorum.** The presence of a majority of the members shall be necessary to constitute a quorum for the transaction of business.

**4. Voting.** Each member shall have one (1) vote for all purposes.

**5. Associates.** Nothing in this Article II shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

Associates will be selected and/or removed by the Board. Associates of the corporation shall be those persons who are deemed supportive of the interest of the corporation. Associates may be divided into various classifications as determined by the Board. Annual Associate dues may be set by the Board from time to time.

**6. Honorary Members.** Nothing in this Article II shall be construed as limiting the right of the corporation to designate any person as an Honorary Member, even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. Honorary Members will be selected and/or removed by the Board.

### **III. DIRECTORS.**

**1. Powers.** Subject to limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person, persons, management company or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board, through a majority vote (unless otherwise specified), shall have the following powers in addition to the other powers enumerated in these Bylaws:

a. To select and remove all other officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with the law, the Articles or these Bylaws, fix their reasonable compensation, if any, and require from them security for faithful service.

b. To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefore not inconsistent with law, the Articles or these Bylaws, as they may deem best.

c. To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

d. To borrow money and incur indebtedness for the purposes of the corporation, if necessary, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

e. To establish such committees as it shall deem necessary or advisable.

**2. Number and Term of Directors.** The authorized number of Directors shall be not less than three (3) nor more than nine (9) persons.

**3. Classification and Election of Directors.** The Members of the board of directors shall be divided by lot into two (2) classes with staggered terms. At annual elections, directors shall be elected for a term of two (2) years to succeed the directors whose term then expires; provided that nothing herein shall be construed to prevent the election of the director to succeed himself/herself.

**4. Vacancies.** Subject to the provisions of Section 5266 of the California Nonprofit Public Benefit Law, any director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the director(s), whose office is vacant, was selected. Each Director so selected shall hold office until the expiration of the term of the replaced Director and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of the court, or convicted of a felony, or been found by a final order of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law. The Board may also declare vacant the office of a Director, for any reason, upon majority vote of the Board.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

**5. Place of Meeting.** Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

**6. Annual Meetings.** The Board shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. Annual meetings of the Board shall be held without call or notice on the 1st day of June at 9:00 a.m./p.m. local time, at the offices of the corporation, without any notice being required; or at such other time and date in the month of May as shall be determined by the Board or the President, and upon prior notice of at least thirty (30) days of such meeting being given to the Directors by first-class mail or personal delivery.

**7. Regular Meetings.** Regular meetings of the Board of Directors shall be held without call or notice at such times and at such places as the Board of Directors shall from time to time determine.

**8. Special Meetings.** Special meetings of the Board for any purpose or purposes may be called at any time by the President, and the Vice President, the Secretary, or any two (2) directors.



Special meetings of the Board shall be held upon ten (10) days notice by first-class mail or 24 hours notice given personally or by telephone, telegraph, or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, of such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless or electronic transmission such as email, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

**9. Quorum.** A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 12 of this Article III. 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 shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles, except as provided in the next sentence. 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 meetings.

**10. Participation in Meetings by Conference Telephone.** Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

**11. Waiver of Notice.** Notice of meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

**12. Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of adjourned meeting to the directors who were not present at the time of adjournment.

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

**14. Rights of Inspection.** Every director shall have the absolute right at any reasonable time to inspect and copy such records as are required by the California Corporation's Code and to inspect the physical properties of the corporation of which such person is a director. This inspection may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make abstracts of documents.

**15. Committees.** The Board may appoint one or more committees, each consisting of one (1) or more directors, and delegate to such committees any of the authority of the Board except with respect to:

- a. The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- b. The filling of vacancies on the Board or in any committee;
- c. The fixing of compensation of the directors for serving on the Board or on any committee;
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws;
- e. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- f. The appointment of other committees of the Board or the members thereof;
- g. The expenditure of corporate funds to support a nominee for director; or
- h. The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority vote of the directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article III applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

#### IV. OFFICERS

**1. Officers.** The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board.

**2. Election.** The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

**3. Subordinate Officers.** The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

**4. Removal and Resignation.** Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an office chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**5. Vacancies.** 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 election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

**6. President.** The President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. The President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

**7. Vice Presidents.** In the absence or disability of the President, the Vice Presidents, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have

all the power of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

**8. Secretary.** The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

**9. Treasurer.** The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

## **V. OTHER PROVISIONS**

**1. Endorsement of Documents: Contracts.** Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President or any Vice President and any Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner from time to time shall be determined by the Board and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

**2. Construction and Definitions.** Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

**3. Amendments.** These Bylaws may be amended or repealed by the approval of the Board.

## **VI. INDEMNIFICATION**

**1. Definitions.** For the purposes of this Article VI, "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign domestic corporation or of another enterprise at the request of such predecessor corporation: "proceeding" means any threatened, pending or completed action or investigative; and "expenses" includes without limitation attorney's fees and any other expenses of establishing a right to indemnification under Section 4 or 5(b) of this Article VI.

**2. Indemnification in Actions by or in the Right of the Corporation.** The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit corporation Law, or brought by the Attorney General or a person granted realtor status by the Attorney General for a breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 2:

a. In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for the expenses which such court shall determine;

b. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

c. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without approval, unless it is settled with the approval of the Attorney General.

**3. Indemnification Against Expenses.** To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section VI.2 of this Article VI or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonable incurred by the agent in connection therewith.

**4. Required Determinations.** Except as provided in Section 3 of this Article VI any indemnification under this Article VI shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 of this Article VI by:

a. A majority votes of a quorum consisting of directors who are not parties to such proceeding; or

b. The court in which such proceedings is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

**5. Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VI.

**6. Other Indemnification.** No provision made by the corporation to indemnify it or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members of directors, an agreement or otherwise, shall be valid unless consistent with this Article VI. Nothing contained in this Article VI shall affect any right to indemnification to which persons other than directors and officers may be entitled by contract or otherwise.

**7. Forms of Indemnification Not Permitted.** No indemnification or advance shall be made under this Article VI, except as provided in Sections 3 or 4, in any circumstances where it appears:

a. That is would be inconsistent with a provision of the Article, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

b. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**8. Insurance.** The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation

would have the power to indemnify the agent against such liability under the provisions of this Article VI, provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

**9. Nonapplicability to Fiduciaries of Employee Benefit Plans.** This Article VI does not apply to any proceeding against any trustee, investment manager or other fiduciary of any employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article VI. The corporation shall have the power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

## **VII. EMERGENCY PROVISIONS**

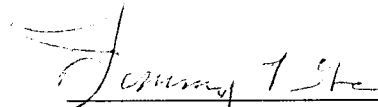
During any emergency resulting from an attack on the United States or on a locality in which the corporation conducts its activities or customarily holds meetings of its Board, or during any nuclear disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board or of the Executive committee, if any, cannot readily be convened for action, a meeting of the Board or of said committee may be called by any officer or director. Such notice need be given only to such of the directors or member of the committee, as the case may be, as it may be feasible to reach at the time and by such means as may be feasible at the time including, without limitation, publication or radio.

The director or directors in attendance at the meeting of the Board, and the member or members of the Executive Committee, if any, in attendance at the meeting of the committee, shall constitute a quorum. If none is in attendance at the meeting, the officers or other persons designated on a list approved by the Board before the emergency, all in such order of priority and subject to such conditions and for such period of time (not longer than reasonable necessary after the termination of the emergency) as may be provided in the resolution approving the list, shall, to the extent required to provide a quorum at any meeting of the Board or of the Executive Committee, be deemed directors or members of the committee, as the case may be, for such meeting.

The Board, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties. The Board, wither before or during any such emergency, may, effective to the emergency, change the principal office or designate several alternative offices or authorize the officers to do so.

**CERTIFICATE OF SECRETARY OF ADOPTION OF  
THE BYLAWS  
OF  
GOLDEN CIRCLE OF CHAMPIONS  
A California Nonprofit Public Benefit Corporation**

I hereby certify that I am the duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprised of ten (10) pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors thereof held on May 15, 2018.

  
\_\_\_\_\_  
TOMMY GEE  
Secretary



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

▶ **Do not enter social security numbers on this form as it may be made public.**  
▶ **Go to [www.irs.gov/Form1023](http://www.irs.gov/Form1023) for instructions and the latest information.**

OMB No. 1545-0056  
**Note:** If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at [www.irs.gov](http://www.irs.gov) for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I – XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

**Part I Identification of Applicant**

<b>1</b> Full name of organization (exactly as it appears in your <b>organizing document</b> )		<b>2</b> c/o Name (if applicable)	
GOLDEN CIRCLE OF CHAMPIONS			
<b>3</b> Mailing address (Number and street) (see instructions)	Room/Suite	<b>4</b> Employer Identification Number (EIN)	
113 S COLLEGE DRIVE		83-0544167	
City or town, state or country, and ZIP + 4		<b>5</b> Month the annual accounting period ends (01 – 12)	
SANTA MARIA CA 93454		12	
<b>6</b> Primary contact (officer, director, trustee, or <b>authorized representative</b> ) a Name:		<b>b</b> Phone: 805-925-4125	
PETER STERLING		<b>c</b> Fax: (optional)	
<b>7</b> Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>	
<b>8</b> Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	
<b>9a</b> Organization's website: In development			
<b>b</b> Organization's email: (optional)			
<b>10</b> Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	
<b>11</b> Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY)		05 / 09 / 2018	
<b>12</b> Were you formed under the laws of a <b>foreign country</b> ? If "Yes," state the country.		<input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	

**Part II Organizational Structure**

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. See instructions. **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. ☒ **Yes** ☐ **No**
- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. ☐ **Yes** ☒ **No**
- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. ☐ **Yes** ☐ **No**
- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. ☒ **Yes** ☐ **No**

**Part III Required Provisions in Your Organizing Document**

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. ☒
- Location of Purpose Clause (Page, Article, and Paragraph): Article II, B, Paragraph 1 of Articles of Incorporation
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c. ☒
- b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Article VIII of Articles of Incorporation
- c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: ☐

**Part IV Narrative Description of Your Activities**

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors**

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
SCOTT PARSONS	DIRECTOR	113 S COLLEGE DRIVE SANTA MARIA CA 93454	NONE
JOHNNA CLARK	DIRECTOR	113 S COLLEGE DRIVE SANTA MARIA CA 93454	NONE
TOMMY GEE	DIRECTOR	113 S COLLEGE DRIVE SANTA MARIA CA 93454	NONE
PETER STERLING	DIRECTOR	113 S COLLEGE DRIVE SANTA MARIA CA 93454	NONE

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
NONE			

- c** List the names, names of businesses, and mailing addresses of your five highest compensated **independent contractors** that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
NONE			

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

- 2a** Are any of your officers, directors, or trustees **related** to each other through **family** or **business** relationships? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ No

- b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. ☐ Yes ☒ No

- c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ No

- 3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

- b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. ☐ Yes ☒ No

- 4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

- a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? ☒ Yes ☐ No
- b** Do you or will you approve compensation arrangements in advance of paying compensation? ☒ Yes ☐ No
- c** Do you or will you document in writing the date and terms of approved compensation arrangements? ☒ Yes ☐ No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- d Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? ☒ Yes ☐ No
- e Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☒ Yes ☐ No
- f Do you or will you record in writing both the information on which you relied to base your decision and its source? ☒ Yes ☐ No
- g If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
- 
- 5a Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. ☐ Yes ☒ No
- b What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
- 
- 6a Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ Yes ☒ No
- b Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ Yes ☒ No
- 
- 7a Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. ☐ Yes ☒ No
- b Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. ☐ Yes ☒ No
- 
- 8a Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. ☐ Yes ☒ No
- b Describe any written or oral arrangements that you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at **arm's length**.
- e Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
- 
- 9a Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. ☐ Yes ☒ No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

**Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You**

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. See instructions.

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. ☒ Yes ☐ No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. ☒ Yes ☐ No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. ☒ Yes ☐ No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. ☐ Yes ☒ No

**Part VII Your History**

The following "Yes" or "No" questions relate to your history. See instructions.

- 1 Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to nonprofit status. If "Yes," complete Schedule G. ☐ Yes ☒ No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. ☐ Yes ☒ No

**Part VIII Your Specific Activities**

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. See instructions.

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. ☐ Yes ☒ No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. ☐ Yes ☒ No
- b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. ☐ Yes ☒ No
- 3a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. ☐ Yes ☒ No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. ☐ Yes ☒ No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

**Part VIII Your Specific Activities (Continued)**

**4a** Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. See instructions. ☒ **Yes** ☐ **No**

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> mail solicitations              | <input checked="" type="checkbox"/> phone solicitations                                   |
| <input checked="" type="checkbox"/> email solicitations             | <input checked="" type="checkbox"/> accept donations on your website                      |
| <input checked="" type="checkbox"/> personal solicitations          | <input checked="" type="checkbox"/> receive donations from another organization's website |
| <input type="checkbox"/> vehicle, boat, plane, or similar donations | <input checked="" type="checkbox"/> government grant solicitations                        |
| <input checked="" type="checkbox"/> foundation grant solicitations  | <input type="checkbox"/> Other  |

Attach a description of each fundraising program.

- b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. ☐ **Yes** ☒ **No**
- c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. ☐ **Yes** ☒ **No**
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. ☐ **Yes** ☒ **No**

**5** Are you **affiliated** with a governmental unit? If "Yes," explain. ☐ **Yes** ☒ **No**

**6a** Do you or will you engage in **economic development**? If "Yes," describe your program. ☐ **Yes** ☒ **No**

**b** Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

**7a** Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. ☐ **Yes** ☒ **No**

**b** Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. ☐ **Yes** ☒ **No**

**c** If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

**8** Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. ☐ **Yes** ☒ **No**

**9a** Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. ☐ **Yes** ☒ **No**

**b** Do you provide childcare so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

**c** Of the children for whom you provide childcare, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

**d** Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

**10** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. ☐ **Yes** ☒ **No**

**Part VIII Your Specific Activities (Continued)**

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. ☐ **Yes** ☒ **No**
- 
- 12a** Do you or will you operate in a **foreign country or countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. ☐ **Yes** ☒ **No**
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
- 
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. ☐ **Yes** ☒ **No**
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. ☐ **Yes** ☐ **No**
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following.
- (i)** Do you require an application form? If "Yes," attach a copy of the form. ☐ **Yes** ☐ **No**
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. ☐ **Yes** ☐ **No**
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
- 
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. ☐ **Yes** ☒ **No**
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. ☐ **Yes** ☐ **No**
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. ☐ **Yes** ☐ **No**
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. ☐ **Yes** ☐ **No**
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. ☐ **Yes** ☐ **No**

**Part VIII Your Specific Activities (Continued)**

- |           |   |   |
|-----------|---|---|
| <b>15</b> | Do you have a <b>close connection</b> with any organizations? If "Yes," explain.  | <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b> |
| <b>16</b> | Are you applying for exemption as a <b>cooperative hospital service organization</b> under section 501(e)? If "Yes," explain.   | <input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b> |
| <b>17</b> | Are you applying for exemption as a <b>cooperative service organization of operating educational organizations</b> under section 501(f)? If "Yes," explain.   | <input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b> |
| <b>18</b> | Are you applying for exemption as a <b>charitable risk pool</b> under section 501(n)? If "Yes," explain.  | <input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b> |
| <b>19</b> | Do you or will you operate a <b>school</b> ? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity.  | <input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b> |
| <b>20</b> | Is your main function to provide <b>hospital or medical care</b> ? If "Yes," complete Schedule C.   | <input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b> |
| <b>21</b> | Do you or will you provide <b>low-income housing</b> or housing for the <b>elderly</b> or <b>handicapped</b> ? If "Yes," complete Schedule F.   | <input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b> |
| <b>22</b> | Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H.<br><b>Note: Private foundations</b> may use Schedule H to request advance approval of individual grant procedures. | <input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b> |



**Part IX Financial Data**

For purposes of this schedule, years in existence refer to completed tax years.

- If in existence less than 5 years, complete the statement for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of:
  - Three years of financial information if you have not completed one tax year, or
  - Four years of financial information if you have completed one tax year. See instructions.
- If in existence 5 or more years, complete the schedule for the most recent 5 tax years. You will need to provide a separate statement that includes information about the most recent 5 tax years because the data table in Part IX has not been updated to provide for a 5th year. See instructions.

**A. Statement of Revenues and Expenses**

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
		(a) From 01/2018 To 12/2018	(b) From 01/2019 To 12/2019	(c) From 01/2020 To 12/2020	(d) From To	
<b>Revenues</b>	<b>1</b> Gifts, grants, and contributions received (do not include unusual grants)	5000	6000	8000		19000
	<b>2</b> Membership fees received					
	<b>3</b> Gross investment income					
	<b>4</b> Net unrelated business income					
	<b>5</b> Taxes levied for your benefit					
	<b>6</b> Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)					
	<b>7</b> Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)	30000	40000	50000		120000
	<b>8</b> Total of lines 1 through 7	35000	46000	58000		139000
	<b>9</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)					
	<b>10</b> Total of lines 8 and 9	35000	46000	58000		139000
	<b>11</b> Net gain or loss on sale of capital assets (attach schedule and see instructions)					
	<b>12</b> Unusual grants					
	<b>13</b> Total Revenue Add lines 10 through 12					
<b>Expenses</b>	<b>14</b> Fundraising expenses	2000	2000	2000		
	<b>15</b> Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	20000	40000	50000		
	<b>16</b> Disbursements to or for the benefit of members (attach an itemized list)					
	<b>17</b> Compensation of officers, directors, and trustees					
	<b>18</b> Other salaries and wages					
	<b>19</b> Interest expense					
	<b>20</b> Occupancy (rent, utilities, etc.)					
	<b>21</b> Depreciation and depletion					
	<b>22</b> Professional fees	1000	1000	1000		
	<b>23</b> Any expense not otherwise classified, such as program services (attach itemized list)					
	<b>24</b> Total Expenses Add lines 14 through 23	23000	43000	53000		

**Part IX Financial Data (Continued)****B. Balance Sheet (for your most recently completed tax year)**

Year End: 2018

(Whole dollars)

Assets		
1	Cash . . . . .	1 9090
2	Accounts receivable, net . . . . .	2
3	Inventories . . . . .	3
4	Bonds and notes receivable (attach an itemized list) . . . . .	4
5	Corporate stocks (attach an itemized list) . . . . .	5
6	Loans receivable (attach an itemized list) . . . . .	6
7	Other investments (attach an itemized list) . . . . .	7
8	Depreciable and depletable assets (attach an itemized list) . . . . .	8
9	Land . . . . .	9
10	Other assets (attach an itemized list) . . . . .	10
11	Total Assets (add lines 1 through 10) . . . . .	11 9090
Liabilities		
12	Accounts payable . . . . .	12
13	Contributions, gifts, grants, etc. payable . . . . .	13
14	Mortgages and notes payable (attach an itemized list) . . . . .	14
15	Other liabilities (attach an itemized list) . . . . .	15
16	Total Liabilities (add lines 12 through 15) . . . . .	16
Fund Balances or Net Assets		
17	Total fund balances or net assets . . . . .	17 9090
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17) . . . . .	18 9090
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

**Part X Public Charity Status**

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. See instructions.

1 a	Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.	<input type="checkbox"/>
2	Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI.	<input type="checkbox"/> Yes <input type="checkbox"/> No
3	Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4.	<input type="checkbox"/> Yes <input type="checkbox"/> No
4	Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation?	<input type="checkbox"/> Yes <input type="checkbox"/> No
5	If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.	
	The organization is not a private foundation because it is:	
a	509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.	<input type="checkbox"/>
b	509(a)(1) and 170(b)(1)(A)(ii)—a <b>school</b> . Complete and attach Schedule B.	<input type="checkbox"/>
c	509(a)(1) and 170(b)(1)(A)(iii)—a <b>hospital</b> , a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.	<input type="checkbox"/>
d	509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, h, or i or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.	<input type="checkbox"/>

**Part X Public Charity Status (Continued)**

- e** 509(a)(4) – an organization organized and operated exclusively for testing for public safety. ☐
- f** 509(a)(1) and 170(b)(1)(A)(iv) – an organization operated for the benefit of a college or university that is owned or operated by a governmental unit. ☐
- g** 509(a)(1) and 170(b)(1)(A)(ix) – an agricultural research organization directly engaged in the continuous active conduct of agricultural research in conjunction with a college or university. ☐
- h** 509(a)(1) and 170(b)(1)(A)(vi) – an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. ☒
- i** 509(a)(2) – an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). ☐
- j** A publicly supported organization, but unsure if it is described in 5h or 5i. You would like the IRS to decide the correct status. ☐

**6** If you checked box h, i, or j in question 5 above, and you have been in existence more than 5 years, you must confirm your public support status. Answer line 6a if you checked box h in line 5 above. Answer line 6b if you checked box i in line 5 above. If you checked box j in line 5 above, answer both lines 6a and 6b.

- a** (i) Enter 2% of line 8, column (e) on Part IX-A Statement of Revenues and Expenses \_\_\_\_\_
- (ii) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," state this.
- b** (i) For each year amounts are included on lines 1, 2, and 9 of Part IX-A Statement of Revenues and Expenses, attach a list showing the name and amount received from each **disqualified person**. If the answer is "None," state this.
- (ii) For each year amounts were included on line 9 of Part IX-A Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of Line 10, Part IX-A Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," state this.

- 7** Did you receive any unusual grants during any of the years shown on Part IX-A Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. ☐ **Yes** ☒ **No**

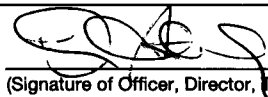
**Part XI User Fee Information and Signature**

You must include the correct user fee payment with this application. If you do not submit the correct user fee, we will not process the application and we will return it to you. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at [www.irs.gov](http://www.irs.gov) and type "Exempt Organizations User Fee" in the search box, or call Customer Account Services at 1-877-829-5500 for current information.

Enter the amount of the user fee paid: 600.00

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

  
(Signature of Officer, Director, Trustee, or other authorized official)

Peter Sterling  
(Type or print name of signer)  
President  
(Type or print title or authority of signer)

9/3/19  
(Date)

**[This page left blank intentionally]**

Attachment – required information for Form 1023:

Part IV – Narrative Description of your Activities

Raise awareness for advocacy and needs of children, families and professionals while addressing medical, mental health and educational issues. Provide families with children with life threatening diseases with funds to pay for medical care, medications and related expenses. Also provide an opportunity for these children to participate in local and national events in their honor.

Part V – Conflict of Interest Policy

5b. – The board of directors will not receive any compensation, and these directors will vote to determine any compensation for employees of the organization. All board members will be non-compensated to avoid conflict of interest.

5c – None of the directors will have any direct or indirect business relationship with any business engaged with the organization. The board of directors will be the only ones allowed to enter contracts on behalf of the organization to avoid conflict of interest.

Part VI – Program that provides funds to Individuals

1a) The organization receives applications from qualified families of children with a life threatening illness and provides the qualifying families with funds to be spent on medical and related expenses.

1b) The organization also works with Cancer Societies and would like to provide funds to those organizations in the future.

2) The funds are limited to specific individuals whose families have children with life threatening diseases. Recipients are selected through applications received from these individuals.

Part VIII – Specific Activities

4a) Fundraising will be conducted at local Rodeo's and specific events for the organization. Currently, a fundraising event including a silent auction and passing the boot to patrons during daily Rodeo events to contribute to the organization.

Mail, email personal and phone solicitations and accepting donations on a website and from another organization's website will be initiated in the future by providing a description of the activities of the organization, its purpose to raise funds for families in need and to raise awareness and requesting a donation.

Attachment – required information for Form 1023:

Part VIII – Specific Activities (continued)

Foundation and government grant solicitations will be made in the future by requesting funds from foundations that will accept based on our organization's exempt purpose.

4d) States and local jurisdictions in which we will conduct fundraising will be done nationwide. Funds raised will be for our organization. Currently, the State of California is the only State where fundraising activities are taking place.

Part VIII

15) Currently, this organization has a close connection with Elks Recreation, Inc. Elks Recreation, Inc. raises funds at their annual Santa Maria Elks Rodeo in Santa Maria, CA for Golden Circle of Champions. Volunteers from this organization also assist with Golden Circle of Champions fundraising efforts.

**ACTION TAKEN BY THE INCORPORATOR  
AND BOARD OF DIRECTORS IN LIEU OF  
AN ORGANIZATIONAL MEETING**

**GOLDEN CIRCLE OF CHAMPOINS  
A California Nonprofit Public Benefit Corporation**

May 15, 2018

**PURSUANT TO** California Corporations Code Sections 210 and 307(b), the undersigned, being the Incorporator named in the Articles of Incorporation of GOLDEN CIRCLE OF CHAMPIONS, a California Nonprofit Public Benefit Corporation (hereinafter referred to as the "Corporation") organized under the laws of the State of California, in accordance with the powers conferred upon Incorporators by Section 210 of the General Corporation Law, hereby consents to and adopts the following resolutions as the actions of the Incorporator in lieu of a formal or organizational meeting.

**ARTICLES OF INCORPORATION**

May 15, 2018

The Corporation's original Articles of Incorporation having been filed by the Incorporator in the California Secretary of State's office as official file number 4147503 on May 9, 2018, the Incorporator hereby adopts the following resolution:

**RESOLVED:** that the Secretary hereinafter elected is instructed to insert a copy of the Articles of Incorporation of the Corporation, as certified by the California Secretary of State, in the Book of Minutes of the Corporation.

**BYLAWS**


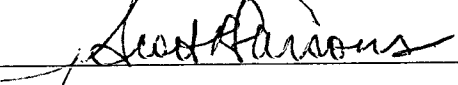
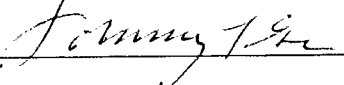
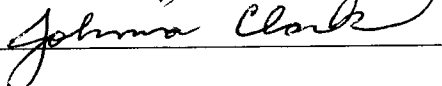
In order to provide for Bylaws to regulate the affairs of the Corporation, the Incorporator hereby adopts the following resolutions:

**RESOLVED:** that by the Incorporator's signature on the form of Bylaws of GOLDEN CIRCLE OF CHAMPIONS, A Nonprofit Public Benefit Corporation dated this date, the same are adopted as the Corporation's Bylaws; and

**RESOLVED FURTHER:** that the Secretary hereinafter named, be and hereby is authorized and directed to execute a certificate of the adoption of said Bylaws and to insert said Bylaws as so certified in the Book of Minutes of the Corporation, and to see that a copy of said Bylaws, similarly certified, is kept at the principal office for the transaction of business of the Corporation, in accordance with Section 213 of the California Corporations Code.

### **APPOINTMENT OF DIRECTOR**

The Bylaws adopted by the Corporation provide that there shall be no less than three (3) Directors selected from the community at large. In order to provide for the director(s) required by the Bylaws, the Incorporator hereby appoints the following persons as the first At-Large Directors of the Corporation, to serve until successors are duly elected pursuant to the Bylaws, or until resignation or removal, as the case may be, and effective upon acceptance of the position, to exercise the powers of further organization and direction of the Corporation. By execution of this instrument, the Incorporator and each Director thereby signifies acceptance of such appointment.

DIRECTOR	TERM ENDING	SIGNATURE
PETER STERLING	2020	
SCOTT PARSONS	2019	
TOMMY GEE	2019	
JOHNNA CLARK	2020	
_____	2019	_____

### **OFFICERS**

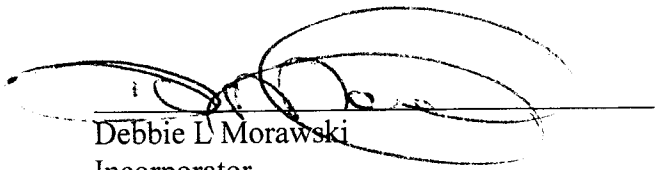
In order to provide for the officers authorized by the Bylaws, Incorporator appoints the following persons as the officers of the Corporation to serve in the offices indicated, and effective upon acceptance of the positions, to exercise the powers of each such position as provided in the Bylaws. By execution of this instrument, each such person thereby signifies acceptance of such appointment.

President:	PETER STERLING
Vice President:	JOHNNA CLARK
Chief Financial Officer:	SCOTT PARSONS
Secretary:	TOMMY GEE



## **INCORPORATOR RESIGNATION**

The Incorporator, having completed the necessary steps in organizing the Corporation and having appointed the appropriate number of Directors to carry forward the management of the Corporation thereupon tendered her resignation as such and evidenced the same by her execution of this Certificate below.

  
Debbie L Morawski  
Incorporator

## **ORGANIZATIONAL EXPENSES**

In order to provide for reimbursement of the costs incurred for the organization of the Corporation, the Directors hereby adopts the following resolution:

**RESOLVED:** that the Chief Financial Officer of the Corporation hereby is authorized and directed to pay the expenses of the Corporation's organization and to reimburse the persons advancing funds to or on behalf of the Corporation for said purposes.

## **ACCOUNTING YEAR/TAXPAYER IDENTIFICATION NUMBERS**

In order to provide for establishment of an accounting year, either fiscal or calendar, so that the California State Franchise Tax Board and the Internal Revenue Service may be notified thereof; and in order to apply for State and Federal taxpayer identification numbers for the Corporation, the Directors hereby adopt the following resolutions:

**RESOLVED:** that this Corporation hereby adopts a fiscal accounting year beginning January 1 and ending December 31.

**RESOLVED FURTHER:** that the Incorporator of the Corporation is authorized and confirms the filing for and receipt of the State and Federal taxpayer identification number for the Corporation.

## **EXEMPTION FROM TAXES**

The Incorporator has filed to obtain a ruling from the Internal Revenue Service declaring it to be exempt from federal taxes pursuant to Internal Revenue Code Section 501(c)(3). In order to apply for a ruling from the California State Franchise Tax Board declaring it to be exempt from state franchise taxes pursuant to Revenue and Taxation Code Section 23701d, the Directors hereby adopt the following resolution:

**RESOLVED:** that the Chief Financial Officer of the Corporation is authorized and instructed to oversee the filing of FTB 3500 in order to obtain a ruling from the Franchise Tax Board for tax-exempt status under California Revenue and Taxation Code (R&TC).

### **PRINCIPAL OFFICE LOCATION IN CALIFORNIA**

In order to provide for establishment of a principal office location within the state of California, as required by the California Corporations Code, the Directors hereby adopt the following resolution:

**RESOLVED:** that 113 S College Drive, Santa Maria, California be designated and fixed as the principal executive office for transacting business in California.

### **OFFICERS AUTHORIZED TO CONTRACT**

In order to provide for authorization of officers to contract and obligate the Corporation, in the ordinary course of business, the Directors hereby adopts the following resolution:

**RESOLVED:** that each of the Corporation's officers be, and the same hereby are authorized, any one (1) acting alone, to sign contracts and obligations on behalf of the Corporation.

### **BANK RESOLUTIONS**

In order to provide for a depository for the funds of the Corporation, and to authorize certain officers, and/or other personnel to deal with corporate funds on deposit thereat, the Directors hereby adopt the following resolutions:

**RESOLVED:** that this Corporation open an account or accounts with a bank located in Santa Maria, California selected by the officers of the Corporation.

**RESOLVED FURTHER:** That until such authority is revoked by sealed notification to said financial institution of such action by the Board of Directors of this Corporation, the President and the Chief Financial Officer of the Corporation, acting together or separately, are hereby authorized to do the following acts:

1. To designate one or more banks, trust companies, or other similar institutions as depositories of the funds, including without limitation, cash and cash equivalents of the Corporation;

2. To open, keep and close general and special bank accounts, including general deposit accounts, payroll accounts and working fund accounts with any such depository;
3. To cause to be deposited in such accounts with any such depository, from time to time, such funds, including without limitations, cash and cash equivalents of the Corporation as such officers deem necessary or advisable, and to designate or change the designation of the officer or officers and agent or agents of the Corporation who would be authorized to make such deposits and to endorse checks, drafts or other instruments for such deposits;
4. From time to time, to designate or change the designation of the officer or officers and agent or agents of this Corporation who will be authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Corporation against any funds deposited in any of such accounts, and to revoke any such designation;
5. To authorize the use of facsimile signatures for the signing or countersigning of checks, drafts or other orders for the payment of money, and to enter into such agreements as banks and trust companies customarily require as a condition for permitting the use of facsimile signatures;
6. To make such general and special rules and regulations with respect to such accounts as either of them may deem necessary or advisable; and
7. To complete and execute printed blank signature card forms in order to conveniently exercise the authority granted by this resolution, and any resolutions printed thereon shall be deemed adopted as a part hereof.

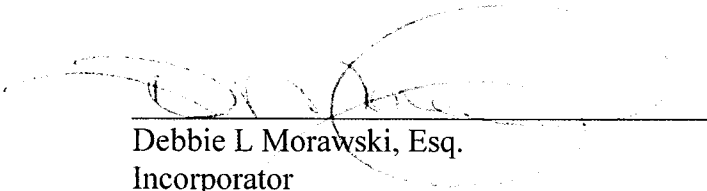
### **STATEMENT OF INFORMATION**

In order to comply with the California Corporations Code requirements related to filing a Statement of Information, the Directors hereby adopt the following resolutions:

**RESOLVED:** that the Corporation's Secretary is authorized and instructed to oversee the filing of the Domestic Nonprofit Corporation Statement of Information and thereafter to procure the President's signature thereon and file the same with the California Secretary of the State as required by statute.

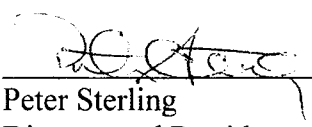
**RESOLVED FURTHER:** that the Corporation's Secretary is instructed to place a copy thereof in the Corporation's Minute Book immediately following this instrument.

Dated: May 15, 2018



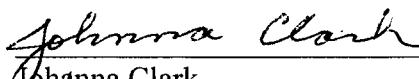
---

Debbie L Morawski, Esq.  
Incorporator



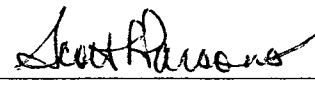
---

Peter Sterling  
Director and President



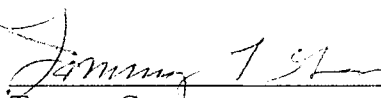
---

Johanna Clark  
Director and Vice President



---

Scott Parsons  
Chief Financial Officer



---

Tommy Gee  
Director and Secretary