

See other side
for instructions

STATE OF CALIFORNIA
OFFICE OF THE ATTORNEY GENERAL
REGISTRY OF CHARITABLE TRUSTS
P. O. Box 13447
SACRAMENTO, CALIFORNIA 95813

REGISTRATION FORM

ELKS RECREATION FOUNDATION INC

27324

P O BOX 609
SANTA MARIA

CA 93454

Federal Employer
Identification Number

95-2485566

2. Form of organization: (Check only one box which is applicable to this entity)

☒ Corporation No. D-2350960, Incorporated in State of CALIF. on 3/28/49

☐ Unincorporated Association. Date Established _____

☐ Inter Vivos Trust of _____

Date of trust instrument _____

☐ Testamentary Trust—Estate of _____

Will probated in County of _____ Probate No. _____

Decree of Distribution or last account filed on _____

3. Names and addresses of all trustees or directors and officers (attach list if necessary):

SEE SCHEDULE ATTACHED

4. Attach a statement to describe how the organization will operate in carrying out its purpose. If the organization is operating in other states as well as California, comment fully on the extent of activities to be conducted in California and how the activities will relate to total activities.

Fixed assets are improvements to the arena at the Santa Barbara County Fair Grounds and cannot be moved. Our balance is to keep up with such expenditures.

5. Have assets been received? (funds, property, etc.) No _____ Yes _____, date first received See Federal Form 990 Copy Attached

If "Yes," attach financial statements as required in the instructions.

If "No," advise us when funds or other assets are received so registration can be completed.

6. Annual accounting period adopted: Fiscal year ending MARCH 31, or calendar year ☐.

7. Attached are copies of the following documents as required by the instructions:

☒ Articles of Incorporation

☐ Trust Instrument

☐ Articles of Association

☐ Will of _____

☒ Bylaws

☐ Decree of Distribution

☐ Financial Statements

☒ Federal Exemption Determination Letter

Leland Simas Pres.
SIGNATURE TITLE

ADDRESS
11/30/77
DATE
CT-1 (6-76)

805 925 3204
TELEPHONE NUMBER
Robert A. Wooten P.A. 425 So. Broadway
Santa Maria CA. 93454 95-1552648

Registration No. CT 27324

Date of Registration 6/13/78

For Registry use only

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INSTRUCTIONS FOR PREPARING AND FILING

REGISTRATION FORM

(Section References are to the California Government Code)

WHO MUST FILE

Every charitable corporation and every trustee (includes unincorporated associations) holding assets for charitable purposes or doing business in the State of California must register with the Attorney General, except those exempted by Section 12583. Corporations which are organized and operated primarily as a hospital, a school or a religious organization are exempted by Section 12583.

WHEN TO FILE

Pursuant to Section 12585, registration is required of every trustee subject to the Uniform Supervision of Trustees for Charitable Purposes Act within six months after receipt of assets (cash or other forms of property) for the charitable purposes for which organized.

FINANCIAL STATEMENTS (Item 5)

In the case of newly created charitable organizations, an opening balance sheet is required showing the initial composition of assets, and liabilities, if any, which activated the organization. In the case of established organizations which have recently authorized or required any part of their income or principal to be applied to a charitable purpose, the balance sheet should show only those charitable assets and liabilities, if any, on the date they were so designated. Include a detailed description of all assets and liabilities, including cash on hand and in banks, name and number of invested securities at cost or book value, personal and real property.

Foreign corporations holding assets for charitable purposes and recently qualifying to do business in California must file complete financial statements meeting our requirements for the last two fiscal years preceding the filing of this Registration Form, CT-1.

Tardy registrants must file complete financial statements meeting our requirements for each fiscal year they have been subject to Section 12586.

DOCUMENTS REQUIRED TO BE ATTACHED (Item 7)

Corporation: A certified copy of the Articles of Incorporation, amendments thereto, and Bylaws.

Unincorporated Association: A copy of the Constitution and Bylaws, or other instrument under which it is organized and operates.

Inter-Vivos Trust: A certified copy of instrument creating Trust.

Testamentary Trust: A certified copy of Will and Decree of Distribution.

All registrants: (1) A copy of your federal exemption determination letter if available, (2) copies of publications, literature, etc., if any, which the organization distributes.

EXECUTION OF REGISTRATION FORM

Where there is a single trustee, the form is to be executed by that individual.

Where there is a group of individuals or corporation holding as trustees, any one of the trustees may execute the form. In the case of a charitable corporation the form should be executed by an authorized officer.

WHERE TO FILE

Forward the completed form to the Registry of Charitable Trusts, P.O. Box 13447, Sacramento 95813. Retain one copy for your records.

If additional information is required, please refer to the Uniform Supervision of Trustees for Charitable Purposes Act (Gov. Code Secs. 12580-12597) and the Administrative Rules and Regulations pursuant to the Act (Calif. Adm. Code, Title 11, Secs. 300-306 and 310).

EXALTED RULER, DON ARIS
GENERAL CHAIRMAN, CLARENCE MINETTI
ASSISTANT, LELAND "BUTCH" SIMAS

SECRETARY, JACK E. POOLE

ARENA CHAIRMAN, CLARENCE MINETTI

PARADE CO-CHAIRMAN, ROBERT ACQUISTAPACE
CHIPPER WILLIAMS

QUEEN COMM. CHAIRMAN, TONY COSSA
JAMES GLINES

ADVERTISING COMM. CHAIRMAN, BOB NOLAN
LARRY LAVAGNINO, LEO ACQUISTAPACE

ELKS 34th ANNUAL RODEO AND PARADE

SPONSORED BY ELKS RECREATION FOUNDATION, INC.

JUNE 3-4-5, 1977

Phone: Santa Maria 925-1538

Rodeo Phone: Santa Maria 925-4125

Ticket Phone: Santa Maria 922-6006



TROPHY BUCKLE FOR EACH EVENT CHAMPION AND TO THE ALL AROUND CHAMPION

P.O. Box 609

SANTA MARIA, CALIFORNIA 93454

RECREATION DIRECTORS:

LELAND J. SIMAS, PRESIDENT
CLARENCE MINETTI
W. BRUCE SANCHEZ
RICHARD KNOTTS
MARVIN GRIFFIN
TONY COSSA, JR.
DON ARIS
ED WALKER

Directors names and addresses are as follows:

LELAND J. SIMAS
305 E. Newlove
Santa Maria, Ca. 93454

CLARENCE MINETTI
P.O. Box 936
Guadalupe, Ca. 93434

W. BRUCE SANCHEZ
1490 Country Circle
Santa Ynez, Ca. 93460

RICHARD KNOTTS
P.O. Box 712
Nipomo, Ca. 93444

MARVIN E. GRIFFIN
3550 Dickson Dr.
Santa Maria, Ca. 93454

TONY COSSA JR.
2880 Monte Verde
Santa Maria, Ca. 93454

DONALD L. ARIS
3177 Lancaster Dr.
Santa Maria, Ca. 93454

EDWIN WALKER
3220 Peacock Lane
Santa Maria, Ca. 93454

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WEST'S FASTEST 3-DAY RODEO AND PARADE

HOSPITALITY UNLIMITED — RODEO DANCES — "BEARD-O-RENO" CONTEST — BOOSTER BUTTONS

ELKS' 109th ANNIVERSARY

SANTA MARIA ELKS LODGE #1538 FIFTIETH ANNIVERSARY

NOTE.—See Page Four before
filling out form.

CLAIM OF EXEMPTION FROM TAX UNDER THE CALIFORNIA BANK AND CORPORATION FRANCHISE TAX AND CORPORATION INCOME TAX ACTS

To THE COMMISSIONER:

ELKS RECREATION FOUNDATION, INC., the
Full name of organization
address of which is 300 East Main St., Santa Maria, California
Give complete address
hereby claims exemption from tax pursuant to subsection (s) E
of Section 4 (6) of the California Bank and Corporation Franchise Tax Act
and Section 4 of the Corporation Income Tax Act as charitable institution
State nature of institution, i.e., charitable, religious, business league, etc.
and in that behalf does hereby submit the following information:

1. Is the organization the outgrowth, successor to, or continuation of an unincorporated predecessor? NO
Yes or No
If so, state the name of such predecessor and the period during which it was in existence.
2. Has the organization filed Federal income tax returns? NO If so, for what year or years?
Yes or No
In what district?
3. State briefly in outline the specific purposes for which the organization was or is being formed. (Do not quote from, or make reference to, the articles of incorporation or by-laws for this purpose.) To promote and conduct sports shows, exhibitions, rodeos, and the like. The primary purpose is to promote and conduct the annual Elks Rodeo in the City of Santa Maria, California, for the purpose of raising money for sports and recreation in said city and in the vicinity thereof.
4. If the organization is already incorporated, give date and state of organization. NO
5. State fully all activities in which the organization is presently engaged or in which it will engage on granting of certificate of exemption. This corporation will be engaged primarily in promoting and conducting the annual Elks Rodeo in the City of Santa Maria, but will, as occasion demands, promote and conduct other public exhibits, shows, sports, athletic contests and the like.

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6. Does the organization intend to carry on business at a profit incidental to its main purpose? NO If so, give details Yes or No

7. State all sources from which the organization's income is or will be derived All income will be derived from the sale of admissions, programs and advertising at the annual Rodeo or at other shows, exhibits and contests, and by voluntary contributions from members of Santa Maria, Calif. Lodge No. 1538 of the Benevolent and Protective Order of Elks, and from others.

8. Specify purposes for which funds are or will be expended All funds over and above the actual expenses incurred in putting on such rodeos, shows, exhibitions, etc., will be expended exclusively for the purpose of promoting and encouraging public sports, athletics and other amusements and recreations in the City of Santa Maria, California, and in the vicinity thereof.

9. If exemption is claimed under Section 4(6)(f), state whether the organization performs or will perform particular services for members, shareholders, or others, such as making credit investigations, furnishing credit reports, collecting accounts, inspecting products, or other similar undertakings? Yes or No If so, attach a separate statement containing full details regarding such activities.

10. Is the organization authorized to issue capital stock? NO If so, state (a) the class or classes of such stock, (b) the number and par value of shares of each class outstanding, and (c) the consideration paid for outstanding shares Yes or No

11. If capital stock is outstanding, state whether any dividends or interest has been or may be paid thereon Yes or No
If so, give facts

12. Does any part of the net income of the organization inure to the benefit of any private shareholder, member or individual? NO Explain Yes or No

13. In the event of the dissolution of the organization, what disposition would be made of its property?

All would be reduced to cash and voluntarily given for purposes of public sports, exhibitions, recreation and the like in the City of Santa Maria, California, and in the surrounding areas.

14. Is the organization now, or has it ever been, engaged in carrying on propaganda, or otherwise either advocating or opposing pending or proposed legislation? No If so, furnish a detailed explanation of such activities, and furnish copies of literature, if any, distributed by the organization

ELKS RECREATION FOUNDATION, INC.

Name of organization

By WILLIAM C. RICE

Incorporator, attorney, officer or other authorized representative

Attorney

Mail Certificate of Exemption to:

William C. Rice, Attorney at Law

Name

P. O. Box 520

Address

Santa Maria, California

STATE OF California

COUNTY OF Santa Barbara

ss.

WILLIAM C. RICE

Name of person making affidavit

being first duly sworn,

deposes and says: He is attorney

Title, such as president, etc.

of the

ELKS RECREATION FOUNDATION, INC.

Name of organization

and makes the foregoing claim of exemption on behalf of said organization as such officer or representative thereof; that the answers, statements and data submitted herewith are complete and true to the best of affiant's knowledge and belief.

WILLIAM C. RICE

Subscribed and sworn to before me this day of March 1949.

[NOTARY'S SEAL]

FRED J. GOBLE

Signature of officer administering oath

Notary Public in and for said
County and State

Title

ARTICLES OF INCORPORATION

OF

ELKS RECREATION FOUNDATION, INC., in the office of the Secretary of State
of the State of California

A Non-Profit Corporation

ENDORSED
FILED

MAR 28 1949

FRANK M. JORDAN, Secretary of State
by ROBERT V. JORDAN
Assistant Secretary of State

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, for the purpose of forming a corporation under Part 1 of Division Two of the Corporations Code of the State of California, also known as the General Non-profit Corporation Law, do certify:

FIRST: That the name of said corporation is Elks Recreation Foundation, Inc., a non-profit corporation.

SECOND: That the purposes for which the corporation is formed are as follows:

(a) To foster, promote and encourage, by voluntary gifts and contributions and otherwise, public sports, athletics and other amusements and recreations and to foster and encourage public programs and contests for such purposes in the City of Santa Maria, California, and in the surrounding areas.

(b) To promote, conduct and maintain public entertainments, shows, exhibits, games, athletic contests and exhibitions, rodeos and the like, in order to accumulate funds for the purposes and objects stated in sub-paragraph (a) hereof.

(c) To cultivate and encourage social intercourse among its members and to foster and promote their general moral and physical welfare.

(d) To receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds, and securities of other corporations.

(e) To act as trustee under any trust incidental to the principle objects of the corporation, and to receive, hold, admin-

1 ister, and expend funds and property subject to such trust.

2 (f) To convey, exchange, lease, mortgage, encumber,
3 transfer upon trust, or otherwise dispose of all property, real
4 or personal.

5 (g) To borrow money, contract debts, and issue bonds,
6 notes and debentures, and secure the payment or performance of its
7 obligations.

8 (h) To make contracts, and to do all other acts necessary
9 or expedient for the administration of the affairs and attainment
10 of the purposes of the corporation.

11 The sub-paragraphs (a) to (h), both inclusive, of this
12 Second paragraph, as hereinabove set forth, shall be construed
13 both as statements of purposes and powers, and the statements con-
14 tained in each clause of said sub-paragraphs shall not be limited
15 or restricted by reference to or inference from the provisions of
16 any other clause.

17 THIRD: That this corporation does not contemplate the
18 distributions of gains, profits, or dividends to the members
19 thereof.

20 FOURTH: That the County in this state where the principal
21 office for the transaction of the business of the corporation is
22 located is Santa Barbara County.

23 FIFTH: (a) That the number of the Directors of this
24 corporation shall be seven (7).

25 (b) That the names and addresses of the persons
26 who are to act as said directors until the selection of their
27 successors are:

28	NAME	ADDRESS
29	J. S. McDonell	501 East Orange Street
30		Santa Maria, California
31	Glenn E. Seaman	120 West Pershing Street
32		Santa Maria, California

NAME

ADDRESS

M. G. Holman

230 East Hermosa Street
Santa Maria, California

F. W. Shields

800 South Broadway
Santa Maria, California

A. B. Hanson

1116 South Speed Street
Santa Maria, California

T. A. Twitchell

157 Palm Court
Santa Maria, California

Milo Ferini

R. F. D.
Santa Maria, California

SIXTH: (a) There shall be but one class of membership in this corporation, that is to say, - - -active membership.

(b) Membership in this corporation shall be limited to active members, in good standing, of Santa Maria, California, Lodge Number 1538 of the Benevolent and Protective Order of Elks; and all persons who are now active members, in good standing, in said lodge and all persons who shall hereafter be admitted to active membership therein, in accordance with the statutes, rules and regulation thereof, shall, by virtue of such membership, be eligible to become members of this corporation. Membership in this corporation and all rights and privileges of membership therein, shall automatically cease upon the termination of active membership, in good standing, in Santa Maria, California, Lodge Number 1538 of the Benevolent and Protective Order of Elks, for any reason whatever.

Neither membership in this corporation nor any of the rights or privileges thereof may be sold, assigned or transferred in any manner whatever, either voluntarily, or by operation of law, or otherwise.

IN WITNESS WHEREOF, we, the undersigned incorporators, including each person named in the foregoing articles as the first

1 directors of said corporation, have executed these articles of
2 incorporation, this 19th day of January, 1949.

3
4 T. A. TWITCHELL

5 A. B. HANSON

6 GLENN E. SEAMAN

7 J. S. McDONELL

8 M. G. HOLMAN

9 F. W. SHIELDS

10 MILO FERINI

1 STATE OF CALIFORNIA)
2 County of Santa Barbara) ss.

3 On this 20th day of January, 1949, before me
4 WILLIAM C. RICE, a Notary Public in and
5 for said County and State, Personally appeared, J. S. McDonnell,
6 Glenn Seaman, M. G. Holman, F. W. Shields, A. B. Hanson, T. A.
7 Twitchell and Milo Ferini, known to me to be the persons whose
8 names are subscribed to the foregoing Articles of Incorporation,
9 and acknowledged to me that they executed the same.

10 Witness my hand and official seal.

11
12 WILLIAM C. RICE (SEAL)
13 Notary Public in and for
14 said County and State

15 My Commission Expires Mar 2 1951
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BY-LAWS FOR THE REGULATION, EXCEPT
AS OTHERWISE PROVIDED BY STATUTE OR
THE ARTICLES OF INCORPORATION, OF
ELKS RECREATION FOUNDATION, INC.,
a non-profit corporation.

ARTICLE I
CORPORATE POWERS

Section 1. Except as otherwise provided by law or by the articles of incorporation or by the by-laws of this corporation, the corporate powers, management and control of the business and property of this corporation shall be conducted and controlled by a board of seven directors, who shall be members of the corporation. Five directors shall constitute a quorum for the transaction of business. 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 of directors.

ARTICLE II
OFFICE

Section 1. That the office of the corporation shall be located in the County of Santa Barbara, State of California, until otherwise ordered by the Board of Directors, and said Board of Directors shall have full power and authority, and full power and authority are hereby delegated to and conferred upon said Board of Directors to change and to fix and locate, from time to time, the office of the corporation at any place in the County of Santa Barbara, State of California.

ARTICLE III
OFFICERS

Section 1. The officers of this corporation shall be President, Vice-President, Secretary-Treasurer, and such other officers as these by-laws provide for or the Board of Directors may deem necessary. All such officers shall be elected by and shall hold office at the pleasure of the Board of Directors.

Section 2. Any of such offices may be occupied by one and the same person, provided that the same person shall not at the same time occupy more than one of the following offices, to wit: President, Vice-President, Secretary-Treasurer.

Section 3. The officers of this corporation shall not be required to be directors thereof.

ARTICLE IV
BOARD OF DIRECTORS, HOW CONSTITUTED

Section 1. From and after the 29th day of JAN 1952, the Exalted Ruler, the Esteemed Leading Knight and the chairman of the board of trustees of the Santa Maria, California Lodge No. 1538 B.P.O.E. shall ex-officio be directors of this

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corporation and shall hold office as such for the term corresponding with their term as such officers of said B.P.O.E. Lodge. The other four members of the Board of Directors shall be elected by the members of this corporation as hereinafter provided.

Section 2. The elective directors shall be elected at the annual meeting of the members. Their terms of office shall begin immediately after their election and shall continue until their respective successors are elected or until a vacancy occurs. All elections for directors shall be held by ballot.

At the first annual meeting of the members following the adoption of these by-laws, such four directors shall be elected. Of the four so elected, one shall serve for a four-year term, one shall serve for a three-year term, one shall serve for a two-year term, and one shall serve for a one-year term. At such first annual meeting of the members, each of said four directors shall be elected separately. The director to be elected for the four-year term shall be first elected, the director to be elected for the three-year term shall be next elected, and so forth.

One director shall be elected at each subsequent annual meeting of the members, to serve for a four-year term.

Section 3. Whenever any vacancy occurs in the office of any elective director, such vacancy shall be filled by an appointee of a majority of the remaining directors, though less than a quorum, and the director so appointed shall hold office until the next annual meeting of the members, at which time a director shall be elected to complete the unfinished term of such director.

ARTICLE V POWERS AND DUTIES OF DIRECTORS

Section 1. The powers and duties of the directors are:

FIRST: To select and remove at pleasure, all the other officers, agents and employees of the corporation, to prescribe such duties for them as may not be inconsistent with these By-Laws and the laws of the State of California, to fix their compensation, subject to the provisions of these By-Laws, and to require from them security for faithful service.

SECOND: To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with these By-Laws and the laws of the State of California, as they may deem best.

THIRD: To change and to fix and locate from time to time the office of the corporation; to adopt and make and use a corporate seal; to prescribe the form of membership certificate, and to alter

the form of such seal or of such certificate from time to time as in their judgment they may deem best.

FOURTH: To issue or cause to be issued at any time and from time to time, membership certificates to the members of this corporation.

FIFTH: To borrow money and incur indebtedness for the purposes of this corporation, and to give security for the repayment thereof.

SIXTH: To appoint such standing committees and special committees as the Board of Directors may see fit and to prescribe their powers and duties.

SEVENTH: In general, to do and perform every lawful act and thing whatsoever that may pertain to the office of a director of a non-profit corporation organized and existing under the laws of the State of California.

Section 2. The directors, in addition to the foregoing powers, shall have the right and authority, with the approval of the members of the corporation at a regular meeting of the members, to make gifts and donations of money or other property belonging to the corporation.

ARTICLE VI POWERS AND DUTIES OF PRESIDENT

Section 1. The President shall be the first executive officer of this corporation. He shall preside at all meetings of the Board of Directors and shall exercise a general supervision of the business, affairs and property of the corporation. He shall be an ex-officio member of all committees of the corporation.

Section 2. The President shall have, subject to the advice and control of the Board of Directors, charge of the direction and general management of the affairs, business and employees of the corporation, and shall have such other powers and perform such other duties as from time to time may be assigned to him by the Board of Directors or by the By-Laws.

Section 3. All the powers and duties hereby or by law conferred or imposed upon the President may be exercised and performed by him, either within the State of California, or elsewhere.

Section 4. If neither the President nor the Vice-President is present at any meeting of the Board of Directors or of the members, a president pro tem may be chosen to preside and act at such meeting.

ARTICLE VII
POWERS AND DUTIES OF VICE-PRESIDENT

Section 1. If at any time the President shall be absent or unable to act, the Vice-President shall take his place and shall be vested with the powers of and shall perform the duties of the President. In addition thereto, he shall have such other powers and perform such duties as from time to time may be assigned to him by the Board of Directors or by the By-Laws.

ARTICLE VIII
POWERS AND DUTIES OF SECRETARY-TREASURER

Section 1. The Secretary-Treasurer shall keep or cause to be kept at the principal office of this corporation or at such other place as the Board of Directors may order, a book of minutes of all meetings of its directors and of its members, with the time and place of the holding thereof, whether regular or special and if special, how authorized, the notice thereof given, and a resume of the proceedings thereat.

Section 2. The Secretary-Treasurer shall keep at the principal office a membership book showing the names of all members of the corporation and their addresses, the number and date of membership certificates issued, and the number and date of every membership certificate surrendered for cancellation.

Section 3. The Secretary-Treasurer shall have the custody of the corporate seal and when so ordered by the Board of Directors shall affix the seal to documents or instruments in the name and on behalf of the corporation.

Section 4. The Secretary-Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and shares. All books of account shall at all reasonable times be open to inspection by any Director.

Section 5. In addition to the foregoing, the Secretary-Treasurer shall have such other powers and perform such other duties as from time to time may be assigned to him by the Board of Directors or the By-Laws.

ARTICLE IX
CERTIFICATES AND TRANSFERS OF MEMBERSHIPS

Section 1. This corporation shall issue membership certificates to its members in such form and devise as the Board of Directors may provide and as are proper and in accordance with law.

ARTICLE X
MEETINGS - MEMBERS

Section 1. There shall be a regular annual meeting of the members of this corporation on the ~~THIRD~~ Thursday of each month of ~~MARCH~~ of each year, at 8:00 o'clock P.M. At such regular annual meetings, the directors of this corporation shall be elected in the manner and for the terms otherwise provided in these by-laws.

Section 2. Regular meetings of the members of this corporation shall be held at the same time and place as are all regular meetings of the members of Santa Maria, California Lodge No. 1538, B.P.O.E., and each of such meetings of said Lodge shall for all purposes be a valid and lawfully held regular meeting of the members of this corporation, with the same provisions concerning a quorum and rules of procedure.

Section 3. A special meeting of the members may be held at any time upon the order of the President, and the President shall make such order at any time upon the request of any three directors or upon the request of not less than one-tenth of the members of the corporation. Notice thereof must be given by mail to each member of record at his address as shown on the books of the corporation at least 48 hours prior thereto, or by personal service of such notice made upon such member at least 24 hours prior thereto.

Section 4. The Exalted Ruler of Santa Maria, California Lodge No. 1538 B.P.O.E., or such person as may be authorized by the by-laws of such Lodge to preside in his absence, shall preside at all meetings of the members of this corporation.

ARTICLE XI
MEETINGS - DIRECTORS

Section 1. There shall be a regular meeting of the Board of Directors held on the third Tuesday of each month at the hour of 7:00 o'clock P.M. at the Santa Maria Club, at the corner of South Broadway and East Park Street in the City of Santa Maria, California, or at such other place as the Board of Directors may determine. Whenever the day on which a regular meeting of the Board of Directors shall be held falls on a holiday, such meeting shall be held on the first business day thereafter, at the time and place designated for such meeting. No notice whatever of such meeting need be given.

Section 2. Special meetings of the Board of Directors may be called at any time by order of the President, and the President shall at any time call a special meeting of the Board of Directors upon the written request of three of said directors. Written or verbal notice of the time and place of a special meeting shall be given to each director by the Secretary-Treasurer at least 24 hours prior to such meeting or said notice shall be deposited with the postage thereon prepaid in the United States Post Office

in said city addressed to each one of the said directors not notified as above specified, said notice to be deposited at least 48 hours prior to such meeting. Directors residing out of said city may be notified of such meeting by telephone or telegraph at least 48 hours before such meeting. Whenever any director has been absent from any special meeting of the Board of Directors, an entry in the minutes to the effect that notice has been given in any of the ways aforesaid shall be deemed to be conclusive and incontrovertible evidence that due notice of such special meeting has been given to such director as required by law and the By-Laws of this corporation.

Section 3. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice of a quorum is present and if either before or after the meeting each of the directors not present signs a written waiver of notice and a consent to hold the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

ARTICLE XII MEETINGS - GENERAL

Section 1. There shall be no voting by proxy, either at a meeting of the directors or at a meeting of the members.

Section 2. Any business which may be done at a regular meeting of the directors or of the members may be done at a special meeting or at any adjourned regular meeting.

Section 3. Notice of any and all regular meetings of the Board of Directors and of the members is hereby dispensed with, and no notice whatever need be given of any such regular meetings.

Section 4. Any director or member may, in writing, waive any notice required to be given him by the By-Laws.

ARTICLE XIII ACCOUNTS - RECORDS

Section 1. The membership records, the books of account and minutes of the meetings of the members and the Board of Directors of this corporation shall at all reasonable times be open to inspection by any member and shall be exhibited at any time when required by the demand at any members' meeting of not less than 10% of the members in attendance. Such inspection by a member may be made in person or by agent or attorney, and the right of inspection shall include the right to make extracts. The corporation shall keep in its principal office for the transaction of its business the original or a copy of its By-Laws as amended or otherwise altered to date, certified by the Secretary-Treasurer of the corporation. The same shall be open to inspection by the members at all reasonable times.

Section 2. Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical assets of this corporation.

Section 3. All annual reports to the members are hereby expressly dispensed with.

ARTICLE XIV CHECKS, DRAFTS AND NOTES

Section 1. All checks or drafts for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

ARTICLE XV EXECUTION OF CONTRACTS

Section 1. Except as otherwise provided in the By-Laws, the Board of Directors may authorize any officer or officers or agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or consigned to specific instances. No officer, agent or employee shall have any authority to bind the corporation by any contract or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount unless he is so authorized by the Board of Directors.

ARTICLE XVI MEMBERSHIP

Section 1. All persons who now are or hereafter shall be active members in good standing in Santa Maria, California Lodge No. 1538 B.P.O.E., shall by virtue of such membership in such Lodge be eligible to become active members of this corporation. Membership in this corporation and all of the rights and privileges of membership therein shall automatically cease upon the termination of active membership in good standing in said B.P.O.E. Lodge for any reason whatever.

Section 2. Neither membership in this corporation nor any of the rights or privileges thereof may be sold, assigned or transferred in any manner whatever, either voluntarily or by operation of law or otherwise or at all, and all of such rights and privileges shall cease upon the death of any member.

Section 3. The property rights, voting rights, and all other rights, interests and privileges of the members of this corporation shall be equal.

Section 4. There shall be no membership fees nor initiation fees nor fees of any kind charged to the members of this corporation, nor shall assessments of any kind or nature be levied upon or collected from any member thereof.

ARTICLE XVII
AMENDMENT OF BY-LAWS

Section 1. By members: By-Laws of this corporation may be adopted, amended or repealed by the vote of or the written assent of a majority of the members of the corporation.

Section 2. By directors: By-Laws of this corporation other than a by-law or amendment thereof changing the authorized number of directors and other than a by-law or amendment thereof changing any of the rights or privileges of membership or levying any type of fee or dues or assessments, may be adopted, amended or repealed by a vote of not less than two-thirds of the members of the Board of Directors.

KNOW ALL MEN BY THESE PRESENTS:

That I do hereby certify:

1. That on the 29th day of January, 1952, I became, ever since have been, and now am the duly elected, qualified and acting Secretary-Treasurer of ELKS RECREATION FOUNDATION, INC., a non-profit corporation organized and existing under and by virtue of the laws of the State of California.

2. That the foregoing By-Laws, consisting of eight pages, were duly adopted as the By-Laws of said corporation by the Board of Directors thereof on the 29th day of January, 1952, and that the same do now constitute the By-Laws of said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation, this 29th day of January, 1952.



Secretary-Treasurer

B. P. O. ELKS
No. 1538
Santa Maria,
California



for Mr. Murray
RETURNED TO ADDRESS

BULK RATE
U. S. POSTAGE
PAID
Santa Maria, Calif.
Permit No. 75
Non-Profit Org.

NOTICE OF SPECIAL MEETING
OF
ELKS LODGE #1538

To be held at 8 o'clock P. M., on February 6, 1964,
At 102 South Vine, Santa Maria, California,

For the purpose of considering AMENDMENTS to the
BY-LAWS of the ELKS RECREATION FOUNDATION and the
ELKS RODEO AND RACE MEET.

Amendments to the BY-LAWS of Said Corporations as
follows: To amend SECTIONS 1 and 2, ARTICLE V of the
ELKS RECREATION FOUNDATION By-LAWS and SECTIONS 1 and
2 of ARTICLE IV of the ELKS RODEO AND RACE MEET BY-LAWS
as follows:

BOARD OF DIRECTORS, HOW CONSTITUTED

Section 1. The number of Directors of the
corporation is nine (9) and shall consist of the
Exalted Ruler, the Esteemed Leading Knight and the
chairman of the board of trustees of the Santa Maria,
California Lodge, No. 1538 B.P.O.E., who shall hold
office as such for the term corresponding with their
term as such officers of said B.P.O.E. Lodge. The
other six (6) members of the Board of Directors shall
be elected by the members of this corporation as here-
inafter provided.

Section 2. The elective directors shall be elected
at the annual meeting of the members. Of the six (6) elec-
tive directors there shall be at least one resident from
each of the following areas: 1) Santa Maria, 2) Santa Ynez,
3) Guadalupe, and 4) Nipomo area. Said requirement of resi-
dence shall be effective with the first election after the
adoption of this by-law amendment. Their terms of office
shall begin immediately after their election and shall
continue until their respective successors are elected or
until a vacancy occurs. All elections for directors shall
be held by ballot, except as hereafter provided. Each
elective director shall serve for a three (3) year term.
At the first annual meeting of the members following the
adoption of this by-law amendment, the two additional
directors created hereby shall be elected, and, of the
two so elected, one shall serve for a one-year term and
one shall serve for a two-year term. The hold-over directors
shall complete their existing four-year terms of office
and the new three-year terms shall commence with their
successors.

DEC 2 12 36 PM '77

US Treasury Department

District Director

Internal Revenue Service

Date:

JUL 3 1972

In reply refer to: LA-EO-72-1103

L-179, Code 21:1103:HG

Tel. (213) 688-4763



▷ Elks Recreational Foundation, Inc.
Post Office Box 609
Santa Maria, California 93454

I. R. Code: Section 501(c): (4)

Address Inquiries and File Returns with District

Director of Internal Revenue: Los Angeles

Accounting Period Ending: March 31

Gentlemen:

On the basis of your stated purposes and the understanding that your operations will continue as evidenced to date or will conform to those proposed in your ruling application, we have concluded that you are exempt from Federal income tax under the provisions of the Internal Revenue Code section indicated above. Any changes in operations from those described, or in your character or purposes, must be reported immediately to your District Director for consideration of their effect upon your exempt status. You must also report any change in your name or address.

You are not required to file Federal income tax returns so long as you retain an exempt status, unless you are subject to the tax on unrelated business income imposed by section 511 of the Code, in which event you are required to file Form 990-T. You are required to file an information return, Form 990, annually on or before the 15th day of the fifth month after the close of your annual accounting period indicated above.

You are liable for the taxes imposed under the Federal Insurance Contributions Act (social security taxes); and for the tax imposed under the Federal Unemployment Tax Act if you have four or more individuals in your employ.

Any questions concerning excise, employment or other Federal taxes should be submitted to this office.

This is a determination letter.

Very truly yours,

F. S. Schmidt
District Director

Dec 2 12 36 PM '77