

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

See other side
for instructions

7/2/78 (4)

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? NO If so, attach a separate statement containing full details regarding such activities. Yes or No

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 NO 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. GOELLE

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 Santa Maria, California |
| 30 | | |
| 31 | Glenn E. Seaman | 120 West Pershing Street Santa Maria, California |
| 32 | | |

| 1 | NAME | ADDRESS |
|---|-----------------|--|
| 2 | M. G. Holman | 230 East Hermosa Street Santa Maria, California |
| 3 | F. W. Shields | 800 South Broadway Santa Maria, California |
| 4 | A. B. Hanson | 1116 South Speed Street Santa Maria, California |
| 5 | T. A. Twitchell | 157 Palm Court Santa Maria, California |
| 6 | Milo Ferini | R. F. D. Santa Maria, California |
| 7 | | |
| 8 | | |
| 9 | | |

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

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

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

29 IN WITNESS WHEREOF, we, the undersigned incorporators,
30 including each person named in the foregoing articles as the first
31
32

1 directors of said corporation, have executed these articles of
2 incorporation, this 19~~th~~ 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

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I WILCHELL AND RICE
ATTORNEYS AT LAW
SANTA MARIA, CALIFORNIA

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

BY-LAWS

By-Laws for the regulation, except as otherwise provided by Statute, or its Articles of Incorporation, of **ELKS RECREATION, INC.**

ARTICLE I

OFFICES

SECTION 1 - PRINCIPAL OFFICE

The principal office for the transaction of the business of the Corporation is fixed and located at 2325 Skyway Drive, Suite H in the City of Santa Maria, County of Santa Barbara, State of California. The Board of Directors is granted full power and authority to change said principal office from one location to another in said County. Any such change shall be noted in the By-Laws by the Secretary, opposite this section, or this section may be amended to state the new location.

SECTION 2 - OTHER OFFICES

Branch or other offices may be established at anytime by the Board of Directors at any place or places where the corporation is qualified to function.

ARTICLE II

MEMBERS

SECTION 1 - MEMBERS

The membership of this corporation shall at all times consist of the individuals holding the following positions in Santa Maria Lodge No. 1538 of the Benevolent and Protective Order of Elks of the United States of America:

- (1) The duly elected and qualified Exalted Ruler;
- (2) The duly elected and qualified Esteemed Leading Knight;
- (3) The duly elected and qualified Esteemed Loyal Knight;
- (4) The duly elected and qualified Esteemed Lecturing Knight;
- (5) The five duly elected and qualified Trustees;
- (6) The duly elected and qualified Secretary;
- (7) The duly elected and qualified Treasurer;

In addition, the membership of this corporation shall at all times include four other individuals who are members of Santa Maria Lodge No. 1538. Said four individuals shall be members for one-year periods and shall be chosen each year by this corporation's then members at their annual meeting except that the first four individuals chosen shall be chosen by the above named individuals at a special meeting of the members held for that purpose and

they shall be members until the first annual meeting is held and their successors are chosen. Anyone ceasing to hold one of the above named positions, or ceasing to be a member of Santa Maria Lodge No. 1538, shall automatically cease to be a member of this corporation.

SECTION 2 - ANNUAL MEETING

The annual meeting of the members of this corporation shall be held on the first Monday in April of each year, commencing in April, 2018, at the hour of 6:00 p.m. on said date.

ARTICLE III

DIRECTORS

SECTION 1 - POWERS

Subject to limitations of the Articles of Incorporation, of the By-Laws, and of the California Corporations Code, and subject to the duties of Directors as prescribed by the By-Laws, all corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is expressly declared the Directors shall have the following powers, to wit:

FIRST: To select and remove all officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the By-Laws; fix their compensation and require from them security for faithful service.

SECOND: To conduct, manage and control the affairs of the corporation, and to make such rules and regulations therefor not inconsistent with law, with the Articles of Incorporation or the By-Laws, as they may deem best.

THIRD: To adopt, make, and use a corporate seal, and to alter the form of such seal from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

FOURTH: To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor in accordance with Grand Lodge statutes pertaining to separate corporation.

FIFTH: To appoint all Committee Chairman.

SECTION 2 - NUMBER and QUALIFICATION of DIRECTORS

The authorized number of Directors shall be seven (7). Only members shall qualify as Directors of the Corporation.

SECTION 3 - SELECTION of DIRECTORS and TERM of OFFICE

Four Directors shall be elected by the members at the annual meeting of members from the membership of the corporation to serve for one year and until their successors are elected and qualify. Directors may be removed by the members at a special meeting called for that purpose by the Directors, upon receipt of written request for such special meeting from at least three members. If the Directors are removed, new Directors shall be elected at the special meeting to serve until the next annual meeting and until their successors are elected and qualified. Anyone ceasing to be a member of this corporation shall automatically cease to be a Director. Two of the other three director positions will be held by the following Lodge Officer positions; the Exalted Ruler, the Leading Knight. A member holding a Lodge Trustee position will fill the remaining director seat being nominated and selected by vote of the corporation's membership.

SECTION 4 - PLACE of MEETING

Regular meetings of the Board of Directors shall be held at any place within or without the state which has been designated from time to time by resolution by the Board of Directors or by written consent of all members of the Board. In the absence of such designation, regular meeting shall be held at the principal office of the corporation. Special meetings of the Board may be held either at a place so designated or at the principal office.

SECTION 5 - REGULAR MEETINGS

The regular meeting of the Board of Directors will be without call on the 3rd Tuesday of each month, at 6:00 PM, and notice of all regular meetings of the Board of Directors will be dispensed with.

SECTION 6 - SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or if he is absent or unable, or refuses to act, by the Vice-President or by any three (3) Directors. Written notice of the time and place of special meetings shall be delivered personally to the Directors, or be sent to each Director by mail, addressed to him at his address as it is shown upon the records of the corporation. In case such notice is mailed it shall be deposited in the United States mail in the place in which the principal office of the corporation is located at least forty-eight (48) hours prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. Such mailing or delivery as above provided shall be due, legal, and personal notice to such Director.

SECTION 7 - ENTRY of NOTICE

When 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 duly given shall be conclusive and incontrovertible evidence that due notice of such special meeting was given to such Director as required by law and the By-Laws of the corporation.

SECTION 8 - WAIVER of NOTICE

The transaction of any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though had as a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the Directors not present, sign a written Waiver of Notice, or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 9 - QUORUM

A majority of the authorized Board of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by the 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, unless a greater number be required by law, or by the Articles of Incorporation.

SECTION 10 - ADJOURNMENT

A quorum of the Directors may adjourn any Directors meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

ARTICLE IV

OFFICERS

SECTION 1 - OFFICERS

The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer. One person may hold two or more offices, except those of President and Secretary. Only members of the Board of Directors of this corporation may be officers of the corporation.

SECTION 2 - ELECTION

The officers of the corporation shall be chosen annually by the Board of Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

SECTION 3 - REMOVAL and RESIGNATION

Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon which such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4 - VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by the By-Laws for regular appointments to such office.

SECTION 5 - PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the activities and officers of the corporation. He shall preside at all meetings of the members, and at all meetings of the Board of Directors. He shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or the By-Laws.

SECTION 6 – VICE PRESIDENT

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Directors or the By-Laws.

SECTION 7 - SECRETARY

The Secretary shall keep or cause to be kept at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors and members 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 Directors' meetings, the number of members present at members' meetings, and the proceedings thereof.

The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors required by the By-Laws or By-Law to be given, and he shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws.

SECTION 8— TREASURER

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and transactions of the corporation, including accounts of its endowments, gifts, assets, liabilities, receipts, disbursements, gains, losses, and net worth. 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 of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his 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 of Directors or the By-Laws. The Treasurer shall be bonded in such amount as may be determined from time to time by the Board of Directors.

SECTION 9 - Office of Rodeo Operations

The Office of Rodeo Operations will be established with a Manager responsible for planning, organizing and directing all Rodeo Operations. The Rodeo Operations Manager will be elected during the Elks Recreation Annual Meeting by the Board of Directors and will serve a term of five (5) years. Responsibilities for the Office of Rodeo Operations and Rodeo Operations Manager will be approved by the Board of Directors. The Rodeo Operations Manager may be replaced with or without cause by a majority vote by the Board of Directors.

ARTICLE V

MISCELLANEOUS

SECTION 1 - CHECKS, DRAFTS, etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

SECTION 2 - CONTRACT etc., HOW EXECUTED

The Board of Directors, except as in the By-Laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances, and, unless so authorized by the Board of Directors, 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 to any amount.

ARTICLE VI

AMENDMENTS

SECTION 1 - BY DIRECTORS

The power to repeal and amend the By-Laws, except the power to fix or change the number of Directors, is hereby granted to the Board of Directors. If the members entitled to exercise a majority of the voting power, or a vote of a quorum at a meeting of members duly called pursuant to the By-Laws give their assent, the Board of Directors may fix or change the number of Directors of the corporation.

CERTIFICATE of SECRETARY

I, the undersigned, certify:

(1) I am the duly elected and acting Secretary of **ELKS RECREATION, INC.** a California nonprofit corporation; and,

(2) The foregoing By-Laws, comprising 7 pages, constitute the amended By-Laws of said corporation as duly adopted at the Special Meeting of the Board of Directors held on the 23rd day of March, 2021 in Santa Maria, California.



Approved by Secretary – Mike Arndt:

CERTIFICATE of PRESIDENT

I, the undersigned, certify:

(1) I am the duly elected and acting President of **ELKS RECREATION, INC.** a California nonprofit corporation; and,

(2) The foregoing By-Laws, comprising 7 pages, constitute the amended By-Laws of said corporation as duly adopted at the Special Meeting of the Board of Directors held on the 23rd day of March, 2021 in Santa Maria, California.



Approved by President – Peter Sterling:

US Treasury Department

District Director
Internal Revenue Service

Date: JUL 3 1972

In reply refer to: LA-EO-72-1103
L-179, Code ~~1103~~ 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