

BYLAWS
OF THE
SEGERSTROM HIGH SCHOOL FOOTBALL BOOSTER CLUB INC.

ARTICLE I NAME, LOCATION

SECTION 1. Name

The name of the organization shall be known as the Segerstrom High School Football Booster Club, Inc., hereinafter referred to as SHS Football Booster Club.

SECTION 2. Location

The principle office of this organization shall be the physical address of Segerstrom High School, unless otherwise ordered by the Executive Board of Directors. The SHS Football Booster Club shall purchase and use a Post Office Box 28809 at Santa Ana 92799 for the purpose of receiving correspondences.

ARTICLE II - MISSION STATEMENT, PURPOSE, AND OBJECTIVE

SECTION 1. Mission Statement

The SHS Football Booster Club's mission is to promote, provide for and perpetuate the football program at all levels, at Segerstrom High School.

SECTION 2. Purpose

The purpose of the SHS Football Booster Club is to provide a parent and community avenue to give such support and assistance to the football program at all levels, at Segerstrom High School. P.O. Box

SECTION 3. Objectives

- To provide financial support to Segerstrom High School football players.
- To improve the football program in terms of equipment and support.
- To provide a forum for friends and parents of the Segerstrom High School football players.
 - To assist in making the Segerstrom High School football program a distinctive and quality endeavor.
 - To provide volunteer time and money for special events, materials, and other services.

- Support will be confined to Segerstrom High School's football program and its related needs and activities.

ARTICLE III – LIMITATIONS

SECTION 1. Limitations

No recommendation, representation or report of any officer, committee or member of the SHS Football Booster Club shall be binding upon the SHS Football Booster Club, or be considered as representing the opinion or policy of the SHS Football Booster Club, unless the same shall have been submitted to and approved by the Board of Directors.

ARTICLE IV -- GOVERNMENT AND BASIC POLICIES

SECTION 1. Government

The SHS Football Booster Club shall be under the direct supervision of the Executive Board of Directors and governed by the basic policies set forth in Article IV, Section 2.

The Executive Board of Directors are President, Vice President, Secretary, Treasurer, Team Apparel Coordinator, Membership Director and the principal of the school or a representative appointed by the principal, and all shall be current paid members of this organization with the exception of the principal or the principal's representative. One or more positions may be combined at the discretion of the Executive Board of Directors. Elected Officers of the Executive Board of Directors include the offices of President, Vice President, Secretary, and Treasurer. These officers shall preside for two year terms. The president and treasurer shall be elected in odd years, and vice president and secretary shall be elected in even years. Terms shall run from January 1 of the first year through December 31 of the second year. Appointed positions of the Executive Board of Directors include Apparel Coordinator and Membership Director. Appointed positions shall be selected annually, and their terms shall run from January 1 through December 31.

Roberts Rules of Order Revised shall govern this organization and procedures of all meetings in which they are applicable and not in conflict with these Bylaws.

Five (5) current members, including at least two (2) Elected Officers of the Executive Board of Directors, shall constitute a quorum for the transaction of business at any meeting of the Executive Board of Directors. All matters of policy shall be decided at official meetings of the Executive Board of Directors by a 2/3-majority vote of attending

current members and must include at least two (2) Elected Officers of the Executive Board of Directors.

The Executive Board of Directors shall conduct meetings in a consistent manner. Following election each year, the Elected Officers of the Executive Board of Directors shall develop a schedule of regular meetings and tentative activity schedules (see attached example). All current paid members are welcome at any meeting of the Executive Board of Directors and all activities of the SHS Football Booster Club.

Each Elected Officer of the Executive Board of Directors is expected to attend all meetings with all other members of the Executive Board of Directors attending as applicable to activities pending or as agenda directs.

All meetings shall be presided over by the President or an Elected Officer of the Executive Board of Directors. In the absence of the President, the Vice-president shall assume the Presidents duties. In the absence of the President and Vice President, delegation of authority goes to the Treasurer and Secretary in succession.

The following may form part of the order of business and procedure at regular meetings:

Call to order.
Reading/approval of minutes of previous meetings.
Treasurers report.
Reading of communications.
Committee reports.
Old business.
New business.
Close of meeting.

Special business meetings shall be convened as follows: by vote of the membership at a regular business meeting; by direction of the President, by the President upon written request of seven members. Said request must state the objective of the meeting. Due notice of specially called business meetings and their purpose shall be given to each member and no other business shall be transacted at any such meeting.

The following shall be order of business and procedure at special business meetings:

Call to order
Roll call of Board
Special order of business
Close meeting

It shall be the duty of all Elected Officers of the Executive Board of Directors to attend each meeting and for all other members of the Executive Board of Directors to attend according to agenda matters scheduled. In case of inability of any Executive Board of Director member to attend a meeting, due notice shall be given to the President and arrangements made to have all necessary books and papers in the possession of a substitute at the meeting.

If any meeting shall fall on a legal holiday, said meeting shall be held the following day unless the Executive Board of Directors, by vote at a previous meeting, annuls such meeting and reschedules.

The fiscal year for the SHS Football Booster Club shall be August 1 through July 31 of the following year.

SECTION 2. Basic policies

The SHS Football Booster Club shall be non-profit, noncommercial, nonsectarian, and nonpartisan.

The name of this organization, or the names of any members in their official capacities, shall not be used in connection with any commercial concern, any partisan interest, or any purpose not appropriately related to the promotion of the objectives of this organization.

This organization shall not, directly or indirectly, participate or intervene in any way, including the publication or distribution of statements in any political campaign, on behalf of or in opposition to any candidate for public office.

This organization shall not enter into membership with other organizations but may cooperate with other organizations and agencies concerned with child welfare, but a SHS Football Booster Club representative shall make no commitments that bind this organization.

No part of the net earnings of this organization shall inure to the benefit of, or be distributed to its members, directors, trustees, officers, or other private persons, except that this organization shall be authorized and empowered to pay reasonable compensation for authorized services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

ARTICLE V - MEMBERSHIP AND DUES

SECTION 1. Membership

Any individual, organization, or business interested in supporting football at all levels at Segerstrom High, and who subscribes to the goals, objectives, and policies without regard to race, color, creed, or national origin, under such rules and regulations, not in conflict with the provisions of these Bylaws, is eligible to become a member.

SECTION 2. Dues

Annual membership fees will be reviewed and determined by the Executive Board of Directors in December each year for the following fiscal year. Membership fees are due at the start of each fiscal year. The Membership Director shall conduct an annual enrollment drive at the start of each fiscal year; however, membership may be accepted at any time. Paid members are considered current members and shall be entitled to benefits as determined by the Executive Board of Directors in December each year for the following fiscal year.

SECTION 3. Application for Membership

Application for membership shall be made in writing on a form approved by the Board of Directors.

SECTION 4. Determination of Eligibility

- A. The application form shall be submitted to the Secretary who will submit it to the Board of Directors for approval.
- B. Application shall be accompanied by payment of annual dues.

SECTION 5. Rights and Privileges

All members shall exercise and enjoy such rights as the Bylaws of the organization may prescribe.

SECTION 6. Censure, Suspension and Expulsion

- A. The Board of Directors, may suspend, or expel any member by an affirmative vote of two-thirds (2/3) of the members of the Board present at any meeting after proper notification to the Board of Directors is given, an investigation is conducted and an opportunity is provided for the affected member to respond in person or in writing.

1. For unauthorized activities or statements in the name or on behalf of the organization or any officers or committees thereof.

B. Any membership shall be terminated automatically for nonpayment of dues.

ARTICLE VI - ELECTED OFFICERS AND ELECTION

SECTION 1. Elected Officer Requirements

Each officer of the SHS Football Booster Club shall be in good standing with the organization at the time of election.

SECTION 2. Elected Offices

The Elected Offices of the Executive Board of Directors include President, Vice President, Secretary, and Treasurer. These officers shall preside for two year terms. President and Treasurer shall be elected in odd years, and Vice President and Secretary shall be elected in even years. Terms shall run from January 1 of the first year through December 31 of the second year.

No salary or compensation for services shall be paid to any elected officer or director or any committee member by reason of his/her office.

Election of officers will be held during the November Board meeting. Elected Officers shall hold office for a period of two (2) years and are eligible for reelection each ensuing term.

Any member (see Article V, Section 1) of the SHS Football Booster Club, or potential member of the following fiscal year, is eligible to run for office. Any member wishing to run for office must submit their name to a current member of the Executive Board of Directors and be nominated by two or more Executive Board of Director members at the September board meeting.

The election of officers shall be by ballot of all Executive Board of Directors and members attending the November Board meeting. If there is but one candidate for any office, the ballot for that office may be dispensed with and the election held by voice vote.

The newly Elected Officers shall assume their positions in January. Outgoing Elected Officers shall assist newly Elected Officers with recommendations, instruction, and suggestions. Outgoing Elected Officers shall turn over to their successor, without delay, all records, books, and other material pertaining to the office.

Elected Officers shall serve for a term of two (2) years or until their successors are elected. Each Elected Officer shall be eligible for re-election the following term.

A vacancy occurring in any office shall be filled for the unexpired term by a person elected by the Executive Board of Directors. Election to fill a vacancy shall require a 2/3-majority vote of the Executive Board of Directors and all attending current members in attendance at the election. The Vice President shall serve notice of the election to the Executive Board of Directors in case a vacancy occurs in the office of the President.

If an office remains unfilled after election, it shall be considered a vacant office to be filled by the board elect.

ARTICLE VII - DUTIES OF ELECTED OFFICERS

SECTION 1. Duties of the President

The President shall be the Chief Executive of the SHS Football Booster Club and shall, subject to the control of the Executive Board of Directors, have general supervision, direction and control of the business and affairs of the SHS Football Booster Club and coordinate the work of officers and committees of the organization in order that the goals and objectives may be promoted.. The President shall become acquainted with the activities of all officers and committees and be an ex officio member of all committees except the nominating committee. The President shall preside at all meetings of the Executive Board of Directors. The President shall have the authority to appoint such committees, as deemed necessary, subject to approval of the Executive Board of Directors. The President shall perform such other duties as may be prescribed in these Bylaws or assigned to the President by the organization. The President shall delegate specific duties to other Elected Officers of the Executive Board of Directors that will aide in the President's performance of duties. The President will ensure Executive Board of Directors completion of the annual budget and schedule of meetings and events at the start of the new fiscal year for approval at the June membership. The President shall sign checks, disbursements, and withdraws with the Treasurer.

SECTION 2. Duties of the Vice President

The Vice President shall act as an aide to the President and in the absence of the President; the Vice President shall assume the duties of an authority thereof. Vice President shall have such other powers and perform such other duties as directed by the President of the Executive Board of Directors. The Vice President shall be in possession of the Reports and Procedures Notebook, which is kept for historical purposes and future reference and have it available for review at all meetings. The Vice President shall be responsible for requesting and collecting reports from all required Elected Officers and appointed positions of the Executive Board of Directors, committee chairperson(s) or any

such person in charge of any action or event, and be responsible for maintaining the Notebook.

SECTION 3. Duties of the Treasurer

The Treasurer shall maintain or cause to be maintained accurate permanent books, records, and accounts of the properties and business transactions of the SHS Football Booster Club. This includes accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and all income derived by the SHS Football Booster Club from any of its activities. Upon written request from any member, the treasurer shall provide within 30 days of said written request, a chart of accounts for inspection.

The Treasurer shall promptly deposit all monies and other valuables, in the name of, and to the credit of, the SHS Football Booster Club with such depositories as shall be designated by the Executive Board of Directors. The Treasurer shall disburse the funds of the SHS Football Booster Club in such a manner as may be ordered by the Executive Board of Directors and shall render to the President or to the Executive Board of Directors whenever they request it, an account of all transactions as Treasurer and of, the financial condition of this organization. The Treasurer shall keep the membership informed of expenditures as they relate to the budget adopted by the organization. A monthly treasurer report containing all financial activity shall be presented at each Executive Board of Director meeting. All reports will be filed in the Treasurers notebook to be passed on from year to year.

The Treasurer shall prepare fiscal year-end financial reports and provide all information necessary to ensure that all appropriate tax returns and documents are filed with the Internal Revenue Service, California Franchise Tax Board, and/or any Government Entity as required by law. The Treasurer may prepare and file the required Government Entity Reports and Returns or forward to an Executive Board of Directors approved tax accountant for preparation and filing.

The Treasurer will assist the President to ensure Executive Board of Directors completion of the annual budget at the start of the new fiscal year for approval at the June membership. The Treasurer will secure a second signature on all checks, disbursements, and withdraws, from the President as an authorized signatory. The Treasurer shall have such powers and perform such other duties as may be prescribed by the Executive Board of Directors or the By-laws.

SECTION 4. Duties of the Secretary

The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of the Executive Board of Directors, that shall be passed on from year to year, and be prepared to refer to minutes of previous meetings. A copy of all minutes shall be provided to the Elected Officers of the Executive Board of Directors.

The Secretary shall be the custodian of the By-laws of the SHS Football Booster Club and shall have said By-laws at all meetings.

The Secretary shall conduct the correspondence of the SHS Football Booster Club. Upon receipt of any correspondence, communications or other materials, the Secretary shall expeditiously route same to person having cognizance knowledge thereof.

The Secretary may sign checks, disbursements, and withdraws with the President, and Vice President.

The Secretary shall have such other powers and perform such other duties, including press releases, as may be directed by the President, Executive Board of Directors or these By-laws.

SECTION 5. Elected Officer Term expiration or resignation

Each Elected Officer of the Executive Board of Directors, upon the expiration of the term or in case of resignation, shall turn over to their successor, without delay, all records, books, and other material pertaining to the office, and shall return to the Treasurer without delay, all funds pertaining to that office. In addition, all Elected Officers of the Board of Directors will prepare and turn into the Vice President, a written report outlining the activities and functions of the office in which they served to be filed in the Reports and Procedure Notebook.

ARTICLE VIII – INDEMNIFICATION OF OFFICERS AND DIRECTORS

The SHS Football Booster Club shall indemnify any and all persons who serve or who have served at any time as directors or officers of the organization, and their respective heirs, administrators, successors and assigns, against any and all expenses or imposed upon such officer or director in connection with any proceeding to which such officer or director may be made a party by reason of having been an officer or director of the organization, or any settlement thereof, except in relation to matters as to which any officer or director shall be adjudged in any proceeding liable for the officer's or director's own negligence or misconduct in performance of duty; provided that in the event of a settlement of a suit, the indemnification provided for in this section shall apply only when the Board of Directors approves such settlement and reimbursement are in the best interests of the organization. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which the director or officer may be entitled.

ARTICLE IX - APPOINTED POSITIONS OF THE EXECUTIVE BOARD OF DIRECTORS, ASSIGNMENT, AND DUTIES

SECTION 1. Appointed position requirements

Each appointed position of the SHS Football Booster Club shall be a current paid member.

SECTION 2. Appointed positions

The appointed positions of the Executive Board of Directors include Membership Director, Apparel Coordinator, and committee chairpersons. These appointed positions shall be assigned annually or as needed.

Selection and assignment of appointed positions for the following calendar year may occur starting at the January Board meeting after election of officers. Appointed positions shall hold position for a period of one year and are eligible for reassignment each ensuing year.

Any member (see Article V, Section 1) of the SHS Football Booster Club, or potential member of the following fiscal year, is eligible for assignment to appointed positions. Any member wishing to serve in an appointed position must submit their name to a current member of the Executive Board of Directors.

The newly appointed positions shall assume their duties in January, or at the onset of their specific committee, project, or event. Outgoing appointed positions shall assist newly appointed positions, if possible, with recommendations, instruction, and suggestions. Outgoing appointed positions shall turn over to their successor, without delay, all records, books, and other material pertaining to the position.

A vacancy occurring in any appointed position shall be filled for the unexpired term by a person assigned by the Executive Board of Directors.

SECTION 3. Duties of the Apparel Coordinator

The Apparel Coordinator shall require taking consumer product orders, placing product orders with vendors, receiving and verifying accuracy of product orders received from vendors. The Apparel Coordinator shall also be responsible for the accounting of orders and inventory. All monies earned through the sale of apparel shall be transferred to the treasurer for deposit. The Apparel Coordinator is responsible for ordering all Board approved, and overseeing the sale of apparel at sporting events.

SECTION 4. Appointed position term expiration or resignation

Each Appointed position of the Executive Board of Directors, upon the expiration of the term or in case of resignation, shall turn over to their successor, without delay, all records, books, and other material pertaining to the appointed position, and shall return to the Treasurer without delay, all funds pertaining to that appointed position. In addition, all appointed positions of the Executive Board of Directors will prepare and turn into the Vice President, a written report outlining the activities and functions of the position in which they served to be filed in the Reports and Procedure Notebook.

ARTICLE X - COMMITTEES AND COMMITTEE CHAIRPERSONS

SECTION 1. Committees

Specific fundraising committees that may be required to ensure successful completion of each year's fundraising events, or any other specific committee needed to complete events or projects that facilitate the mission, goals and objectives of the SHS Football Booster Club, may be established by the Executive Board of Directors, by the Fundraising Director, or any other appointed position of the Executive Board of Directors with the approval of the Executive Board of Directors.

The President, followed by the Vice President, or specific appointed position of the Executive Board of Directors, followed by the committee chairperson(s), will have ultimate authority and responsibility of any committee activity. The appointed chairperson(s) may appoint members of said committees with the approval of the appointed position of Executive Board of Directors, or the Executive Board of Directors. A majority of the committee shall constitute a quorum for the transaction of the specific committee.

SECTION 2. Committee Chairperson(s)

The President, with the approval of the Executive Board of Directors, shall appoint the chairperson(s) for each specific committee.

Committee chairperson(s), upon the expiration of the term or in case of resignation, or completion of event or project, shall turn over to their successor or appropriate member of the Executive Board of Directors, without delay, all records, books, and other material pertaining to the committee chair, and shall return to the Treasurer without delay, all funds pertaining to that committee chair.

SECTION 3. Reports

All committee chairperson(s) will prepare and turn into the Vice President, a written report outlining the activities and functions of the committee chair in which they served to be filed in the Reports and Procedure Notebook.

ARTICLE XI - EXECUTIVE BOARD OF DIRECTORS

SECTION 1. Members of the Executive Board of Directors

Members of the Executive Board of Directors consist of the Elected Offices of President, Vice President, Secretary, Treasurer, the appointed positions of Membership Director, Apparel Coordinator, all chairpersons, and the principal of the school or a representative appointed by the principal, and all shall be current paid members of this organization.

SECTION 2. Duties of the Executive Board of Directors

The Executive Board of Directors shall transact necessary business between meetings of the SHS Football Booster Club and such other business as may be referred to by the SHS Football Booster Club.

Create and approve the current fiscal year budget and schedule of meetings and events at the start of the new fiscal year for approval at the annual membership meeting to be held in August and authorize expenditures, donations, and scholarships or book awards throughout the fiscal year.

Create committees deemed necessary to promote the goals and objectives of the SHS Football Booster Club, and to carry on the work of the SHS Football Booster Club.

Fill all vacancies in appointed positions and Elected Offices, including that of the President.

Present reports at the regular meetings of the SHS Football Booster Club as may be necessary.

Receive a financial report from the Treasurer each meeting.

The Executive Board of Directors is subject to the orders of the SHS Football Booster Club and none of its acts shall conflict with action taken by the SHS Football Booster Club.

The Executive Board of Directors shall meet at least once each month, unless otherwise ordered by the Executive Board of Directors. Special meetings of the Executive Board of Directors may be called by the President.

Each member of the Executive Board of Directors, upon the expiration of the term or in case of resignation, shall turn over to their successor, without delay, all records, books, and other material pertaining to their position, and shall return to the Treasurer without delay, all funds pertaining to that position. In addition, all members of the

Executive Board of Directors will prepare and turn into the Vice President, a written report outlining the activities and functions of their Elected Office or assigned position in which they served to be filed in the Reports and Procedure Notebook.

ARTICLE XII - REPORTS AND PROCEDURE NOTEBOOK

Upon expiration of term, resignation, completion of duty, conclusion of project, or completion of any event, the appropriate Elected Officer of the Executive Board of Directors, appointed position of the Executive Board of Directors, committee chairperson(s), or any such person in charge of any action or event, shall complete a written report to be turned into the Vice President to be filed in the SHS Football Booster Club Reports and Procedure Notebook for historical purposes and future reference. The Vice President shall be responsible for requesting and collecting such reports and maintaining the Notebook.

ARTICLE XIII - ANNUAL MEETING

Section 1. Annual meeting

The SHS Football Booster Club annual membership meeting shall be held in August at the start of each new fiscal year unless otherwise ordered by the SHS Football Booster Club or the Executive Board of Directors. The privilege of making motions, debating, and voting shall be limited to members of the SHS Football Booster Club who are present and who have paid the new fiscal year membership dues.

ARTICLE XIV – ASSETS AND LIABILITIES

SECTION 1. Interest of Members

All interest of each member in the funds, investments and other assets belonging to the organization shall immediately terminate in the event the membership of any member in the organization shall terminate for any reason, except through dissolution of the organization. In the event of such termination, other than dissolution of the organization, such member shall have no claim on account of such assets against the other members or their representatives.

SECTION 2. Distribution of Assets on Dissolution

Upon dissolution of the organization, and after payment of all indebtedness of the organization, any remaining investments, and other assets shall be distributed to such legally recognized charitable organizations as may be determined by vote of the then members of the SHS Football Booster Club.

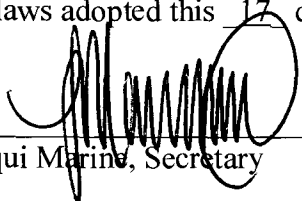
ARTICLE XV - AMENDMENTS

Any recommended changes or amendments to these by-laws must be presented in writing to the Executive Board of Directors. Recommended changes will be reviewed at the first regularly scheduled SHS Football Booster Club meeting following receipt of recommended changes. Approval of a 2/3-majority vote of attending current members including at least two (2) Elected Officers of the Executive Board of Directors is necessary to adopt the recommended changes.

STANDING RULE

At the beginning of each term of office or position, each member of the Executive Board of Directors shall be given a copy of these By-laws by the Secretary and shall be responsible for making a thorough study of them. A copy of these By-laws shall be made available to any current member of the SHS Football Booster Club upon request.

By-laws adopted this 17 day of November 2010.



Jacqui Marine, Secretary

SCHEDULE EXAMPLE-ATTACHMENT TO BYLAWS

July

Fundraising reports

Fundraising events

Apparel

August - Annual Membership Meeting

Solicitation for nominations for November election

September

Fall events

Fundraising reports

By-law review and suggested amendments

November election nominations

October

Fundraising reports

Fall events

Approval of amendments of by-laws

Upcoming Board Candidates Presentations

November

Fundraising reports

Fall events

Season end events

Board Elections

December

Fundraising reports

Winter events scheduling

Completion of appointed positions of the Executive Board of Directors Not Re-elected

January

New Elected Officers and new appointed positions of the Executive Board of Directors assume position

Committee Selections

Fundraising reports

Winter events

File new Secretary of State statement

February

Fundraising reports

Winter events

Bylaws

SHS Football Booster Club

March

Fundraising reports

Spring events

April

Fundraising reports

Spring events

May

Budget preparation for upcoming fiscal year

Fundraising reports

Spring events

year end events

June

Approval of Budget for upcoming fiscal year

Membership fee determination and benefits for next fiscal year

Recommendations for next fiscal year

MINUTES OF FIRST ORGANIZATIONAL MEETING
OF INCORPORATOR(S) OF

SEGERSTROM HIGH SCHOOL FOOTBALL BOOSTER CLUB INC.

A California Non-Profit Corporation

The undersigned, being the Incorporator(s) named in the Articles of Incorporation of the above-named California corporation, duly formed by the filing of said Articles of Incorporation in the office of the California Secretary of State on the 3rd day of August, 2010, and desiring to hold the first organizational meeting for the purpose of completing the organization of its affairs, in accordance with the powers conferred upon Incorporators by Section 210 of the General Corporation Law, held such meeting at: 2301 W Macarthur Blvd Santa Ana, CA 92704-7168 on the 17 day of November, 2010, at 8:00 O'clock in the afternoon of said day.

Present at this session of the meeting:

Mark H. Plager

being the Incorporator(s) of said corporation named in its Articles of Incorporation.

Also present:

Grizelda Padilla
Shellee Smith
Raul Aguillera
Jacqui Marine
Michelle Maceranka
Maria DeLaTorre

On motion and by unanimous vote, Shellee Smith was elected temporary Chairman, and temporary Secretary of the meeting.

ARTICLES OF INCORPORATION FILED

The Temporary Chairman stated that the original Articles of Incorporation of the corporation had been filed in the office of the California Secretary of State, and had been assigned the following filing date and State Corporation filing number:

Official Filing Date: August 3, 2010 Official Filing Number: 3311990.

He presented to the meeting a certified copy of said Articles of Incorporation, showing filings

as stated and the Temporary Secretary was directed to insert said copy in the Book of Minutes of the corporation.

AGENT FOR SERVICE OF PROCESS

The temporary chairman informed the Board that the corporation is required by statute to designate an agent for service of process in the State of California, and that Seth Joel had been designated as that agent in the corporations articles of incorporation filed with the Secretary of State.

RESOLVED that [Frank Alvarado], a resident of the State of California, whose business address is [2301 W MacArthur], [Santa Ana], California [92704], is approved as the corporation=s agent for service of process in California as required by California Corporations Code.

BY-LAWS

The matter of the adoption of By-Laws for the regulation of the affairs of the corporation was next considered. The temporary secretary presented to the meeting a form of By-Laws which were duly considered and discussed. On motion duly made and unanimously carried, the following resolutions were adopted:

RESOLVED: That the By-Laws presented to this meeting and discussed thereat be, and the same hereby are, adopted as and for By-Laws of this corporation.

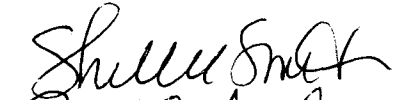

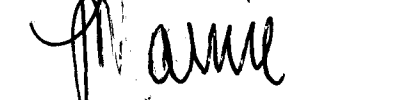
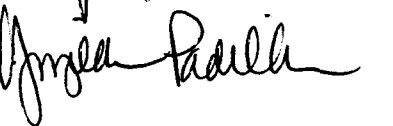
RESOLVED FURTHER: That the temporary secretary of this corporation be and hereby is authorized and directed to execute a certificate of the adoption of said By-Laws and to insert said By-Laws as so certified in the Book of Minutes of this corporation, and to see that a copy of said By-Laws, similarly certified, is kept at the principal office for the transaction of business of this corporation, in accordance with Section 213 of the California Corporations Code.

ELECTION OF DIRECTORS

The temporary Chairman stated that the By-Laws adopted by the Corporation provide that the number of the Board of Directors shall comprise President, Vice President, Treasurer, Secretary, Membership Director, Apparel Coordinator, committee chairpersons, and the principal or the principal's appointee.

Be advised that the Incorporator(s) on motion and by unanimous vote had elected the following person(s) as the first Director(s) of the Corporation to serve until successors are duly elected pursuant to the By-Laws, or until resignation or removal, as the case may be, and effective

upon their acceptance of their position, to exercise the powers of further organization and direction of the Corporation. Each of the newly elected Director(s) signified acceptance:

<u>Director=s Name and Address</u>	<u>Signature</u>	<u>Date</u>
Shellee Smith 2301 W. MacArthur Santa Ana CA 92704		11/17/10
Raul Aguilera 2301 W. MacArthur Santa Ana CA 92704		11-17-10
Jacqui Marine 2301 W. MacArthur Santa Ana CA 92704		11-17-10
Grizelda Padilla 2301 W. MacArthur Santa Ana CA 92704		11.17.10

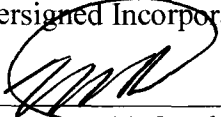
RESIGNATION OF INCORPORATOR(S)

The meeting continued. Present at this session of said meeting, in addition to the Incorporator(s) was the Director(s) duly elected herein. In the interests of maintaining continuity of action the Director(s) waived notice of said organizational meeting, took their places and the meeting then proceeded further.

WAIVER

The temporary chairman announced that the meeting was held pursuant to written Waiver of Notice and Consent thereto and was signed by all of the participants and upon motion made and unanimously carried, was made a part of the records of the meeting, and now precedes the minutes of this meeting in the book of minutes of the corporation.

The temporary Chairman advised that the Incorporator(s) having completed the necessary steps in organizing the Corporation and having elected the appropriate number of Director(s) to carry forward the management of the Corporation now wished to submit their resignations. The undersigned Incorporator(s) herewith tendered their resignation(s):



Incorporator(s): Mark H. Plager

The temporary Chairman stated that the Incorporator(s) tasks had now been accomplished and upon motion duly made and recorded, said resignations were accepted.

ELECTION OF OFFICERS

The meeting then proceeded to the election of officers. The following were duly elected to the offices indicated after the names of each:

Name	Office
Shellee Smith	President
Raul Aguilera	Vice President
Jacqui Marine	Secretary
Grizelda Padilla	Treasurer

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

CORPORATE SEAL

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

(SEAL)

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

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

FURTHER RESOLVED: The secretary is directed to affix an impression of the corporate seal of this corporation to the minutes of this meeting in the space provided above.

ORGANIZATIONAL EXPENSES

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

RESOLVED: That the President or Chief Financial Officer of this corporation be, and they hereby are authorized and directed to pay the expenses of incorporation and organization of this corporation.

ACCOUNTING YEAR

The chairman suggested that the meeting consider the adoption of an accounting year, either

fiscal or calendar, so that the Franchise Tax Board could be notified thereof. On motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED: That this corporation adopt an accounting year as follows:

DATE ACCOUNTING YEAR BEGINS: January 1

DATE ACCOUNTING YEAR ENDS: December 31

PRINCIPAL OFFICE LOCATION

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

RESOLVED: That 2301 MacArthur Boulevard, Santa Ana, California, and the same hereby is designated and fixed as the principal office for the transaction of the business of this corporation in the County of Orange, State of California.

FILING OF ANNUAL STATEMENT

The temporary chairman advised the board that, within 90 days after its articles of incorporation were filed, the corporation must file a Statement by Domestic Stock Corporation (annual informational statement) with the California Secretary of State, under the California Corporations Code.

RESOLVED the secretary of this corporation is authorized and directed to prepare and to file or cause to be filed with the California Secretary of State the necessary statement in compliance with the Corporations Code. The secretary is further directed to insert a copy of the statement in the minute book following the minutes of this meeting.

OFFICERS AUTHORIZED TO CONTRACT

To authorize the officers to contract and obligate the corporation, in the ordinary course of business, the following resolution was, upon motion duly made, seconded and carried, adopted:

RESOLVED: That the following officers be, and the same hereby are authorized to sign contracts and obligations on behalf of the corporation: President.

BANK RESOLUTION

The temporary chairman informed the board that it would be necessary to establish one or

more bank checking and saving accounts and to select a depository for the corporation=s employment taxes trust funds. The board was informed that an SS-4 had been submitted to the Internal Revenue Service, applying for an employer identification number. The board adopted the following resolutions:

RESOLVED: THAT this corporation open an account or accounts with the following named financial institutions:

Bank of America

RESOLVED FURTHER: That until such authority is revoked by sealed notification to said Bank of such action by the Board of Directors of this corporation, the following Officers,

Name	Officer
Raul Aguilera	Vice President
Jacqui Marine	Secretary

be, and they are authorized acting together to execute checks and other items for and on behalf of this corporation.

FURTHER RESOLVED: If this is a checking account, the bank is requested to prepare and dispose of statements and canceled checks monthly as instructed below. The bank assumes all risk of loss in transit of any statement or check.

Statement Instructions: Bank is instructed to:

(MAIL) to the statement mailing address shown on the bank records.
(HOLD UNTIL CALLED FOR) If not called for within 10 days after preparation, the bank may forward the statement and canceled checks by ordinary mail, bank messenger or other reasonable means to the statement mailing address shown on the bank records.

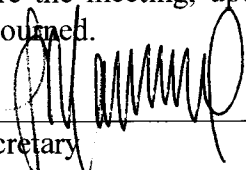
FURTHER RESOLVED the corporations=s employment taxes trust fund shall be deposited with Union Bank.

MISCELLANEOUS BUSINESS

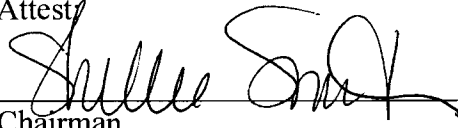
The chairman then asked if there was any other business to come before the meeting.

ADJOURNMENT

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



Secretary

Attest/


Chairman