December 13, 2010

Via Certified Mail # 7009-1680-0001-2403-8092
Return Receipt Requested

Registry of Charitable Trusts
P.O. Box 903447
Sacramento, CA 94203-4470

Re: Pogo Park
Corp. No. 3317950
EIN: 32-0318691

Dear Sir or Madam:

Pursuant to Government Code Section 12585, enclosed is the $25 filing fee, payable to the Department of Justice, and the following:

1. An original Form CT-1 (Initial Registration Form).

2. A copy of Form 1023 & attachments including:
   - Articles of Incorporation attached at Exhibit D of Form 1023; and
   - Bylaws attached at Exhibit E of Form 1023.

3. A copy of the determination letter from the Internal Revenue Service dated November 12, 2010 (effective date of exemption retroactive to September 8, 2010).

If you need any further information, please call me at (415) 268-6041 or Patrick McCabe at (415) 268-6926.

Respectfully,

Danielle T. Zaragoza

Enclosures

cc (via email with w/o encls.):
   Toody Maher, President
   Patrick McCabe, Esq.

sf-2931297
INITIAL
REGISTRATION FORM
STATE OF CALIFORNIA
OFFICE OF THE ATTORNEY GENERAL
REGISTRY OF CHARITABLE TRUSTS
(Government Code Sections 12580-12599.7)

NOTE: A $25.00 REGISTRATION FEE MUST ACCOMPANY THIS REGISTRATION FORM. MAKE CHECK PAYABLE TO DEPARTMENT OF JUSTICE.

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

Every charitable (public benefit) corporation, association and trustee holding assets for charitable purposes or doing business in the State of California must register with the Attorney General, except those exempted by California Government Code section 12583. Corporations that are organized primarily as a hospital, a school, or a religious organization are exempted by Section 12583.

Name of Organization: Pogo Park

The name of the organization should be the legal name as stated in the organization’s organizing instrument (i.e., articles of incorporation, articles of association, or trust instrument).

Official Mailing Address for Organization:
Address: 2604 Roosevelt Avenue
City: Richmond
State: CA
ZIP Code: 94804-1623

Organization’s telephone number: (510) 215-5500
Organization’s e-mail address: contact@pogopark.org
Organization’s fax number: (510) 215-5600
Organization’s website: www.pogopark.com

All organizations must apply for a Federal Employer Identification Number from the Internal Revenue Service, including organizations that have a group exemption or file group returns.

Federal Employer Identification Number (FEIN): 32-0318891

Group Exemption FEIN (if applicable): N/A

All California corporations and foreign corporations that have qualified to do business in California will have a corporate number. Unincorporated organizations are assigned an organization number by the Franchise Tax Board upon application for California tax exemption.

Corporate or Organization Number: 3317950

sf-2923931
Names and addresses of ALL trustees or directors and officers (attach a list if necessary):

Name: Toody Maher
Position: President, Director
Address: 2604 Roosevelt Avenue
City: Richmond
State: CA
ZIP Code: 94804-1623

Name: Denise Yamamoto
Position: Secretary, Director
Address: 2604 Roosevelt Avenue
City: Richmond
State: CA
ZIP Code: 94804-1623

Name: Galen Hoskin
Position: Chief Financial Officer, Director
Address: 2604 Roosevelt Avenue
City: Richmond
State: CA
ZIP Code: 94804-1623

Describe the primary activity of the organization. (A copy of the material submitted with the application for federal or state tax exemption will normally provide this information.) If the organization is based outside California, comment fully on the extent of activities in California and how the California activities relate to total activities. In addition, list all funds, property, and other assets held or expected to be held in California. Indicate whether you are monitored in your home state, and if so, by whom. Attach additional sheets if necessary.

See attached complete copy of Form 1023 at Exhibit A.

The organization will be required to file financial reports annually. All organizations must file the Annual Registration/Renewal Fee Report (RFF-1) within four months and fifteen days after the end of the organization's accounting period. Organizations with $25,000 or more in either gross receipts or total assets are also required to file either the IRS Form 990, 990-EZ, or 990-PF. Forms can be found on the Charitable Trusts' website at http://ag.ca.gov/charities.

If assets (funds, property, etc.) have been received, enter the date first received:
Date assets first received: 11/15/2010

Registration with the Attorney General is required within thirty days of receipt of assets.

What annual accounting period has the organization adopted?
Fiscal Year Ending ____________________________ Calendar Year X
A) Corporations - Furnish a copy of the articles of incorporation and all amendments and current bylaws. If incorporated outside California, enter the date the corporation qualified through the California Secretary of State's Office to conduct activities in California. See attached complete copy of Form 1023 at Exhibit A (see copy of articles of incorporation at Exhibit D of Form 1023 and see copy of bylaws at Exhibit E of Form 1023).

B) Associations - Furnish a copy of the instrument creating the organization (bylaws, constitution, and/or articles of association).

C) Trusts - Furnish a copy of the trust instrument or will and decree of final distribution.

D) Trustees for charitable purposes - Furnish a statement describing your operations and charitable purpose.

Has the organization applied for or been granted IRS tax exempt status X Yes _ No

Date of application for Federal tax exemption: 10/15/2010

Date of exemption letter: 11/12/2010 Exempt under Internal Revenue Code section 501(c) (3)

If known, are contributions to the organization tax deductible? X Yes _ No

Attach a copy of the Application for Recognition of Exemption (IRS Form 1023) and the determination letter issued by the IRS. See attached copy of IRS determination letter at Exhibit B.

Does your organization contract with or otherwise engage the services of any commercial fundraiser for charitable purposes, fundraising counsel, or commercial coventurer? If yes, provide the name(s), address(es), and telephone number(s) of the provider(s): N/A

<table>
<thead>
<tr>
<th>Commercial Fundraiser</th>
<th>Fundraising Counsel</th>
<th>Commercial Coventurer</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Address</td>
<td></td>
<td></td>
</tr>
<tr>
<td>City</td>
<td>State</td>
<td>ZIP Code</td>
</tr>
<tr>
<td>Telephone Number</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Commercial Fundraiser</th>
<th>Fundraising Counsel</th>
<th>Commercial Coventurer</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Address</td>
<td></td>
<td></td>
</tr>
<tr>
<td>City</td>
<td>State</td>
<td>ZIP Code</td>
</tr>
<tr>
<td>Telephone Number</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

I declare under penalty of perjury that I have examined this registration form, including accompanying documents, and to the best of my knowledge and belief, the form and each document are true, correct, and complete.

Signature ___________________________ Title President ___________________________ Date 11/22/2010

If additional information is required, please refer to the Supervision of Trustees and Fundraisers for Charitable Purposes Act (Government Code sections 12586-12599.7), the Administrative Rules and Regulations pursuant to the Act (California Code of Regulations, Title 11, Sections 300-312.1)

If you have questions regarding registration or need assistance, information is available on our website at http://ag.ca.gov/charities/ or you can reach us by telephone at (916) 445-2021 or fax at (916) 444-3651.
Exhibits to Form CT-1 (Initial Registration)
Pogo Park
EIN 32-0318691

Exhibit A

Copy of Form 1023
October 15, 2010

Via Overnight Delivery

Internal Revenue Service
201 West Rivercenter Blvd.
Att’n: Extracting Stop 312
Covington, KY 41011

Re: Pogo Park, FEIN 32-0318691

Dear Madam or Sir:

Enclosed please find Form 1023 and the following documents on behalf of Pogo Park, a California nonprofit public benefit corporation claiming exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code:

Exhibit A - Form 1023 Checklist
Exhibit B - Form 2848 - Power of Attorney and Declaration of Representative
Exhibit C - Form 1023 and Attachment
Exhibit D - Articles of Incorporation
Exhibit E - Bylaws
Exhibit F - Pogo Park Model – Elm Playlot
Exhibit G - Photovoice
Exhibit H - “Elm Playlot Action Committee (EPAC)
Exhibit I - Conflict of Interest Policy
Exhibit J - Form 5768 (Election/Revocation to Influence Legislation).

We enclose the $850.00 user fee payment in the attached envelope.

Please call me (at 415.268.6041) or Patrick McCabe (at 415.268.6926) if you need further information or if you have questions regarding the application.

Respectfully submitted,

[Signature]
Danielle T. Zaragoza

Enclosures
cc (via email with encls.):
   Toody Maher, President
   Patrick McCabe, Esq.
CHASE

PAY TO THE ORDER OF:

DEPARTMENT OF THE TREASURY, $850.00

DATE: 9/2/10

MADE
EXHIBIT A

Form 1023 Checklist
Form 1023 Checklist
(Revised June 2006)

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

Note. Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public inspection of approved applications.

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

☐ Assemble the application and materials in this order:
  □ Form 1023 Checklist
  □ Form 2848, Power of Attorney and Declaration of Representative (if filing)
  □ Form 8821, Tax Information Authorization (if filing)
  □ Expedite request (if requesting)
  □ Application (Form 1023 and Schedules A through H, as required)
  □ Articles of organization
  □ Amendments to articles of organization in chronological order
  □ Bylaws or other rules of operation and amendments
  □ Documentation of nondiscriminatory policy for schools, as required by Schedule B
  □ Form 5768, Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation (if filing)
  □ All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.

☐ User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.

☐ Employer Identification Number (EIN)

☐ Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
  □ You must provide specific details about your past, present, and planned activities.
  □ Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
  □ Describe your purposes and proposed activities in specific easily understood terms.
  □ Financial information should correspond with proposed activities.

☐ Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.

<table>
<thead>
<tr>
<th>Schedule</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td></td>
<td>x</td>
</tr>
<tr>
<td>B</td>
<td></td>
<td>x</td>
</tr>
<tr>
<td>C</td>
<td></td>
<td>x</td>
</tr>
<tr>
<td>D</td>
<td></td>
<td>x</td>
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<tr>
<td>E</td>
<td></td>
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<tr>
<td>F</td>
<td></td>
<td></td>
</tr>
<tr>
<td>G</td>
<td></td>
<td></td>
</tr>
<tr>
<td>H</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

STF KGQV1000.27
An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.

- Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) Page 1, Article II
- Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law Pgs 1 & 2, Article IV

Signature of an officer, director, trustee, or other official who is authorized to sign the application.

- Signature at Part XI of Form 1023

Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011
POGO PARK
EIN: 32-0318691
Form 1023

EXHIBIT B

Form 2848
(Power of Attorney
and
Declaration of Representative)
**Part I**

**Power of Attorney**

Caution: Form 2848 will not be honored for any purpose other than representation before the IRS.

1. Taxpayer information. Taxpayer(s) must sign and date this form on page 2, line 9.

<table>
<thead>
<tr>
<th>Taxpayer name(s) and address</th>
<th>Social security number(s)</th>
<th>Employer identification number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Pogo Park</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2604 Roosevelt Avenue</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richmond, CA 94804-1623</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Daytime telephone number:

(510) 215-5500

Plan number (if applicable):

32-0318691

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

2. Representative(s) must sign and date this form on page 2, Part II.

<table>
<thead>
<tr>
<th>Name and address</th>
<th>CAF No.</th>
<th>Telephone No.</th>
<th>Fax No.</th>
</tr>
</thead>
<tbody>
<tr>
<td>PATRICK McCABE, ESQ.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>MORRISON &amp; FOERSTER, 425 MARKET ST. FL.32</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>SAN FRANCISCO, CA 94105</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name and address</th>
<th>CAF No.</th>
<th>Telephone No.</th>
<th>Fax No.</th>
</tr>
</thead>
<tbody>
<tr>
<td>DANIELLE T. ZARAGOZA, ESQ.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>MORRISON &amp; FOERSTER, 425 MARKET ST. FL.32</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>SAN FRANCISCO, CA 94105</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3. Tax matters

<table>
<thead>
<tr>
<th>Type of Tax (Income, Employment, Excise, etc.)</th>
<th>Tax Form Number (1040, 941, 720, etc.)</th>
<th>Year(s) or Period(s) (see the instructions for line 3)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Civil Penalty (see the instructions for line 3)</td>
<td>1023</td>
<td>until exemption granted</td>
</tr>
</tbody>
</table>

4. Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4, Specific Uses Not Recorded on CAF.

5. Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative or add additional representatives, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See Unenrolled Return Preparer on page 1 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(c) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan administrator may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner’s (level k and l) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney:

6. Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, BUT NOT TO ENDORSE OR CASH, refund checks, initial here and list the name of that representative below.

Name of representative to receive refund check(s)
7 Notices and communications. Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.
   a If you also want the second representative listed to receive a copy of notices and communications, check this box.
   b If you do not want any notices or communications sent to your representative(s), check this box.

8 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here.

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

9 Signature of taxpayer(s). If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

► IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.

Signature: [Signature]
Date: 10/13/10
President
Title (if applicable): [Title]
Toody Maher
Print Name
PIN Number: [PIN Number]
Print name of taxpayer from line 1 if other than individual

Part II Declaration of Representative

Caution: Students with a special order to represent taxpayers in qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program (levels 7 and 8), see the instructions for Part II.
Under penalties of perjury, I declare that:
• I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
• I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
• I am authorized to represent the taxpayer(s) identified in Part I for the tax matters specified there; and
• I am one of the following:
  a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
  b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
  c Enrolled Agent—enrolled as an agent under the requirements of Circular 230.
  d Officer—a bona fide officer of the taxpayer’s organization.
  e Full-Time Employee—a full-time employee of the taxpayer.
  f Family Member—a member of the taxpayer’s immediate family (for example, spouse, parent, child, brother, or sister).
  g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
  h Unenrolled Return Preparer—the authority to practice before the Internal Revenue Service is limited by Circular 230, section 10.7(c)(1)(ii). You must have prepared the return in question and the return must be under examination by the IRS. See Unenrolled Return Preparer on page 1 of the Instructions.
  i Student Attorney—student who receives permission to practice before the IRS by virtue of their status as a law student under section 10.7(d) of Circular 230.
  j Student CPA—student who receives permission to practice before the IRS by virtue of their status as a CPA student under section 10.7(d) of Circular 230.
  k Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(a)).

► IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. See the Part II instructions.

<table>
<thead>
<tr>
<th>Designation</th>
<th>Jurisdiction (state) or identification</th>
<th>Signature</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>a</td>
<td>CA</td>
<td>[Signature]</td>
<td>10/14/10</td>
</tr>
<tr>
<td>a</td>
<td>CA</td>
<td>[Signature]</td>
<td>10/14/10</td>
</tr>
</tbody>
</table>
EXHIBIT C

Form 1023 and Attachment
**Application for Recognition of Exemption**
Under Section 501(c)(3) of the Internal Revenue Code

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

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

### Part I Identification of Applicant

<table>
<thead>
<tr>
<th>1</th>
<th>Full name of organization (exactly as it appears in your organizing document)</th>
<th>2</th>
<th>c/o Name (if applicable)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Pogo Park</td>
<td>Toody Maher</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>3</th>
<th>Mailing address (Number and street) (see instructions)</th>
<th>4</th>
<th>Employer Identification Number (EIN)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2604 Roosevelt Avenue</td>
<td>32-0318691</td>
<td></td>
<td></td>
</tr>
<tr>
<td>City or town, state or country, and ZIP + 4</td>
<td>Month the annual accounting period ends (01 - 12)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richmond, CA 94804-1623</td>
<td>12</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>6</th>
<th>Primary contact (officer, director, trustee, or authorized representative)</th>
</tr>
</thead>
<tbody>
<tr>
<td>a Name: Patrick McCabe, Esq.</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>7</th>
<th>Are you represented by an authorized representative, such as an attorney or accountant? If &quot;Yes,&quot; provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, Power of Attorney and Declaration of Representative, with your application if you would like us to communicate with your representative.</th>
</tr>
</thead>
<tbody>
<tr>
<td>X Yes</td>
<td>No</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>8</th>
<th>Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If &quot;Yes,&quot; provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Yes</td>
<td>No</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>9a</th>
<th>Organization's website: <a href="http://www.pogopark.com">www.pogopark.com</a></th>
</tr>
</thead>
<tbody>
<tr>
<td>b</td>
<td>Organization's email: (optional) <a href="mailto:contact@pogopark.com">contact@pogopark.com</a></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>10</th>
<th>Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If &quot;Yes,&quot; explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Yes</td>
<td>No</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>11</th>
<th>Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY)</th>
</tr>
</thead>
<tbody>
<tr>
<td>09/08/2010</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>12</th>
<th>Were you formed under the laws of a foreign country?</th>
</tr>
</thead>
<tbody>
<tr>
<td>Yes</td>
<td>No</td>
</tr>
</tbody>
</table>

For Paperwork Reduction Act Notice, see page 24 of the instructions.
Part II Organizational Structure

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

1 Are you a corporation? If "Yes," attach a copy of your articles of incorporation showing certification of filing with the appropriate state agency. Include copies of any amendments to your articles and be sure they show state filing certification. ☒ Yes ☐ No

2 Are you a limited liability company (LLC)? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. ☐ Yes ☒ No

3 Are you an unincorporated association? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. ☐ Yes ☒ No

4a Are you a trust? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. ☐ Yes ☒ No

b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. ☐ Yes ☒ No

5 Have you adopted bylaws? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. ☒ Yes ☐ No

Part III Required Provisions in Your Organizing Document

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

1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Page 1, Article I ☒

2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c. ☒

2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Pages 1-2, Article IV

2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: ☐

Part IV Narrative Description of Your Activities

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

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

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Mailing address</th>
<th>Compensation amount (annual actual or estimated)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Toody Maher</td>
<td>Director, President</td>
<td>2604 Roosevelt Avenue Richmond, CA 94804-1623</td>
<td>$75,000</td>
</tr>
<tr>
<td>Denise Yamamoto</td>
<td>Director, Secretary</td>
<td>2604 Roosevelt Avenue Richmond, CA 94804-1623</td>
<td>none</td>
</tr>
<tr>
<td>Galen Hoskin</td>
<td>Director, Chief Financial Officer</td>
<td>2604 Roosevelt Avenue Richmond, CA 94804-1623</td>
<td>none</td>
</tr>
</tbody>
</table>
### Part V  Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Mailing address</th>
<th>Compensation amount (annual actual or estimated)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Toody Maher</td>
<td>Executive Director</td>
<td>2604 Roosevelt Avenue</td>
<td>Richmond, CA 94804</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Mailing address</th>
<th>Compensation amount (annual actual or estimated)</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

#### 2a  Are any of your officers, directors, or trustees related to each other through family or business relationships? If "Yes," identify the individuals and explain the relationship.

- Yes  
- No

#### b  Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees.

- Yes  
- No

#### c  Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship.

- Yes  
- No

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

- Yes  
- No

#### b  Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through common control? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement.

- Yes  
- No

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

#### a  Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy?

- Yes  
- No

#### b  Do you or will you approve compensation arrangements in advance of paying compensation?

- Yes  
- No

#### c  Do you or will you document in writing the date and terms of approved compensation arrangements?

- Yes  
- No
**Part V** Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

<table>
<thead>
<tr>
<th>d</th>
<th>Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements?</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>e</td>
<td>Do you or will you approve compensation arrangements based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>f</td>
<td>Do you or will you record in writing both the information on which you relied to base your decision and its source?</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>g</td>
<td>If you answered &quot;No&quot; to any item on lines 4a through 4f, describe how you set compensation that is reasonable for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.</td>
<td>Yes</td>
<td>No</td>
</tr>
</tbody>
</table>

5a **Have you adopted a conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c.

b What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?

c What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?

**Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.

5a Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.

b Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than $50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.

7a **Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c?** If "Yes," describe any such purchase that you made or intend to make, from whom you made or will make such purchases, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine that you pay no more than fair market value. Attach copies of any written contracts or other agreements relating to such purchases.

b Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you made or will make such sales, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine that you pay no more than fair market value. Attach copies of any written contracts or other agreements relating to such sales.

8a Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f.

b Describe any written or oral arrangements that you made or intend to make.

c Identify with whom you have or will have such arrangements.

d Explain how the terms are or will be negotiated at arm's length.

e Explain how you determine you pay no more than fair market value or you are paid at least fair market value.

f Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.

9a Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f.
Part V  Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

b Describe any written or oral arrangements you made or intend to make.

c Identify with whom you have or will have such arrangements.

d Explain how the terms are or will be negotiated at arm’s length.

e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.

f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

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

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

1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If “Yes,” describe each program that provides goods, services, or funds to individuals. ☒ Yes ☐ No

b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If “Yes,” describe each program that provides goods, services, or funds to organizations. ☒ Yes ☐ No

2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer “Yes,” if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If “Yes,” explain the limitation and how recipients are selected for each program. ☒ Yes ☐ No

3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If “Yes,” explain how these related individuals are eligible for goods, services, or funds. ☐ Yes ☒ No

Part VII  Your History

The following “Yes” or “No” questions relate to your history. (See instructions.)

1 Are you a successor to another organization? Answer “Yes,” if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If “Yes,” complete Schedule G. ☐ Yes ☒ No

2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If “Yes,” complete Schedule E. ☐ Yes ☒ No

Part VIII  Your Specific Activities

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

1 Do you support or oppose candidates in political campaigns in any way? If “Yes,” explain. ☐ Yes ☒ No

2a Do you attempt to influence legislation? If “Yes,” explain how you attempt to influence legislation and complete line 2b. If “No,” go to line 3a. ☐ Yes ☒ No

b Have you made or are you making an election to have your legislative activities measured by expenditures by filing Form 5768? If “Yes,” attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If “No,” describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. ☒ Yes ☐ No

3a Do you or will you operate bingo or gaming activities? If “Yes,” describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. ☐ Yes ☒ No

b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If “Yes,” describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm’s length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. ☐ Yes ☒ No

c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.
Part VIII  Your Specific Activities (Continued)

4a  Do you or will you undertake fundraising? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.)

☐ mail solicitations
☐ phone solicitations
☐ email solicitations
☐ accept donations on your website
☐ personal solicitations
☐ receive donations from another organization's website
☐ vehicle, boat, plane, or similar donations
☐ government grant solicitations
☒ foundation grant solicitations
☐ Other

Attach a description of each fundraising program.

b  Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements.

☐ Yes ☒ No

c  Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements.

☐ Yes ☒ No

d  List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you raise funds for your own organization, you raise funds for another organization, or another organization raises funds for you.

☐ Yes ☒ No

e  Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors.

☐ Yes ☒ No

5  Are you affiliated with a governmental unit? If "Yes," explain.

☐ Yes ☒ No

6a  Do you or will you engage in economic development? If "Yes," describe your program.

☐ Yes ☒ No

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

7a  Do or will persons other than your employees or volunteers develop your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees.

☐ Yes ☒ No

b  Do or will persons other than your employees or volunteers manage your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees.

☐ Yes ☒ No

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

8  Do you or will you enter into joint ventures, including partnerships or limited liability companies, treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate.

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

10  Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed.

☐ Yes ☒ No
Part VIII Your Specific Activities (Continued)

11. Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. □ Yes □ No

12a. Do you or will you operate in a foreign country or countries? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. □ Yes □ No

b. Name the foreign countries and regions within the countries in which you operate.

c. Describe your operations in each country and region in which you operate.

d. Describe how your operations in each country and region further your exempt purposes.

13a. Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. □ Yes □ No

b. Describe how your grants, loans, or other distributions to organizations further your exempt purposes.

c. Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract.

d. Identify each recipient organization and any relationship between you and the recipient organization.

e. Describe the records you keep with respect to the grants, loans, or other distributions you make.

f. Describe your selection process, including whether you do any of the following:

(I) Do you require an application form? If "Yes," attach a copy of the form. □ Yes □ No

(II) Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. □ Yes □ No

g. Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.

14a. Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. □ Yes □ No

b. Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.

c. Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. □ Yes □ No

d. Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors.

e. Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. □ Yes □ No

f. Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. □ Yes □ No
<table>
<thead>
<tr>
<th></th>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>15</td>
<td>Do you have a close connection with any organizations? If “Yes,” explain.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>16</td>
<td>Are you applying for exemption as a cooperative hospital service organization under section 501(e)? If “Yes,” explain.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>17</td>
<td>Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(h)? If “Yes,” explain.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>18</td>
<td>Are you applying for exemption as a charitable risk pool under section 501(n)? If “Yes,” explain.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>19</td>
<td>Do you or will you operate a school? If “Yes,” complete Schedule B. Answer “Yes,” whether you operate a school as your main function or as a secondary activity.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>20</td>
<td>Is your main function to provide hospital or medical care? If “Yes,” complete Schedule C.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>21</td>
<td>Do you or will you provide low-income housing or housing for the elderly or handicapped? If “Yes,” complete Schedule F.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If “Yes,” complete Schedule H.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Note:** Private foundations may use Schedule H to request advance approval of individual grant procedures.
For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

### A. Statement of Revenues and Expenses

<table>
<thead>
<tr>
<th>Type of revenue or expense</th>
<th>Current tax year</th>
<th>3 prior tax years or 2 succeeding tax years</th>
<th>(e) Provide Total for (a) through (d)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gifts, grants, and contributions received (do not include unusual grants)</td>
<td>(a) From 01/10 To 12/31/10</td>
<td>(b) From 1/1/11 To 12/31/11</td>
<td>(c) From 1/1/12 To 12/31/12</td>
</tr>
<tr>
<td>2 Membership fees received</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Gross investment income</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Net unrelated business income</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 Taxes levied for your benefit</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7 Any revenue not otherwise listed above or in lines 9–12 below (attach an itemized list)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Total of lines 1 through 7</td>
<td>180,000</td>
<td>250,000</td>
<td>300,000</td>
</tr>
<tr>
<td>9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach an itemized list)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10 Total of lines 8 and 9</td>
<td>180,000</td>
<td>250,000</td>
<td>300,000</td>
</tr>
<tr>
<td>11 Net gain or loss on sale of capital assets (attach schedule and see instructions)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Unusual grants</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>13 Total Revenue Add lines 10 through 12</td>
<td>180,000</td>
<td>250,000</td>
<td>300,000</td>
</tr>
<tr>
<td>14 Fundraising expenses</td>
<td>17,500</td>
<td>30,000</td>
<td>30,000</td>
</tr>
<tr>
<td>15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)</td>
<td></td>
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<tr>
<td>16 Disbursements to or for the benefit of members (attach an itemized list)</td>
<td></td>
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<tr>
<td>17 Compensation of officers, directors, and trustees</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>18 Other salaries and wages</td>
<td>122,500</td>
<td>170,000</td>
<td>190,000</td>
</tr>
<tr>
<td>19 Interest expense</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>20 Occupancy (rent, utilities, etc.)</td>
<td>20,000</td>
<td>30,000</td>
<td>35,000</td>
</tr>
<tr>
<td>21 Depreciation and depletion</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22 Professional fees</td>
<td>20,000</td>
<td>20,000</td>
<td>25,000</td>
</tr>
<tr>
<td>23 Any expense not otherwise classified, such as program services (attach itemized list)</td>
<td></td>
<td></td>
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<tr>
<td>24 Total Expenses Add lines 14 through 23</td>
<td>180,000</td>
<td>250,000</td>
<td>280,000</td>
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### Part IX  Financial Data (Continued)

#### B. Balance Sheet (for your most recently completed tax year)

<table>
<thead>
<tr>
<th>Assets</th>
<th>1</th>
<th>2</th>
<th>3</th>
<th>4</th>
<th>5</th>
<th>6</th>
<th>7</th>
<th>8</th>
<th>9</th>
<th>10</th>
<th>11</th>
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</thead>
<tbody>
<tr>
<td>1 Cash</td>
<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>2 Accounts receivable, net</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>3 Inventories</td>
<td></td>
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<tr>
<td>4 Bonds and notes receivable</td>
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<tr>
<td>5 Corporate stocks (attach an itemized list)</td>
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<tr>
<td>6 Loans receivable (attach an itemized list)</td>
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<tr>
<td>7 Other investments (attach an itemized list)</td>
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<tr>
<td>8 Depreciable and depletible assets (attach an itemized list)</td>
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<tr>
<td>9 Land</td>
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<td></td>
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<tr>
<td>10 Other assets (attach an itemized list)</td>
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<td></td>
</tr>
<tr>
<td><strong>Total Assets (add lines 1 through 10)</strong></td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
<td>5</td>
<td>6</td>
<td>7</td>
<td>8</td>
<td>9</td>
<td>10</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Liabilities</th>
<th>12</th>
<th>13</th>
<th>14</th>
<th>15</th>
<th>16</th>
</tr>
</thead>
<tbody>
<tr>
<td>12 Accounts payable</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>13 Contributions, gifts, grants, etc. payable</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>14 Mortgages and notes payable (attach an itemized list)</td>
<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>15 Other liabilities (attach an itemized list)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total Liabilities (add lines 12 through 15)</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Fund Balances or Net Assets</th>
<th>17</th>
<th>18</th>
</tr>
</thead>
<tbody>
<tr>
<td>17 Total fund balances or net assets</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)</strong></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

| 19 Have there been any substantial changes in your assets or liabilities since the end of the period shown above? | Yes | No |

---

### Part X  Public Charity Status

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

1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. | Yes | No |
|---|---|

b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2. |  | |

2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, educational, religious, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. | Yes | No |

3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. | Yes | No |

4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? | Yes | No |

5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box. The organization is not a private foundation because it is:

a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A. |  |

b 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B. |  |
c 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C. |  |
d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D. |  |
Part X  Public Charity Status (Continued)

e 509(a)(4)—an organization organized and operated exclusively for testing for public safety. ☐

f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit. ☐

g 509(a)(1) and 170(b)(1)(A)(v)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. ❌

h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). ☐

i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status. ☐

6 If you checked box g, h, or i in question 5 above, you must request either an advance or a definitive ruling by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

a Request for Advance Ruling: By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, Extending the Tax Assessment Period, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

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

(Type or print name of signer) ☐

(Date) ☐

(Type or print title or authority of signer) ☐

For IRS Use Only

IRS Director, Exempt Organizations ☐

(Date) ☐

b Request for Definitive Ruling: Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).

(i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. ☐

(b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box. ☐

(ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each disqualified person. If the answer is "None," check this box. ☐

(b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) $5,000. If the answer is "None," check this box. ☐

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

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed $10,000 annually over a 4-year period, you must submit payment of $750. If your gross receipts have not exceeded or will not exceed $10,000 annually over a 4-year period, the required user fee payment is $300. See instructions for Part XI, for a definition of gross receipts over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

1 Have your annual gross receipts averaged or are they expected to average not more than $10,000? □ Yes X No

   If "Yes," check the box on line 2 and enclose a user fee payment of $300 (Subject to change—see above).
   If "No," check the box on line 3 and enclose a user fee payment of $750 (Subject to change—see above).

2 Check the box if you have enclosed the reduced user fee payment of $300 (Subject to change). □

3 Check the box if you have enclosed the user fee payment of $750 (Subject to change). X

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

Please Sign Here

[Signature of Officer, Director, Trustee, or other authorized official]

Toody Maher (Type or print name of signer)
President/Director (Type or print title or authority of signer)

(Date)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.
Part I, Question 7: The authorized representatives are

Patrick McCabe, Esq.
Morrison & Foerster LLP
425 Market Street
San Francisco, CA 94105

Danielle T. Zaragoza, Esq.
Morrison & Foerster LLP
425 Market Street
San Francisco, CA 94105

Please see Form 2848 attached as Exhibit B.

Part II, Question 1: The Articles of Incorporation are attached hereto as Exhibit D.

Part II, Question 5: The Bylaws are attached hereto as Exhibit E.

Part IV:

Pogo Park was organized exclusively for charitable purposes. Specifically, Pogo Park creates public play spaces that foster child development, revitalize neighborhoods, and transform communities.

Background – Social Need

There are thousands of children living in under-served, low-income neighborhoods with no meaningful or safe place to play. The concept of a “meaningful” play space is a direct result of groundbreaking neurological research in the ‘90’s that revealed that children’s brains develop at a phenomenal rate, far faster than anyone ever imagined possible. In fact, the neural pathways—the “architecture of the brain”—that govern a child’s entire cognitive, linguistic, social, physical, and creative development are “hard-wired” early in life, especially during a child’s early years. Most importantly, the research reveals that the most effective and proven method to hard-wire a child’s brain for healthy development is through unstructured, free play.

“All healthy mammals play.” Dr. Joe Frost, Professor Emeritus of Child Development, University of Texas.

Playing is how children learn. When kids negotiate the rules of the playground (who gets on the slide first, how long is fair to spin on the rubber tire, how to resolve disputes) they are, in fact, developing social skills. When they don costumes and pretend they’re Cinderella, a scary monster, or a Power Ranger, they are developing creative skills. When they swing on a swing, slide down a slide, or climb up a ladder, they are
Playing is how children learn. When kids negotiate the rules of the playground (who gets on the slide first, how long is fair to spin on the rubber tire, how to resolve disputes) they are, in fact, developing social skills. When they don costumes and pretend they’re Cinderella, a scary monster, or a Power Ranger, they are developing creative skills. When they swing on a swing, slide down a slide, or climb up a ladder, they are developing physical skills. When they construct a small fort out of mud, stone, and sticks, they are developing cognitive skills and so forth. Unstructured, free play is the “mother’s breast milk” of activity: a way to practice, over and over, the very skills children need to grow, thrive, and reach their inherent potential.

This new research that pinpoints the critical role of play on child development has completely turned playground design on its head. Experts in child development tell us that traditional playgrounds that feature plastic, standardized, off-the-shelf, play equipment fail dismally to meet children’s developmental needs. These static play structures provide opportunities for “physical” play only; research shows that children must have different types of play (i.e. creative, cognitive, linguistic, physical and social play) to fully develop.

Traditional playgrounds, filled with pre-fabricated equipment, have other glaring problems as well: they are too “safe,” lack connection with the natural world, fail to provide communities with a “sense of place,” and rarely include a protected space for toddlers (age 0-2).

Up to the present, the niche for meaningful play environments in this country has been filled primarily by “pay-for-play” options that include discovery museums, water parks, zoos, summer camps, organized sports, private music, dance, and art classes. These private options are magnets for middle and upper class families who will pay whatever price is required to ensure their children are exposed to the “varied” play opportunities experts agree are essential to child development.

But for those kids who cannot afford to “pay for play,” oftentimes their sole play option is the playground in their public park. The vast majority of inner-city playgrounds do not provide the type of “meaningful” play opportunities that their children need to develop. Most playgrounds in inner-city neighborhoods are seldom used, littered with debris, and tagged with graffiti. These parks and playgrounds are often used by the “leisured indigent” (Jane Jacobs, The Death and Birth of Great American Cities): people who should be somewhere else, doing something else. The energy of most inner-city parks is moribund, static, and dead to children.

Writing in a September 2007 op-ed for the San Francisco Chronicle, UC Berkeley public policy professor David Kirp writes, “Research shows the possibility of having a profound impact on [poor] children’s lives by giving them a shot at the stimulating world that middle-class youngsters routinely inhabit.” Professor Kirp articulated a key goal of
Pogo Park: to create a new kind of public play spaces that are specifically designed to spark and foster child development in our nation's most under-served children.

**Description of Past Activities: Pogo Park Project**

Prior to incorporating as a California nonprofit public benefit corporation, “Pogo Park” operated as a project of The Tides Center, a 501(c)(3) nonprofit organization (the “Pogo Park Project”). The activities of the Pogo Park Project focused on a small, city “pocket park” called “Elm Playlot” located at the very heart of the Iron Triangle neighborhood in Richmond, California.

Although 3,441 children, age 0-11, live within walking distance of Elm Playlot (one of the only public play spaces available to them), very few children ever use this park. Instead, Elm Playlot is overrun by graffiti, broken bottles, used condoms, hypodermic needles, gun casings, and men who come there to hang out, drink, and train their pit bulls to fight. The poor environment at Elm Playlot robs local children of a safe, public place to play. In January 2007, Toody Maher embarked on a quest to re-imagine and re-design Richmond’s city parks. She named her grassroots, community organization, “Pogo Park.”

Pogo Park Project has worked with the city of Richmond, community organizations, local residents, playground designers, play experts, and funders to radically and completely re-think, re-design, and re-build Elm Playlot. There are six essential, “must-haves” at the heart of the Pogo Park model:

1) ensuring the play space is safe;
2) staffing play spaces with “playworkers” (people trained in play and child development who are responsible for providing enriched play opportunities to children);
3) seeding play spaces with “loose parts” (objects like shovels, buckets, sticks, fabric, sand, rocks, leaves, blocks) so that kids can explore, manipulate, and change their environment at will;
4) creating a natural play environment (gardens, logs, stones, water, feeders, native plants);
5) providing basic necessities (drinking water, clean bathroom, shade, and a comfortable place to sit);
6) transforming the park into a community hub that links residents to existing community services.

For more information about the Pogo Park model, specifically the proposed revitalization and renovation of the Elm Playlot, please see slides attached hereto as Exhibit F.
Description of Present Activities – Pogo Park

The City of Richmond granted Pogo Park the “green light” to completely transform Elm Playlot from the ground up. This is a one-of-a-kind opportunity to wipe the slate clean, start anew, and create a new model for an inner-city park and playground that actually works—and a model that can be replicated in other city parks in Richmond and beyond. Pogo Park recently incorporated as a California nonprofit a California nonprofit public benefit corporation to complete the transformation of Elm Playlot and develop a model that can be replicated in other neighborhoods.

Working with the City of Richmond

The City of Richmond fully supports this plan and is mobilizing to use the revitalization of Elm Playlot as a catalyst to revitalize the surrounding neighborhood. Key city officials who fully support Pogo Park’s project to radically re-make Elm Playlot include the Mayor, City Manager, every member of the city council, Superintendents of the Park and Recreation Department, Police, the Iron Triangle neighborhood council, and Richmond’s Community Redevelopment Agency.

Collaborating with other agencies

Pogo Park is a member of Building Blocks for Kids (BBK), a collaborative of 27 agencies who serve children living in the Iron Triangle. Elm Playlot will be used as a hub to connect residents to existing services provided by our BBK partners.

Soliciting help from top-notch designers

Pogo Park is working with some of this country’s most talented, imaginative, and forward-thinking playground designers to re-make Elm Playlot. Almost all are either volunteers or are working at a reduced fee. Other partners artists, poets, teachers, gardeners, fabricators of children museum exhibits, pediatricians, child development experts, architects, parents, and experts on play.

Working with play experts

We are working with some of the leading researchers and practitioners of play and playwork—from around the world—to create the Pogo Park model for enriched children’s play spaces. We are working with:

- Ron Holthuysen, Scientific Art Studio, one of this country’s leading fabricators of “artisinal playground equipment”;
- Susan Goltsman, MIG, one of the leading experts on designing children’s play environments;
- Jay Beckwith, playground designer and fabricator with 30 years experience building children’s play environments;
- Penny Wilson of LondonPlays, one of the leading, most experienced “playworkers” in England who directs and designs programming for 80 adventure playgrounds in London;
- Jon Pape, Director of Parks in Copenhagen, Denmark and visionary in creating some of the world’s most innovative play spaces;
- Joan Almon and Ed Miller of the nonprofit advocacy group, Alliance for Childhood, who are working on the policy level to bring play back into schools;
- Dr. Stuart Brown, founder of the National Institute for Play and author of “Play: How it Shapes the Brain, Opens the Imagination, and Invigorates the Soul”;
- Gina Moreland, founder and director of Habitot’s Children’s Museum in Berkeley;
- New York Play Coalition; and
- East Bay Play Coalition.

Gathering community input

The Pogo Park Project conducted a community input process called “Photovoice;” we gave cameras to 15 local residents and asked them to take pictures of what they liked about their neighborhood, what they didn’t like, and what they wished to see. The results of this process were illuminating because they help us to see how the transformation of Elm Playlot can solve community concerns, foster community strengths, and actualize community desires. Attached hereto as Exhibit G is a hard copy of the Photovoice project. The Photovoice project may be viewed online at http://web.me/toodym/PhotoVoice_Elm/Home.html.

Consequently, we formed the Elm Playlot Action Committee (EPAC), a group comprised of residents of the Iron Triangle to give the community a voice. Our approach: invest in and empower the EPAC team to re-imagine and re-build Elm Playlot. What will it take to make Elm Playlot work? What do we need to do to make kids want to come to Elm Playlot to play? What do we need to do to encourage the local community to take ownership in the fate of this little park?

Since March 2009, Pogo Park has been meeting with EPAC, 15-20 hours per week, to address these specific questions and also to work in partnership to design, plan, and re-build the park. Additional information about EPAC and images are attached hereto as Exhibit H.
Description of Future Activities – Pogo Park

Using Elm Playlot as the model, we plan to create high-quality, enriched, public play spaces and play programming for children to spark and foster their development. Our core focus will be to transform public spaces into enriched play spaces, especially in inner-city neighborhoods. Additionally, we will focus on developing a comprehensive training for “playworkers” (people trained on play and child development who will staff children’s play spaces and foster children’s play).

We plan to develop a model that can be replicated in other neighborhoods. The model will include the processes for community engagement, design, and building.

We plan to put research on play and child development to practice. We plan to provide advice and support to promote good practices, and work to ensure that the importance of unstructured, free play is recognized by policy makers, planners and the public.

Part V, Question 3a:

Board Member Duties: The Directors’ duties, generally, are as follows:

The Board of Directors is responsible for managing the corporation’s operations and activities. This is generally understood as not requiring day-to-day management of the corporation’s affairs, but supervising and monitoring the activities of those to whom the Board has delegated the corporation’s day-to-day management responsibilities. The following is a general list of actions typically expected or required to be approved by the Board:

(a) Amending the articles of incorporation;
(b) Adopting, amending, or repealing bylaws;
(c) Adopting the budget and planning activities for the year;
(d) Bringing or defending legal actions;
(e) Designating the corporate depository and authorizing signatories;
(f) Obtaining corporate loans and mortgages of corporate property;
(g) Indemnification of directors, officers or agents;
(h) Entering into contracts; and
(i) Setting of compensation for the president and chief financial officer.

Toody Maher (President, Director)

Average hours worked: 50/week

Duties as President: The President is responsible for providing executive leadership to Pogo Park, serving as principal advisor to the Board of Directors, overseeing the management and the programs of Pogo Park, and serving as principal spokesperson for
Pogo Park to the community. The President is also responsible for implementing policy and procedures for strategic direction, fundraising, all operations, and financial administration of Pogo Park.

Qualifications: Toody Maher is an artist, inventor, and entrepreneur. She graduated from U.C. Berkeley in 1983 and secured the distribution rights to Swatch Watch in the 11 Western States. In 1983, she pioneered Swatch’s product launch, set up the regional office, and helped drive sales in her region from $0 in 1993 to $30 million in 1996.

Afterward, she started another company, Fun Products, which created the world’s first clear telephone with lights (named Fortune Magazine’s “Product of the Year” in 1990). In 1990, Toody was named Inc. Magazine’s “Entrepreneur of the Year.”

Later, she became the Business Director at Juma Ventures, a San Francisco nonprofit that provides jobs and job training to youth at-risk. At Juma, she created a series of “social enterprise” businesses: Ben & Jerry’s ice cream stores and a Ben & Jerry’s/Tully’s coffee concession at Candlestick and PacBell Park, that employed 200 youth each year, age 14-21, primarily from San Francisco’s Bayview-Hunter’s Point and Mission districts.

Thereafter, Toody invented, developed, and patented different products and either sold or licensed them to other companies. She worked as a consultant on a project for a research institute at UCLA, helping to translate their scientific, evidence-based research into formats that people can actually use. It was during this project, when she was working on how to increase overall health and well being in communities, that she realized how invaluable parks could be to children, families, and their communities if only the parks were properly designed. This realization led her to found Pogo Park in 2007.

Denise Yamamoto (Secretary, Director)

Average hours worked: 6/week

Duties as Secretary: The Secretary is charged with maintaining up-to-date corporate records and is responsible for taking Board minutes. The Secretary’s duties include recording and distributing Board meeting minutes, compiling and sending agendas and meeting notices, maintaining corporate records, including dockets and minute binders, and maintaining appropriate corporate documents in off-site safe deposit boxes.

Qualifications: Denise Yamamoto received her Masters of Business Administration from U.C. Berkeley and quickly began working in the field of social entrepreneurship. Denise Yamamoto was a Farber Fellow and Business Director at CVE, Inc., a San Francisco nonprofit that provides jobs and job training to people with mental health disabilities.

Prior to business school, she worked for six years in San Francisco for Barclays Global Investors, most recently as the international equity portfolio manager in the firm’s Alpha Strategies Group. In the summer of 1999, after completing a project with Grameen Fund, Bangladesh’s first venture capital fund, Denise worked for the National Park Service and the National Parks and Conservation Association writing a business plan for Shenandoah National Park in Virginia. Denise was one of the organizers of the first Haas Social
Venture Business Plan Competition, a national competition for mission-driven business ventures that simultaneously promote social responsibility and economic profitability. Currently, Denise serves as chairman of the Advisory Board of BUILD.

Denise holds an MBA from the Haas School of Business at the University of California, Berkeley.

**Galen Hoskin** (Chief Financial Officer, Director)

**Average hours worked:** 8 per month

**Duties as Chief Financial Officer:** The Chief Financial Officer is responsible for implementing policy and procedures for the financial administration of Pogo Park. The Chief Financial Officer oversees supervision of the accounting and tax returns. Financial administration includes developing and monitoring the annual administrative budget and understanding, interpreting and staying current with the legal concepts of IRS regulations. The CFO will also assist the President with the development of activities of Pogo Park, and perform other duties as assigned by the President.

**Qualifications:** Galen Hoskin is an investment analyst for Capital World Investors, a division of Capital Research and Management Company, focusing on semiconductor and consumer electronic companies in Asia. He is also a Senior Vice President of Capital World Investors, a division of Capital Research and Management Company, and a Vice President of New Perspective Fund.

Galen joined Capital in 1994 after receiving an M.B.A. from Columbia Business School. Before attending graduate school, Galen spent three years with R.H. Macy & Co., Inc. in Indonesia, Singapore, China, Taiwan and Hong Kong.

Galen holds a bachelor's degree cum laude in East Asian studies from Middlebury College.

**Part V, Question 5a:** The Conflict of Interest Policy attached hereto as Exhibit I was adopted by resolution of the sole incorporator of Pogo Park on September 3, 2010.

**Part VI, Question 1a:** As mentioned above in Part IV, a core component of Pogo Park’s efforts is to invest in and engage local residents (including children) to envision, design, build, and staff play spaces in their own neighborhoods. We intend to provide training and skill development for residents so that they can fully participate in these efforts.

**Part VI, Question 1b:** Currently, Pogo Park does not provide goods, services of funds to other organizations. Our focus is to create better play spaces so that children have a safe, welcoming, and stimulating place to play.

In the future, however, we may wish to provide goods, services and grants to community organizations to help them create enriched play spaces for children.
Part VIII, Question 2a and 2b: Although it has no immediate plans to do so, Pogo Park may support legislative lobbying as permitted by law in the future, in order to further its exempt purposes. Form 5768, Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation is attached hereto as Exhibit J.

Part VIII, Question 4a: Pogo Park Fundraising Activities:

Pogo Park plans to fundraise through multiple sources that include:

1) E-mail solicitations: e-mails will be sent to personal contacts, providing an opportunity to contribute via check, or on Pogo Park’s website;

2) Foundations: Pogo Park will submit grant applications to as many suitable private and public foundations as possible;

3) Businesses: Pogo Park will submit applications for support to local businesses; and

4) Government: Pogo Park will submit applications for city, county, state and federal grants.

Part VIII, Question 4d: Pogo Park will fundraise nationwide for its own organization.

Part VIII, Question 11: Pogo Park intends to accept such contributions if necessary, but has not yet done so, and has not entered into any agreements to do so. Pogo Park will not accept conditional gifts of such property.

Part VIII, Question 13a: In the future, it is feasible that Pogo Park will provide, along with technical assistance, selective grants to community organizations to design, build, and provide programming for a play space in a particular neighborhood. Partnering with local organizations that function as “gatekeepers” of hard-to-reach, neighborhoods is an effective and efficient way to quickly create enriched play spaces and play programming in those neighborhoods. While this arrangement is not a centerpiece of our current efforts, it is feasible that we will partner with other groups in the future. By providing the technical assistance and funding, we can replicate the “Pogo Park” model in other locations quickly and efficiently and further our organization’s purpose.

Part VIII, Question 13b: Included in Pogo Park’s grant application materials, we will clearly define the responsibilities of each party, obligate the grantee to use the funds only for the purposes for which the grant was made, request periodic written reports (including a final report that details the use of the grant funds), and that spell out Pogo Park’s authority to withhold and/or recover grant funds in the case that such funds are, or appear to be, misused.
Part VIII, Question 13g: Pogo Park intends to only enter into agreements with and provide assistance to other organizations that can further Pogo Park’s tax-exempt purpose of creating enriched play spaces and providing play programming, especially for children living in inner-city neighborhoods. Pogo Park will be intimately involved with all of the recipients of any possible grant, will oversee the implementation and development of its grant, and will monitor all organizations that receive grants through site visits from Pogo Park staff to evaluate and ensure that the grant resources are being used appropriately.
EXHIBIT D

Articles of Incorporation
ARTICLES OF INCORPORATION

OF

POGO PARK

a California Nonprofit Public Benefit Corporation

I.

The name of this corporation is Pogo Park.

II.

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

III.

The name and address in the State of California of this corporation's initial agent for service of process is: Toody Maher, 2604 Roosevelt Avenue, Richmond, CA 94804-1623.

IV.

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Sections 170(c)(2) and 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the “Code”).

B. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3) or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise permitted in accordance with elections duly made pursuant to Code Section 501(h) and Section 23704.5 of the California Revenue and Taxation Code. This corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

V.

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or
corporation that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Code Section 501(c)(3).

VI.

This corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to tax on undistributed income imposed by Code Section 4942. Further, this corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), nor retain any excess business holdings as defined in Code Section 4943(c), nor make any investments in such manner as to incur tax liability under Code Section 4944 nor make any taxable expenditures as defined in Code Section 4945(d).

DATED: September 3, 2010

[Signature]

Toody Meier, Incorporator
EXHIBIT E

Bylaws
BYLAWS

OF

POGO PARK

a California Nonprofit Public Benefit Corporation
# TABLE OF CONTENTS

**ARTICLE 1** Offices ................................................................................................................. 1
  Section 1.1 Principal Executive Office .............................................................................. 1
  Section 1.2 Other Offices ................................................................................................... 1

**ARTICLE 2** Membership ....................................................................................................... 1
  Section 2.1 Statutory Members .......................................................................................... 1
  Section 2.2 Nonvoting Members ....................................................................................... 1

**ARTICLE 3** Board of Directors ............................................................................................ 1
  Section 3.1 Powers ............................................................................................................ 1
  Section 3.2 Number of Directors ....................................................................................... 2
  Section 3.3 Restriction on Interested Directors ............................................................... 2
  Section 3.4 Election and Term of Office ............................................................................ 2
  Section 3.5 Election and Term of Office ............................................................................ 2
  Section 3.6 Vacancies and Removal ................................................................................... 3
  Section 3.7 Place of Meetings ............................................................................................ 4
  Section 3.8 Annual Meeting .............................................................................................. 4
  Section 3.9 Other Regular Meetings ................................................................................ 4
  Section 3.10 Special Meetings .......................................................................................... 4
  Section 3.11 Action at a Meeting: Quorum and Required Vote ....................................... 5
  Section 3.12 Adjourned Meeting and Notice ................................................................... 5
  Section 3.13 Action Without a Meeting ........................................................................... 6
  Section 3.14 Fees and Compensation .............................................................................. 6

**ARTICLE 4** Committees ........................................................................................................ 6
  Section 4.1 Committees of Directors ................................................................................ 6
  Section 4.2 Audit Committee ............................................................................................. 7
  Section 4.3 Committees That Include Other Than Board Members ................................ 7
  Section 4.4 Meetings and Actions of Committees ............................................................ 8

**ARTICLE 5** Officers .............................................................................................................. 8
  Section 5.1 Officers .......................................................................................................... 8
  Section 5.2 Duties of the Chairperson of the Board ......................................................... 9
  Section 5.3 Duties of the President ................................................................................... 9
  Section 5.4 Duties of Vice-Presidents ............................................................................. 9
  Section 5.5 Duties of the Secretary and Assistant Secretaries .......................................... 10
TABLE OF CONTENTS
(continued)

Section 5.6 Duties of the Chief Financial Officer and Assistant Financial Officers ........... 10

ARTICLE 6 Indemnification of Directors, Officers, Employees, and Other Agents
of the Corporation; Purchase of Liability Insurance ........................................... 11

ARTICLE 7 Execution of Corporate Instruments, and Voting of Stocks and
Memberships Held by the Corporation ................................................................. 13

Section 7.1 Execution of Corporate Instruments .................................................. 13
Section 7.2 Voting of Stocks Owned by Corporation .............................................. 13

ARTICLE 8 Reports ............................................................................................. 14

Section 8.1 Annual Report to Directors ............................................................... 14
Section 8.2 Audited Financial Statements ............................................................ 14

ARTICLE 9 Maintenance and Inspection of Corporate Records ............................ 15

Section 9.1 Maintenance and Inspection of Articles and Bylaws ............................ 15
Section 9.2 Maintenance and Inspection of Other Corporate Records .................... 15

ARTICLE 10 Amendments ............................................................................... 15

ARTICLE 11 Standard of Care .......................................................................... 16

ARTICLE 12 Prohibited Transactions ................................................................. 16

Section 12.1 Loans ............................................................................................. 16
Section 12.2 Self-Dealing Transactions ............................................................... 16
Section 12.3 Approval ......................................................................................... 17

ARTICLE 13 Construction and Definitions ......................................................... 17
BYLAWS

OF

POGO PARK

a California Nonprofit Public Benefit Corporation

ARTICLE 1

Offices

Section 1.1 Principal Executive Office.

The principal executive office of the corporation shall be located at: 2604 Roosevelt Avenue, Richmond, California 94804-1623. The Board of Directors may change the location of this office. Any such change shall be noted on these Bylaws by the Secretary, opposite this section, or this section may be amended to state the new location.

Section 1.2 Other Offices.

Other offices may at any time be established at any place or places specified by the Board of Directors.

ARTICLE 2

Membership

Section 2.1 Statutory Members.

The corporation shall not have any members within the meaning of Section 5056 of the California Corporations Code.

Section 2.2 Nonvoting Members.

The corporation shall not have any nonvoting members, but the Board of Directors, may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

ARTICLE 3

Board of Directors

Section 3.1 Powers.

Subject to the provisions of the California Nonprofit Corporation Law, the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person, provided that the activities and

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affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 3.2 Number of Directors.

The authorized number of directors of the corporation shall not be less than three (3) nor more than seven (7) until changed by amendment of the Articles of Incorporation or by a bylaw amending this Section 3.2. The exact number of directors shall be fixed from time to time, within the limits specified in this Section 3.2, by the Board of Directors.

Subject to the above provisions for changing the number of directors, the authorized number of directors of the corporation shall be three (3).

Section 3.3 Restriction on Interested Directors.

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 3.4 Election and Term of Office.

Except as provided below for the initial terms of the first directors, the term of office of each director of the corporation shall be three (3) years and until his or her successor has been elected and qualified. Successors for directors whose terms of office are then expiring shall be elected at the annual meeting of the directors in the year such terms expire, but if any such annual meeting is not held or the directors are not elected at the meeting, the directors may be elected at any meeting of the Board. A director may succeed himself or herself in office.

At the organizational meeting of the first directors of the corporation, the directors shall, by lot, classify themselves into three groups for the purpose of providing, as nearly as numerically possible, for the election of one-third of the Board of Directors in each year. The first group shall consist of one (1) director whose initial term of office shall be one (1) year. The second group shall consist of one (1) director whose initial term of office shall be two (2) years. The third group shall consist of one (1) director whose term of office shall be three (3) years.

Section 3.5 Vacancies and Removal.

A vacancy in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by the Board of Directors of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty under Sections 5230-38 of the California Corporations Code dealing with standards of conduct for a director, or has missed two (2) meetings within a 12
month period, or three (3) consecutive meetings, of the Board of Directors; (iii) an increase in the authorized number of directors; or (iv) the failure of the directors, at any annual or other meeting of directors at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

The Board of Directors, by affirmative vote of a majority of the directors then in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set forth in Section 3.9 that such action would be considered at the meeting.

Vacancies in the Board of Directors may be filled by a majority of the directors present at a meeting at which a quorum is present, or if the number of directors then in office is less than a quorum, (a) by the unanimous written consent of the directors then in office, (b) by the vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice in compliance with these Bylaws, or (c) by a sole remaining director. Each director so elected shall hold office until his or her successor is elected at an annual or other meeting of the Board.

Any director may resign effective upon giving written notice to the Chairperson of the Board (if there is such an officer appointed), the President, the Secretary, or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

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

Section 3.6  Place of Meetings.

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 3.6, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Section 3.7  Annual Meeting.

The Board of Directors shall hold a regular meeting on the 31st of January each year, unless the Board fixes another date, for the purpose of electing directors and appointing officers of the corporation, and for the transaction of other business. The annual meeting may be held without notice.
Section 3.8 Other Regular Meetings.

Other regular meetings of the Board of Directors shall be held at such times as are fixed by the Board of Directors. Such regular meetings may be held without notice.

Section 3.9 Special Meetings.

Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson of the Board (if there is such an officer appointed), the President, any Vice-President, the Secretary, or any two directors.

Written notice of the time and place of special meetings shall be delivered personally to each director or communicated to each director by telephone, telegraph, facsimile, electronic mail message, or mail, charges prepaid, addressed to the director at the director’s address as it is shown upon the records of the corporation or, if it is not so shown on such records or is not readily ascertainable, at the place at which the meetings of the directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered, personally or by telephone, telegraph, facsimile or electronic mail message, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. Any such transmission of notice, as above provided, shall be due, legal and personal notice to such director. As used herein, notice by telephone shall be deemed to include a voice messaging system or other system or technology designed to record and communicate messages to the recipient, including the recipient’s designated voice mailbox or address on such a system.

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

Section 3.10 Action at a Meeting: Quorum and Required Vote.

(a) Presence of a majority of the authorized number of directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws.

(b) Every act done or decision 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, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these Bylaws, or the California Nonprofit Corporation Law.

(c) A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting, subject to any applicable requirements for approval by a greater number or a disinterested majority.
(d) Members of the Board of Directors may participate in a meeting through use of conference telephone, electronic video screen communication or other communications equipment. Participation in a meeting through use of conference telephone pursuant to this subsection (d) constitutes presence in person at such meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) pursuant to this subsection (d) constitutes presence in person at such meeting, if (1) each member participating in the meeting can communicate with all of the other members concurrently, (2) each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation, and (3) the corporation adopts and implements some means of verifying that (a) a person participating in the meeting is a director or other person entitled to participate in the meeting, and (b) all actions of, or votes by, the board are taken or cast only by the directors and not by persons who are not directors.

Section 3.11 Adjourned Meeting and Notice.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 3.12 Action Without a Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. For purposes of this section only, "all members of the Board" does not include any "interested directors" as defined in Section 5233 of the California Corporations Code.

Section 3.13 Fees and Compensation.

Directors and members of committees may receive such reasonable compensation, if any, for their services, and such reasonable reimbursement for expenses, as may be fixed or determined by resolution of the Board of Directors.

ARTICLE 4
Committees

Section 4.1 Committees of Directors.

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a
committee requires the vote of a majority of the directors then in office, provided that a quorum is present. Any such committee, to the extent provided in the resolution of the Board of Directors or in these Bylaws, shall have all the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:

(a) Approve any action that, under the California Nonprofit Corporation Law, also requires the affirmative vote of the members of a public benefit corporation.

(b) Fill vacancies on the Board of Directors or in any committee that has the authority of the Board.

(c) Fix compensation of the directors for serving on the Board or on any committee.

(d) Amend or repeal bylaws or adopt new bylaws.

(e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.

(f) Appoint any other committees of the Board of Directors or the members of such committees.

(g) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

(h) Approve any transaction between the corporation and one or more of its directors in which the director or directors have a material financial interest, except as provided by Section 5233 of the California Corporations Code.

Section 4.2 Audit Committee

If the corporation (i) is required to file reports with the California Attorney General pursuant to Section 12586 of the California Government Code and (ii) receives or accrues in any fiscal year gross revenue of two million dollars ($2,000,000) or more, exclusive of grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received, the corporation shall do the following:

The Board of Directors shall, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate an Audit Committee. The Audit Committee may include persons who are not members of the Board of Directors, but the member or members of the Audit Committee shall not include any members of the staff, including the President or Chief Executive Officer and the Chief Financial Officer. If the corporation has a Finance Committee, it must be separate from the Audit Committee. Members of the Finance Committee may serve on the Audit Committee; however, the chairperson of the Audit Committee may not be a member of the Finance Committee and members of the Finance Committee shall constitute less than one-half of the membership of the Audit Committee.

Members of the Audit Committee shall not receive any compensation from the corporation in excess of the compensation, if any, received by members of the Board of
Directors for service on the Board and shall not have a material financial interest in any entity doing business with the corporation. Subject to the supervision of the Board of Directors, the Audit Committee shall be responsible for recommending to the Board of Directors the retention and termination of the independent auditor and may negotiate the independent auditor's compensation, on behalf of the Board of Directors. The Audit Committee shall confer with the auditor to satisfy its members that the financial affairs of the corporation are in order, shall review and determine whether to accept the audit, shall assure that any nonaudit services performed by the auditing firm conform with standards for auditor independence referred to in Section 12586(e)(1) of the California Government Code, and shall approve performance of nonaudit services by the auditing firm. If the corporation is under the control of another corporation, the Audit Committee may be part of the Board of Directors of the controlling corporation.

Section 4.3 Committees That Include Other Than Board Members.

The Board of Directors may, by resolution, designate one or more advisory committees whose members need not be composed entirely of Board members. Such committees shall not have the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board committee, and implementing Board or Board committee decisions and policies under the supervision and control of the Board or a Board committee. However, the Board may delegate powers to any such committee as provided for in Section 3.1, above, except that the Board may not delegate any of the powers enumerated in Section 4.1, above.

Section 4.4 Meetings and Actions of Committees.

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Sections 3.6 through 3.12, above, concerning meetings and actions of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

ARTICLE 5
Officers

Section 5.1 Officers.

The officers of the corporation shall consist of the President, the Secretary, and the Chief Financial Officer, and each of them shall be appointed by the Board of Directors. The corporation may also have a Chairperson of the Board, one or more Vice-Presidents, one or more Assistant Secretaries and Assistant Financial Officers, and such other officers as may be
appointed by the Board of Directors, or with authorization from the Board of Directors by the
President or some other officer. The order of the seniority of the Vice-Presidents shall be in the
order of their nomination, unless otherwise determined by the Board of Directors. The Board of
Directors shall designate one officer as the Chief Financial Officer of the corporation. Any two
or more offices may be held by the same person, except that neither the Secretary nor the Chief
Financial Officer may serve concurrently as either the President or the Chairperson of the Board.
The Board of Directors may appoint, and may empower the President or another officer to
appoint, such other officers as the activities of the corporation may require, each of whom shall
have such authority and perform such duties as are provided in these Bylaws or as the Board of
Directors may from time to time determine.

All officers of the corporation shall hold office from the date appointed to the date of the
next succeeding annual meeting of the Board of Directors, and until the successors to each
officer are elected and qualified; provided that all officers, as well as any other employee or
agent of the corporation, may, subject to any claim for breach of contract based on any
contractual arrangements between any such person and the corporation, be removed at any time
at the pleasure of the Board of Directors, or, except in the case of an officer chosen by the Board
of Directors, by any officer upon whom such power of removal may be conferred by the Board
of Directors, and upon the removal, resignation, death, or incapacity of any officer, the Board of
Directors, or the President or another officer in cases where the President or the other officer has
been vested by the Board of Directors with power to appoint, may declare such office vacant and
fill such vacancy.

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

The salary and other compensation of the officers shall be fixed from time to time by
resolution of or in the manner determined by the Board of Directors. The Board of Directors or
an authorized committee of the Board of Directors shall, in compliance with Section 12586(g) of
the California Government Code, review and approve the compensation, including benefits, of
the President or Chief Executive Officer and the Chief Financial Officer to assure that it is just
and reasonable. This review and approval shall occur initially upon the hiring of the officer,
whenever the term of employment, if any, of the officer is renewed or extended, and whenever
the officer’s compensation is modified. Separate review and approval shall not be required if a
modification of compensation extends to substantially all employees. If the corporation is
affiliated with other charitable corporations, review and approval may be obtained from the
Board, or an authorized committee of the Board, of the charitable corporation that makes
retention and compensation decisions regarding a particular individual.

Section 5.2 Duties of the Chairperson of the Board.

The Chairperson of the Board (if there is such an officer appointed) shall, when present,
preside at all meetings of the Board of Directors and shall perform all the duties commonly
incident to that office. The Chairperson of the Board shall have authority to execute in the name of the corporation all bonds, contracts, deeds, leases, and other written instruments to be executed by the corporation (except when by law the signature of the President is required), and shall perform such other duties as the Board of Directors may from time to time determine.

Section 5.3 Duties of the President.

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairperson of the Board, the President shall be the general manager and Chief Executive Officer of the corporation and shall perform all the duties commonly incident to that office. The President shall preside in the absence of the Chairperson of the Board, or, if there be none, at all meetings of the Board of Directors, and shall perform such other duties as the Board of Directors may from time to time determine.

Section 5.4 Duties of Vice-Presidents.

The Vice-Presidents (if there be such officers appointed), in the order of their seniority unless otherwise established by the Board of Directors, may assume and perform the duties of the President in the absence or disability of the President or whenever the offices of the Chairperson of the Board and President are vacant. The Vice-Presidents shall have such titles, perform such other duties, and have such other powers as the Board of Directors or the President shall designate from time to time.

Section 5.5 Duties of the Secretary and Assistant Secretaries.

The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other place as the Board of Directors may order, a book of minutes of actions taken at all meetings of directors and committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

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

The President may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary shall perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

Section 5.6 Duties of the Chief Financial Officer and Assistant Financial Officers.

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.
The Chief Financial Officer shall deposit all moneys and other valuables in the name and
to the credit of the corporation with such depositaries as may be designated by the Board of
Directors. The Chief Financial Officer 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 the Chief Financial Officer’s transactions as Chief Financial
Officer 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 these Bylaws.

If required by the Board of Directors, the Chief Financial Officer shall give the
corporation a bond in the amount and with the surety or sureties specified by the Board for
faithful performance of the duties of the Chief Financial Officer’s office and for restoration to
the corporation of all its books, papers, vouchers, money, and other property of every kind in the
Chief Financial Officer’s possession or under the Chief Financial Officer’s control on the Chief
Financial Officer’s death, resignation, retirement, or removal from office.

The President may direct any Assistant Financial Officer to assume and perform the
duties of the Chief Financial Officer in the absence or disability of the Chief Financial Officer,
and each Assistant Financial Officer shall perform such other duties and have such other powers
as the Board of Directors or the President shall designate from time to time.

ARTICLE 6
Indemnification of Directors, Officers, Employees, and
Other Agents of the Corporation; Purchase of Liability Insurance

(a) For the purposes of this article, “agent” means any person who is or was a
director, officer, employee, or other agent of the corporation, or is or was serving at the request
of the corporation as a director, officer, employee, or agent of another foreign or domestic
corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer,
employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the
corporation or of another enterprise at the request of such predecessor corporation; “proceeding”
means any threatened, pending, or completed action or proceeding, whether civil, criminal,
administrative, or investigative; and “expenses” include without limitation attorneys’ fees and
any expenses of establishing a right to indemnification under paragraph (d) or paragraph (e)(2) of
this article.

(b) The corporation shall indemnify any person who was or is a party or is threatened
to be made a party to any proceeding (other than an action by or in the right of the corporation to
procure a judgment in its favor, an action brought under Section 5233 of the California
Corporations Code, or an action brought by the Attorney General for any breach of duty relating
to assets held in charitable trust) by reason of the fact that such person is or was an agent of the
corporation, against expenses, judgments, fines, settlements, and other amounts actually and
reasonably incurred in connection with such proceeding if such person acted in good faith and in
a manner such person reasonably believed to be in the best interests of the corporation and, in the
case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was
unlawful. The termination of any proceeding by judgment, order, settlement or conviction or
upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the
person did not act in good faith and in a manner which the person reasonably believed to be in
the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

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

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

(ii) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(iii) Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

(d) To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in paragraph (b) or (c) or in defense of any claim, issue, or matter in the proceeding, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the proceeding.

(e) Except as provided in paragraph (d), any indemnification under this article shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in paragraph (b) or (c), by:

(i) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

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

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

(g) Nothing contained in this article shall affect any right to indemnification to which persons other than directors and officers of the corporation or any subsidiary of the corporation may be entitled by contract or otherwise.

(h) No indemnification or advance shall be made under this article, except as provided in paragraph (d) or paragraph (e)(2), in any circumstance where it appears:

(i) That it would be inconsistent with a provision of the Articles of Incorporation, a resolution of the Board of Directors, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

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

(i) Upon and in the event of a determination by the Board of Directors of the corporation to purchase indemnity insurance, the corporation shall purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this article; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233.

(j) This article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in paragraph (a). The corporation shall have the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California Corporations Code.

ARTICLE 7
Execution of Corporate Instruments, and Voting of Stocks and Memberships Held by the Corporation

Section 7.1 Execution of Corporate Instruments.

The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, and other corporate instruments or
documents, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed by the Chairperson of the Board (if there is such an officer appointed) or the President or any Vice-President and by the Secretary or Chief Financial Officer or any Assistant Secretary or Assistant Financial Officer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Section 7.2 Voting of Stocks Owned by Corporation.

All stock of other corporations or memberships in other corporations owned or held by the corporation for itself, or for other parties in any capacity, shall be voted, and all proxies with respect to such stock or memberships shall be executed, by the person authorized to do so by resolution of the Board of Directors, or in the absence of such authorization, by the Chairperson of the Board (if there is such an officer appointed), the President, or any Vice-President or by any other person authorized to do so by the Chairperson of the Board, the President, or any Vice-President.

ARTICLE 8
Reports

Section 8.1 Annual Report to Directors.

The corporation shall provide to the directors no later than 120 days after the close of its fiscal year, a report containing the following information in appropriate detail:

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

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

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

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

(e) Any information required by Section 6322 of the California Corporations Code.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.
Section 8.2  Audited Financial Statements.

If the corporation (i) is required to file reports with the California Attorney General pursuant to Section 12586 of the California Government Code and (ii) receives or accrues in any fiscal year gross revenue of two million dollars ($2,000,000) or more, exclusive of grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received, the corporation shall do the following:

(a) Prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant in conformity with generally accepted auditing standards. For any nonaudit services performed by the firm conducting the audit, the firm and its individual auditors shall adhere to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the Comptroller General of the United States (the Yellow Book) and any standards prescribed by the California Attorney General for auditor independence in the performance of nonaudit services, including standards different from those set forth in the Yellow Book. If the corporation is under the control of another organization, the controlling organization may prepare a consolidated financial statement. The audited financial statements shall be available for inspection by the California Attorney General and by members of the public no later than nine months after the close of the fiscal year to which the statements relate. If the corporation is a charity, it shall make its annual audited financial statements available to the public in the same manner that is prescribed for IRS Form 990 by the latest revision of Section 6104(d) of the Internal Revenue Code and associated regulations.

If the corporation is required to file reports with the California Attorney General pursuant to Section 12586 of the California Government Code and, independent of the audit requirement set forth in Section 12586(c)(1) of the California Government Code, it prepares financial statements that are audited by a certified public accountant, the audited financial statements shall be available for inspection by the California Attorney General and shall be made available to members of the public in conformity with Section 12586(c)(1) of the California Government Code.

ARTICLE 9
Maintenance and Inspection of Corporate Records

Section 9.1  Maintenance and Inspection of Articles and Bylaws.

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in California, the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal business office in California, the Secretary shall, on the written request of any director, furnish to that director a copy of the Articles of Incorporation and Bylaws as amended to date.
Section 9.2 Maintenance and Inspection of Other Corporate Records.

The accounting books, records, and minutes of proceedings of the Board of Directors and any committees of the corporation shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

ARTICLE 10 Amendments

New bylaws may be adopted or these Bylaws may be amended or repealed by the Board of Directors.

ARTICLE 11 Standard of Care

A director shall perform the duties of a director, including duties as a member of any Board committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) one or more officers or employees of the corporation whom the director believes to be reliable and competent as to the matters presented;

(b) counsel, independent accountants, or other persons as to matters which the director believes to be within such person’s professional or expert competence; or

(c) a Board committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 12 below, a person who performs the duties of a director in accordance with this Article 11 shall have no liability based upon any failure or alleged failure to discharge that person’s obligations as a director, including, without limiting the generality of the
foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

ARTICLE 12
Prohibited Transactions

Section 12.1 Loans.

Except as permitted by Section 5236 of the California Corporations Code, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 12.2 Self-Dealing Transactions.

Except as provided in Section 12.3, below, the Board of Directors shall not approve or permit the corporation to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction is described in California Corporations Code Section 5233(b).

Section 12.3 Approval.

This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation also may engage in a self-dealing transaction if the Board determines, before the transaction, that (1) this corporation is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to this corporation at the time; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the interest of the director or directors in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

ARTICLE 13
Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.
CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of Pogo Park, a California nonprofit corporation, and the above Bylaws, consisting of sixteen (16) pages, are the Bylaws of this corporation as adopted by the Incorporator on 9/3, 2010.


Executed at Richmond, California

[Signature]

Denise Yamamoto, Secretary
EXHIBIT F

Pogo Park Model – Elm Playlot
ELM PLAYLOT

Inside the yellow circle lies "Elm Playlot," a neighborhood "pocket-park" in the very heart of the Iron Triangle, with a playground designed for children age 0-5.

According to the 2000 US Census, there are 1,777 children, age 0-5, who live within walking distance of Elm Playlot.
The Elm Playlot is a beautiful piece of land that is surrounded by five magnificent, 70-year-old sycamore trees that provide ample shade and robust habitat for neighborhood birds. This park bristles with promise.

The playlot is both intimate yet spacious. At 21,000 square feet, Elm Playlot would take up 1/3 of a football field.

Despite the fact that the City "renovated" Elm Playlot by installing $108,684 worth of new play equipment in March 2008, children and families do not use the park any more than they did before.
This boarded-up, abandoned house is one of four that was sitting directly across the street from Elm playlot for over a year.

These empty houses magnetize crime.
WHAT TO DO?

We must completely and radically re-think how we design and build playgrounds for our children. Any other option is a waste of time and resources.

We have spent the last year looking at playgrounds around the world to identify the latest and best practices, equipment, and ideas. Our aim is to bring these elements to Richmond and incorporate them into the re-design and re-building of Elm playlot. Our specific goal is to foster the development of young children by creating vibrant and stimulating community space where families can gather and play in safety and peace.

We envision a new type of play space called “Pogo Park” that will offer “Five Elements:”
Each Pogo Park playlot will employ a "Park Host" whose job is:

A) to function as a "Play Leader" (standard in many European countries) to provide stimulating, dynamic, and meaningful play opportunities for young children

B) to watch over the park with the same care as that of a loving parent.

The Park Host ensures that the park is safe, inviting, and clean. He or she unlocks and opens the gates in the morning and closes and locks the gates at night. Our aim is to recruit, hire, and train residents from the Iron Triangle to be paid Park Hosts.
The playground will feature a mix of fixed and varied elements such as “Art in the Park” Thursday afternoons; a sandbox filled with sieves, shovels, buckets, and the finest, cleanest sand; storytelling and storybook hour; an herb and butterfly garden; running water to form miniature streams; slides, swings, and a climbing structure; a bubble machine, a retractable awning that provides shelter from the sun, wind, and rain; replicas of miniature houses from around the world called the “Global Village.”
Our goal is to make Elm playlot a comfortable, inviting, and accessible public space for children and families.

This aim mandates comfortable seating, ample shade, a clean bathroom, running water, and affordable, healthy snacks.
4. Function as a Hub for the Community That Links Residents to City Services

We imagine a librarian from Richmond's public library who is routinely scheduled to read stories at the park using a blown-up copy of a classic children's book. We imagine Kaiser Permanente parking their mobile health van at the park on the first Saturday of each month to provide free vaccinations to families. We imagine Richmond's para-transit service shuttling our senior citizens to and from the park to act as volunteers to rake and remove debris from the sand or simply to sit in the park and pass the day listening to the delightful sounds of children playing.
We imagine constructing a tall, beautiful, see-through fence around the circumference of the playground, possibly with colorful bougainvillea festooned on top, and a single, lockable gate at the entrance so that the Park Host and other caretakers can easily monitor who comes in and goes out.

We imagine the neighbors who live across the street from the park providing a watchful eye when the park is not open.

The city of Richmond imagines creating new positions for "Park Rangers," jobs for neighborhood teens and young adults who come daily and patrol the park and surrounding neighborhood.

We imagine locked storage sheds to house a continuously changing supply of loose parts: sticks, logs, foam balls, blocks, small tools, fabric, umbrellas, art supplies, and tricycles.
POGO PARK: A New Model

Our mission is to transform lives by transforming public space.

We have a rare and wonderful opportunity to re-think, re-imagine, and transform a city park from the ground up. Borrowing from the best features of playgrounds from around the world, we can employ the "Five Elements" that are universal in great parks:

* Staffed and Supervised (Park Host)
* Stimulating, Dynamic Play Environment
* Basic Amenities
* Hub of Services
* Safe, Defensible Space

Re-creating these plots provides us with the opportunity to do three things:

First, to create a public space that can have an immediate and enduring impact on the daily quality of life of thousands of Richmond's neediest children and families.

Second, to use the revitalization of the park as a catalyst to revitalize the surrounding neighborhood.

Third, to create a new model that can be replicated in other Richmond parks and beyond.
Toody Maher  
_Founder / Director_  
2604 Roosevelt Avenue  
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POGO PARK
EIN: 32-0318691
Form 1023

EXHIBIT G

Photovoice
"And this is summertime. And there were no children playing in this park. You know, this park has been here a long time. And there were no children playing in the park."
"This is the Elm Street park in the morning. When I get up in the morning, this is what I see: it's calm, it's clean, it's peaceful. It looks like an ideal place and neighborhood for children to be. But it's all a facade.

As the hours and time ticks by, you got...the neighborhood awakens.

You have people that's doing drugs. They're doing a lot of cuss words, a lot of cuss words, lot of profanity. People that come in the park with their animals and let them, you know, put feces and urine and stuff. And chew on the swings. And the young children write graffiti all over the bars and everything. It's just...it's just awful. And you wouldn't believe that a picture like this...you wouldn't believe the stuff that's going on. It's just, just real bad. It's just a bad place."

"I don’t like this graffiti -- at all -- because it just shows that no matter how much people try to make something better and make a better environment for the kids to live and, you know, making it, you know, just a better place...and there’s still people out that want to make it bad."
"I go to sleep around 2, but they showed up, those guys. They usually go there Saturday and Sunday. They play dominoes and start drinking and breaking their bottles, those guys right there. The other day I was there and they started to smoke marijuana."

A MOTHER DESCRIBING WHAT SHE COMMONLY SEES HAPPENING IN ELM PLAYLOT FROM THE WINDOW OF HER HOME ACROSS THE STREET.
"Cos these are the dogs that bother me. Every time I'm walking to my house. One time I walked past too close to the fence and it grabbed my shirt, and ripped my shirt! That's why I took a picture of them --- to tell people, 'Don't walk past these dogs 'cos they bite!' "

THESE PIT BULLS ARE USED FOR BREEDING. CHILDREN AND FAMILIES PASS BY THIS FENCE ON THE WAY TO THE PARK.
"This building here is one of three houses in a row that's boarded up and abandoned.

I have a four-year-old that knows about dope houses; she knows about drugs; she knows about guns; she knows about gangs. And she knows about death. And that's basically what's going on in our neighborhood.

And I don't think it's fair for a four-year-old to be scared to come outside to the park because she sees grown-ups there that's doing what they're not supposed to do. Or seeing dope fiends or dope sellers in buildings like this setting up shop if she's afraid to come outside to go to the park, 'cos she thinks there's going to be violence or a shooting.

She's only four-years-old -- and it's not only my children, it's a lot of other children that's in the neighborhood, as well, that feel the same way."
"You look around and you look at a model of another neighborhood, and you see your neighborhood. But you see it as being hopeless. I mean -- it's not spoken, but it's just, you know..."

"It's implied."

"Yeah, implied. Every day. It's just that's the way it is. But, we should just refuse to live like, you know, with something like this."

THE FAMILY THAT LIVES NEXT DOOR TO ONE OF THE ABANDONED HOUSES FACING ELM PLAYLOT TOOK THIS PICTURE THROUGH THEIR BACK WINDOW.

THE VOICES HERE ARE OF A MOTHER AND GRANDMOTHER COMMENTING ON HOW THE WIDESPREAD AND PERSISTENT BLIGHT OF TRASH AFFECTS THE HUMAN SPIRIT.
“This is another day -- another wonderful day at BBKamp. If you can see blue skies, lot of kids, exercise going on...everybody having a good time. But, as you can see around the perimeter -- in the background -- we have the abandoned buildings. That's where all the activity (the bad things) go on.”

PICTURE TAKEN AT ELM PLAYLOT IN SUMMER 2008 DURING "BBKAMP" - A FIVE WEEK CAMP FOR KIDS FROM PERES ELEMENTARY SCHOOL CREATED BY "BUILDING BLOCKS FOR KIDS."
"It's just not a good look for our streets. And it's not even a good look for our daughters and sons to walk through and see where they live at. And when their teacher asked them, 'Can you just draw us a picture of your neighborhood?' they're just going to draw old, rusty, broken down, or just covered houses or undone houses that, you know, we cannot explain why this is happening.

If that's what they were doing (building a house), why didn't they finish when we need a house?"
"Beautiful community garden that Iron Triangle has. I'd really like to see more gardens, more flora, in the city of Richmond."

A RESIDENT DESCRIBES WHAT SHE WOULD LIKE TO SEE IN HER NEIGHBORHOOD.
"I like to read. And I go in the library to better myself. I go in there, I do books and...you know, just to see what else is out there. 'Cos they say, 'If you want to find something, look in a book.' You see anything on t.v. - - they'll show you anything...

So, you going to read a book, you find out -- you find out more, I think, when you read. So that's why I took a picture of the library for: to show people this is where I be. And, you know, in my spare time, I go to the library and just sit down and read."

A YOUNG MAN WAS ASKED TO TAKE PICTURES THAT REFLECT WHO HE IS, WHAT HE VALUES, AND THE THINGS HE LIKES ABOUT HIS NEIGHBORHOOD.
"This is a day on day, regular thing, that everybody sees here, 'round the neighborhood. People just hanging around the corners...like...young mothers with their kids will not even pass through there. Their house could be right there, and they will not even pass 'cos they're afraid they might get jacked by them, asked for money, or some sort, and they don't even know...

But really, this is not what I would like to see. My child now is growing up, and later on -- if I still live around this neighborhood -- I would not like him to walk around there, seeing them kind of things, 'cos then probably he gets too into it, and attached to it, that he probably will be dragged in and be kicking it right next to them, too."
"There's a beautiful mission next to it. There are people without jobs, I mean, drug addictions, you know... They are very intelligent people because I talk to them all the time. But they just sit here all day and do nothing and it just makes our community look bad."

A PICTURE OF A LINE OF MILK CARTONS OUTSIDE A BUILDING THAT IS LOCATED NEXT DOOR TO BAY AREA RESCUE MISSION.
"I like this picture because these are all of my family members and like, you know, these are my brothers and these are my cousins right here, and....

Everybody's in here doing something constructive. Just showing that people actually come here and do something, you know, it's people that try to better themselves."

COMPUTER CENTER
OPPORTUNITY WEST
SUMMER 2008
"I struck this because I imagine this talent being cultivated and nurtured, if you will. And this being displayed in various areas...if they had a lot of avenues for the youth to display their art...instead of on only abandoned buildings."
“This is a community of working people, loving people -- everyday Americans that are trying to live and do the best they can. And, I take pictures of the housing because there are people that live here and...they shouldn't be subjected to some of the things that they are.

People -- and the powers that be -- really have to step up to make a change and effect a change and continue the momentum. They shouldn't be afraid to walk down the street because bullets are flying. Shouldn't happen.”

PICTURE OF PUBLIC HOUSING COMPLEX
IRON TRIANGLE
"I took this photo because it says, 'The Perfect Combination.' There's no combination to a community -- liquor and alcohol, debris, empty lots with broken down fences. And our children and our families are living in this. You know...how do the two come together? This "Perfect Combination" of beer and our community?"

EVERY DAY, CHILDREN AND FAMILIES WALK PAST THIS BILLBOARD ON THEIR WAY TO PERES ELEMENTARY SCHOOL.
"What I like about this one is that...everything...the brightness...the togetherness. See these two young people, apparently friends. Parents are sitting and they're interacting with their children. So this "Perfect Combination" here is one that we'd like to see in our community -- where our children are happy, they feel safe, the parks are clean. A place where we can take our children."
"This is how we should live around this Triangle day on day. I mean, just go out, you see a neighbor or somebody around here, just say 'Hi.' That's how we've become bigger families around here.

Even though we're not from the same race or culture, but we still help out with each other by actually giving our kids something or someplace to actually have fun and be safe. And we don't have to be wondering while we're inside washing our dishes or something that our kids are going to get run over, or are gonna get shot over a loose bullet or something. Everyone could just say, 'They're at the park...and we already know the people there.' So this picture is very lovely and I love it."
EXHIBIT H

Elm Playlot Action Committee (EPAC)
800 flyers announcing community meeting on every telephone pole in the neighborhood, on every door.
Residents deciding what they want in the park, and where they want it
Local kids draw their "dream park"

Mothers, grandmothers, weigh in on what they want to see in their park
Practicing questions for neighborhood survey

Neighborhood survey team
Measuring where play elements will fit in the park

Recording measurements of where play elements should be placed
Translating design vision to "architectural scale"
Translating architectural scale drawing to a 3-D scale-model
Local residents learn to make the 3-D scale-model
Scale-Model of Elm Playlot, Iron Triangle, Richmond is complete
EXHIBIT I

Conflict of Interest Policy
POGO PARK
BOARD OF DIRECTORS

POLICY

CONFLICT OF INTEREST (DIRECTORS)

Board Members are expected to use good judgment, to adhere to high ethical standards, and to conduct their affairs in such a manner as to avoid any actual or potential conflict between the Board Member’s personal interests and the interests of the Corporation. A conflict of interest exists when the Board Member’s loyalties or actions are divided between the Corporation’s interests and the Board Member’s interests or those of another, such as an applicant or grantee. Both the fact and the appearance of a conflict of interest should be avoided. A Board Member who is unsure as to whether a certain transaction, activity, or relationship constitutes a conflict of interest should discuss it with the Chair of the Board or the President for clarification.

In general, when conducting the business of the Corporation and awarding grants, a conflict of interest will be presumed when a Board Member or someone with whom the Board Member has a close relationship (a family member or close companion) serves as a trustee, director, officer, or stockholder of an affected organization or firm; has a formal affiliation or interest in an affected organization or firm; or could expect financial gain or loss from a particular decision. Recognizing that it is not possible to describe all possible conflicts of interest that could develop, some of the more common direct conflicts from which a Board Member or someone with whom the Board Member has a close relationship (a family member or close companion) should refrain, however, include the following:

1. Accepting personal gifts or entertainment from applicants, grantees or vendors;

2. Using proprietary or confidential Corporation information for personal gain or to the Corporation’s detriment;

3. Having a direct or indirect financial interest in an activity undertaken by the Corporation or an applicant or grantee;

4. Using Corporation assets or labor for personal use; or

5. Representing that the Corporation will give financial or other support to any outside activity, organization, or individual, unless the request for such support has already proceeded through the proper channels and has been approved.

The following cases illustrate the existence or absence of a financial conflict of interest:

1. A business transaction between the Board Member and the Corporation, such as an agreement by the Board Member to perform accounting services for a fee, would, as a general rule, be a conflict of interest.

2. A Board Member who is an owner of a business that performs services for the Corporation for more than a nominal fee most likely has a conflict of interest even
CONFLICT OF INTEREST (DIRECTORS) – POLICY AND PROCEDURE

though the Board Member may not personally perform the services. A conflict of interest exists because the Board Member shares in the profits from such fees as an owner and therefore probably has a material financial interest in any transaction with the business.

(3) A Board Member who owns an insignificant number of shares in a publicly traded company whose business activities with the Corporation has virtually no effect on the financial performance of that company generally does not have a conflict of interest in any transaction with that company.

(4) A Board Member who owns land that will increase significantly in value if the Corporation acquires adjacent property has a material financial interest in the acquisition of the adjacent property. Thus, the acquisition would constitute a conflict of interest.

PROCEDURES

The following procedures will apply to the resolution of any conflict of interest which cannot otherwise be avoided:

(1) Any potential conflict of interest that may affect a matter under consideration shall be disclosed by the Board Member to the Board of Directors and made a matter of record as soon as the possible conflict is determined.

(2) The interested Board Member shall not vote on such matter and shall not attempt to exert influence in connection with the matter. He or she may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(3) The minutes of the meeting shall reflect that a disclosure was made and the abstention from voting.

(4) A Board Member who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member’s compensation.

(5) A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member’s compensation.

(6) No Board Member or committee member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
CONFLICT OF INTEREST (DIRECTORS) – POLICY AND PROCEDURE

(7) For any matter in which the Board Member has a material financial interest, the following additional procedures shall apply prior to entering into the transaction:

(a) The Board of Directors determines in good faith that the Corporation will enter into the transaction for its own benefit;

(b) The Board of Directors determines in good faith that the transaction is fair and reasonable to the Corporation; and

(c) The Board of Directors determines in good faith after reasonable investigation that the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

If the transaction is to be considered for approval by a committee of the Board of Directors, the following shall apply:

(i) It was not reasonably practicable to obtain approval of the full Board of Directors prior to entering into the transaction; and

(ii) The Board of Directors, after determining that the conditions of sections 5(a) and (b), above, were satisfied, ratifies the transaction at its next meeting following approval by the committee by a vote of a majority of the Board Members then in office without counting the vote of the interested Board Member.

(8) Any person who has knowledge of any action or conduct that appears contrary to these Conflict of Interest Policies and Procedures shall report the same to the President of the Corporation or the Chair of the Board of Directors.

(9) These Conflict of Interest Policies and Procedures shall apply to the members of a committee of the Board of Directors as if each committee member were a Board Member.

(10) Each Board Member shall be advised of the Conflict of Interest Policy and Procedures prior to commencement of the Board Member’s term of office.

If a Board Member or someone with whom a Board Member has a close relationship (a family member or close companion) has or has had, a financial, employment, or personal relationship with an applicant, grantee or vendor to the Corporation, the Board Member must disclose this fact in writing to the Corporate Secretary on the form approved for this purpose. Each Board Member and member of a committee with delegated powers shall annually sign a statement which affirms such person: (1) has received a copy of the conflicts of interest policy, (2) has read and understands the policy (3) has agreed to comply with the policy, and (4) understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
POGO PARK

CONFLICT OF INTEREST (DIRECTORS)
POLICY STATEMENT

The policies of Pogo Park’s Board of Directors require annual disclosure of (1) your affiliations (as trustee, board member, officer, employee, advisory committee member, development committee member, volunteer, etc.) with any actual or potential Pogo Park grantee or borrower or any other organization with which Pogo Park may have a financial relationship, and (2) the affiliations of persons with whom you have a close relationship (a family member or close companion) with any actual or potential Pogo Park grantee or borrower or any other organization with which Pogo Park may have a financial relationship. See the Conflict of Interest Policies and Procedures (for Directors).

Please complete this form annually and return it to the Corporate Secretary. Note your continuing responsibility to advise the Corporate Secretary of additional affiliations as you undertake them.

The undersigned hereby discloses (circle one and explain, if necessary):

- I know of no existing or likely close involvement or other affiliation between myself (including members of my family and business enterprises in which I may have an interest) and any existing or prospective vendor, consultant or grantee of the Corporation.

- I am aware that such an affiliation exists or may exist, with the following prospective vendor, consultant or grantee, as described below:

<table>
<thead>
<tr>
<th>Business/Organization</th>
<th>Nature of Relationship</th>
<th>Dates of Relationship</th>
</tr>
</thead>
</table>

In addition, I acknowledge that:

- I have received the Conflict of Interest Policies and Procedures (for Directors);
- I have read and I understand the policies and procedures;
- I agree to comply with the policies and procedures; and
- I understand the Corporation is charitable, and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Name: (printed): __________________________

Name: (signed) ___________________________  Date ___________________________

Reviewed by ____________________________  Date ___________________________
EXHIBIT J

Form 5768
(Election/Revocation of Election By An Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation)
Election/Revocation of Election by an Eligible Organization

Section 501(c)(3) Organization To Make Expenditures To Influence Legislation

(Under Section 501(h) of the Internal Revenue Code)

For IRS Use Only ▶

Name of organization
Pogo Park

Employer Identification number
32-0318691

Number and street (or P.O. box no., if mail is not delivered to street address)
2604 Roosevelt Avenue

Room/suite

City, town or post office, and state
Richmond, CA 94804-1623

ZIP + 4

1 Election—As an eligible organization, we hereby elect to have the provisions of section 501(h) of the Code, relating to expenditures to influence legislation, apply to our tax year ending December 31, 2010 and all subsequent tax years until revoked.

(Month, day, and year)

Note: This election must be signed and postmarked within the first taxable year to which it applies.

2 Revocation—As an eligible organization, we hereby revoke our election to have the provisions of section 501(h) of the Code, relating to expenditures to influence legislation, apply to our tax year ending ________.

(Month, day, and year)

Note: This revocation must be signed and postmarked before the first day of the tax year to which it applies.

Under penalties of perjury, I declare that I am authorized to make this (check applicable box) ▶ ❑ election ❑ revocation on behalf of the above named organization.

Toody Maher, President

(Signature of officer or trustees)

(Date)

General Instructions

Section references are to the Internal Revenue Code.

Section 501(c)(3) states that an organization exempt under that section will lose its tax-exempt status and its qualification to receive deductible charitable contributions if a substantial part of its activities are carried on to influence legislation. Section 501(h), however, permits certain eligible 501(c)(3) organizations to elect to make limited expenditures to influence legislation. An organization making the election will, however, be subject to an excise tax under section 4911 if it spends more than the amounts permitted by that section. Also, the organization may lose its exempt status if its lobbying expenditures exceed the permitted amounts by more than 50% over a 4-year period. For any tax year in which an election under section 501(h) is in effect, an electing organization must report the actual and permitted amounts of its lobbying expenditures and grassroots expenditures (as defined in section 4911(c)) on its annual return required under section 6033. See Schedule A (Form 990 or Form 990-EZ). Each electing member of an affiliated group must report these amounts for both itself and the affiliated group as a whole.

To make or revoke the election, enter the ending date of the tax year to which the election or revocation applies in item 1 or 2, as applicable, and sign and date the form in the spaces provided.

Eligible Organizations.—A section 501(c)(3) organization is permitted to make the election if it is not a disqualified organization (see below) and is described in:

1. Section 170(b)(1)(A)(i) (relating to educational institutions),
2. Section 170(b)(1)(A)(ii) (relating to hospitals and medical research organizations),
3. Section 170(b)(1)(A)(iv) (relating to organizations supporting government schools),
4. Section 170(b)(1)(A)(v) (relating to organizations publicly supported by charitable contributions),
5. Section 509(a)(2) (relating to organizations publicly supported by admissions, sales, etc.),
6. Section 509(a)(3) (relating to organizations supporting certain types of public charities other than those section 509(a)(3) organizations that support section 501(c)(4), (5), or (6) organizations).

Disqualified Organizations.—The following types of organizations are not permitted to make the election:

a. Section 170(b)(1)(A)(i) organizations (relating to churches),
b. An integrated auxiliary of a church or of a convention or association of churches, or
c. A member of an affiliated group of organizations if one or more members of such group is described in a or b of this paragraph.

Affiliated Organizations.—Organizations are members of an affiliated group of organizations only if (1) the governing instrument of one such organization requires it to be bound by the decisions of the other organization on legislative issues, or (2) the governing board of one such organization includes persons (i) who are specifically designated representatives of another such organization or are members of the governing board, officers, or paid executive staff members of such other organization, and (ii) who, by aggregating their votes, have sufficient voting power to cause or prevent action on legislative issues by the first such organization.

For more details, see section 4911 and section 501(h).

Note: A private foundation (including a private operating foundation) is not an eligible organization.

Where To File.—Mail Form 5768 to the Internal Revenue Service Center, Ogden, UT 84201-0027.
Exhibits to Form CT-1 (Initial Registration)
Pogo Park
EIN 32-0318691

Exhibit B
IRS Determination Letter
Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.
POGO PARK

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Publication 4221-PC