

Form 1023 Checklist

(Revised December 2017)

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.

Schedule A	Yes ___ No <input checked="" type="checkbox"/>	Schedule E	Yes ___ No <input checked="" type="checkbox"/>
Schedule B	Yes ___ No <input checked="" type="checkbox"/>	Schedule F	Yes ___ No <input checked="" type="checkbox"/>
Schedule C	Yes ___ No <input checked="" type="checkbox"/>	Schedule G	Yes ___ No <input checked="" type="checkbox"/>
Schedule D	Yes ___ No <input checked="" type="checkbox"/>	Schedule H	Yes ___ No <input checked="" type="checkbox"/>

- ☒ 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) Restated Articles, Pg 1, Art II
 - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law Restated Articles, Pg 2, Art V
- ☒ 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
Attention: EO Determination Letters
Stop 31
P.O. Box 12192
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
Attention: EO Determination Letters
Stop 31
201 West Rivercenter Boulevard
Covington, KY 41011

Power of Attorney and Declaration of Representative

► Go to www.irs.gov/Form2848 for instructions and the latest information.

OMB No. 1545-0150

For IRS Use Only

Received by:

Name _____

Telephone _____

Function _____

Date / /

Part I Power of Attorney

Caution: A separate Form 2848 must be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address

Endaoment
100 Danvers Street, Apt 3
San Francisco, California 94114

Taxpayer identification number(s)

84-4661797

Daytime telephone number

650-799-2364

Plan number (if applicable)

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

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

Name and address

Gene Takagi
NEO Law Group
535 Mission Street, 14th Floor, San Francisco, CA 94105

Check if to be sent copies of notices and communications ☒

CAF No. 0309-66836R

PTIN P01480061

Telephone No. 415-977-0558

Fax No. 415-704-3347

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

Michele Berger
NEO Law Group
535 Mission Street, 14th Floor, San Francisco, CA 94105

Check if to be sent copies of notices and communications ☐

CAF No. None

PTIN P01886613

Telephone No. 415-977-0558

Fax No. 415-704-3347

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

(Note: IRS sends notices and communications to only two representatives.)

CAF No. _____

PTIN _____

Telephone No. _____

Fax No. _____

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No. _____

PTIN _____

Telephone No. _____

Fax No. _____

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

(Note: IRS sends notices and communications to only two representatives.)

to represent the taxpayer before the Internal Revenue Service and perform the following acts:

- 3 Acts authorized (you are required to complete this line 3).** With the exception of the acts described in line 5b, I authorize my representative(s) to receive and inspect my confidential tax information and to perform acts that I can perform with respect to the tax matters described below. For example, my representative(s) shall have the authority to sign any agreements, consents, or similar documents (see instructions for line 5a for authorizing a representative to sign a return).

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, Sec. 4980H Shared Responsibility Payment, etc.) (see instructions)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions)
Income Tax Exemption Application	1023	2020 - 2023

- 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 Line 4. Specific Use Not Recorded on CAF in the instructions ☐

- 5a Additional acts authorized.** In addition to the acts listed on line 3 above, I authorize my representative(s) to perform the following acts (see instructions for line 5a for more information): ☐ Access my IRS records via an Intermediate Service Provider;

☐ Authorize disclosure to third parties; ☐ Substitute or add representative(s); ☐ Sign a return; _____

☐ Other acts authorized: _____

- b Specific acts not authorized.** My representative(s) is (are) not authorized to endorse or otherwise negotiate any check (including directing or accepting payment by any means, electronic or otherwise, into an account owned or controlled by the representative(s) or any firm or other entity with whom the representative(s) is (are) associated) issued by the government in respect of a federal tax liability.
- List any other specific deletions to the acts otherwise authorized in this power of attorney (see instructions for line 5b): _____

- 6 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 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.

- 7 Signature of taxpayer.** If a tax matter concerns a year in which a joint return was filed, each spouse must file a separate power of attorney even if they are appointing the same representative(s). If signed by a corporate officer, partner, guardian, tax matters partner, partnership representative (or designated individual, if applicable), executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the legal authority to execute this form on behalf of the taxpayer.

▶ IF NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THIS POWER OF ATTORNEY TO THE TAXPAYER.

 _____ 03/05/20 President
Signature Date Title (if applicable)

Robert Heeger

Print name

Endaoment

Print name of taxpayer from line 1 if other than individual

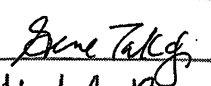
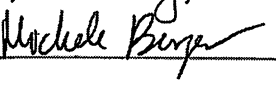
Part III Declaration of Representative

Under penalties of perjury, by my signature below I declare that:

- I am not currently suspended or disbarred from practice, or ineligible for practice, before the Internal Revenue Service;
- I am subject to regulations contained in Circular 230 (31 CFR, Subtitle A, Part 10), as amended, governing practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) 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**—a holder of an active license to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent**—enrolled as an agent by the IRS per the requirements of Circular 230.
 - d Officer**—a bona fide officer of the taxpayer organization.
 - e Full-Time Employee**—a full-time employee of the taxpayer.
 - f Family Member**—a member of the taxpayer's immediate family (spouse, parent, child, grandparent, grandchild, step-parent, step-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 IRS is limited by section 10.3(d) of Circular 230).
 - h Unenrolled Return Preparer**—Authority to practice before the IRS is limited. An unenrolled return preparer may represent, provided the preparer (1) prepared and signed the return or claim for refund (or prepared if there is no signature space on the form); (2) was eligible to sign the return or claim for refund; (3) has a valid PTIN; and (4) possesses the required Annual Filing Season Program Record of Completion(s). **See Special Rules and Requirements for Unenrolled Return Preparers in the instructions for additional information.**
 - k Qualifying Student**—receives permission to represent taxpayers before the IRS by virtue of his/her status as a law, business, or accounting student working in an LITC or STCP. See instructions for Part II for additional information and requirements.
 - r 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(e)).

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THE POWER OF ATTORNEY. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN PART I, LINE 2.

Note: For designations d–f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column.

Designation— Insert above letter (a–r).	Licensing jurisdiction (State) or other licensing authority (if applicable)	Bar, license, certification, registration, or enrollment number (if applicable)	Signature	Date
a	CA	215258		3/6/2020
a	CA	300173		3/6/2020

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

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

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at www.irs.gov 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

1 Full name of organization (exactly as it appears in your organizing document) Endaoment		2 c/o Name (if applicable)
3 Mailing address (Number and street) (see instructions) 100 Danvers Street	Room/Suite Apt 3	4 Employer Identification Number (EIN) 84-4661797
City or town, state or country, and ZIP + 4 San Francisco, California 94114		5 Month the annual accounting period ends (01 – 12) 09
6 Primary contact (officer, director, trustee, or authorized representative) a Name: Robert Heeger		b Phone: 650-799-2364 c Fax: (optional)
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
9a Organization's website: endaoment.org		
b Organization's email: (optional) info@endaoment.org		
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 11 / 19 / 2019		
12 Were you formed under the laws of a foreign country ? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the country.		

Part II Organizational Structure

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

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

Part III Required Provisions in Your Organizing Document

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

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

Part IV Narrative Description of Your Activities

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

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

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

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Robert Heeger	President, Director	100 Danvers Street, Apt 3 San Francisco, California 94114	est. \$75,000
Carter Wilkinson	Treasurer, Secretary, Director	100 Danvers Street, Apt 3 San Francisco, California 94114	None
Vance Spencer	Director	100 Danvers Street, Apt 3 San Francisco, California 94114	None

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

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

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
TBD	Platform Engineer	100 Danvers Street, Apt 3 San Francisco, California 94114	est. \$100,000

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

Name	Title	Mailing address	Compensation amount (annual actual or estimated)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII Your History

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

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

Part VIII Your Specific Activities

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

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

Part VIII Your Specific Activities (Continued)

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

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

Attach a description of each fundraising program.

b Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. ☐ **Yes** ☒ **No**

c Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. ☐ **Yes** ☒ **No**

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

e Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. ☒ **Yes** ☐ **No**

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

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

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

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

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

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

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

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

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

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

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

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

Part VIII Your Specific Activities (Continued)

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

Part VIII Your Specific Activities (Continued)

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

Part IX Financial Data

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

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

A. Statement of Revenues and Expenses

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
		(a) From 11/19/19 To 09/30/20	(b) From 10/01/20 To 09/30/21	(c) From 10/01/21 To 09/30/22	(d) From	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	0	2,000,000	25,000,000		27,000,000
	2 Membership fees received	0	10,500	150,000		160,500
	3 Gross investment income	0	0	0		0
	4 Net unrelated business income	0	0	0		0
	5 Taxes levied for your benefit	0	0	0		0
	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)	0	0	0		0
	7 Any revenue not otherwise listed above or in lines 9–12 below (attach an itemized list)	0	0	0		0
	8 Total of lines 1 through 7	0	2,010,500	25,150,000		27,160,500
	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 itemized list)	0	0	0		0
	10 Total of lines 8 and 9	0	2,010,500	25,150,000		27,160,500
	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)	0	0	0		0
	12 Unusual grants	0	0	00		0
	13 Total Revenue Add lines 10 through 12	0	2,010,500	25,150,000		27,160,500
Expenses	14 Fundraising expenses	0	0	0		
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	0	750,000	6,225,000		
	16 Disbursements to or for the benefit of members (attach an itemized list)	0	0	0		
	17 Compensation of officers, directors, and trustees	0	75,000	125,000		
	18 Other salaries and wages	0	150,000	250,000		
	19 Interest expense	0	0	0		
	20 Occupancy (rent, utilities, etc.)	0	0	25,000		
	21 Depreciation and depletion	0	0	0		
	22 Professional fees	10,000	75,000	50,000		
	23 Any expense not otherwise classified, such as program services (attach itemized list)	850	36,500	83,000		
	24 Total Expenses Add lines 14 through 23	10,850	1,086,500	6,758,000		

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

(Whole dollars)

Assets			
1	Cash	1	0
2	Accounts receivable, net	2	0
3	Inventories	3	0
4	Bonds and notes receivable (attach an itemized list)	4	0
5	Corporate stocks (attach an itemized list)	5	0
6	Loans receivable (attach an itemized list)	6	0
7	Other investments (attach an itemized list)	7	0
8	Depreciable and depletable assets (attach an itemized list)	8	0
9	Land	9	0
10	Other assets (attach an itemized list)	10	0
11	Total Assets (add lines 1 through 10)	11	0
Liabilities			
12	Accounts payable	12	0
13	Contributions, gifts, grants, etc. payable	13	0
14	Mortgages and notes payable (attach an itemized list)	14	0
15	Other liabilities (attach an itemized list)	15	0
16	Total Liabilities (add lines 12 through 15)	16	0
Fund Balances or Net Assets			
17	Total fund balances or net assets	17	0
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	18	0
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Part X Public Charity Status

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

1 a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions. ☐ 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, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. ☐ 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, h, or i 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)(ix) – an agricultural research organization directly engaged in the continuous active conduct of agricultural research in conjunction with a college or university. ☐
- h 509(a)(1) and 170(b)(1)(A)(vi) – an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. ☒
- i 509(a)(2) – an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). ☐
- j A publicly supported organization, but unsure if it is described in 5h or 5i. You would like the IRS to decide the correct status. ☐

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

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

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

Part XI User Fee Information and Signature

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

Enter the amount of the user fee paid: _____ \$600

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

Robert Heeger

(Type or print name of signer)

President

(Type or print title or authority of signer)

03/05/20
(Date)

4532276

FILED *CA*
SECRETARY OF STATE
STATE OF CALIFORNIA

NOV 19 2019

SC

1cc

ARTICLES OF INCORPORATION
OF
CHARITY BLOCK

ARTICLE I.
NAME

The name of this corporation is: Charity Block.

ARTICLE II.
PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. Such purposes for which this corporation is formed are exclusively charitable, scientific, and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law).

ARTICLE III.
POWERS

This corporation shall have all the powers of a natural person, subject only to any limitations imposed by these articles of incorporation, the bylaws of this corporation and applicable law. Notwithstanding the preceding statement of powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

ARTICLE IV.
RESTRICTIONS

A. This corporation is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law) and meeting the requirements of Revenue and Taxation Code Section 214. Notwithstanding any other provision of these articles of incorporation, this corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law).

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not, directly or indirectly, participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

**ARTICLE V.
DEDICATION**

The property of this corporation is irrevocably dedicated to charitable, scientific, and educational purposes meeting the requirements of Revenue and Taxation Code Section 214, and no part of the net earnings or assets of this corporation shall ever inure to the benefit of any director, officer, trustee, private shareholder or member of this corporation or to the benefit of any private individual whatsoever (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes). Upon the dissolution or winding up of this corporation, after paying or adequately providing for the debts, obligations and liabilities thereof, the remaining assets of this corporation shall be distributed, for use in furtherance of the purposes of this corporation as set forth in these articles of incorporation, to one or more nonprofit funds, foundations or corporations, that are then in existence, which are organized and operated exclusively for charitable, scientific, and/or educational purposes meeting the requirements of Revenue and Taxation Code Section 214 and which are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law).

**ARTICLE VI.
INITIAL AGENT FOR SERVICE OF PROCESS**

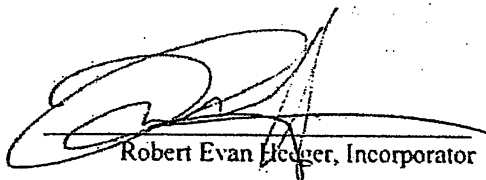
The name and address in the State of California of this corporation's initial agent for service of process are:

Robert Evan Heeger
100 Danvers St., Apt. 3
San Francisco, CA 94114

**ARTICLE VII.
CORPORATE ADDRESSES**

The initial street and mailing address of this corporation is: 100 Danvers St., Apt. 3, San Francisco, CA 94114.

Dated: November 19, 2019.


Robert Evan Heeger, Incorporator



I hereby certify that the foregoing
transcript of 2 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

DEC 02 2019

TDO

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

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FILED LK

Secretary of State
State of California

FEB 03 2020

1cc

RESTATED
ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the president and the secretary, respectively, of Charity Block, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I.
NAME

The name of this corporation is: Endaoment.

ARTICLE II.
PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. Such purposes for which this corporation is formed are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law).

ARTICLE III.
POWERS

This corporation shall have all the powers of a natural person, subject only to any limitations imposed by these articles of incorporation, the bylaws of this corporation and applicable law. Notwithstanding the preceding statement of powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

ARTICLE IV.
RESTRICTIONS

A. This corporation is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law) and meeting the requirements of Revenue and Taxation Code Section 214. Notwithstanding any other provision of these articles of incorporation, this corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law) or (ii) by a corporation, contributions to which are

deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law).

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not, directly or indirectly, participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

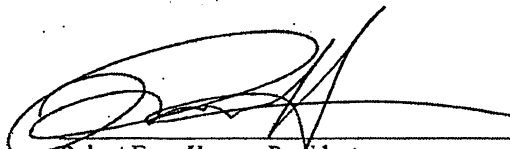
ARTICLE V. **DEDICATION**

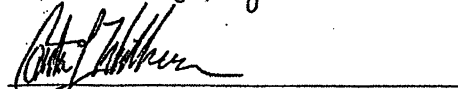
The property of this corporation is irrevocably dedicated to charitable, scientific, and educational purposes meeting the requirements of Revenue and Taxation Code Section 214, and no part of the net earnings or assets of this corporation shall ever inure to the benefit of any director, officer, trustee or member of this corporation or to the benefit of any private individual whatsoever (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). Upon the dissolution or winding up of this corporation, after paying or adequately providing for the debts, obligations and liabilities thereof, the remaining assets shall be distributed, for use in furtherance of the purposes of this corporation as set forth in these articles of incorporation, to one or more nonprofit funds, foundations or corporations, that are then in existence, which are organized and operated exclusively for charitable, scientific, and/or educational purposes meeting the requirements of Revenue and Taxation Code Section 214 and which are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any previous or future United States internal revenue law).

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 02/01/2020


Robert Evan Heeger, President


Carter Wilkinson, Secretary



I hereby certify that the foregoing
transcript of 1 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

FEB 21 2020

Date: _____

A handwritten signature in cursive script, appearing to read "Alex Padilla".

ALEX PADILLA, Secretary of State

**BYLAWS
OF
ENDAOMENT,**

a California Nonprofit Public Benefit Corporation

ARTICLE I

OFFICES

Section I.1 Principal Office. This corporation's principal office shall be fixed and located at 100 Danvers Street, Apartment 3, San Francisco, California 94114. The board of directors of this corporation (the "Board"; each member of the Board, a "Director") may change the location of the principal office. Any such change of location shall be noted by the Secretary on these Bylaws opposite this Section or recorded in an amendment to this Section.

Section I.2 Other Offices. The Board may establish branch or subordinate offices at any place or places where this corporation is qualified under the law to conduct its activities.

ARTICLE II

PURPOSES

Section II.1 Purposes. The purposes of this corporation are charitable, scientific, and educational, each within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision(s) of any future United States internal revenue law) and Section 23701d of the California Revenue and Taxation Code (or any corresponding provision(s) of any future California internal revenue law). In the context of these general purposes, this corporation shall manage, encourage, and support the charitable giving of crypto assets. The purposes of this corporation as stated in this Section must be consistent with this corporation's purposes as stated in its Articles of Incorporation (the "Articles"). Any change to the purposes stated in this Section, or operation outside of the scope of such purposes, will require amendment to these Bylaws and/or the Articles.

ARTICLE III

MEMBERSHIP

Section III.1 Classes and Qualifications of Membership. This corporation shall have one class of members. Its sole member shall be Robert Evan Heegan (the "Member").

Section III.2 Rights of Membership. The Member shall have the right to vote, as set forth in these Bylaws, on:

- (a) The election of Directors;
- (b) The removal of Directors pursuant to Section 5222 of the California Nonprofit Public Benefit Corporation Law;
- (c) Any amendment to these Bylaws that materially and adversely affects the Member's voting rights;
- (d) Any amendment to the Articles, except for amendments permitted to be adopted by the Board alone under Section 5812(b) of the California Nonprofit Public Benefit Corporation Law;
- (e) The disposition of all or substantially all of this corporation's assets;
- (f) Any merger and its principal terms and any amendment of those terms;
- (g) Any election to dissolve this corporation; and
- (h) Any other matters that may properly be presented to the Member for a vote, pursuant to the Articles, Bylaws, or action of the Board, or by operation of law.

Section III.3 Nonvoting "Members". The Board may, in its discretion, admit individuals to one or more classes of nonvoting members and refer to such individuals as "members" even though they are not members within the meaning of Section 5056 of the California Nonprofit Corporation Law and Section 3.1 of these Bylaws. Such class or classes of nonvoting members shall have such rights and obligations as the Board finds appropriate. Notwithstanding the above, references to "Member" in these Bylaws shall mean members within the meaning of Section 5056 of the California Nonprofit Corporation Law and Section 3.1 of these Bylaws.

Section III.4 Termination of Membership. Membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the Member;
- (b) Any event that renders the Member unable to satisfy Member's obligations as Member; or
- (c) Termination of membership under Section 3.6 of these Bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the Member has failed in a material and serious degree to observe the rules of conduct of this corporation, or has engaged in conduct materially and seriously prejudicial to this corporation's purposes and interests.

(d) Upon five years from the date of incorporation of this corporation, on November 19, 2024.

Upon such termination pursuant to this Section 3.4, this corporation shall have no "members" within the meaning of Section 5056 of the California Nonprofit Corporation Law. Any action which would require approval of the Member shall require only approval of the Board. All rights that would otherwise vest in the Member shall vest in the Directors. Any other reference to the Member within these Bylaws shall be modified to read "Director" or "Directors", as appropriate; provided, however, that reference to a member or members of a committee shall continue to retain its original meaning.

Section III.5 Suspension of Membership. The Member may be suspended, under Section 3.6 of these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the Member has failed in a material and serious degree to observe this corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to this corporation's purposes and interests. If the Member's membership is suspended, they shall not be a member during the period of suspension.

Section III.6 Procedures for Termination or Suspension of Membership. If grounds appear to exist for suspending or terminating the Member under Sections 3.4 or 3.5 of these Bylaws, the following procedure shall be followed:

(a) The Board shall give the Member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the Member's last address as shown on this corporation's records.

(b) The Member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.

(c) The Board, committee, or person shall decide whether the Member shall be suspended, expelled, or sanctioned in any way. The decision of the Board, committee, or person shall be final.

(d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

Section III.7 Transfer of Membership. No membership or any right arising from membership shall be transferred.

Section III.8 Rights of Inspection of Membership Records. The Member shall have the rights of inspection as set forth in the Nonprofit Public Benefit Corporation Law, subject to the requirements and restrictions set forth therein.

Section III.9 Rights of Inspection of Accounting Records and Minutes. On written demand on this corporation, the Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the Member's interest as a member. Any such inspection and copying may be made in person or by the Member's agent or attorney. This right of inspection extends to the records of any subsidiary of this corporation.

ARTICLE IV

MEETINGS OF THE MEMBERS

Section IV.1 Place Of Meeting. Meetings of the membership shall be held at any place within or outside the State of California that has been designated from time to time by the Board or by the written consent of the Member, given before or after the meeting. In the absence of such designation, regular meetings of the membership shall be held at the principal office of this corporation.

Section IV.2 Annual Meeting. An annual meeting of the membership shall be held, but only in each year in which Directors are to be elected at that meeting, on such date and time as may be selected by the Board; provided that the Board notifies the Member of such meeting as provided in Section 4.4 of these Bylaws. At the meeting, Directors shall be elected and other proper business may be transacted.

Section IV.3 Special Meetings.

(a) Special meetings of the Member for any lawful purpose or purposes may be called at any time by the Board, Chair of the Board (if there be such an officer), the President, or the Member.

(b) A special meeting called by any person entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chair of the Board (if there be such an officer), the President, any Vice President, or the Secretary of this corporation. The officer receiving the request shall cause notice to be given, under Section 4.4 of these Bylaws, promptly to the Member stating that a meeting will be held at a specified time and date fixed by the Board; provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of the membership may be held when the meeting is called by the Board.

(c) No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section IV.4 Notice. Whenever the Member is required or permitted to take any action at a meeting, a written notice of the meeting shall be given under this Section, to the Member. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to this corporation or electronic video screen communication, if any, by which the Member may participate in the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the Member. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

(a) Notice of any meeting of the membership shall be in writing and shall be given at least ten, but no more than 90, days before the meeting date. The notice shall be given either personally; by electronic transmission by this corporation; by first-class, registered, or certified mail; or by other means of written communication, charges prepaid, and shall be addressed to the Member, at the address of the Member as it appears on the books of this corporation or at the address given by the Member to this corporation for purposes of notice. If no address appears on this corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to the Member by first-class mail or facsimile or other written communication to this corporation's principal office; or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

(b) Notice given by electronic transmission by this corporation shall be valid only if consistent with Section 10.12 of these Bylaws.

(c) Notwithstanding the foregoing, notice shall not be given by electronic transmission by this corporation after either of the following: (i) this corporation is unable to deliver two consecutive notices to the Member by that means or (ii) the inability so to deliver the notices to the Member becomes known to the Secretary, any Assistant Secretary, or any other person responsible for the giving of the notice.

(d) An affidavit of the mailing of any notice of any membership meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary, or any transfer agent of this corporation, and if so executed, shall be filed and maintained in this corporation's minute book.

Section IV.5 Waiver of Notice. The transactions of any meetings of the membership, however called or notice and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if the Member is present at the meeting unless the Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is

not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section IV.6 Actions By Written Consent. Any action required or permitted to be taken by the Member may be taken without a meeting if the Member consents in writing to the action. The written consent shall be filed with the minutes of the meeting.

Section IV.7 Proxies. The Member shall not have the right to authorize another person or persons to act by proxy with respect to its membership.

ARTICLE V

DIRECTORS

Section V.1 Powers of Directors. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles and these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of this corporation to any person or persons, management company or committees, however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, the Board shall have the power to do the following:

(a) Select and remove, at the pleasure of the Board, all officers, agents, and employees of this corporation; prescribe powers and duties for them as may not be inconsistent with the law, the Articles or these Bylaws; fix their compensation; and require from them security for faithful service;

(b) Change the principal office or the principal business office of this corporation in California from one location to another; cause this corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; and conduct its activities in or outside California;

(c) Conduct, manage, and control the affairs and activities of this corporation and make such rules and regulations for these purposes, not inconsistent with law, the Articles, or these Bylaws, as the Board deems appropriate;

(d) Borrow money and incur indebtedness on this corporation's behalf, and cause to be executed and delivered for this corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities; and

(e) Adopt and use a corporate seal, and alter the form of such seal from time to time as the Board deems appropriate.

Section V.2 Standard of Care. A Director shall perform the duties of a Director, including duties as a member of any Board committee, in good faith, in a manner that the Director believes to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position 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 this corporation whom the Director believes to be reliable and competent in the matters presented;

(b) Counsel, independent accountants or other persons as to matters which the Director believes to be within that person's professional or expert competence; or

(c) A committee upon which the Director does not serve that is composed exclusively of any or any combination of Directors and persons described in subsection (a) and (b) of this Section as to matters within the committee's designated authority, which committee the Director believes to merit confidence, so long as, in any 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 that reliance to be unwarranted.

Section V.3 Number of Directors. The authorized number of Directors shall consist of at least three but no more than ten Directors, until changed by amendment to these Bylaws. The exact number of authorized Directors shall be fixed, within those limits, by a resolution adopted by the Board.

Section V.4 Selection and Term of Office. Directors shall be elected at an annual meeting of the membership. Each Director shall serve for a term of approximately two years and shall continue to serve until a successor Director has been elected and qualified, unless the Director has resigned or been removed from office.

Section V.5 Nominations of Directors. The Board may nominate qualified candidates for election to the Board at least 30 days before the date of any election of Directors. The Member may also nominate qualified candidates for election to the Board at any time.

Section V.6 Qualifications of Board Members. Any person 18 years of age or older whose interests align with the purposes of this corporation may be elected to serve as a Director.

Section V.7 Restriction on Interested Directors. Not more than 49 percent of the persons serving on the Board at any one time may be interested persons as that term is defined below. An "interested person" is (a) any person currently being compensated by this corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director for services he or she provided in her or her capacity as a

Director and (b) 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 person described in clause (a). Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by this corporation.

Section V.8 Vacancies, Resignations, and Removal.

(a) A vacancy or vacancies in the Board shall be deemed to exist in case of (i) the death, resignation, or removal of any Director; (ii) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, been convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law; (iii) the vote of the Member to remove any Director(s); (iv) the increase of the authorized number of Directors; or (v) a failure of the Member, at any meeting of membership at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

(b) Except as provided herein, any Director may resign by giving written notice to the Chair of the Board (if there be such an officer), the President, or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time at which it will become effective. If the resignation is to become effective at a later time, the Board may elect a successor Director before such time, to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no Director may resign if, by doing so, this corporation would be left without a duly elected Director or Directors.

(c) Any Director may be removed, with or without cause, by approval of the Member. A Director may be removed by the Board only with cause. Any vacancy caused by the removal of a Director shall be filled as provided in Section 5.8(d). The office of any Director who was elected after the date of adoption of these Bylaws who does not attend three successive Board meetings may be declared vacant and the Director removed from office by Board resolution unless (i) the Director requests a leave of absence for a limited period of time, and the leave is approved by the Board at a regular or special meeting (if such leave is granted, the number of Directors will be reduced by one in determining whether a quorum is or is not present during the period of leave); or (ii) the Director suffers from an illness, disability, or special circumstance that prevents him or her from attending meetings and the Board by resolution waives the removal procedure set forth in this subsection. Any Director who has been removed from the Board pursuant to the procedure set forth in the preceding sentence may only be reinstated as a Director by resolution of the majority of Directors then in office.

(d) Except for a vacancy created by the removal of a Director by the Member, vacancies in the Board may be filled by approval of the Board or by a sole remaining Director if only one Director remains. Each Director so selected to fill a vacancy in the Board shall hold office until the expiration of the term of the Director

whom he or she replaced and shall continue to serve until a successor has been elected and qualified. The Member may elect a Director or Director at any time to fill any vacancy or vacancies not filled by the Board.

(e) 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 V.9 Rights of Inspection. Each Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of this corporation. The inspection may be made by the Director in person or by the Director's agent or attorney.

Section V.10 Fees and Compensation. Directors may receive such compensation, if any, for their services as Directors, officers or members of Board committees, and such reimbursement of expenses, as the Board may establish by resolution to be just and reasonable as to this corporation at the time that the resolution is adopted.

Section V.11 Approval of Executive Compensation. The Board (or authorized Board committee) shall review and approve the compensation, including benefits, of the President or chief executive officer and of the Treasurer to assure that such compensation is just and reasonable and given in return for services actually rendered to this corporation. This review and approval shall occur upon the hiring of the officer, whenever the officer's term of employment (if any) is renewed or extended, and whenever the officer's compensation is modified (unless the modification extends to substantially all employees).

ARTICLE VI

MEETINGS OF THE BOARD

Section VI.1 Place of Meeting. Meetings of the Board shall be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of this corporation.

Section VI.2 Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, the selection of Directors (when required by these Bylaws) and officers, and the transaction of other business. Annual meetings of the Board shall be held without call or notice on such date and at such time as is fixed by the Board.

Section VI.3 Regular Meetings. Regular meetings, in addition to the annual meeting, of the Board may be held without call or notice on such dates and at such times as may be fixed from time to time by the Board.

Section VI.4 Special Meetings.

(a) Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board (if there be such an officer), the President, the Vice President, the Secretary, or any two Directors.

(b) Notice of the date, time, and place of special meetings shall be given to each Director by (i) personal delivery of oral or written notice; (ii) first-class mail, postage prepaid; (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (iv) facsimile; (v) electronic mail; or (vi) other electronic means. Any such notice shall be addressed or delivered to each Director at such Director's address, phone number, facsimile number, or electronic mail address as it is shown upon the records of this corporation or as may have been given to this corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Board are regularly held.

(c) Notice of a special meeting sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notice of a special meeting given personally or by telephone, facsimile, electronic transmission or other similar means of communication, shall be delivered, telephoned, or otherwise sent, as appropriate, at least 48 hours before the time set for the meeting.

(d) Notice of a special meeting shall state the time and date of the meeting and the place, if the place is other than this corporation's principal office. The notice need not specify the purpose of the meeting.

Section VI.5 Quorum. A majority of the number of Directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 6.10 of these Bylaws. However, under no circumstances shall a quorum be less than the greater of (a) one-fifth of the number of authorized Directors, or (b) two. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board, except as otherwise set forth in these Bylaws and subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) creation of and appointments to committees of the Board and (c) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of any Director(s) from that meeting, if any action taken is approved by at least a majority, or such higher standard as is required by these Bylaws or by the California Nonprofit Public Benefit Corporation law, of the required quorum for such meeting.

Section VI.6 Voting. Each Director present shall be entitled to one vote on each matter placed before a meeting. No Director may vote by proxy.

Section VI.7 Participation in Meetings by Conference Telephone. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all Directors participating in such meeting are able to hear one another. Participation in a meeting through use of electronic transmission by or to this corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if each Director can communicate with all of the other Directors concurrently and each Director 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 this corporation.

Section VI.8 Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, provides a signed waiver of notice; signs a written consent to the holding of the meeting or an approval of the minutes of the meeting; or attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Any such waiver of notice does not need to specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section VI.9 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors shall consent, individually or collectively, in writing to such action. A Director may give consent in writing via electronic mail if the electronic mail is under the sole control of the Director using it. Such action by written consent shall have the same force and effect as a unanimous vote of the Board and the written consent or consents shall be filed with the minutes of the proceedings of the Board. For purposes of this Section only, "all Directors" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law or a "common director" as described in Section 5234 of the California Nonprofit Public Benefit Corporation Law who abstains in writing from providing consent, when (i) the facts described in Section 5233(d)(1) or (d)(2) are established or the provisions of Section 5234(a) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions is included in the written consent or consents executed by the noninterested or noncommon directors or in other records of this corporation; and (iii) the noninterested or noncommon directors approve the action by a vote that is sufficient without counting the votes of the interested directors or common directors.

Section VI.10 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting of the Board to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. At the adjourned meeting, the Board may transact any business that may have been transacted at the original meeting.

Section VI.11 Conduct of Meetings. Meetings of the Board shall be presided over by the Chair of the Board, or, if there is no Chair of the Board or the Chair of the Board is absent, the President or, if the President and Chair of the Board are both absent, by the Vice President (if there be such an officer) or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall, if present, assure that minutes of any meeting of the Board are recorded and maintained. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to this corporation.

ARTICLE VII

COMMITTEES

Section VII.1 Board Committees. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors and no one who is not a Director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any member of any committee may be removed, with or without cause, at any time by the Board. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a committee, increase or decrease (but not below two) the number of members of a committee and fill vacancies in a committee. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except with respect to:

- (a) The establishment of the exact number of authorized Directors within the range specified in Section 5.3 of these Bylaws;
- (b) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- (c) The filling of vacancies on the Board or on any committee of the Board;
- (d) The fixing of compensation of the Directors for serving on the Board or any committee;
- (e) The amendment of the Articles;
- (f) The amendment or repeal of these Bylaws or the adoption of new or restated Bylaws;
- (g) The amendment or repeal of any resolution of the Board that, by its express terms, is not so amendable or repealable;

(h) The creation of other committees of the Board or appointment of members to any committee of the Board;

(i) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;

(j) The approval of any selfdealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as provided in Section 5233(d)(3); or

(k) The merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article VI of these Bylaws applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee and shall be filed with the corporate records.

Section VII.2 Executive Committee. This corporation may have an Executive Committee which, if any, shall be a standing Board committee composed of the President, Chair of the Board (if there be such an officer), Secretary, and Treasurer; provided, however, that each such person is a Director. Except for the power to amend the Articles and these Bylaws, and subject to the limitations set forth in Section 7.1 of these Bylaws and by resolution of the Board, the Executive Committee shall have and may exercise [such powers and authority of the Board as authorized by resolution of the Board. All actions of the Executive Committee shall be reported to the full Board at the next duly scheduled Board meeting. The President, if a Director, shall serve as chairperson of the Executive Committee.

Section VII.3 Advisory and Other Committees. The Board may from time to time create advisory committees and other committees that are not Board committees (collectively, "Other Committees") as deemed appropriate, consisting of Directors or persons who are not Directors, but such Other Committees shall not be deemed Board committees and shall not exercise any powers of the Board. Other Committees may be delegated with implementation of certain specified tasks under the direction and control of the Board. Notice of, and procedures for, meetings of Other Committees shall be as prescribed by the chair of each such committee, and meetings of any Other Committee may be called by the Chair of the Board (if there be such an officer), the Board, the President, or the chair of the Other Committee.

Section VII.4 Audit Committee. This corporation shall have an Audit Committee for any tax year in which it is required under Section 12586(e)(2) of the California Government Code (generally when it has gross revenues of two million dollars or more).

(a) The Audit Committee shall be separate from the Finance Committee (if such committee exists). The Audit Committee's members shall be

appointed by the Board and may include both Directors and persons who are not Directors, subject to the following limitations: (i) the Audit Committee may not include any member of the staff or the Executive Director, President, or Treasurer; (ii) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (iii) members of the Finance Committee shall constitute less than one-half of the membership of the Audit Committee; (iv) Audit Committee members who are not Directors may not receive compensation greater than the compensation paid to Directors for their board service; and (v) Audit Committee members shall not have a material financial interest in any entity doing business with this corporation.

(b) The Audit Committee shall (1) recommend to the Board the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor; (2) negotiate the compensation of the auditor on behalf of the Board (if so authorized by the Board); (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order; (4) review and determine whether to accept the audit; and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm after assuring that they conform with standards of auditor independence.

ARTICLE VIII

OFFICERS

Section VIII.1 Officers. The officers of this corporation shall be a President, a Secretary, and a Treasurer. This corporation may also have, at the discretion of the Board, a Chair of the Board, a Vice President, and such other officers as may be elected or appointed in accordance with the provisions of Section 8.3 of these Bylaws. Other than the Chair of the Board (if there be such an officer) or the President, if there is no Chair of the Board, these persons may, but need not be, selected from among the Directors. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as either President or Chair of the Board.

Section VIII.2 Election. The officers of this corporation, except those officers employed for compensation by this corporation and such officers as may be elected or appointed in accordance with the provisions of Section 8.3 or Section 8.5 of these Bylaws, shall be chosen approximately every two years by the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected. All officers of this corporation shall serve at the pleasure of the Board.

Section VIII.3 Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of this corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as provided in these Bylaws or as the Board may from time to time determine. Such subordinate officers may include one or more Assistant Secretaries and Assistant Treasurers.

Section VIII.4 Removal and Resignation.

(a) Without prejudice to the rights of any officer under an employment contract, any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.

(b) Any officer may resign at any time by giving written notice to the Board, President, or Secretary of this corporation, but without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party. Any such resignation shall take effect on the date such notice is received or at any later time specified therein. Unless specified otherwise in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section VIII.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled as it occurs in the manner prescribed in these Bylaws for election or appointment to such office; provided, however, that such selection may be made immediately and need not be made on an annual basis.

Section VIII.6 Chair of the Board. The Chair of the Board (if there be such an officer) shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time prescribed by the Board. If there is no President, the Chair of the Board shall be the general manager and chief executive officer of this corporation and shall have the powers and duties of the President set forth in these Bylaws.

Section VIII.7 President. The President is the general manager and chief executive officer of this corporation and has, subject to the control of the Board, general supervision, direction and control of the business, activities and officers of this corporation. The President shall preside at all meetings of the Board at which the Chair of the Board (if there be such an officer) is not present. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board. The President shall be responsible to the Board, shall see that the Board is advised on all significant matters of this corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent this corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles and these Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.

Section VIII.8 Vice President. In the absence or disability of the President, and subject to any limitations imposed by the Board, the Vice President (if there be such an officer) is appointed to and shall perform all the duties of the President. When so acting, the Vice President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board.

Section VIII.9 Secretary. The Secretary shall keep, or cause to be kept, at the principal office of this corporation or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board and any committees thereof. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was regular or special and, if special, how it was authorized; the notice given, if any; the names of the persons present at the meeting; and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office of this corporation in the State of California, the original or a copy of this corporation's Articles and Bylaws, as amended to date which shall be open to inspection by the Member at all reasonable times during office hours. If this corporation has no business office in California, the Secretary shall, on the written request of the Member, furnish to the Member a copy of the Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given. The Secretary shall keep the seal of this corporation, if any, in safe custody and shall also have such other powers and duties as may from time to time be prescribed to him or her by the Board, the Chair of the Board (if there be such an officer), or the President.

Section VIII.10 Assistant Secretaries. The Board may appoint one or more Assistant Secretaries. Subject to any limitations imposed by the Board, each Assistant Secretary shall have all the powers and duties of the Secretary in the event of the Secretary's absence or disability, and each shall also have such other powers and duties as may from time to time be prescribed to him or her by the Board, the Chair of the Board (if there be such an officer), the President or the Secretary.

Section VIII.11 Treasurer. The Treasurer of this corporation shall keep and maintain, or cause to be kept and maintained, full and accurate books and records of accounts of this corporation's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily including in financial statements. The Treasurer shall send, or cause to be sent, to the Directors of this corporation such financial statements and reports as are required to be sent by law, by these Bylaws or by the Board. The Treasurer shall have such other powers and perform such other duties as may be prescribed to him or her by the Board.

Section VIII.12 Assistant Treasurers. The Board may appoint one or more Assistant Treasurers. Subject to any limitations imposed by the Board, each Assistant Treasurer shall have all the powers and duties of the Treasurer in the event of the Treasurer's absence or disability, and each shall also have such other powers and duties as may from time to time be prescribed to him or her by the Board, the Chair of the Board (if there be such an officer), the President, or the Treasurer.

Section VIII.13 Duties May Be Delegated. In case of the absence of any officer of this corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for a specified period of time, all or part of the powers or duties of such officer to any other officer or to any Director.

ARTICLE IX

INDEMNIFICATION

Section IX.1 Definitions. For the purposes of this Article IX, "agent" means any person who is or was a Director, officer, employee, or other agent of this corporation, or is or was serving at the request of this 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 which was a predecessor corporation of this 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" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 9.4 or 9.5(b) of these Bylaws.

Section IX.2 Indemnification in Actions by Third Parties. This corporation shall, to the maximum extent of the law, 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 this corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status 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 this 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 this 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, 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 this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section IX.3 Indemnification in Actions by or in the Right of this Corporation. This corporation shall, to the maximum extent of the law, 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 this corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of this 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 this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section:

- (a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to this corporation in the performance of such person's duty to this 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;

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

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

Section IX.4 Indemnification Against Expenses. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 9.2 or 9.3 of these Bylaws or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section IX.5 Required Determination. Except as provided in Section 9.4 of these Bylaws, any indemnification under this Article IX shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 9.2 or 9.3 of these Bylaws by:

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

(b) Approval of the Member, with the persons to be indemnified not being entitled to vote thereon; or

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

Section IX.6 Advance of Expenses. Expenses incurred by a person seeking indemnification under this Article IX in defending any proceeding covered by Article IX may be advanced by this 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 IX.

Section IX.7 Other Indemnification. No provision made by this corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, these Bylaws, a resolution of the Member or Directors, an agreement, or otherwise, shall be valid unless consistent with this Article IX. Nothing contained in this Article IX shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

Section IX.8 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article IX, except as provided in Section 9.4 or 9.5(b) of these Bylaws, in any circumstances where it appears:

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

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

Section IX.9 Insurance. This corporation shall have the power, and shall use its best efforts, to purchase and maintain insurance on behalf of any agent of this 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 this corporation would have the power to indemnify the agent against such liability under the provisions of this Article IX, provided, however, that this corporation shall have no power to purchase and maintain such insurance to indemnify any agent of this corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section IX.10 Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article IX 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 this corporation as defined in Section 9.1 of these Bylaws. This corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 5140 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE X

OTHER PROVISIONS

Section X.1 Amendments. These Bylaws may be amended or repealed by (i) the approval of a majority of the Directors then in office at a duly held meeting at which a quorum has been established or by the unanimous written consent of the Board; or (ii) approval of the Member. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote. Notwithstanding the foregoing, the following types of Bylaws amendments shall require approval of the Member and may not be made by the Board alone:

(a) Any amendment that would materially and adversely affect the rights of the Members as to voting or transfer;

(b) Any amendment that changes the stated minimum or maximum number of authorized Directors or changes from a fixed number of Directors to a variable number of Directors or vice versa;

(c) Any amendment that extends the term of a Director beyond that for which the Director was elected or increases the term length or the number of consecutive terms that a Director may serve;

(d) Any amendment that increases the quorum requirement for meetings of the membership;

(e) Any amendment that repeals, restricts, creates, or expands proxy rights of the Member;

(f) Any amendment that authorizes, repeals, or amends cumulative voting rights in an election of Directors; and

(g) Any amendment that allows any Director to hold office by designation or selection rather than by election by the Member.

Section X.2 Maintenance of Corporate Records. This corporation shall keep the following:

(a) Adequate and correct books and records of account;

(b) Minutes of the proceedings of its membership, Board, and committees of the Board; and

(c) A record of each member's name, address, and class of membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Section X.3 Maintenance and Inspection of Articles and Bylaws. This corporation shall keep at its principal California office the original or a copy of the Articles and Bylaws, as amended to the current date, which shall be open to inspection by the Member at all reasonable times during office hours. If this corporation has no business office in California, the Secretary shall, on the written request of the Member, furnish to the Member a copy of the Articles and Bylaws, as amended to the current date.

Section X.4 Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof may be signed by any person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee of this corporation shall have any power or authority to bind this corporation by any

note, mortgage, evidence of indebtedness, contract, conveyance, or engagement, or to pledge its credit or to render it liable for any purpose or amount. Notwithstanding the foregoing, and subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between this corporation and any other person, when signed by (a) the Chair of the Board (if there be such an officer); (b) the President; or (c) the Vice President and either the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of this corporation may be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

Section X.5 Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or by the President are each authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section X.6 Contracts with Directors. No Director of this corporation nor director of any other corporation, firm, association or other entity in which one or more of this corporation's Directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership or financial interest are fully disclosed in good faith to the Board or are otherwise known to all Directors prior to the Board's consideration of such contract or transaction, and such full disclosure or prior knowledge is noted in the minutes of the Board meeting; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote(s) of the interested Director(s); (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that this corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) this corporation enters into the transaction for its own benefit and the transaction is fair and reasonable to this corporation at the time it is entered into. This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by this corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

Section X.7 Loans to Directors and Officers. This corporation shall not lend any money or property to or guarantee the obligation of any Director or officer without the approval of the California Attorney General; provided, however, that this corporation may advance money to a Director or officer of this corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer, in the absence of such advance, would be entitled to reimbursement for such expenses by this corporation.

Section X.8 Annual Report. The Board shall cause an annual report to be sent to the Member and Directors within 120 days after the end of this corporation's fiscal year. The annual report shall be accompanied by a report on this corporation of independent accountants or, if there is no such report, by the certificate of an authorized officer of this corporation that the financial statements included in the annual report were prepared without audit from this corporation's books and records. The annual report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of this corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including the trust funds, of this corporation;
- (c) The revenue or receipts of this corporation, both unrestricted and restricted to particular purposes;
- (d) The expenses or disbursements of this corporation for both general and restricted purposes; and
- (e) Any information required by Section 10.9 of these Bylaws.

The requirement of an annual report as set forth in this Section shall not apply if this corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified in this Section for inclusion in an annual report must be furnished annually to all Directors and to the Member if they request it in writing. If the Board approves, this corporation may send the annual report and any accompanying material sent pursuant to this Section by electronic transmission. If a report sent to the Attorney General in compliance with the requirements of Government Code Sections 12580 through 12599.7 includes the information required in the annual report, then this corporation may furnish a copy of its report to the Attorney General in lieu of the annual report whenever it is required to furnish an annual report.

Section X.9 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to the Member and Directors, or as a separate document if no annual report is issued, this corporation shall annually prepare and mail or furnish to each Director and the Member, within 120 days after the end of this corporation's fiscal year, a statement of any transaction or indemnification of the following kind occurring during the previous fiscal year:

- (a) Any transaction (i) in which this corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest and (iii) which involved more than \$50,000, or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to this corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest,

provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

For the purposes of this Section 10.9(a), an "interested person" is either of the following: (i) any Director or officer of this corporation, its parent, or its subsidiary or (ii) any holder of more than 10 percent of the voting power of this corporation, its parent or its subsidiary.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Director or officer of this corporation under Article IX of these Bylaws.

Section X.10 Financial Audit. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of two million dollars or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by this corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within nine months after the close of the fiscal year to which the statements relate. For three years, such statements shall (a) be available at this corporation's principal, regional and district offices (if any) during regular business hours and (b) be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on this corporation's website.

Section X.11 Fiscal Year. The fiscal year of this corporation shall end on September 30.

Section X.12 Electronic Communications.

(a) An electronic transmission by this corporation shall be valid only if:

(1) Delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with this corporation; (ii) posting on an electronic message board or network that this corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (iii) other means of electronic communication;

(2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

(b) Notwithstanding the foregoing, an electronic transmission by this corporation to an individual member who is a natural person, and if an officer or Director of this corporation, only if communicated to the recipient in that person's capacity as a member shall be authorized only if the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (i) any right of the recipient to have the record provided or made available on paper or in nonelectronic form; (ii) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from this corporation; and (iii) the procedures the recipient must use to withdraw consent.

(c) An electronic transmission to this corporation shall be valid only if:

(1) Delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which this corporation has provided from time to time to the Member and Directors for sending communications to this corporation, (ii) posting on an electronic message board or network which this corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (iii) other means of electronic communication;

(2) As to which this corporation has placed in effect reasonable measures to verify that the sender is the Member or Director purporting to send the transmission; and

(3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Section X.13 Construction And Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that:

1. I am the duly elected and acting Secretary of Endaoment, a California nonprofit public benefit corporation; and

2. The foregoing Bylaws consisting of 25 pages constitute the Bylaws of such corporation as duly adopted by the Board of Directors on March 2, 2020, and have not been amended or modified since such date.

IN WITNESS WHEREOF, I have executed this Certificate as of this March 2, 2020.


Carter Wilkinson, Secretary

Form **5768**

(Rev. September 2016)

Department of the Treasury
Internal Revenue Service**Election/Revocation of Election by an Eligible
Section 501(c)(3) Organization To Make
Expenditures To Influence Legislation**

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

► Information about Form 5768 and its instructions is at www.irs.gov/form5768.For IRS
Use Only ►

Name of organization	Employer identification number
Endowment	84-4661797
Number and street (or P.O. box no., if mail is not delivered to street address)	Room/suite
100 Danvers Street	
City, town or post office, and state	ZIP + 4
San Francisco, California	94114

- 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 09/30/2020 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 _____ and all subsequent tax years (until a new election is made). (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.

 (Signature of officer or trustee) Robert Heeger, President (Type or print name and title) 03/08/20 (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 section 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 grass roots expenditures (as defined in section 4911(c)) on its annual return required under section 6033. See Part II-A of Schedule C (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)(ii) (relating to educational institutions),
2. Section 170(b)(1)(A)(iii) (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)(vi) (relating to organizations publicly supported by charitable contributions),
5. Section 170(b)(1)(A)(ix) (relating to agricultural research organizations),
6. Section 509(a)(2) (relating to organizations publicly supported by admissions, sales, etc.), or
7. 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:

Department of the Treasury
Internal Revenue Service Center
Ogden, UT 84201-0027

FORM 1023, ATTACHMENT

Applicant: Endaoment

EIN: 84-4661797

Part I Identification of Applicant

7.

Gene Takagi and Michele Berger, NEO Law Group, 535 Mission St. – 14th Floor, San Francisco, CA 94105.

Part II Organizational Structure

1.

Certified copies of the Articles of Incorporation and the Restated Articles of Incorporation are attached hereto.

5.

A copy of the current Bylaws is attached hereto.

Part IV Narrative Description of Your Activities

The purposes of the Endaoment are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code (“IRC”). In furtherance of, and within these exempt purposes, the mission of Endaoment is to manage, encourage, and support the charitable giving of crypto assets.

Background.

Endaoment was born out of a need: current options for cryptocurrency donations are piecemeal and cumbersome while current giving options accept either no forms of—or a very limited set of—cryptocurrencies as contributions.

We believe a robust decentralized finance industry must include a giving solution that is easy to use, managed by an independent public charity, provides contribution services across a broad set of cryptocurrencies, supports a number of non-profit grantees, and leverages the most accessible stablecoin and governance platforms in the pursuit of making more innovative, easy and efficient ways to deploy grant dollars.

We feel the best way to achieve this goal is by offering to the crypto community an ability to contribute to Donor Advised Funds (“DAFs”) created within, and managed by, Endaoment.

DAFs have become the fastest growing philanthropic vehicle in the U.S. in recent decades, according to the National Philanthropic Trust (NPT).

There is over \$120 billion currently held in more than 750,000 DAFs nationwide. The NPT attributes much of the growth in DAFs to retail investors integrating with "Giving Accounts" hosted through online portals at brokerages such as Fidelity, Schwab and E*Trade.

Put simply, DAFs have exploded in popularity as more investors incorporate this financial vehicle into their tax-planning strategies.

We plan to bring this popular solution to the cryptocurrency and decentralized finance industries in the hopes of achieving our core mission of managing, encouraging and supporting charitable giving.

Past Activities.

Planning and Administration

Endaoment has engaged in planning and administrative activities related to its formation and application for exemption. These planning and administrative activities have been and are being carried out by Endaoment's volunteer directors and officers. One hundred percent of Endaoment's time was devoted to planning and administrative activities related to its formation and application for exemption.

Current and Planned Activities.

To facilitate the accomplishment of its mission, Endaoment plans to engage in, sponsor (or co-sponsor), or otherwise be associated with the creation, development, administration, and funding of the programs and activities described in following project areas:

Creating, managing and making grants from Donor-Advised Funds

In furtherance of its exempt purposes, Endaoment plans to create, manage, and make grants from DAFs funded by donors to Endaoment. In order to allow DAFs to be funded with crypto currencies, Endaoment provides the Endaoment Individual Donor-Advised Fund: a smart contract-powered Donor-Advised Fund (the "Endaoment DAF") deployed on the popular Ethereum blockchain.

With the Endaoment DAF, donors can establish a new Fund, contribute cryptocurrency to their Fund and give (or delegate to Fund Primary Advisors the right to give) grant recommendations to Endaoment on how they'd like to distribute the proceeds to causes and organizations they care about. Funds can be created at any time, and grant recommendations can be submitted freely as long as there is a grantable balance in the fund.

Before making a grant, which Endaoment shall do at its sole discretion, Endaoment plans to make a determination as to whether the grantee recommended by the donor is a qualified grantee. In order to be a qualified grantee, an organization must be (1) a domestic organization formed under the laws of one of the States, the territories, or the District of Columbia of the United States and (2) must be currently exempt under IRC Section 501(c)(3), both of which Endaoment plans to make a qualification of receiving a grant from the organization. Endaoment plans to verify the exempt status of each potential grantee in advance of distributing a grant,

either through use of the Internal Revenue Service's Tax Exempt Organization Search tool or through a comparable verification system.

In early February 2020, Endaoment completed its first proof-of-concept DAF creation, grant recommendation and grant delivery transactions on the Ethereum blockchain.

In order to execute this proof-of-concept, Giving Tree Technologies, LLC ("GTT", an entity owned by Endaoment President and Director Robert Heeger, and owner of the software IP that powers the Endaoment DAF (the "DAF IP"), which GTT shall license to Endaoment for free), agreed to a Technology Exploration Agreement with the Jewish Community Federation and Endowment Fund of the San Francisco, Sonoma, Marin & Peninsula Counties ("JCF"). As a leading provider of DAFs in the Bay Area, JCF was the perfect partner for testing out the DAF IP under the supervision of an experienced, established, and highly reputable public charity.

Working together with the DAF team at the JCF, including the Director of Philanthropy Operations and the Head of their Donor-Advised Fund program, the staff of Endaoment have spent the last several months cementing the internal filing and external reporting requirements needed for the Endaoment DAF platform to qualify as fully-robust solution employable for our principal activities as an independent public charity. We have worked from both of our primary offices, and over virtual conferencing platforms over the course of our work together.

We intend to fund our primary activity of creating, managing and making grants from Donor-Advised Funds through donations, as well as through program grants from established charities and private foundations and in addition to potential government grants and individual contributions.

Initially, we have spent relatively little time actually administering or executing our primary activity. At this time, it accounts for about 30% of our total time. However, as the software matures and our focus moves towards managing and granting funds from the DAFs created on the platform, we expect this figure to grow dramatically, potentially as high as 60-70% of our time.

Research and development of software for the charitable donation & disbursement of cryptocurrencies and digital assets

In furtherance of its exempt purposes, Endaoment plans to engage in research and development of the software powering the Endaoment DAF platform. Day-to-day, the staff of Endaoment is focused on improving the stability, experience and performance of the software behind our innovative application of the DAF philanthropic vehicle.

This work includes and is not limited to:

- the refinement of smart contracts code governing the custodianship and migration of funds through the Endaoment ecosystem,
- the creation of novel user interfaces for interacting with these contracts,

- performing quality assurance testing on the stability of these interfaces,
- working with independent contractors to create identity resources and marketing collateral for explaining the software's functionality,
- deploying and monitoring the stability of the current production build of the software,
- the implementation of open-source code libraries into the codebase for the improved functioning of core product infrastructure,
- the research of new technologies and architectures to employ in future versions,
- and the management of product scope and capabilities given current available engineering resources.

The bulk of the work being done on the software code is managed and completed by the President and CEO of Endaoment. Several volunteers including outside cryptocurrency engineering experts and independent designers and other creative freelancers have advised the construction and architecture of the product.

Improvements in the software licensed to Endaoment by GTT will permit Endaoment to have perpetual rights under a license agreement. In addition, GTT will be required to make such software and improvements accessible to other public charities at a price and for a term agreed upon by the parties, subject to Endaoment's Conflict of Interest Policy.

At present, all costs related to this activity are being donated *pro bono* by Endaoment's President and CEO as well as the outside contractors acting as volunteers for the program. This work is being done at the main office of Endaoment.

Funding for this activity will come in the future through donations, as well as through program grants from established Community Endowments and private foundations and in addition to potential government grants and individual contributions.

At present, the work mentioned above has taken up the bulk of the working time, as it is the core blocker to having our primary activity up and running. It commands about 60% of our time. It is our hope that we will transition to a more balance spread of effort as the software achieves feature completeness and our obligations towards managing and granting funds from the DAFs increases. As this happens, we expect the percentage of time spent on software development-related activities to decrease dramatically, potentially as low as 1-5% of our time.

Creating and managing the Endaoment Community Fund

In furtherance of its exempt purposes, Endaoment plans to develop, manage, and make grants from the Endaoment Community Fund, a community fund that will be partially governed by the users of the Endaoment DAF platform, following the successful launch of the Endaoment DAF platform.

The Endaoment Community Fund will fulfill all requirements under the California Uniform Prudent Management of Institutional Funds Act (UPMIFA), while also incorporating a novel distribution grant advisory board consisting of users of the Endaoment DAF platform.

Upon introducing the Endaoment Community Fund, we will add functionality to the Endaoment DAF platform that credits users with one voting share in the grant advisory board for every dollar they've successfully granted out of their Individual DAF. As a result, these users will be able to use their voting shares to provide input on distribution grant applications poised by the governors of the endowment fund to the grant advisory board.

In providing this activity, we hope to encourage users of the Endaoment DAF platform to more actively create grant recommendations out of their DAFs so that they may have a larger voice in the decisions of the Community Fund's grant advisory board.

The management of this Community Endowment Fund will be facilitated by the Board of Endaoment and officers they elect to manage the Fund.

Funding for this activity will come in the future through donations as well as through program grants from established Community Endowments and private foundations and in addition to potential government grants and individual contributions.

At present, this takes about 5% of Endaoment's total time, as we work on building out the legal structure and software product specifications for creating this Community Fund. As our primary activities mature and stabilize, we expect this figure to rise to near 30% as our focus turns to getting the Community Fund off the ground.

Fundraising and Administration

Endaoment plans to devote approximately 5% of its time to fundraising, as further detailed in Items 4a and 4d of Part VIII of this Attachment, and to general administration.

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

3a.

Name: Robert Heeger

Qualifications: Robert Heeger is the President & CEO of Endaoment. A software engineer and digital marketer based in San Francisco, Heeger spent seven years working at Apple for

their Media Products division prior to starting Endaoment. He is also the primary advisor of The Heeger Brothers' Fund, which makes grants supporting youth education programs, the arts and vital institutions for the advancement of journalism.

Average Hours Worked Per Month: 150

Duties: President, Director – see below for Position Descriptions

Name: Carter Wilkinson

Qualifications: Carter Wilkinson currently serves as the Head of Operations and Finance for Roam Analytics, a natural language processing software firm based in San Bruno, CA. Wilkinson's breadth of experience leading emerging technology firms provides Endaoment a deep understanding of complex software engineering problems, as well as startup-specific finance and corporate entity structures. Prior to Roam, he spent three years at Addepar managing Client Solutions.

Average Hours Worked Per Month: 3

Duties: Treasurer, Secretary Director – see below for Position Descriptions

Name: Vance Spencer

Qualifications: Vance Spencer is a Co-Founder and General Partner at Framework Ventures, a cryptocurrency hedge fund and blockchain development studio. Framework Ventures' involvement in Endaoment has been a critical partnership from its inception, offering valuable working space and product feedback. Prior to working at Framework, Spencer was the Co-Founder of Hashletes, a digital collectibles fantasy sports application that was acquired by a sports media holding company. Before becoming an entrepreneur and investor, Spencer also worked at Netflix where he brought their international offerings to market across a diverse and demanding consumer audience.

Average Hours Worked Per Month: 3

Duties: Director – see below for Position Descriptions

Position Descriptions:

President: The President is the general manager and chief executive officer of this corporation and has, subject to the control of the Board, general supervision, direction and control of the business, activities and officers of this corporation. The President shall preside at all meetings of the Board at which the Chair of the Board (if there be such an officer) is not present. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be

prescribed by the Board. The President shall be responsible to the Board, shall see that the Board is advised on all significant matters of this corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent this corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles and the Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.

Secretary: The Secretary shall keep, or cause to be kept, at the principal office of this corporation or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board and any committees thereof. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was regular or special and, if special, how it was authorized; the notice given, if any; the names of the persons present at the meeting; and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given. The Secretary shall keep the seal of this corporation, if any, in safe custody and shall also have such other powers and duties as may from time to time be prescribed to him or her by the Board, the Chair of the Board (if there be such an officer), or the President.

Treasurer: The Treasurer of this corporation shall keep and maintain, or cause to be kept and maintained, full and accurate books and records of accounts of this corporation's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily including in financial statements. The Treasurer shall send, or cause to be sent, to the Directors of this corporation such financial statements and reports as are required to be sent by law, by the Bylaws or by the Board. The Treasurer shall have such other powers and perform such other duties as may be prescribed to him or her by the Board.

Director: The Directors shall provide governance to the organization, represent it to the community and accept ultimate legal authority for it. The Directors' duties shall include the following:

A. Planning:

- i. Approving the corporation's mission and reviewing the organization's performance towards achieving it.
- ii. Assessing the environment and approving the corporation's strategy in relation to it.
- iii. Reviewing and approving the corporation's plans for funding its strategy.
- iv. Reviewing and approving the corporation's financial goals.
- v. Reviewing and approving the corporation's annual budget.

B. Organization:

- i. Filling vacancies on the Board as needed.
- ii. Appointing Board committees as needed.
- iii. Reviewing the Board's performance and taking steps to improve its performance.
- iv. Approving appropriate compensation and benefit policies and practices.

C. Operations:

- i. Reviewing the corporation's results in relation to the organization's mission, goals and the performance of similar organizations.
- ii. Ensuring that the financial structure of the corporation is adequate for its current needs and long-range strategy.
- iii. Approving major actions of the corporation.

D. Audit:

- i. Assuring that the Board and its committees are adequately and currently informed of the condition of the corporation and its operations.
- ii. Assuring that published reports and government filings properly reflect the operating results and financial condition of the corporation.
- iii. Ascertaining that the corporation has established appropriate policies to define and identify conflicts of interest and is diligently administering and enforcing these policies.
- iv. Appointing independent auditors should it be required by law.
- v. Reviewing compliance with relevant material laws affecting the organization.

Platform Engineer: The Platform Engineer is responsible for managing the reliability and functionality of the Endaoment web application. They will work closely with the President to implement new features as well as maintain the current performance of the Endaoment's DAF management system.

5a.

The Conflict of Interest Policy attached hereto and consistent with the sample policy in Appendix A to the Form 1023 instructions was adopted by the Board of Directors on March 2nd, 2020.

9a-f.

As described in Part IV of this Attachment, Endaoment plans to enter into a license agreement for the DAF IP with GTT, which is owned by Endaoment President and Director Robert Heeger, at no cost to Endaoment. While no agreement has been drafted or finalized at this time, any future written license agreement between Endaoment and GTT will be negotiated by the independent Directors of Endaoment at arm's length, pursuant to Endaoment's Conflict of Interest Policy.

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

1a.

In furtherance of its exempt purposes, Endaoment will maintain separate accounts for individual donors who register with the online giving platform under which the contributor will have the right to advise Endaoment on the use or distribution of funds, as described in further detail in Part IV and Part VIII of this Attachment.

1b.

In furtherance of its exempt purposes, Endaoment will provide grants to other domestic IRC Section 501(c)(3) exempt organization, as verified using the IRS Tax Exempt Organization Search tool or comparable verification system, from Endaoment Donor Advised Funds, as further described in Part IV and Part VIII of this Attachment.

Part VIII Your Specific Activities

2a.

Endaoment may in the future engage in direct and/or grassroots lobbying, to an insubstantial degree and in furtherance of its exempt purposes. Endaoment is concurrently making the IRC Section 501(h) election. Currently, Endaoment has no plans to lobby on any specific legislation.

The total annual expenditures that the organization expects to be devoted to supporting lobbying activities will be within the limits prescribed under IRC Section 501(h) and its associated regulations. In addition to monitoring staff time, Endaoment will monitor and value all organizational expenditures (*e.g.*, printing of materials associated with lobbying, transportation, and website modifications) to assure compliance with the prescribed limits.

4a.

Endaoment will conduct fundraising activities to raise funds to support the organization's programs. All such activities will comply with the Internal Revenue Service requirements regarding substantiation and donor acknowledgements.

Email solicitations: Endaoment may send e-mail solicitations in compliance with all federal, state, and local laws. It is contemplated that such solicitations would be limited to potential donors who either (i) have an existing relationship with the organization or one of its supporters or beneficiaries, or (ii) may have an interest in supporting the mission of the organization.

Personal solicitations: Endaoment may engage in personal solicitations with potential donors who either (i) have an existing relationship with the organization or one of its supporters or beneficiaries, or (ii) may have an interest in supporting the mission of the organization. In addition, Endaoment may hold fundraising events in which attendees are asked to support the organization and its programs.

Foundation grant solicitations: Endaoment may engage in foundation grant solicitations. It is contemplated that the Board of Directors will authorize the President to draft any grant proposal submitted to a foundation.

Accept donations on your website: Endaoment contemplates having a website with the capability of accepting donations online. Such website will comply with all applicable laws. The Board of Directors will seek appropriate information and/or counsel before establishing such a fundraising program in order to ensure compliance with all appropriate laws.

4d.

Jurisdictions in which the organization itself conducts fundraising: California and all cities and counties therein. In addition, Endaoment may conduct fundraising in other states in which it is qualified and/or properly registered to engage in such activities. Fundraising in such jurisdictions will be conducted only for Endaoment and not for another organization. Endaoment shall comply with the registration and fundraising laws and regulations of each jurisdiction in which it does business.

4e.

Endaoment plans to maintain separate accounts for all individual donors who register with the online giving platform under which the contributor will have the right to advise Endaoment on the use or distribution of funds, as described in further detail in Part IV of this Attachment. Donors or authorized donor advisors will have the right to provide advice to Endaoment regarding the amounts and recipients of grants to be made from such donor-advised funds, but not regarding the investment of such funds. Endaoment will retain ultimate ownership and control over all donor-advised funds and will exercise oversight to assure that the funds are used by grantee organizations exclusively for exempt purposes. Endaoment has not yet developed written materials that will be provided to donors. However, it plans to prepare written materials that will be distributed to donors when they register with Endaoment's online giving platform. Such written materials will make clear that the donor can only make recommendations with respect to distributions.

10.

Endaoment owns its intellectual property, which includes, but is not limited to, its name, contacts lists, educational materials, and materials relating to its fundraising efforts. Endaoment may exploit certain of its intellectual property, subject to any federal or state laws governing such activity. It is anticipated that any exploitation of the organization's intellectual property will be an activity related to its exempt purposes.

Endaoment may also have rights to use GTT's DAF IP pursuant to a license agreement, as further described in Part V, Question 9 of this Attachment. No agreement has been drafted or finalized at this time.

11.

Endaoment plans to accept cryptocurrency from donors as further described in Part IV of this Attachment. Generally, Endaoment will not agree to any conditions or agreements regarding donor contributions other than those that a public charity may agree to with respect to a cash contribution.

13b.

The purposes of Endaoment are exclusively charitable, scientific, and educational within the meaning of IRC Section 501(c)(3). Endaoment plans to make grants to other organizations through its donor advised funds.

13c.

Endaoment has not yet made any grants and does not yet have written contracts or grant agreements with the organizations to which it may make grants. Endaoment plans to have written grant agreements with such organizations when it starts making grants.

13d.

Endaoment has not yet identified potential recipient organizations and has not yet made any grants to other organizations, however, Endaoment plans to limit recipient organizations to those organizations currently recognized as exempt under IRC Section 501(c)(3), as further described in Part IV of this Attachment.

13e.

Endaoment has not yet made any grants, but plans to keep written records of all grants made for a reasonable time period in compliance with applicable laws.

13f.

Endaoment plans to select as grant recipients only those organizations currently recognized as exempt under IRC Section 501(c)(3). Endaoment plans to conduct appropriate due diligence to ensure such exemption in advance of making any grant. Endaoment does not plan to require an application form or a grant proposal at this time.

13g.

Endaoment plans to provide oversight of grants made to other organizations to ensure that such funds are used to further Endaoment's exempt purposes. Endaoment plans to require grantees receiving grants in excess of \$500 annually to file some form of report regarding the proper and lawful use of the grant funds.

Part IX Financial Data

A. Statement of Revenues and Expenses

Line 15. Contributions, gifts, grants, and similar amounts paid out (attach an itemized list):

While Endaoment has not yet made any grants to other organizations, future grants shall take into account the recommendations of donors or authorized donor advisors. Currently, Endaoment is projecting to allow grants as small as \$100 to be made, subject to the ultimate discretion of Endaoment's Board. No maximum amount is contemplated. All grants must be consistent with Endaoment's exempt purposes.

ENDAOMENT – EIN 84-4661797

Line 23. Any expense not otherwise classified, such as program services (attach itemized list):

EXPENSE	(a) From 11/19/19 To 9/30/20	(b) From 10/1/20 To 9/30/21	(c) From 10/1/21 To 9/30/22
DUES AND SUBSCRIPTIONS	0	1,000	2,000
GOVERNMENT FILING FEES	850	0	0
INSURANCE	0	10,000	25,000
MEETING EXPENSES	0	500	1,000
OFFICE EXPENSES	0	5,000	10,000
OFFICE SUPPLIES	0	5,000	10,000
TECHNOLOGY EXPENSES	0	5,000	10,000
TRAVEL EXPENSES	0	10,000	25,000
TOTAL	850	36,500	83,000

CONFLICT OF INTEREST POLICY OF ENDAOMENT

Article I Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of Endaoment, a California nonprofit public benefit corporation (the "Organization"), when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer, director, or key employee of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and tax-exempt organizations.

Article II Definitions

For purposes of this Conflict of Interest Policy, the following terms are defined as follows:

1. Interested Person

Any director, principal officer, member of a committee that has been delegated with governing powers by the governing board, or key employee, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family (as defined below):

- a. An ownership or investment interest in any entity with which the Organization has or engages in a transaction or arrangement;
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has or engages in a transaction or arrangement;
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement; or
- d. Any other material financial interest or economic benefit that would be subject to applicable laws regarding (i) self-dealing under the California Nonprofit Public Benefit Corporation Law or (ii) excess benefit transactions under the Internal Revenue Code Section 4958.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board (the "Board") or committee with Board-delegated powers (a "Committee") decides that a conflict of interest exists.

3. Family

A person's spouse, ancestors (*e.g.*, parents, grandparents), children (whether natural or adopted), grandchildren, great-grandchildren, brothers and sisters (whether by the whole or half blood), and the spouses of such person's children, grandchildren, great-grandchildren, brothers, and sisters.

4. Key Employee

An employee of the Organization (other than an officer, director, or trustee) who meets all three of the following tests, applied in the following order:

1. \$150,000 Test: Receives reportable compensation from the Organization and all related organizations in excess of \$150,000 for the calendar year ending with or within the Organization's tax year.
2. Responsibility Test:
 - a. Has responsibilities, powers, or influence over the Organization as a whole that are similar to those of officers, directors, or trustees;
 - b. Manages a discrete segment or activity of the Organization that represents 10 percent or more of the activities, assets, income, or expenses of the Organization, as compared to the Organization as a whole; or
 - c. Has or shares authority to control or determine 10 percent or more of the Organization's capital expenditures, operating budget, or compensation for employees.
3. Top 20 Test: Is one of the 20 employees (that satisfy the above two tests) with the highest reportable compensation from the Organization and related organizations for the calendar year ending with or within the Organization's tax year.

5. Principal Officer

The president, chair of the board, chief executive officer, chief operating officer, chief financial officer, treasurer, executive director, or any person with the responsibilities of any of these offices (whether or not such person is an officer of the Organization under the Organization's Bylaws and the California Corporations Code).

Article III **Procedures**

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the members of the Board and members of any Committee considering the proposed transaction or arrangement. The interested person shall make such disclosure in a timely manner upon learning of the financial interest associated with any transaction or arrangement, whether existing or proposed.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board or Committee meeting while the issue of whether a conflict of interest exists is discussed and voted upon. The remaining Board or Committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

The Board or Committee shall follow the following procedures in order to determine whether to enter into a transaction or arrangement involving a possible conflict of interest and, if the Organization does enter into such transaction or arrangement, to ensure that the terms of the transaction or arrangement are fair and reasonable as to the Organization.

- a. An interested person may make a presentation at the Board or Committee meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chair of the Board or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. The Board or Committee shall exercise reasonable due diligence in gathering sufficient information about the proposed transaction or arrangement, the interested person's conflict of interest, and possible alternatives (e.g., comparability data) to be able to determine the fairness and reasonableness of the transaction or arrangement to the Organization.
- d. The Board shall consider and in good faith determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- e. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a vote of a majority of the directors then in office without counting the vote of the interested director or directors whether the transaction or arrangement is in the Organization's best

interest, for its own benefit, and whether it will be fair and reasonable as to the Organization at the time the Organization is to enter into the transaction or arrangement. In conformity with the above determination, the Board shall make its decision as to whether to enter into the transaction or arrangement.

- f. If it is not reasonably practicable to obtain approval of the Board consistent with the standards set forth in subsections d and e (the "Standards") prior to entering into the transaction or arrangement, a Committee shall make the determination of whether to enter into such transaction or arrangement in a manner consistent with the Standards; and the Board shall subsequently consider in good faith whether (i) it was not reasonably practicable to obtain approval of the Board prior to entering into the transaction or arrangement, and (ii) the Committee approved the transaction or arrangement in a manner consistent with the Standards. If the Board determines that the conditions of (i) and (ii) were met, it may by a vote of the majority of the directors then in office without counting the vote of the interested director or directors ratify the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the Board or Committee has reasonable cause to believe that one of its members has failed to disclose an actual or possible financial interest or conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Committee determines the member has failed to disclose an actual or possible financial interest or conflict of interest, it shall take appropriate disciplinary and corrective action, which may include, but is not limited to, removal from the Board and/or any Committee.

Article IV **Records of Proceedings**

The minutes of meetings of the Board and all Committees shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the extent to which interested persons were excluded from the deliberations, the content of the discussion (including any alternatives to the proposed transaction or arrangement and comparability data or other information reviewed in connection with the discussion), and a record of any votes taken in connection with the proceedings.

The minutes must be prepared by the later of (i) the next Board or Committee meeting or (ii) 60 days after the final action of the Board or Committee with respect to the transaction or arrangement.

Article V **Compensation**

- a. A voting member of the Board or any Committee who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. No voting member of the Board or any Committee who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to the Board or any Committee regarding compensation.

Article VI **Annual Affirmation and Disclosures**

Each director, Principal Officer, Committee member, and Key Employee shall annually sign a statement which:

- a. Affirms that the person has received a copy of, has read and understood, and has agreed to comply with this Conflict of Interest Policy; and
- b. Discloses that person's interests that could reasonably give rise to actual or potential conflicts of interest.

All such statements by directors, officers, Committee members, and Key Employees shall be filed with the minutes of the Board or Committee.

Article VII **Periodic Reviews**

To ensure the Organization operates in a manner consistent with its exempt purposes and tax-exempt status, periodic reviews of this Conflict of Interest Policy, its administration, and its enforcement shall be conducted.

Article VIII **Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.