

**SAFE PASSAGE YOUTH FOUNDATION
BI-LAWS**

ARTICLE I.

ORGANIZATION

Section A. Name and Governing Law

The name of this corporation is SAFE PASSAGE YOUTH FOUNDATION (hereinafter referred to as the "SPYF"), which was organized under the laws of the State of California and exists as a nonprofit public benefit corporation, and shall be applied and interpreted in a manner that is consistent therewith.

Section B. Purpose.

The SPYF is a non-profit specifically created to divert juvenile recruitment away from gang activity and also combat drug abuse by focusing on programs and activities that provide a safe passage for vulnerable elementary and secondary school-age children.

SPYF activities include youth intervention programs focusing on anti-gang and anti-drug abuse services to vulnerable youth populations.

SPYF collaborates directly with K-12 schools, recreation & park entities, educators, parents, community-based organizations, higher educational institutions, drug treatment facilities, mental health and medical organizations, municipal and government joint powers authorities and conservation organizations.

SPYF programs include implementation of gang prevention systems, after-school drug and gang prevention curriculum, youth-justice programs, child literacy, youth job-skills training, data and field studies, grant writing & administration, anti-gang/drug feasibility studies, youth internships, parenting programs of vulnerable youth.

SPYF provides pathways for participants to advance to post-secondary education which can include scholarship programs for attending vocational and/or higher education.

Section C. Service of Process and Principal Office.

(1) The agent for service of process and/or notice shall always be the Secretary of the SPYF, at his or her place of business or such other place that he or she has deemed for the purpose of notice to the SPYF. Such notice of address or address change will be promptly filed with the Secretary of State of the State of California.

(2) The principal office of the SPYF is located at:
SAFE PASSAGE YOUTH FOUNDATION
2101Olsen Road, Thousand Oaks, Ca 91360

The Board of Directors of the SPYF is hereby granted full power and authority to relocate the principal office of the SPYF from one location to another, from time to time, as may reasonably appear to be in the best interest of the SPYF.

Section D. Organization Exclusively Charitable.

(1) The SPYF is organized and operated exclusively for fundraising, charitable and social welfare purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and of Section 23701f of the California Revenue & Taxation Code.

(2) Notwithstanding any other provision of the SPYF's Articles of Incorporation or these Bylaws, the SPYF shall not carry on any other activities not permitted to be carried on by; (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or under Section 23701f of the California Revenue & Taxation Code or by; (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(3) No substantial part of the activities of the SPYF shall consist of carrying on propaganda, antitrust or otherwise attempting to influence legislation, except to the extent permitted by section 501(h) of the Internal Revenue Code. The SPYF shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or against any candidate for public office.

(4) It is intended that the organization shall be entitled to exemption from Federal income tax under section 501(c) (3) of the Internal Revenue Code and shall not be a private foundation as described in section 501(a) of the Code.

ARTICLE II. NON-MEMBERSHIP ORGANIZATION

Section A. No Members.

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

Section B. Membership Rights Vested in Board of Directors.

Any action that would otherwise require approval by a majority of all members or approval by the members shall only require approval of the Board of Directors. All rights, which would otherwise vest under the Nonprofit Public Benefit Law in the members, shall vest in the Board Members.

Section C. Non-Voting "Advisory Associates" Eligibility.

(1) The SPYF may, so long as authorized by Section 5332 of the Corporations Code of the State of California (or by the successor statute thereto if amended or replaced), refer to persons that are not Board Members associated with SPYF as "Advisory Associate(s)"; provided, however, that such persons shall not be members within the meaning of Section 5056 of the Corporations Code of the State of California, nor shall such persons be entitled to vote unless they are also Board Members of the SPYF.

(2) Only persons who are at least eighteen (18) years of age shall be eligible to be referred to by the SPYF as "Advisory Associates". Advisory Associate participation shall be granted only upon written application in a form prescribed from time to time by the Board of Directors and only upon a finding by the Board that an applicant is sufficiently dedicated to the public purposes for which the SPYF is organized. The SPYF Board shall reserve the right to deny such eligibility with respect to any person or persons and to revoke any Advisory Associate participation, with or without cause.

ARTICLE III. DIRECTORS

Section A. Establishment of the Board of Directors.

All powers of the SPYF shall be exercised by or under the authority of, and the business affairs of the SPYF shall be conducted by, a Board of Directors (the "Board"), which shall be vested with all corporate powers permitted by the Nonprofit Public Benefit Corporation Law. The Board of Directors may, on behalf of the Corporation, in the Corporation name and purpose, may execute promissory notes, contracts, bonds, loans, investments, agreements, debentures, deeds of trust, mortgages, pledges, hypothecations and property purchase and management.

Section B. Number of Directors.

(1) The number of Directors of the SPYF, on the date of adoption of these Bylaws, shall be up to ten (10), which may be fixed to be a different number from time to time, by an amendment to these Bylaws, duly adopted by approval of the Board of Directors, as that term is defined in Section 5032 of the California Corporations Code. At all times, there will be a minimum of three (3) Board members. No reduction in the number of Directors that may be authorized from time to time shall work to eliminate the position of any sitting Director whose term has not expired.

(2) In addition of the up to ten (10) Directors, it is the intent of SPYF to have a broad representation of the community to better serve the purpose of youth social justice to combat drug abuse and divert youth recruitment away from gang activity.

(2)(a). There shall be up to ten (10) advisory/associate positions for persons who may serve as ex-officio, non-voting advisors to the Board, to be held by representing a broad swath of the public's interest including but not limited to; Park & Recreation, K-12 School, Education, Youth Services, Citizens, Law Enforcement, Private Business, Chamber of Commerce, Youth Probation, Public Defender, State Government.

Such advisor associates may also be referred to as "trustee" as permitted by law. There is no minimum of advisory associate seats.

Section C. Qualifications.

The Board Members and advisors of the SPYF shall be residents of the State of California, who are at least eighteen (18) years of age.

Section D. Nomination of Directors; Election.

(1) Any person qualified to be a Board Member under the preceding Section C of these Bylaws may be nominated by such method of nomination as may be authorized by the Board from time to time, or by any other method authorized by law. All such nominations must be submitted in writing to the Secretary, for distribution to all Board Members, at least 45 days prior to the meeting where their candidacy would be considered.

(2) The election of Board Members to fill vacancies created by the expiration of Board Member terms, shall be conducted at such time as the Board may deem appropriate due to a vacancy. The candidates receiving the highest number of votes up to the number of Board Members to be elected shall be deemed elected.

(3) The simple majority from a vote of the Board of Directors has the authority to give final approval to any and all nominees to serve either as advisor appointees or elected members of the Board.

Section E. Term of Office for Board Members.

Each Director sitting on the Board of Directors on the date of adoption of these Bylaws, having been appointed to the SPYF's Board by its incorporator, shall retain his or her seat on the Board until such time as the Board determines that elections shall occur. The term of office for all successor Board Members shall commence on the date of election thereof and shall continue until a successor is duly elected and qualified.

Section F. No Compensation.

(1) The Board Members and Associate Advisors must serve without compensation. The Board shall have the power to authorize reimbursement to any Board Member or Officer for any necessary expense which has been incurred by such Board Members/ Officer or Associate Advisor for the benefit of the SPYF, if in the judgment of the Board, such expense was reasonably incurred in the performance of the duties of such Board Members or Officer.

(2) No board member, advisor/associate, and/or anyone associated with the rule making and/or direction of the SPYF shall seek personal financial gain from their involvement with the SPYF. No member or anyone directly associated with the SPYF shall receive a profit from sale or service to the SPYF through the purchase of goods and services without at least three (3) competitive bids for any amounts of goods and services exceeding five thousand dollars (\$5,000.00).

Section G. Regular Meetings of the Board of Directors.

(1) There shall be at least one (1) regular, annual meeting of the Board, during each calendar year.

(2) At the regular, annual meeting of the Board, an election shall be conducted to choose the Officers of the Board for the subsequent calendar year. The new officers of the Board of Directors will take office on January 1 of the upcoming year.

Section H. Special Meetings of the Board of Directors.

(1) Special meetings of the Board may be called at any time by the President, or Secretary or Treasurer.

(2) Special meetings of the Board may be held upon twenty-four (24) hours' notice via e-mail or written notice. Special meeting notices need not specify the purpose of the meeting. At the Board's discretion, Board business may be conducted via telephone or e-mail.

Section I. Place of the Board of Directors Meetings.

Meetings of the Board may be held at any place within or without the State of California which has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at such other place as shall be fixed by resolution of the Board or by written consent of all members of the Board. In the Absence of any such designation, meetings shall be held at the principal office of the SPYF.

Section J. Removal of Directors.

(1) Unethical, unprofessional, illegal and/or immoral behavior by any director or failure to abide by the standards or Bylaws of the SPYF are grounds for termination.

(2) Termination may be requested for an individual Board Member or by another Board Member or officer of the SPYF. The request for termination must be in email or writing and must be presented to the Secretary of the SPYF for consideration by the Board of the SPYF.

(3) The Secretary of the SPYF shall immediately notify the Board Members, in email or writing and by certified mail, of the grounds and all known conditions regarding the request for Board termination.

(4) Board Members under consideration for termination have the right to hear in a timely manner all charges and evidence against them. Board Members under consideration for termination have the right to internal Board "due process" and to present such evidence contrary to the charges for consideration by the Board in consideration of their case. Advisor/ Associates may be terminated without cause or due process appeal process.

(5) The Board shall conduct a full Board Meeting in connection with all of the charges made against a Board Member. The accused Board member does not have a right to participate in the fact finding discussion. Once all the evidence has been considered, the Board

shall file a written decision by majority within fifteen (15) days of the closure of the hearing with the Secretary of the SPYF. The Secretary shall submit that decision to the member under termination consideration. The effected Board member will then be given 10 days to present any rebuttal information to the Board for consideration. The Secretary shall record such documents into the SPYF's official record. The Board will have up to 10 days to evaluate the rebuttal and then reconvene the Board and reconsider their termination consideration and shall serve the final record of action upon all Board Members within five (5) days of the filing of the final decision with the Secretary.

(6) Those Board Members who have their position terminated must return all of the SPYF's property as well as any certificates of association with the SPYF.

(7) A board member may resign from the SPYF at any time by forwarding such request in email or writing to the Secretary of the SPYF.

(8) The Board may, at its discretion, may declare vacant the office of any Board Member who has been incarcerated for a felony crime, or found of unsound mind by a final court order, or convicted of a dangerous offense as defined by law. The process listed in Section J. (5) will not apply to this action.

Section K. Vacancies on the Board of Directors.

(1) A vacancy on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director or if the authorized number is increased or if the Board fails, in any election for Board Members, to elect the full-authorized number of Board Members to be voted for in such election.

(2) Vacancies on the Board of Directors may be filled by a vote of the majority of the remaining Board Members, though less than a quorum, or by a sole remaining Board Member, and each Board Member so elected shall hold office until his or her successor is elected at an annual or a special meeting of the Board.

(3) Any Board Member may resign, effective upon giving email or written notice to the President the Secretary or to the Board collectively, unless the notice specifies a later time for the effectiveness of such resignation. If the Board of Directors receives the resignation of a Board Member tendered to take effect at a future time, the Board shall have the power to elect a successor to take office when the resignation is to become effective.

Section L. Quorum.

A majority of the number of Board Members in office authorized in these Bylaws constitutes a quorum of the Board for the transaction of business. A quorum may be considered to be held by any combination of members participating including via two-way audio electronic means such as telephone or live stream video. Unfilled Board vacancies are not considered in the count for a Quorum.

Section M. Action at a Board of Directors Meeting.

Direct participation in a meeting of the Board, whether in person or by electronic means or telephone, constitutes presence in person at such meeting. Every act or decision done or made by a majority of the Board Members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more Board Members from voting, is required by law, the Articles of Incorporation of the SPYF, or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of a Board Member, provided that any action taken is approved by at least a majority of the required quorum for such meeting.

Section N. Action without a Board of Directors Meeting.

Any action of the Board may be taken without a meeting if all members of the Board individually or collectively consent in email or writing to such action. Such email or written consent shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of such Board Members.

Section O. Waiver of Notice of Board of Directors Meeting.

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

Section P. Adjournment.

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

Section Q. Notice of Adjournment of Board of Directors Meeting.

Except for regular meetings of the Board, if a Board meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another place or time shall be given prior to the time of the adjourned meeting to the Board Member(s) who were not present at the time of adjournment. Otherwise, notice of the time and place of holding an adjourned meeting need not be given to absent Board Members if the time and place be fixed at the meeting adjourned.

Section R. Committees and Scholarship Awards.

The Board of Directors may, by vote, adopted by the majority of the Directors then in office, designate one or more committees Chaired by a Director or other Officer of the Board. The intent of a committee is to administer specific activities of SPYF interests and shall not be given authority to change or modify bi-laws or otherwise modify any purpose of SPYF.

The committee(s) may be used for, but not limited to such duties as reviewing grant applications, audits, and designing SPYF youth activities. If SPYF offers scholarships or grants to at-risk-youth(s) or young adults or other entities for advanced education, intervention, internships, or vocational advancement, a committee shall be utilized to conduct the applicant review and award processes recommendation to the Board for action. The Board of Directors shall vote by normal procedures on all program, scholarship or grant awards through such voting procedures noted in the bi-laws.

ARTICLE IV. OFFICERS

Section A. Designation.

The SPYF shall have three (3) Officers consisting of a President/Chair of the Board, Treasurer/ Chief Financial Officer and Secretary. Nothing in these Bylaws shall prohibit the creation of such other officers of the SPYF or appointment of persons thereto as the Board deems appropriate from time to time.

Section B. Qualification, Nomination and Selection of Officers.

- (1) Only persons actively sitting on the Board or duly-elected thereto shall be eligible to hold positions as Officers of the SPYF.
- (2) The Officers of the SPYF shall serve at the pleasure and discretion of the Board.
- (3) The SPYF must maintain, at all times, the offices of (1) President/Chair of the Board, (1) Secretary and (1) Treasurer/Chief Financial Officer. Upon the death of any Officer, or the unavailability of any Officer to maintain the position, the Board shall elect, amongst its members, a Board Member to fill the office until such time that regular elections may be held. However, upon the death or unavailability of the President to serve out the President's term, the Secretary shall assume the office of the President and shall serve the remainder of the President's term. If such secretary must assume to office of President/Chair of the Board, a new Secretary must be made immediate to fulfill mandatory state requirements under Cal. Corp. Code 5213.
- (4) Any candidate for Officer in the SPYF must be nominated from the floor by a Board Member and seconded by another Board Member.

- (5) There may not be more than two (2) candidates running for any specific office of the SPYF.
- (6) A candidate, in order to run for office in the SPYF, must be in good standing in the SPYF.
- (7) Election of the officers is by a single vote from each member in good standing and by simple majority.

Section C. Terms of Office for Officers; Resignation.

Each Officer elected by the Board shall have a two (2) year term that commences on the first day of the start of the calendar year, following the election, and that ends at midnight on the last day of the subsequent calendar year, unless such officer is earlier removed by the Board or is elected to a subsequent term by the Board. Any Officer may resign at any time upon written notice to the Board. Officers shall not act in their official capacity by proxy.

Section D. Duties of Officers.

(1) President. In addition to any other duties and responsibilities set forth in these Bylaws, the President shall preside over meetings of the Board, unless the Board selects another of its members to do so. The President shall be vested as the Chairperson, General Manager and Chief Executive Officer of the corporation, unless otherwise provided in Board approved appointments. The President is charged with all other powers and responsibilities customarily assigned to the President of a nonprofit public benefit corporation.

(2) Treasurer. The treasurer shall be responsible for the safeguarding of all funds received by the SPYF and for their proper disbursement. The Treasurer also serves as the Chief Financial Officer. The treasurer such shall keep SPYF funds on deposit in financial institutions or invested in a manner approved by the Board.

(3) Secretary. The Secretary shall perform the duties normally associated with that of a secretary of a nonprofit public benefit corporation, as well as such additional duties as may be prescribed by these Bylaws.

Section E. Removal of Officers.

Upon an affirmative majority vote of the Board of Directors, any Officer may be removed, with or without cause, and a successor elected at any regular meeting of the Board, or at any special meeting of the Board held for such purpose. In any case the

ARTICLE V. AMENDMENT OF BYLAWS

Unless otherwise restricted by statute, these Bylaws may be amended or repealed by the affirmative vote of the Board, provided that each Board Member receives an email or written copy of any proposed amendment not less than ten (10) days prior to any meeting at which the proposed amendment is submitted to the Board for a vote.

ARTICLE VI. FISCAL MANAGEMENT

Section A. Fiscal Year.

The SPYF shall have a calendar year to begin and end on such dates, respectively, as the Board shall determine to be reasonable and appropriate. The calendar year may be changed by the Board of Directors if, in its discretion, such a change is determined to be in the best interests of the SPYF.

Section B. Disbursement of Funds.

No disbursement of funds of the SPYF shall be made unless the same has been authorized and ordered by the Board, except that disbursements made be made in payment of miscellaneous costs in amounts not exceeding those specified by the Board from time to time. Checks, drafts and other instruments drawn on the accounts of the SPYF shall require the signatures of two persons, consisting of such Officers as may be designated and granted such signing authority by the Board from time to time.

Section C. Budget.

A budget shall be prepared and submitted to the Board by such Officers as may be charged with the responsibility for preparing it. The budget shall be subject to approval of the Board.

Section D. Books and Accounts.

Books, financial records and accounts of the SPYF shall be kept under the direction of the Treasurer and the President and shall reflect all funds received by, disbursed by and held by the SPYF on its own account and, if applicable, on behalf of or for the benefit of any other nonprofit organization or cause.

Section E. Annual Reports; Financial Supervision.

(1) As soon as practical following the closing of each calendar year, the books and financial records of the SPYF shall be reviewed and an annual report shall be prepared and presented to the Board within the time and in the form required by law.

(2) Financial supervision of the SPYF shall be the shared responsibility of the Officers and the Board. Associate Advisors shall not have SPYF financial decision making responsibilities.

(3) The corporation must obtain an outside financial audit for any tax year in which it receives or accrues gross revenue of one million dollars (\$1,000,000) or more, excluding grant or contract income from any government entity for which the entity requires an accounting or audit. Any such audit must be made available for inspection by the Attorney General and or public or other government entity within nine (9) months after the close of the fiscal year to which the statement relates.

ARTICLE VII. PARLIAMENTARY PROCEDURE

The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedure to the extent that such rules are not inconsistent with these Bylaws.

ARTICLE VIII. GENERAL PROVISIONS

Section A. Termination of the SPYF.

(1) In the unlikely event that it is deemed necessary to dissolve the SPYF, in accordance with Section 501(c)(3) of the Internal Revenue Code, the Secretary shall file the appropriate dissolution statement with the Secretary of State of California ceasing the existence of the SPYF.

(2) In the event of dissolution as referred to in Section A above, the assets, if any, of the SPYF shall be inventoried in accordance with generally accepted accounting principles and shall be formally turned over to the Controller of the State of California for appropriate distribution to the California General Fund for public purposes, or upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **charitable, educational and/or religious** purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

Section B. Interpretation of Law.

These Bylaws are entered into and shall be interpreted under the laws of The State of California.

Section C. Legal Address.

For the purposes of efficiency, the legal address of the SPYF, the agent for service of process and/or notice shall always be the Secretary of the SPYF, at his or her place of business or such other place that he or she has deemed for the purpose of notice to the SPYF. Such notice of address or address change will be promptly filed with the Secretary of State of the State of California.

Section D: Political Activities Prohibited and Property.

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 participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of this corporation is irrevocably dedicated to the purposes in hereof and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

Section E. Enforceability.

(1) In the event that any part of these Bylaws are determined to be invalid or unenforceable by a court of competent jurisdiction then only such portion deemed invalid or unenforceable will be stricken from these Bylaws.

(2) If any such portion of these Bylaws is deemed invalid or unenforceable they shall have no effect on the validity of the remainder of these Bylaws.

Section F. Conflict of Interest Policy Statement.

The SPYF recognizes that it has many obligations to others including the obligation to provide leadership to the community. The SPYF serves in the maintenance of moral and ethical standards in the highest tradition.

The SPYF recognizes that these obligations can be fulfilled only by a high degree of personal responsibility, integrity, and the exercise of good judgment on the part of each person who participates in the SPYF.

The SPYF shall appoint a Board member as a Conflict of Interest Coordinator on an as needed basis. The Coordinator can also be a non-board member if the Board votes to appoint a public, other non-profit executive or Board member, or government official such as a Chief of Police or such as the Coordinator.

These policies and procedures are adopted to assist all the staff members of the SPYF in the exercise of his or her judgment, to provide a basis for communication between members of the SPYF and to demonstrate to others that the SPYF is mindful of its legal obligations and moral responsibilities

The SPYF's overall policy on conflict of interest is that none of its staff, managers, or officers shall engage in any activities which place them in a conflict of interest between their official activities at the SPYF and any other interest or obligation.

This policy statement is intended for the use of all the SPYF's staff members should the question of a possible conflict of interest arise. If, after considering these policies, guidelines, and regulations, an individual is still uncertain about the propriety of a particular action or relationship in connection with his or her duties at the SPYF, the Conflict of Interest Coordinator should be consulted.

No employee, manager and/or officer should accept any gift or gratuity directed at him or her from any source which is offered or appears to be offered because of the SPYF position held by the employee, manager or officer. It remains the policy of the SPYF to separate the SPYF's interest and the employee's private interests in order to safeguard the SPYF against charges of favoritism in acquisition of goods and services.

The SPYF is committed to maintaining the highest standards of performance based upon fair, ethical, and professional business practices. It, therefore, expects each employee to abide by these policies and procedures to the highest standards. In this regard, the SPYF believes that the services the SPYF provides is both fiduciary and more importantly, a trust requiring all employees, managers and officers to place loyalty above any private gain.

Every Board Member/Director/Officer will review the policy and sign a SPYF conflict of interest affidavit each calendar year. When potential of conflict of interest may exist, an employee, manager or officer shall disclose such concern to the Conflict of Interest Coordinator for consultation and recommendations.

All employees, managers and officers shall regard any and all documents held by the SPYF to be the property of the SPYF and shall safeguard same as if these documents were trade secrets. The employees, managers and/or officers of the SPYF shall not divulge nor should they engage in any discussion by providing information to further any interest that are not those of the SPYF.

Employees, managers and/or officers of the SPYF shall put forth their full honest effort in the performance of their responsibilities. No employee, manager or officer shall make unauthorized commitments or promises of any kind purporting to bind the SPYF in ways other than as authorized by the SPYF. Employees, managers and officers shall act impartially and not give preferential treatment to any entity or individual.

Employees, managers, staff and volunteers and/or officers shall adhere to all laws and regulations that provide equal opportunity including work place(s) free of harassment regardless of race, color, religion, sex, national origin, age, sexual preference or handicap.

Employees, managers and/or officers shall endeavor to avoid any actions creating the appearance that they are violating the law or ethical standards.

Reminders of these Conflict of Interest Policy and Non Harassment Statement obligations may be sent out by the SPYF as the board of the SPYF deems necessary.

In cases of any doubt, any SPYF member may seek the advice of the local Chief of Police who may act as the SPYF's Conflict of Interest Coordinator.

Section G. Indemnification and Insurance.

Right to Indemnification: This Corporation will indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or 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, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Director, Officer, or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code Section 5238 has been met must be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met must be made by the court in which the proceeding is or was pending.

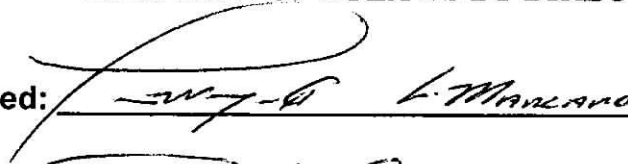
The indemnification provided herein will not be deemed exclusive of any other right to which those indemnified may be entitled, and will continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Insurance: This Corporation will have the power and must use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer or agent in any capacity arising out of the Director's, Officer's or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 8.1 of these Bylaws, provided, however, that the Corporation will have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transaction, as described in Section 5233 of the Corporations Code.

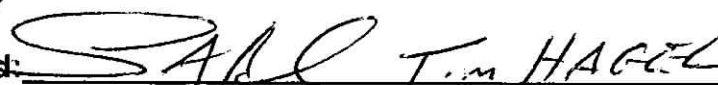
CERTIFICATE

ADOPTION OF BYLAWS BY DIRECTOR'S VOTE

Name/ Signed:

 L. MARCANO

Name /Signed:

 T. HAGEL

Name/ Signed:

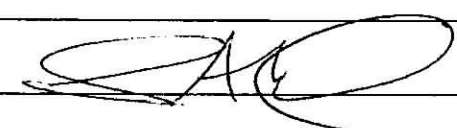
 Timothy A. Hagel

CERTIFICATE OF SECRETARY

I, TIMOTHY A. HAGEL hereby certify: That I am the Secretary of the Safe Passage Youth Foundation, a California Nonprofit Public Benefit Corporation; and that the foregoing attached Bylaws, consisting of 14 pages, are a true and correct copy of the Bylaws of the Corporation as duly adopted on December 20, 2017, by the unanimous written consent of the three (3) Board of Directors of the Corporation.

IN WITNESS WHEREOF, I have signed this document on Dec 20, 2017

Signature:



TITLE: SECRETARY

Date of this notice: 02-19-2018

Employer Identification Number:
82-4462446

Form: SS-4

Number of this notice: CP 575 E

SAFE PASSAGE YOUTH FOUNDATION
% COMMANDER TIM HAGEL
2101 EAST OLSEN ROAD
THOUSAND OAKS, CA 91360

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 82-4462446. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear-off stub and return it to us.

When you submitted your application for an EIN, you checked the box indicating you are a non-profit organization. Assigning an EIN does not grant tax-exempt status to non-profit organizations. Publication 557, Tax-Exempt Status for Your Organization, has details on the application process, as well as information on returns you may need to file. To apply for recognition of tax-exempt status under Internal Revenue Code Section 501(c)(3), organizations must complete a Form 1023-series application for recognition. All other entities should file Form 1024 if they want to request recognition under Section 501(a).

Nearly all organizations claiming tax-exempt status must file a Form 990-series annual information return (Form 990, 990-EZ, or 990-PF) or notice (Form 990-N) beginning with the year they legally form, even if they have not yet applied for or received recognition of tax-exempt status.

Unless a filing exception applies to you (search www.irs.gov for Annual Exempt Organization Return: Who Must File), you will lose your tax-exempt status if you fail to file a required return or notice for three consecutive years. We start calculating this three-year period from the tax year we assigned the EIN to you. If that first tax year isn't a full twelve months, you're still responsible for submitting a return for that year. If you didn't legally form in the same tax year in which you obtained your EIN, contact us at the phone number or address listed at the top of this letter.

For the most current information on your filing requirements and other important information, visit www.irs.gov/charities.



Secretary of State
Articles of Incorporation of a
Nonprofit Public Benefit Corporation

ARTS-PB-501(c)(3)

4108964

FILED *DR*
 Secretary of State
 State of California
JAN 23 2018 *AW*

IMPORTANT — Read instructions before completing this form.

Filing Fee — \$30.00

Copy Fees — First page \$1.00; each attachment page \$0.50;
 Certification Fee - \$5.00

Note: A separate California Franchise Tax Board application is required to obtain tax exempt status. For more information, go to <https://www.ftb.ca.gov>.

IPU **This Space For Office Use Only**

1. Corporate Name (Go to www.sos.ca.gov/business/be/name-availability for general corporate name requirements and restrictions.)

The name of the corporation is SAFE PASSAGE YOUTH FOUNDATION

2. Business Addresses (Enter the complete business addresses. Item 2a cannot be a P.O.Box or "in care of" an individual or entity.)

a. Initial Street Address of Corporation - Do not enter a P.O. Box 2101 EAST OLSEN ROAD	City (no abbreviations) THOUSAND OAKS	State CA	Zip Code 91360
b. Initial Mailing Address of Corporation, if different than item 2a	City (no abbreviations)	State	Zip Code

3. Service of Process (Must provide either Individual OR Corporation.)

INDIVIDUAL — Complete Items 3a and 3b only. Must include agent's full name and California street address.

a. California Agent's First Name (If agent is not a corporation) TIMOTHY	Middle Name ARLEN	Last Name HAGEL	Suffix
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box 2101 EAST OLSEN ROAD	City (no abbreviations) THOUSAND OAKS	State CA	Zip Code 91360

CORPORATION — Complete Item 3c. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) — Do not complete Item 3a or 3b

4. Purpose Statement

Item 4a: One or both boxes must be checked.

Item 4b: If "public" purposes is checked in Item 4a, or if you intend to apply for tax-exempt status in California, you must enter the specific purpose in Item 4b.)

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

b. The specific purpose of this corporation is to DIVERT JUVENILE GANG RECRUITMENT AND DRUG ABUSE

5. Additional Statements (See Instructions and Filing Tips.)

- a. This corporation is organized and operated exclusively for the purposes set forth in Article 4 hereof within the meaning of Internal Revenue Code section 501(c)(3).
- 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 participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- c. The property of this corporation is irrevocably dedicated to the purposes in Article 4 hereof and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- d. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational and/or religious purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

6. Read and Sign Below (This form must be signed by each incorporator. See Instructions. Do not include a title.)

Signature

TIMOTHY ARLEN HAGEL

Type or Print Name

4108964

SIGNATURE ATTACHMENT

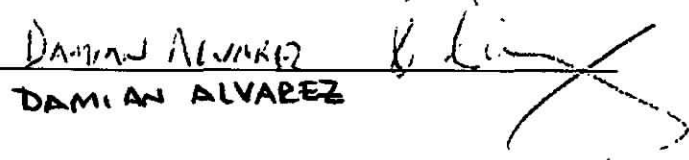
ARTICLES OF INCORPORATION OF A NONPROFIT PUBLIC BENEFIT CORPORATION

ARTS-PB-501(C) (3)

NAME AND SIGNATURE:


LUIS MANZANO

NAME AND SIGNATURE:


DAMIAN ALVAREZ