

El Segundo Soccer Club Inc. (DBA Strikers FC South Bay)

ARTICLES AND BYLAWS

ARTICLE I

NAME AND OBJECTIVES

The name of the Corporation shall be El Segundo Soccer Club Inc., 501c3 Non-Profit (DBA Strikers FC South Bay), hereinafter referred to as the Corporation or as ORGANIZATION.

ORGANIZATION is a non-profit corporation. The purpose of ORGANIZATION is to organize soccer teams and competition and promote physical fitness and to encourage positive interaction of all youths and amateurs in the community through the development of skills and knowledge of the game of soccer. ORGANIZATION is open to all local Members as well as other surrounding communities.

ORGANIZATION shall promote youth soccer and provide the opportunity for every willing and able participant to learn and play the game as exclusive members of the California State Soccer Association – South (Cal South), which is the state association of the United States Youth Soccer Association, United States Adult Soccer Association of the United States Soccer Federation. Organization shall support and participate in Cal South sanctioned leagues, tournaments, competitions and educational programs.

If any item in these Bylaws conflict with the Bylaws of California State Soccer Association – South (“CAL SOUTH”), CAL SOUTH’s Bylaws will take precedence.

ARTICLE II

ADMINISTRATION

The affairs of the Corporation shall be administered by a Board of Directors Each member of the Board of Directors shall be an Active Member of the Corporation.

All organizational powers for ORGANIZATION shall be exercised by or under the authority of the Board of Directors. As necessary for the efficient running of ORGANIZATION, ORGANIZATION may authorize a committee to organize and administrate one of ORGANIZATION’s levels of play; and, may delegate to such committee the authority to establish their own governing documents that do not conflict with these Bylaws.

The members of the Board of Directors shall be the President, Vice President, Secretary and Treasurer. The minimum qualifications for a Director shall be the ability to work with and understand ORGANIZATION’s Bylaws and other governing documents, relevant California Corporations Code sections and other applicable California and Federal laws. Unless specifically designated as a non-voting position, each Director shall have a vote on all matters subject to vote before the Board of Directors.

If deemed necessary to effectively conduct business and meet ORGANIZATION objectives, ORGANIZATION may establish up to three additional Board of Director positions during their annual term of office. Board of Director positions shall be added only with a four-fifths majority vote of the entire Board of Directors; such vote shall be taken only at an open meeting of which Members have

received sufficient written notice. The Board of Directors shall consist of no less than four (4) or more than ten (10) Directors. If likewise deemed necessary, the Corporation may reduce Board of Director positions to no less than five positions, and must retain Officer positions. Board of Director positions shall be reduced only with a four-fifths majority vote of the voting members of the Board of Directors; such vote shall be taken only at an open meeting of which Members have received sufficient written notice.

The Board of Director shall ensure that ORGANIZATION bookkeeping, accounting and cost controls are consistent with the generally accepted standards for bookkeeping, accounting and cost controls for a non-profit corporation with the income and expenditure levels of ORGANIZATION.

A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business on any Special Meeting.

The Board of Directors shall establish and maintain ORGANIZATION Rules and Regulations of Play and ORGANIZATION General Operating Procedures.

ARTICLE III

OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The qualifications of the President, Vice President, Secretary and Treasurer shall include having a working knowledge of relevant California Corporations Code sections, other California and Federal laws and rules related to tax exempt non-profit corporations, ORGANIZATION's Constitution and Bylaws, and any other governing documents for ORGANIZATION. ORGANIZATION Officers are members of the Board of Directors and as Directors shall be responsible for fulfilling the general duties of Directors. Further, Officers shall be responsible for carrying out the policies of the Board of Directors on a day-to-day basis.

ARTICLE IV

SECTION 1: GENERAL DUTIES OF DIRECTORS

Each Director shall perform the duties of a director in a manner each Director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use.

In performing the duties of a director, each 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: (1) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented; (2) counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or, (3) a committee of the board upon which the director does not serve when the director believes the committee is credible and competent. A Director shall always act in good faith and shall make reasonable inquiry when the need to inquire is indicated by the circumstances.

Each Director shall be responsible for obtaining the volunteers required to perform his duties, and shall treat all volunteers fairly and in essentially the same manner. Every volunteer has a duty to inform the relevant Director of any perceived unfair treatment and may request that the Board of Directors hold an open hearing to address allegations of unfair treatment.

SECTION 2: DETAILED DUTIES OF DIRECTORS

A. President

The President shall be the chief executive and presiding officer of the Corporation. He shall preside, when present, at all meetings of the Corporation, and shall, in general, have such authority and perform duties as are customary for presiding officers. He shall also have such other powers and perform such other duties as may be required of him, from time to time, by the Board of Directors. He may appoint such committee or committees as authorized by the Board of Directors with the exception of the Nomination Committee. He shall be ex officio a member of all committees except the Nomination Committee. He may be cosigner on checks of the Corporation. He shall, subject to the approval of the Board of Directors, sign contracts and make agreements in the name of and on behalf of the Corporation. He shall be responsible for all compliance issues at the Federal and State levels, such as the Department of Corporations, IRS, State Board of Equalization, Franchise Tax Board, Labor Board and any other as prescribed by law. The President is responsible for creating and presenting to the Board no later than February a work plan to maintain and strengthen ORGANIZATION 's working relationships with the City of ORGANIZATION , CAL SOUTH, US Youth Soccer, US Soccer Federation, neighboring state soccer associations, local community organizations and local businesses. The President will bring a copy of the current ORGANIZATION Bylaws, a copy of all other rules of the organization and a copy of the current edition of Rosenberg's Rules of Order to each meeting.

B. Vice President

The Vice President shall assume the duties of the President in his absence. He shall be the Chairman of the Protest and Appeals Committee. He may also serve as Chairman of a committee. He shall be in charge of revisions/amendments to the Bylaws of the Corporation. He shall be in charge of all events other than the scheduled calendar events of the Corporation. He may be cosigner on checks of the Corporation. The Vice President will bring a copy of the current ORGANIZATION Bylaws, a copy of all other rules of the organization and a copy of the current edition of Rosenberg's Rules of Order to each meeting.

C. Secretary

The Secretary shall keep a record of the proceeding of the Board of Directors and of the members and Directors. He shall keep the Corporate Seal. He shall be responsible for safekeeping of all valuable documents of the Corporation. He shall serve all notices required by law or the Bylaws of the Corporation, and in case of his absence, refusal or inability to act; his duties may be performed by any person whom the Board of Directors may direct. He shall provide a proposed agenda to each Director no less than 2 days before a Regular and General Meeting.

D. Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and any accounts. The books or accounts shall be, at all reasonable times, open to inspection of any Director.

The Treasurer shall (a) prepare financial statements on a monthly basis for the Board of Directors and (b) assist the Board in establishing a proposed yearly budget prior to the Orientation Meeting.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He shall disburse funds of the Corporation, as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of his transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws. He shall arrange for and submit all records for an annual audit. A petty cash shall be allowed with the approval of the Board of Directors. The Treasurer cannot have direct control over the operation of the ORGANIZATION fundraising activities.

ARTICLE V

POWERS OF DIRECTORS

A. General Powers of the Directors

The Board of Directors shall manage the business and exercise all the powers of the Corporation subject to the restrictions imposed by law, by the Constitution of the Corporation and by these Bylaws.

B. Specific Powers of the Directors

Without prejudice to such general powers, the Directors shall have the following powers:

1. To adopt and alter a common Seal of the Corporation.
2. To make and change regulation not inconsistent with these Bylaws, for the management of the Corporation's business and affairs.
3. To appoint and remove Officers, Directors, agents and employees of the Corporation as prescribed herein or as otherwise approved; and, to prescribe duties and fix compensation. .
4. To pay for any property purchased by the Corporation.
5. To designate the time and place of its meetings or to authorize the President to do so.
6. To select and designate such bank or trust company, as they deem advisable, as official depository of the funds of the Corporation and to prescribe and order the manner in which such deposits shall be made and/or withdrawn.

C. Compensation

Unless specifically authorized by ORGANIZATION , no individual shall receive from ORGANIZATION any salary, payment of money or other compensation for individual service as an Officer, Director, manager, coach or team representative, or for service on any committee or for any other volunteer activity that aids and assists in the running of ORGANIZATION.

D. Holding of Office

No officer shall hold more than one office within the Corporation and no two immediate family members shall serve on the Board of Directors concurrently.

ARTICLE VI

NOMINATION AND ELECTION OF THE BOARD OF DIRECTORS

A. Nomination and Election

At the Annual General Meeting (AGM) of the Corporation, the Active Members of the Corporation shall elect a Board of Directors of the Corporation for the following year. Nominations and election of the Board of Directors shall be the first item of new business at the AGM.

Any Active Member of the Corporation in good standing with CAL SOUTH and ORGANIZATION may be nominated for one Director position. Any nominee for President shall have served on the Board of Directors, in a voting position, for a minimum of one year.

Written nominations with signed consent from the nominee for any Director position shall be accepted by the Nomination Committee up to 30 calendar days prior to the AGM. The Nomination Committee shall submit a list of nominees to the Board of Directors no less than 20 calendar days prior to the AGM. All qualified nominees will be presented for election at the AGM.

By way of written ballot, each Active Member shall be entitled to one vote per Director position. A simple majority of votes of Active Members present and voting for each Director position shall suffice for electing each Director. In the event of a tie between candidates nominated for an office, a runoff election shall be held at the next Board Meeting. At the time of the runoff election, votes shall be taken until one candidate receives a simple majority of the votes of those Active Members present and voting. Voting by proxy will not be allowed.

B. Term of Office

The term of office for elected officers shall begin the thirty days following the AGM.

C. Conflict of Interest

No Active Member of ORGANIZATION shall be nominated or elected to any office if said person is, or may become during the term of said office, in a position to receive a direct or indirect financial gain from the moneys disbursed by the Corporation for goods, properties or services, including but not limited to the supply of uniforms, trophies, insurance, schools of instruction, equipment, food or beverages or any other materials or service directly or indirectly to the Corporation from becoming an officer of the Corporation. This restriction does not apply to paid referees.

ARTICLE VII

REPLACEMENT OF OFFICERS

If a vacancy occurs in the Presidency, a new President shall be elected by majority vote of the remaining members of the Board of Directors if a voting quorum exists. If vacancies' occurring in the Board reduces the number of Directors to less than a quorum a Special General Meeting of the Corporation shall be called. The Secretary, or such other officer designated by the Board of Directors, shall provide sufficient written notice to each Active Member of any Special General Meeting or meeting of the Board of Directors where a vote to fill a Presidential vacancy will occur.

The entire Board of Directors, or any individual Officer or Director, may be removed from office as provided for in the California Corporations Code; or, as otherwise allowed and controlled by California law; or, as defined in these Bylaws if not in conflict with existing laws.

The Board of Directors shall take action against an Officer or Director when an Officer or Director is negligent in the performance his duties or willfully fails to fulfill his duties. Except for abandonment as set forth in these Bylaws, every Officer and Director shall be given an open hearing to determine if

removal and replacement is necessary. Written notice shall be given to all Members in regards to the hearing, and no active Member shall be denied attendance at an open hearing involving an action against an Officer or Director.

An Officer or Director must attend at least seventy-five (75%) percent of the Regular Meetings in a four (4) month period. If an officer or director does not attend the minimum number of scheduled Regular Meetings, he shall be considered negligent in the performance of his duties and deemed to have abandoned the position. The Board of Directors will immediately hold a meeting to determine if there is a dereliction of duty and if so, take the appropriate action.

ARTICLE VIII

MEMBERSHIP

A. General

1. Membership in the Corporation is open to all members of the community regardless of race, color, or creed.
2. Membership of the Corporation shall consist of Active Members and Participating Members as appropriately registered and risk managed in Cal South's Online Registration System.

B. Specific

1. Active Members shall be the Officers, Directors, Coaches, Team Managers, and Parents/Legal Guardians of registered players.
2. Participating Members shall be defined as the following:

All registered players

C. Right to Vote

Each Active Member shall be entitled to one vote at the AGM of the Corporation. Participating Members are not entitled to vote on Corporation matters. Voting by proxy shall not be allowed.

D. Termination of Membership

Any Member may terminate his membership by written notification to the Secretary of the Corporation.

E. Sanction or Removal of a Member

The Board of Directors shall take appropriate action should it find the conduct of any member detrimental to: (1) the best interests of ORGANIZATION; (2) the purposes for which ORGANIZATION has been formed; or, (3) the best interests of soccer. The action must be reasonable, applicable and appropriate to sanction said member, and can include but is not limited to suspension for a reasonable period of time from ORGANIZATION. Any action taken shall require the approval of a three-fourths majority of the Board of Directors. No action may be taken by the Board of Directors against any Member unless the Member is given a hearing as defined in these Bylaws.

To deal with allegations of Member misconduct, there shall be a Trial Board Committee consisting of at least three members, of whom at least two members should be the Vice President and the Director

of Coaches. Other members can be appointed at the discretion of the Board of Directors, and can include any Active Member. The Trial Board Committee may choose to act as the Trial Board for any hearing or may select one or more competent Active members to constitute the Trial Board. Individuals sitting on a Trial Board for any given matter shall not have any personal interest or conflict of interest in the matter being heard.

Any Member may bring allegations of a single specific incident of misconduct by managers, coaches, referees, players or other individuals shall be reported in writing to any Director within seven (7) days of the incident. Charges of any course or pattern of misconduct shall be reported in writing to any Director within 20 days of the last incident of the pattern or course of misconduct. "Reported in writing" means the written allegation is sent to the President via U.S. Postal Service within the time limits set for reporting incidents.

The Trial Board Committee is responsible for initial investigation to determine if further action by a Trial Board is required; the initial investigation shall be completed quickly. If a Trial Board is deemed necessary, the individual against who misconduct is alleged and all Members will be given written notice of the hearing date.

All hearings shall be held in accordance with (and in order of precedence with) these Bylaws, operating procedures promulgated by ORGANIZATION, or as set forth by CAL SOUTH in its PAD Manual.

If warranted, the Trial Board shall recommend to the Board of Directors in writing that the individual be placed on probation or suspension for a reasonable period of time. Approval and enforcement of the recommendations requires a three-fourths majority vote of the Board of Directors.

F. Liability of Members

1. No Member of the Corporation, either Active or otherwise, shall be personally or otherwise liable for any of the debts, liabilities, and/or obligations of the Corporation or as otherwise provided by California law.
2. No Director shall be authorized to sign any contracts or make any agreements for duration longer than their term of office. Failure to comply with this section could result in disciplinary action as outlined in Article VII Replacement of Officers.

G. Term of Membership

1. The term of membership for all Officers and Directors shall be based on ORGANIZATION's fiscal year.
2. The term of membership for all other Members shall be one year from the date of registration of membership.

ARTICLE IX

MEETINGS

A. Annual General Meeting

The Annual General Meeting (AGM) shall be held on a Saturday no earlier than October 15th and no later than November 15th. The Board of Directors shall give no more than 40 days and no less than 20

days written notice of the AGM. The Secretary, or such other officer designated by the Board of Directors, shall notify each Active Member in writing of such meeting.

The AGM shall be held for the following purposes:

1. Presentation of the Corporation's status
2. Presentation of a financial report for approval by the voting membership
3. Nomination and election of the Board of Directors
4. Voting on amendments to the Bylaws
5. Disposal of other Corporation business

Written notice of the AGM shall state the place, date and time of the meeting, the general nature of the business to be transacted, and how to contact the Board of Directors for further information. The written notice shall state how a member may obtain each nominee's Statement of Qualifications and contact information for each nominee seeking a position on the Board of Directors. The written notice shall include background information regarding the purpose of proposed Bylaw amendments. All valid statements of qualifications, contact information provided by a nominee, and background information regarding the purpose of proposed bylaw amendments shall be available on the official ORGANIZATION website and in a hardcopy form.

The AGM shall start at a designated time no earlier than 10:30 AM but no later than 12:00 PM. Once the AGM is opened, the first four hours are solely for distributing and accepting ballots for the vote on the Board of Directors and any bylaw amendments; no other business will be discussed during those four hours. Nominees for the Board of Directors are not required to be present for the voting. Voting will close four hours after the AGM starts. The AGM will then continue until all other business of the corporation has concluded, including the counting of votes and announcement of the results of the election.

C. Special General Meeting

Special General Meeting of the Corporation may be called for the purpose of conducting Corporation business. The Board of Directors may call such meetings. Written notice of such meetings shall be given by the Secretary to each Active Member not less than 8 days prior to such meeting.

D. Executive Meetings

1. Regular Meetings - The Board of Directors shall hold Regular Meetings monthly during the playing season.
2. Special Meeting of the Board of Directors -Special Meetings of the Board of Directors may be held as needed. Such meetings shall be called on five day's notice or by three-fourths of the Board of Directors.
3. Call of Meetings - Meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or if he is absent or unable or refuses to act, by a majority of the remaining Directors.

E. Executive Session, also known as Closed Session

The President or a majority of the Board of Directors may call for a closed session at any duly noticed and constituted meeting of the Board of Directors for any of the following purposes: (1) recognition and service awards; (2) discussion of personnel matters regarding employees or independent contractors when discussion of such matters requires confidentiality; (3) whether disciplinary action involving any Active Member or member of the Board of Directors is warranted; (4) financial aid for

players; and, (5) litigation affecting the Corporation. Attendance at closed sessions shall be limited to Officers and Directors unless the Board of Director invites a person by agreement of a simple majority vote.

When known in advance, 5 days notice of a Closed Session shall be posted on the Internet indicating which topic or topics will be discussed. The minutes of such a meeting shall identify, without further detail, which topic or topics were discussed.

ARTICL X

PLAYING RULES AND REGULATIONS/POLICY MANUAL

The ORGANIZATION shall adopt a set of Organizational Playing Rules and Regulations of the Game shall be entitled "ORGANIZATION Playing Rules and Regulations". Those relating to the determination of league play, championship play, and establishment of teams and like manner shall be entitled, "ORGANIZATION Playing Rules and Regulations".

Those relating to ORGANIZATION policies, including but not limited to determination of membership, organizational policies, code of conduct, etc. shall be entitled, "ORGANIZATION Policy Manual". The Playing Rules and Regulations and the Policy Manual of the ORGANIZATION shall be adopted annually by a majority vote of the Board of Directors. The ORGANIZATION Policy Manual and the ORGANIZATION Playing Rules of the Game may be modified or changed based on a recommendation of the Playing Rules Committee or Policy Manual Committee and the approval of the change by a majority vote of the Board of Directors. Both documents shall be published and distributed to its members annually.

ARTICLE XI

DONATIONS

The Corporation may accept gifts, legacies, donations or contributions in any amount and in any form upon such terms and conditions as may be decided by the Board of Directors.

ARTICLE XII

FISCAL YEAR

The fiscal year shall be from January 1st to December 31st.

ARTICLE XIII

MISCELLANEOUS PROVISIONS

A. Corporate Seal

The Corporate Seal of the Corporation shall be in such form as the Board of Directors shall determine and contain the name of the Corporation, the date and state of its creation. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

B. Primary Office

Should ORGANIZATION elect to establish a primary office, the office shall be established and maintained in the City of El Segundo, in the State of California. ORGANIZATION shall otherwise maintain as its mailing address in the City of ORGANIZATION.

C. Other Offices

Other offices of the Corporation may be established at such places as the Board of Directors may, from time to time, designate or the business of the Corporation may require.

D. Checks, Drafts, Notes

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation for all debts of the Corporation shall be signed by either the President, Vice President, Treasurer or Secretary and countersigned by one other Officer who is not the signee or by such Directors as shall from time to time be determined by majority vote of the Board of Directors.

E. Requirement of Notification

Whenever any notice is required by these Bylaws to be given, written notice is not meant unless expressly so stated. Any personal notice as required by law shall be by written notice. Notice for all meetings or hearings are to be in written notice to all Members unless specifically defined otherwise. Notice requirements for are as follows:

“Written notice” is:

- (a) Notice sent to a member by way of first-class, registered, or certified mail deposited with the United States Postal Service and sent to the member’s mailing address on record with the ORGANIZATION ; or,
- (b) notice sent to a member delivered by electronic mail when directed to the member’s electronic mail address on record with the ORGANIZATION.

Electronic mail shall be sent only to a member recipient who has provided an electronic mail address and an un-revoked consent to receive notice by means of electronic mail. When two or more members use the same mail address or electronic mail address, the sending of a single written notice to that address shall be deemed written notice to all members who reside in the household using the electronic mail address.

Copies of all ORGANIZATION notices will be posted on the ORGANIZATION Internet website from the time the written notice issues until at least 10 days after the event occurs. Electronic copies and hardcopies of all notices will be retained by the Secretary for a period of three years after removal from the website.

Notice of all other ORGANIZATION business, including but not limited to minutes of meetings and financial information, shall be given as the Board of Directors deems appropriate and cost effective, including publishing notice on the ORGANIZATION internet website, publication in a ORGANIZATION newsletter or brochure or letter, or by publication in a generally distributed public or privately owned newspaper distributed within ORGANIZATION .

F. Assent to Meeting

Any action of the majority of the Board of Directors of the Corporation although not taken at a Regular Meeting and with the record thereof if assented to in writing by all of the other members of

the Board, shall always be as valid and effective in all respects as if passed by the Board of Directors at the Regular Meeting. The record of any action so taken shall be posted in the same manner that minutes of meetings are posted.

G. Conduct at Meetings

Meetings shall be governed by Rosenberg's Rules of Order, as such rules may be revised from time to time insofar as such rules are not inconsistent or in conflict with these bylaws, with the ORGANIZATION Constitution or with governing law.

H. Tax Exempt Status

The Corporation shall act to maintain its tax exempt status under the applicable provisions of the Internal Revenue Code.

I. Construction

As used in these Bylaws:

1. The present tense included the past and future tenses, and the future tenses include the present.
2. The masculine gender includes the feminine and neuter.
3. The singular number includes the plural, and the plural includes the singular.
4. The word "shall" is mandatory and the word "may" is permissive.

ARTICLE XIV

AMENDMENTS TO BYLAWS

Amendments to these Bylaws shall be made in the following manner:

1. Proposals for amendment may be submitted by:
 - a. A majority vote of the Board of Directors
2. Proposals for amendment of these Bylaws shall be balloted upon at the Annual General Meeting or at any Special Meeting called for such purpose by the Board of Directors. Such amendments shall be passed by two-thirds majority of those present and voting at this meeting or by a higher majority if that amended portion of these Bylaws requires it; it is required by law or by the ORGANIZATION Constitution. Written notice of no more than 40 days and no less than 20 days shall be given to Members in regards to any Special Meeting called for the purpose of amending the Bylaws.

ARTICLE XV

CORPORATION RECORDS AND REPORTS

ORGANIZATION shall keep at its principal office if one is maintained, or otherwise keep in the possession of one of its designated Officers, the following:

- Originals or copies which can be verified as true and correct of all documents which govern the operation of ORGANIZATION. Such documents include but are not limited to articles of incorporation, constitution, and Bylaws.
- Originals or copies which can be verified as true and correct of all books, actual or electronic checks, and its records of business and properties.

Documents which govern ORGANIZATION and the ORGANIZATION books, checks, records of business and properties shall be open to inspection by the Directors and Active Members of

ORGANIZATION in the manner provided by the California Corporations Code and any other applicable state or federal law.

An improper denial of access is a denial made by ORGANIZATION, its officers or directors that runs contrary to applicable law or procedures as defined by law or in these Bylaws. Such a denial shall be deemed a violation of the duties of directors as defined in Article V., subsection B.

ARTICLE XVI

DISSOLUTION

All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation shall distribute all remaining funds or assets to Cal South, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

ARTICLE XVII

RATIFICATION

We, the undersigned being Active Members of the Corporation and acting in the capacity of a Director, hereby assent to the foregoing Bylaws and adopt the same as the Bylaws of the Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands on this day of March 3rd, 2015.

Signature & Date

Luis Inga

President (Print)

Signature & Date

Treasurer (Print)

Signature & Date

Vice President (Print)

Signature & Date

Secretary (Print)