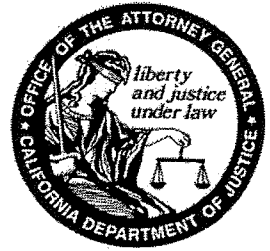


Registry of Charitable Trusts  
P.O. Box 903447  
Sacramento, CA 94203-4470  
Telephone: (916) 445-2021

WEBSITE ADDRESS:  
<http://ag.ca.gov/charities/>

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



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

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

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

Name of Organization: Chive Charities

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

Official Mailing Address for Organization:

Address: 701 Ocean Front Walk, Unit 2

City: Venice

State: California

ZIP Code: 90291

Organization's telephone number: 310-310-3161

Organization's e-mail address:

Organization's fax number:

Organization's website:

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

Federal Employer Identification Number (FEIN):

45-5415041

Group Exemption FEIN (if applicable):

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

Corporate or Organization Number: 3481945

<b>Names and addresses of ALL trustees or directors and officers (attach a list if necessary):</b>		
Name <u>Leo Resig</u>		Position <u>Director/President</u>
Address <u>701 Ocean Front Walk, Unit 2</u>		
City <u>Venice</u>	State <u>CA</u>	ZIP Code <u>90291</u>
Name <u>John Resig</u>		Position <u>Director/Treasurer</u>
Address <u>701 Ocean Front Walk, Unit 2</u>		
City <u>Venice</u>	State <u>CA</u>	ZIP Code <u>90291</u>
Name <u>Brian Mercedes</u>		Position <u>Director/Secretary</u>
Address <u>701 Ocean Front Walk, Unit 2</u>		
City <u>Venice</u>	State <u>CA</u>	ZIP Code <u>90291</u>
Name <u>Brian Raymond</u>		Position <u>Director</u>
Address <u>701 Ocean Front Walk, Unit 2</u>		
City <u>Venice</u>	State <u>CA</u>	ZIP Code <u>90291</u>
Name _____		
Address _____		
City _____	State _____	ZIP Code _____
<p><b>Describe the primary activity of the organization. (A copy of the material submitted with the application for federal or state tax exemption will normally provide this information.) If the organization is based outside California, comment fully on the extent of activities in California and how the California activities relate to total activities. In addition, list all funds, property, and other assets held or expected to be held in California. Indicate whether you are monitored in your home state, and if so, by whom. Attach additional sheets if necessary.</b></p>		
<p>See Exhibit 1.</p>		
<p>The organization will be required to file financial reports annually. All organizations must file the Annual Registration/Renewal Fee Report (RRF-1) within four months and fifteen days after the end of the organization's accounting period. Organizations with \$25,000 or more in either gross receipts or total assets are also required to file either the IRS Form 990, 990-EZ, or 990-PF. Forms can be found on the Charitable Trusts' website at <a href="http://ag.ca.gov/charities/">http://ag.ca.gov/charities/</a>.</p>		
<p>If assets (funds, property, etc.) have been received, enter the date first received:</p> <p>Date assets first received: <u>Not funded yet</u></p>		<p>Registration with the Attorney General is required within <u>thirty</u> days of receipt of assets.</p>
<p>What annual accounting period has the organization adopted?</p> <p><input type="checkbox"/> Fiscal Year Ending _____ <input checked="" type="checkbox"/> Calendar Year</p>		

Attach your founding documents as follows:

- A) **Corporations** - Furnish a copy of the articles of incorporation and all amendments and current bylaws. If incorporated outside California, enter the date the corporation qualified through the California Secretary of State's Office to conduct activities in California.
- B) **Associations** - Furnish a copy of the instrument creating the organization (bylaws, constitution, and/or articles of association). **Amended and Restated Cert. of Inc at Exhibit 2.**  
**Bylaws at Exhibit 3. Statement and Designation at Exhibit 2.**
- C) **Trusts** - Furnish a copy of the trust instrument or will and decree of final distribution.
- D) **Trustees for charitable purposes** - Furnish a statement describing your operations and charitable purpose.

Has the organization applied for or been granted IRS tax exempt status Yes ☒ No ☐ See Form 1023 at Exhibit 4.

Date of application for Federal tax exemption: Form 1023 filed on September 13, 2012

Date of exemption letter: Pending Exempt under Internal Revenue Code section 501(c) 3

If known, are contributions to the organization tax deductible? Yes ☒ No ☐

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

Does your organization contract with or otherwise engage the services of any commercial fundraiser for charitable purposes, fundraising counsel, or commercial coventurer? If yes, provide the name(s), address(es), and telephone number(s) of the provider(s): See Exhibits 1 and 5.

Commercial Fundraiser ☐ Fundraising Counsel ☐ Commercial Coventurer ☒

Name The Chivery

Address 701 Ocean Front Walk, Unit 2

City Venice State CA ZIP Code 90291

Telephone Number (310) 310-3161

Commercial Fundraiser ☐ Fundraising Counsel ☐ Commercial Coventurer ☐

Name

Address

City State ZIP Code

Telephone Number

Commercial Fundraiser ☐ Fundraising Counsel ☐ Commercial Coventurer ☐

Name

Address

City State ZIP Code

Telephone Number

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

Signature

Title President

Date

9/6/12

If additional information is required, please refer to the Supervision of Trustees and Fundraisers for Charitable Purposes Act (Government Code sections 12580-12599.7), the Administrative Rules and Regulations pursuant to the Act (California Code of Regulations, Title 11, Sections 300-312.1).

If you have questions regarding registration, or need assistance, information is available on our website at <http://ag.ca.gov/charities/> or you can reach us by telephone at (916) 445-2021 or fax at (916) 444-3651.

# EXHIBIT 1

## CHIVE CHARITIES

### FORM CT-1: EXHIBIT 1

#### Statement of Activities

##### I. Background

Chive Charities (the "Charity") was established as an outgrowth of the charitable activities of theCHIVE, which is a for profit organization extensively involved in philanthropy. The activities of the for profit organization are provided as background only. The Charity will identify classes of charitable need, then determine recipients who fall within those classes and objectively determine grantees based on specified criteria, in accordance with the IRS's charitable class requirements ensuring that there is no improper benefit to individuals.

theCHIVE was established as an entertainment website in November 2008, but quickly grew into an online community of individuals who regularly visit theCHIVE website and call themselves "Chivers." Since theCHIVE's inception, Chivers have been reaching out to theCHIVE staff with requests to help raise awareness and obtain financial support for specific charitable causes. To date, most of the requests have been for financial assistance for (i) sick or disabled individuals in need of medical care, (ii) disabled veterans returning from war and in need of quality of life enhancements, and (iii) underfunded special needs education initiatives.

In response to the Chivers' numerous requests to help those who are in need of assistance, theCHIVE has run several campaigns to support the charitable causes described above. Each campaign resulted from a rigorous selection process by theCHIVE staff, which reviewed each request and decided to assist those individuals and organizations that, in their view, were most in need of financial support. The selection process included review of a written application describing the individual's or entity's story and the items for which they needed financial assistance (i.e., medical procedures, equipment, etc.) theCHIVE staff also reviewed supporting documentation, including medical bills, doctors and therapists reports, financial information, and made site visits or phone calls to the individual, physicians, and therapists.

##### II. Examples of theCHIVE's Past Charitable Activities

- Lilli Wilson

Lilli Wilson suffers from Smith-Magenis Syndrome ("SMS"), which is a rare developmental and sensory disorder that causes Lilli to self-inflict serious injury with everyday household objects. Lilli's mother contacted theCHIVE to request assistance because the family could not afford to purchase a custom bedroom to keep Lilli from hurting herself. After verifying information on Lilli's application, theCHIVE staff posted Lilli's story on theCHIVE website and requested donations to purchase the custom bedroom for Lilli. theCHIVE received over \$34,000 in two hours, which it used to purchase the custom made bedroom from a special needs living space engineering firm. This charitable campaign changed Lilli's life and raised awareness for SMS. It should be noted that Lilli lives in Canada and would not be an eligible grantee of the Charity even assuming that all other criteria for a grant were satisfied.

- Navy Technician Taylor Morris

Taylor Morris served as an explosive ordinance disposal specialist (disarming bombs) for the Navy. While clearing a path for Army Special Forces in Afghanistan in May, Taylor stepped on a roadside bomb. In the explosion, Taylor lost both of his legs, his left arm, and his right hand. Taylor was treated in Afghanistan and at Walter Reed Medical Academy, and is the 5<sup>th</sup> person to survive becoming a quad-amputee as a result of a military injury. Although the military paid Taylor's medical expenses, he needs a place to live while he recuperates and rehabilitates. To that end, theCHIVE ran a campaign to raise funds to build a log-cabin near Taylor's childhood home. Within two days theCHIVE raised \$250,000, all of which will be used to build Taylor's new home.

### III. The Charity's Planned Operations

The Charity is organized and operated exclusively to raise money and awareness for (i) sick and/or disabled individuals in need of financial assistance for medical treatment and/or quality of life enhancements, (ii) disabled veterans returning home from war in need of financial assistance for quality of life enhancements, and (iii) underfunded special needs education initiatives (each a "Charitable Class" and collectively, the "Charitable Classes").

A request for assistance may be submitted by the person or entity in need of the funds (the "grantee"), or a person who is close to a potential grantee, for example, a friend, family member, co-worker, acquaintance, or a parent whose child is benefitted by the special needs education initiative. All potential grantees must go through a strict vetting process to verify their circumstances and financial need. Once potential grantees are identified, the Charity anticipates conducting one or two charitable campaigns per month. Each such campaign will raise funds to assist the grantee with pre-approved medical expenses, quality of life enhancements or special needs educational expenses and, in the process, will also raise awareness of the grantee's cause so that other individuals and entities with similar struggles may benefit from each campaign. Grantees will be selected through a rigorous application, vetting, and selection process described below.

#### a. Application Process

An online charitable campaign application must be submitted by or on behalf of each potential grantee (a sample application form is attached at Exhibit 9 to the Form 1023) along with all available information that may be used to verify the potential grantee's condition and financial need. All potential grantees must be U.S. citizens and residents and must fall within one of the Charitable Classes. Any employee, director, or officer of the Charity or theCHIVE and any person related or married to any such individual is ineligible for assistance from the Charity.

#### b. Vetting Process

Once an application is received, the Charity's staff will review the application along with all supporting information.

Supporting information requested for individual grantees suffering from a medical condition or illness may include:

- Copy of valid diagnosis from doctor.
- Copies of medical bills.

- Copies of medical insurance paperwork, including claims and the results of such claims.
- List of surgeries, rehabilitation, and quality of life items which are necessitated by illness or medical condition and cost of each item on the list.
- Photographs of potential grantee.
- Thorough explanation of potential grantee's circumstances and why assistance is required.
- Telephone call or site visit with potential grantee.
- Telephone call with doctors, psychologists or other medical professionals about potential grantee and necessity of procedures and quality of life enhancements for grantee.

Supporting information requested for wounded and/or disabled veterans may include:

- Thorough explanation of the individual's circumstances and need for assistance.
- List of items needed and cost of each item.
- Photographs of individual before and after the accident.
- Telephone call or site visit with potential grantee.
- Telephone call with doctors, psychologists or other medical professionals about potential grantee's condition.

Supporting information requested for independent and/or underfunded special needs education initiatives may include the following:

- Thorough explanation of cause and why assistance is needed.
- List of items for which initiative needs funding and cost of each item.
- Financial statements.
- Photos of past educational programming activities and facilities used for such programming.
- Site visit or phone call with potential grantee and its founders/staff.
- Visit or phone call with doctors, psychologists or educational specialists about potential grantee and its programming.

#### c. Selection Process

After the Charity's staff reviews each application and supporting information, it will compile a list of proposed grantees to submit to the Charity's board of directors (the "Board") for review and selection. Each month, the Board will select one or two grantees for a charitable campaign based on two main criteria: (1) the potential grantee's level of financial need, and (2) lack of public awareness of the potential grantee's cause (i.e., the grantee's illness, disability, or education program). Potential grantees who are not selected for a campaign but qualify for assistance based on the Charity's stated criteria may nonetheless receive monetary assistance from the Chive Fund (described below) or from contributions to a campaign that benefits a grantee in the same Charitable Class to the extent such contributions exceeded that campaign's funding goal (also described below).

d. Fundraising, Distribution of Funds and Other Charitable Activities

- Charitable Campaigns

Each grantee selected for a campaign will be the subject of a specific fundraising campaign on theCHIVE website. The grantee's story will be posted on theCHIVE's homepage and will include photos, videos, and information about the grantee. Visitors to theCHIVE website will donate through the Charity's donation processing system.

Each campaign will have a funding goal and a donation ceiling. The funding goal is the amount that the grantee needs, as determined by the Charity, for specific, approved expenses due to his or her illness or disability, or, in the case of a special needs education initiative, for the specific programming for which it requested funds. This goal is set by the Board based on objective information, including lists of expenses and copies of bills submitted with the grantee's application. Depending on the circumstances of the grantee, the goal will be set at or below the amount needed to cover the items on the grantee's expense list. Donations received in excess of the funding goal may, in the discretion of the Charity, be used for additional expenses incurred by the grantee and approved by the Board. The balance of the funds will be distributed to (i) other potential grantees in the same Charitable Class for pre-approved medical, quality of life or education expenses, or (ii) the Chive Fund, which is described below. The campaign site will inform donors that funds in excess of the funding goal will be used for such purposes.

The donation ceiling will be set at no more than 200% of the funding goal. Once a donation ceiling is reached, the campaign will be closed and donors will be redirected to donate to the Chive Fund to assist individuals or entities with similar needs.

Each charity campaign web page will post real-time progress of donations, funding goals, information about the campaign, and information about the items purchased with donated funds. After the close of a campaign, the Charity, if possible, will purchase the pre-approved items and pay the pre-approved expenses on behalf of the grantee. If any portion of the funds must instead be distributed directly to the grantee or the grantee's family, the Charity will write checks directly to such individuals on the condition that they provide proof that they purchased the agreed items and paid the agreed bills. Grantees will also be required to complete a grant agreement acknowledging that all funds will be used for the charitable purposes described in the grantee's application and approved by the Charity (Form of Grant Agreement at Exhibit 10 of the Form 1023). The Charity will post follow-up photographs and stories on the grantees' progress and will maintain records for each grant containing: (i) the name and address of the grantee, (ii) the amount distributed to or on behalf of the grantee, (iii) the purpose for which aid was given, and (iv) the manner in which the grantee was selected.

The Charity's first planned campaign is for Zoe Lush. Zoe is 2 years old and suffers from Osteogenesis Imperfecta (Brittle Bone Syndrome). Zoe has broken over 40 bones in the past 20 months. In order to use a wheelchair in the future, Zoe needs a series of surgeries to insert metal rods into her delicate bones. The wheelchair and surgeries will cost more than \$60,000, which her parents cannot afford.

Zoe and her family have already completed the vetting process and, once the Charity is fully operational, it will run a campaign to raise funds to pay for medical procedures and equipment that Zoe needs. Contributions up to the funding goal will be used to pay medical expenses approved by the Charity. Amounts in excess of the funding goal may be paid, in the discretion of the Board, to (i) Zoe's family or medical providers for additional expenses arising from of



Zoe's condition, (ii) other ill or disabled grantees for medical expenses or quality of life enhancements approved by the Board, or (iii) to the Chive Fund.

- The Chive Fund

The Chive Fund will serve the following two purposes: (1) to support the Charity's charitable purposes (i.e., to provide funds to individuals and entities in need of assistance and who completed the application and vetting process, but were not the subject of a specific charitable campaign), and (2) to pay for the Charity's operating expenses.

The Chive Fund will receive support from 1) contributions to campaigns in excess of the campaign funding goal, 2) contributions from donors who wish to contribute to the Chive Fund to benefit the charitable causes it supports, and 3) T-shirt sales in connection with a commercial co-venture with The Chivery described in Exhibits 7 and 8 of the Form 1023.

Donors contributing directly to the Chive Fund will be informed of the purposes of the Chive Fund, and will be given the option to make a one-time donation or sign up to make monthly recurring donations.

- Raising Public Awareness for Specific Causes

The Charity also plans to raise awareness for various medical conditions and educational initiatives by posting stories about individuals and organizations on its website. No funds will be solicited or granted and, therefore, the subjects of such stories will be subject to a less restrictive vetting process similar to the process described above to confirm the truthfulness of each story.

For example, theCHIVE often receives requests to publish the stories of those who are suffering from various medical conditions without a request for financial assistance. Such individuals simply want to raise awareness of their condition and to perhaps connect with others facing similar situations.

# EXHIBIT 2

# Delaware

PAGE 1

*The First State*

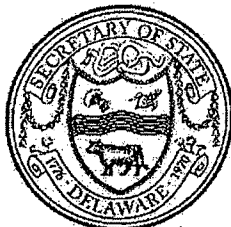
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "CHIVE CHARITIES", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2012, AT 5:03 O'CLOCK P.M.

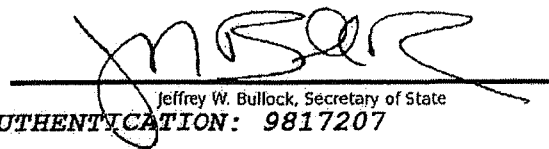
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5162828 8100

120989059

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9817207

DATE: 08-30-12

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

CHIVE CHARITIES

(a nonprofit nonstock corporation)

Chive Charities, a "nonprofit nonstock corporation" organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: Chive Charities was incorporated by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on June 1, 2012.

SECOND: The Corporation has no members and no directors.

THIRD: This Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 241 and 245 of the General Corporation Law of the State of Delaware.

FOURTH: The Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I  
NAME

The name of the Corporation is **CHIVE CHARITIES** (hereinafter the "Corporation").

ARTICLE II  
DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III  
PURPOSES

The Corporation shall be a non-profit corporation.

The assets of the Corporation are irrevocably dedicated to charitable purposes.

The purposes for which the Corporation is organized and operated are to engage exclusively in such charitable, educational, and scientific activities as may qualify it for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code (hereinafter the "Code"). More specifically, such purposes include, but are not limited to, the following:

A. To aid, assist, and support, with contributions of money or property, or otherwise, other corporations, community chests, funds, or foundations, organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder, member, or

individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation;

B. To engage in any and all activities necessary or appropriate to raise funds for the purposes of the Corporation including the solicitation of contributions from public and private sources wherever located; and

C. To do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the foregoing purposes of the Corporation.

In furtherance of the above and other related purposes, the Corporation shall be empowered to exercise all power and authority granted to it under the Delaware General Corporation Law, or otherwise, including, but not limited to, the power to (i) accept donations of money or property, whether real or personal, or any interest therein, wherever situated, (ii) maintain control and discretion over the use of funds received by the Corporation, and (iii) monitor the use of funds made available by the Corporation to assure that the funds are used in conformity with the intended purposes

#### ARTICLE IV MEMBERSHIP

The Corporation shall have one class of Members who shall be identified in the Bylaws of the Corporation or in accordance with a succession plan adopted by vote of the Members and on file with the records of the Corporation. This Article IV shall not be amended or revoked without further vote of the Members.

#### ARTICLE V STOCK

The Corporation shall have no capital stock.

#### ARTICLE VI DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all powers necessary or appropriate for the administration of the affairs of the Corporation and may perform all acts in furtherance thereof as are not forbidden to the Directors by law, this Certificate of Incorporation, or the Bylaws.

The manner of election or appointment of Directors shall be provided in the Bylaws. The number of members of the Board of Directors shall be set in the manner provided in the Bylaws, but in no event shall there be fewer than two (2) Directors.

#### ARTICLE VII BYLAWS

The internal affairs of the Corporation shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the business and affairs

of the Corporation in accordance with the Bylaws. The power to amend or repeal the Bylaws shall be vested in the Board of Directors except to the extent otherwise provided in the Bylaws or this Certificate of Incorporation.

#### ARTICLE VIII LIMITATIONS ON ACTIVITY

At all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, or any other provision of this Certificate of Incorporation:

A. The Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Code Sections 501(c)(3) and 170(c)(2), contributions to which are deductible for federal income tax purposes under Code Section 170(a)(1);

B. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, educational, scientific, environmental, religious, or literary within the meaning of Code Section 501(c)(3);

C. No substantial part of the activities of the Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation in any manner or to any extent (including by publication or distribution of statements) participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. To the extent that Code Section 501 is at any time amended to permit participation or intervention in a political campaign or to permit to a greater extent the carrying on of propaganda or otherwise attempting to influence legislation by an organization subject to its provisions, the Corporation shall be authorized to carry on such activities to the extent permitted by Section 501 as amended;

D. Pursuant to the prohibition contained in Code Section 501(c)(3), no part of the net earnings of the Corporation shall ever inure to the benefit of or be distributable to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III above; and

E. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation:

(1) Shall not engage in any act of self-dealing as defined in Code Section 4941;

(2) Shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Code Section 4942;

(3) . Shall not retain any excess business holdings as defined in Code Section 4943;

(4) Shall not make any investments in such a manner as to subject the Corporation to tax under Code Section 4944; and

(5) Shall not make any taxable expenditures as defined in Code Section 4945.

#### ARTICLE IX LIMITATION ON PERSONAL LIABILITY

The personal liability of the Directors of the Corporation is hereby eliminated to the fullest extent permitted by the General Corporation Law of Delaware, as the same exists or may hereafter be amended. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any act or omission on the part of such Director occurring prior to such amendment or repeal.

The private property, both real and personal, of the members of the Board of Directors and the officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

#### ARTICLE X INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended.

#### ARTICLE XI DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall:

A. Pay or make provision for the payment of all the Corporation's liabilities;

B. Return, transfer, or convey (or make provision therefor) all assets held by the Corporation upon condition requiring such return, transfer, or conveyance in the event of dissolution of the Corporation; and

C. Dispose of the Corporation's remaining assets exclusively for the purposes of the Corporation or distribute the assets to an organization or organizations organized and operated exclusively for charitable, educational, scientific, religious, or literary purposes as shall, at that time, qualify for exemption under Code Section 501(c)(3), as the Directors shall determine; provided that none of such assets shall be distributed to any corporation, fund, or foundation any part of whose net earnings inures to the benefit of or is distributable to any individual or any corporation for profit. Any such assets not so disposed of shall be disposed of by the circuit court of the city or county in which the principal office of the Corporation is then located, to be used

exclusively for purposes that are charitable, educational, scientific, religious, or literary within the meaning of Code Section 501(c)(3), or to an organization or organizations organized and operated exclusively for such purposes.

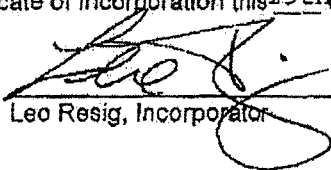
ARTICLE XII  
DEFINED TERMS

As used in this Certificate of Incorporation, the terms "Internal Revenue Code" and "Code" mean the United States Internal Revenue Code of 1986, as amended, and a reference to a provision of that Code shall be deemed to indicate the corresponding provision of any future United States Internal Revenue law.

ARTICLE XIII  
REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's Registered Office in the State of Delaware is to be located at: c/o A Registered Agent, Inc., 1521 Concord Pike STE 303, Wilmington, DE 19803, County of New Castle. The name of the Corporation's registered agent at such address is A Registered Agent, Inc.

I, THE UNDERSIGNED, being the incorporator of the Corporation, hereby execute this Amended and Restated Certificate of Incorporation this 29<sup>th</sup> day of August, 2012.

  
\_\_\_\_\_  
Leo Resig, Incorporator



State of California  
Secretary of State

**CERTIFICATE OF QUALIFICATION**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify that on the **4th day of June, CHIVE CHARITIES**, a corporation organized and existing under the laws of **Delaware**, complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California, and that as of said date said corporation became and now is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

**IN WITNESS WHEREOF**, I execute  
this certificate and affix the Great Seal  
of the State of California this day of  
June 19, 2012.



*Debra Bowen*

DEBRA BOWEN  
Secretary of State

1 3481945

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

JUN 04 2012

## Statement and Designation by Foreign Corporation

Chive Charities  
[Name of Corporation]

\_\_\_\_\_, a corporation organized and existing under the  
laws of \_\_\_\_\_, makes the following statements and designation:  
[State or Place of Incorporation]

1. The address of its principal executive office is 701 Ocean Front Walk, Unit 3, Venice, CA  
90291

2. The address of its principal office in the State of California is \_\_\_\_\_  
[If none, leave Item 2 blank.]

### Designation of Agent for Service of Process in the State of California

[Complete either Item 3 or Item 4.]

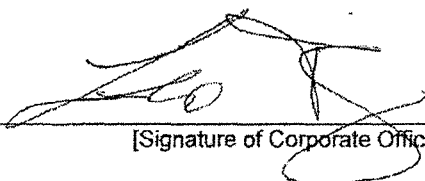
3. (Use this paragraph if the process agent is a natural person.)

Leo Resig, a natural person residing in the State of  
California, whose complete street address in California is 701 Ocean Front Walk, Unit 3,  
Venice, CA 90291, is designated as agent upon whom process directed to  
this corporation may be served within the State of California, in the manner provided by law.

4. (Use this paragraph if the process agent is another corporation.)

\_\_\_\_\_  
a corporation organized and existing under the laws of e \_\_\_\_\_,  
is designated as agent upon whom process directed to this corporation may be served within the State  
of California, in the manner provided by law.

5. It irrevocably consents to service of process directed to it upon the agent designated above, and to  
service of process on the Secretary of State of the State of California if the agent so designated or the  
agent's successor is no longer authorized to act or cannot be found at the address given.

  
[Signature of Corporate Officer]

Leo Resig, President

[Typed Name and Title of Officer Signing]

*If an individual is designated as the agent for service of process, include the agent's business or residential street address in California (a P.O. Box address is not acceptable). If another corporation is designated as the agent for service of process, do not include the address of the designated corporation. Note: Corporate agents must have complied with California Corporations Code section 1505 prior to designation, and a corporation cannot act as its own agent.*

# Delaware

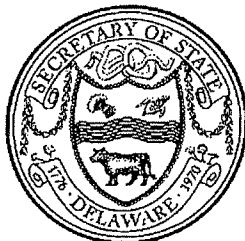
PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHIVE CHARITIES" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF JUNE, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS AN EXEMPT CORPORATION.

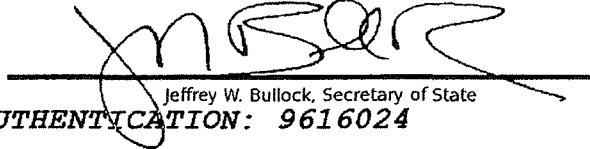
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CHIVE CHARITIES" WAS INCORPORATED ON THE FIRST DAY OF JUNE, A.D. 2012.



5162828 8300C

120700348

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9616024

DATE: 06-04-12

# EXHIBIT 3

**BYLAWS  
OF  
CHIVE CHARITIES**  
(a Delaware nonprofit nonstock corporation)

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# BYLAWS OF CHIVE CHARITIES

(a Delaware nonprofit nonstock corporation)

## ARTICLE I. OFFICES

Section 1. Principal Office. The corporation's principal office shall be located at 701 Ocean Front Walk, Unit 3, Venice, CA, 90291, or such other location as the governing body of the corporation, which shall be known as a "Board of Directors" or "Board" may from time to time determine.

Section 2. Other Offices. Branch or subordinate offices of the corporation may be established at any time by the Board at any place or places.

## ARTICLE II. MEMBERSHIP

Section 1. Members. The Corporation shall have one class of members selected as described in this Article II.

(a) Number. The authorized number of members of the corporation (each, a "Member" and, collectively, the "Members") shall be fixed at two or such other number as shall be fixed by a resolution adopted by the total number of Members.

(b) Term. Each of John Resig and Leo Resig shall be a Member. Each Member shall continue as such until the earlier of the Member's death or resignation.

(c) Resignation. A member may resign as such at any time by providing notice in writing or by electronic transmission to the corporation. Any such resignation shall be effective when delivered, unless the resignation specifies a later effective date or an effective date determined upon the occurrence of an event or events.

(d) Vacancies and Newly Created Memberships. Notwithstanding anything to the contrary set forth herein, any vacancy in the Members, either as a result of the death or resignation of any Member or an increase in the number of Members, may be filled by a majority of the Members, even though less than a quorum, or by a sole remaining Member. When one or more Members shall resign as such effective at a future date, a majority of the Members, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote thereon to take effect when such person(s) identified in accordance with any succession plan theretofore adopted

by the Members and on file with the records of the corporation and the total number of members shall automatically be increased or decreased to be equal to the Members so identified; *provided* that if no Members are so appointed, either because no such plan has been adopted and filed with the records of the corporation or because the sole person (or, if more than one, all of the persons) identified in such plan have notified the corporation he or she is, or they are, incapable or unwilling to serve as a Member, each person then in office as a director of a corporation shall automatically become a Member and the number of Members shall be increased or decreased accordingly.

Section 2. Meetings of Members; Quorum; Action. An annual meeting of Members for the election of directors shall be held on the first Tuesday in February at 10:00 a.m. (local time); *provided* that should such day fall upon a holiday observed by the corporation at its principal office, then such meeting shall be held at the same time on the next day thereafter ensuing which is a full business day. Special meetings of Members for any purpose or purposes may be called at any time by the Board, the President or a majority of the Members. Any such meeting may be held either within or without the State of Delaware on such date and at such time and place as are designated in the notice of the meeting. Notice of any meeting of Members shall state the date, time and place of the meeting, the purpose or purposes for which the meeting is called and shall otherwise be provided in like manner and upon like notice as provided for any special meeting of the Board. A majority of the Members shall constitute a quorum at any meeting of Members. The affirmative vote of a majority of the Members present in person or represented by proxy at any meeting of Members and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater number of Members is required by applicable law.

Section 3. Waiver of Notice. A waiver of notice of meeting by a Member provided to the corporation in writing or by electronic transmission, whether given before or after the meeting time stated in such notice, is deemed equivalent to notice. Attendance of a Member at a meeting is a waiver of notice of such meeting, except when the Member attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business at the meeting on the ground that the meeting is not lawfully called or convened.

Section 4. Action Without a Meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Members, may be taken without a meeting if all Members consent thereto in writing or by electronic transmission and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the Members in accordance with applicable law.

Section 5. Associates. Nothing in this Article II shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not Members, and no such reference shall constitute such person as a Member pursuant to the General Corporation Law of the State of Delaware (the "General Corporation Law").

Section 6. Amendment. This Article II shall not be amended or revoked without further vote of the Members.

### **ARTICLE III. DIRECTORS**

Section 1. Powers. Except as otherwise provided in the Certificate of Incorporation or by applicable law, the activities and affairs of the corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of, the Board of Directors.

Section 2. Number of Directors. Unless otherwise provided in the Certificate of Incorporation, the authorized number of directors shall be four (4), *provided* that the Board may from time to time establish by resolution a different number of authorized directors. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 3. Election and Term of Office. Directors shall be elected by the Members at each annual meeting of the Members. Each director shall remain in office until his or her successor is duly elected and qualified, or until his or her earlier death, resignation, retirement, removal or disqualification.

Section 4. Resignation. Any director may resign effective upon giving written notice to the Chairperson of the Board, if any, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. A director who has been declared of unsound mind by a final order of a court of competent jurisdiction shall, upon the entry of such order, cease to be qualified as a director. A director who has been convicted of a felony or been found by a final order or judgment of a court of competent jurisdiction to have breached any duty to the corporation arising pursuant to applicable law shall promptly tender such director's resignation, which resignation shall be contingent upon the acceptance thereof by the Board, acting upon the recommendation of the other directors.

Section 5. Place of Meeting. Meetings of the Board shall be held at any place within or without the State of Delaware which has been designated from time to time by the Board. In the absence of such designation, meetings shall be held at the principal office of the corporation.

Section 6. Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of officers and the transaction of other business. The annual meeting of the Board shall be held without call or notice immediately following the annual meeting of Members.

Section 7. Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates as may be fixed by the Board.

Section 8. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairperson of the Board, if any, the President, the Secretary, or any two directors.

Section 9. Notice of Meetings of Directors. Notice of any meeting of the Board shall be given to each Director in person or by telephone upon 24 hours' notice or in writing (by first-class mail or by facsimile, electronic mail or other means of electronic communication) upon three (3) days' notice. Any such notice given in writing shall be addressed to each director at such director's address as it is shown upon the records of the corporation or at the facsimile number, electronic mail address or other address as may have been given to the corporation by the director for purposes of such notice. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the U.S. mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means.

Section 10. Quorum; Acts of the Board.

(a) Except as otherwise provided by the Certificate of Incorporation, applicable law, or subsection (b) of this Section 10 of this Article III, (i) if the number of authorized directors is greater than two, a majority of the authorized number of directors shall constitute a quorum of the Board for the transaction of business, and (ii) if the number of authorized directors is two, all directors shall constitute a quorum for the transaction of business.

(b) In the event that one or more of the directors has advised the Board, prior to any act or decision of the Board, that he or she will abstain from the vote of the Board on such act or decision, the quorum for purposes of such act or decision of the Board shall be one-third of the authorized number of directors.

(c) Except as otherwise required by the Certificate of Incorporation or applicable law, every act or decision done or made by a majority of the directors constituting a quorum for purposes of such act or decision shall be regarded as the act of the Board.

Section 11. Participation in Meetings by Conference Telephone. Members of the Board, or any committee designated by the Board, may participate in a meeting thereof by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 11 shall constitute presence in person at such meeting.

Section 12. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 13. Action Without Meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if all members of the Board or such committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee in accordance with applicable law.

Section 14. Rights of Inspection. Every 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 the corporation of which such person is a director.

Section 15. Committees. Except as otherwise provided herein, the Board may appoint one or more committees, each consisting of one or more directors, and delegate to any such committee any of the authority of the Board, except with respect to any matter that requires for its approval a vote of the Members under the General Corporation Law or the amendment, alteration or repeal of these Bylaws or the adoption of new bylaws.

Section 16. Advisory Committees. From time to time, the Board may appoint one or more persons to one or more Advisory Committees to perform such tasks as evaluating grant recipients, investigating the qualifications and credibility of such grantees, determining the community need that the grantee fulfills and the grantee's effectiveness in fulfilling such need, and acting as a liaison between the corporation and the community. No such Advisory Committee shall hold itself out as an agent of the corporation, nor shall any such committee have the power to take corporate action or otherwise bind the corporation in any respect.

Section 17. Fees and Compensation. Directors may receive such reasonable compensation, if any, for serving as director, and reimbursement for expenses, as may be fixed or determined by the Board. Nothing herein shall preclude any Director from serving the corporation in any other capacity and receiving compensation therefor as authorized by the Board.

#### **ARTICLE IV. OFFICERS**

Section 1. Officers. The officers of the corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person.

Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5

of this Article IV, shall be chosen annually by, and shall serve at the pleasure of, 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.

Section 3. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the activities and affairs of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation. 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. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer. Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, *provided* that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. Chairperson of the Board. The Chairperson of the Board, if there is 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 assigned by the Board.

Section 7. President. Subject to such powers, if any, as may be given by the Board to the Chairperson of the Board, if there is such an officer, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the corporation. In the absence of the Chairperson of the Board, or if there is none, the President shall preside at all meetings of the Board. 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.

Section 8. Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and

perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 9. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office of the corporation the original or a copy of the corporation's Certificate of Incorporation 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, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 10. Treasurer. The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all 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.

## **ARTICLE V. FINANCIAL OVERSIGHT**

Section 1. Appointment of an Audit Committee. In a fiscal year in which the corporation's gross revenue is \$2,000,000 or more, the corporation shall appoint an audit committee (the "Audit Committee"). Such \$2,000,000 threshold excludes grants received from, and contracts and services with, governmental entities for which the governmental entity requires an accounting of funds received.

(a) Members. The Audit Committee may include non-Board members, but it may not include any members of the staff, the President or the Treasurer (or any officer having like duties). If the corporation has a Finance Committee, it shall be separate from the Audit Committee. The Audit Committee may include members of the Finance Committee, but such overlapping members shall constitute less than half of the Audit Committee and the chairperson of the Audit Committee may not be a member of the Finance Committee. Any person who has any material financial interest in any entity doing business with the corporation may not serve on the Audit Committee. Each member of the Audit Committee shall serve as such until such member's successor shall be appointed by the Board. In the event that any member of the Audit Committee shall resign, the vacancy caused thereby shall be filled by the Board. The Audit

Committee may consist of one or more persons (Board members or non-Board members), as determined from time to time by the Board.

(b) Duties of the Audit Committee. Subject to the supervision of the Board, the Audit Committee shall have the following responsibilities:

(i) To make recommendations to the Board regarding the appointment, retention, and termination of the independent auditor for the corporation;

(ii) To negotiate the auditor's compensation, subject to the oversight, control and final approval of the Board;

(iii) To confer with the auditor to satisfy its members that the financial affairs of the corporation are in order;

(iv) To review the audit prepared by the auditor and recommend to the Board whether to accept such audit; and

(v) To determine whether any non-audit services performed by the auditor conform to the applicable independent standards and to make a recommendation to the Board whether to approve such non-audit services.

(c) Compensation. No member of the Audit Committee, as such, shall receive compensation for serving on the Audit Committee. An Audit Committee member may be reimbursed for reasonable expenses incurred in the performance of specific duties as a member of the Audit Committee.

(d) Quorum, Meetings of the Audit Committee, Records of the Audit Committee. Determinations of quorum, procedures for meetings, and records of the Audit Committee shall be as set forth in the charter of the Audit Committee approved by the Board.

(e) Control by the Board. The Audit Committee shall be subject at all times to the control of the Board.

Section 2. Financial Statements Must Be Made Available. If the corporation prepares an audited financial statement, such audited financial statement shall be made available for inspection by the California Attorney General and by all members of the public no later than nine months after the close of the relevant fiscal year in the same manner as the corporation's Internal Revenue Service Form 990. Each annual financial statement shall be made available to the public for three years.

Section 3. Executive Compensation Review and Approval. The Board, or any authorized committee of the Board, shall review and approve the compensation, including benefits, of the President and the Treasurer (or any officer having like duties) to ensure that each such officer's compensation is just and reasonable. Such review and approval shall occur when the officer is initially hired, whenever the officer's term of



employment is renewed or extended, and when the officer's compensation is modified, unless such modification applies to substantially all employees.

## **ARTICLE VI. OTHER PROVISIONS**

Section 1. 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 executed or entered into between the corporation and any other person, when signed by the President (acting alone) or the Secretary and the Treasurer (acting together), shall be valid and binding on the 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. Any such instruments may be signed by any other 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 shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the 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 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained under the General Corporation Law shall govern the construction of these Bylaws.

Section 4. Amendments. Except as otherwise specifically provided herein, these Bylaws may be amended or repealed by the approval of the Board or by the Members.

Section 5. Books and Records, Fiscal Year. The corporation's books and records, together with all of the documents and papers pertaining to the business of the corporation, shall be kept and maintained at the principal office of the corporation. The fiscal year of the corporation shall end on December 31, unless otherwise provided for by the Board, and the books and records of the corporation shall be kept on a fiscal year basis and shall reflect all the transactions of the corporation and be appropriate and adequate for the corporation's business.

## **ARTICLE VII. CONFLICT OF INTEREST POLICY**

Section 1. Purpose. The purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or

arrangement that might benefit the private interest of an officer or director of the corporation 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 conflict of interest applicable to nonprofit and charitable organizations.

## Section 2. Definitions.

(a) Interested Person. Any director, trustee, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,

(ii) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

(c) Compensation. 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 and may not be material. Under Section 3(b) below, a person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.

## Section 3. Procedures.

(a) 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 directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

(b) 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 determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

(i) 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.

(ii) The Board or Chair or the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the Board or committee shall determine whether the corporation 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.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts 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. 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 conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the Board and all committees with Board delegated powers 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 content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation Matters.

(a) A voting member of the Board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

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

(c) No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, trustee, principal officer, and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the conflicts of interest policy;

(b) Has read and understands the policy;

(c) Has agreed to comply with the policy; and

(d) Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7 above, the corporation 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.

## **ARTICLE VIII. INDEMNIFICATION**

**Section 1. Definitions.** For the purposes of this Article VIII, "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under this Article VIII.

**Section 2. Indemnification in Actions by Third Parties.** The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought pursuant to applicable 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 the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

**Section 3. Indemnification in Actions by or in the Right of the Corporation.** The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought pursuant to applicable 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 the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

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

person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify 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 expense 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 4. Indemnification Against Expenses. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article VIII 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 5. Required Determinations. Except as provided in Section 4 of this Article VIII, any indemnification under this Article VIII shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article VIII, by a majority vote of a quorum consisting of directors who are not parties to such proceedings, or, if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion.

Section 6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII.

Section 7. Forms of Indemnification not Permitted. No indemnification or advance shall be made under this Article VIII except as provided in Sections 4, in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Certificate of Incorporation, these Bylaws, 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 8. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's

status as such whether or not the corporation would have the power to indemnify the agent against such liability pursuant to applicable law, the Certificate of Incorporation, or these Bylaws.

Section 9. Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article VII does not apply to any proceeding against any trustee, investment manager, or other fiduciary of any employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article VIII. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by applicable law.

[THIS SPACE INTENTIONALLY LEFT BLANK]

**CERTIFICATE OF SECRETARY**

**OF**

**CHIVE CHARITIES**

(a Delaware nonprofit nonstock corporation)

I hereby certify that I am the duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprising 15 pages, constitute the Bylaws of said corporation as duly adopted by the Action by Incorporator on 8/24, 2012.

A handwritten signature in black ink, appearing to read "Brian Mercedes", is written over a horizontal line.

Brian Mercedes, Secretary



# EXHIBIT 4

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

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**

<b>1</b> Full name of organization (exactly as it appears in your <b>organizing document</b> )		<b>2</b> c/o Name (if applicable)	
<b>Chive Charities</b>		<b>Leo Resig</b>	
<b>3</b> Mailing address (Number and street) (see instructions)	Room/Suite	<b>4</b> Employer Identification Number (EIN)	
<b>701 Ocean Front Walk</b>	<b>Unit 2</b>	<b>45-5415041</b>	
City or town, state or country, and ZIP + 4		<b>5</b> Month the annual accounting period ends (01 - 12)	
<b>Venice, California 90291</b>		<b>December</b>	
<b>6</b> Primary contact (officer, director, trustee, or <b>authorized representative</b> )		<b>b</b> Phone: <b>310-310-3161</b>	
<b>a</b> Name: <b>Leo Resig, President</b>		<b>c</b> Fax: (optional)	
<b>7</b> 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. <b>Leah M. Bishop, Esq., Loeb &amp; Loeb LLP, 10100 Santa Monica Blvd, Ste. 2200, Los Angeles, CA 90067</b>			
<b>8</b> 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.			
<b>9a</b> Organization's website: <b>www.chivecharities.org</b>			
<b>b</b> Organization's email: (optional)			
<b>10</b> 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.			
<b>11</b> Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) <b>06/01/2012</b>			
<b>12</b> Were you formed under the laws of a <b>foreign country</b> ? 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. **See Amended Restated Certificate of Incorporation at Exhibit 1.** ☒ 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. **See Bylaws at Exhibit 2.** ☒ 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): **Exh. 1, Pages 1-2, Art. III, Paras A-C.** ☒
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c. ☒
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. **Exh. 1, Pages 4-5, Art. XI, Paras A-C.**
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: ☐

**Part IV Narrative Description of Your Activities See Exhibit 3.**

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)
<b>See Exhibit 4.</b>		-----	
		-----	
		-----	
		-----	
		-----	

**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)
<b>None.</b>		-----	
		-----	
		-----	
		-----	
		-----	

- 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)
<b>None.</b>		-----	
		-----	
		-----	
		-----	
		-----	

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. **See Exhibit 4.** ☒ 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. **See Exhibit 4.**

- 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. **See Exhibit 4**

- 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? ☒ Yes ☐ 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. ☒ Yes ☐ No

**f** Do you or will you record in writing both the information on which you relied to base your decision and its source? ☒ Yes ☐ 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. ☒ Yes ☐ No

**See Bylaws, Art. VII at Exhibit 2.**

**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. ☐ Yes ☒ 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. ☐ Yes ☒ 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. ☐ Yes ☒ 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. ☐ Yes ☒ 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. ☐ Yes ☒ 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. ☒ Yes ☐ No

**See Exhibits 5 and 6.**

**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. **See Exhibits 4, 5, and 6.**
- 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. **See Exhibit 3.** ☒ 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. **See Exhibit 3.** ☒ Yes ☐ No
- 2** Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. ☐ Yes ☒ No
- 3** Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. ☐ Yes ☒ No

**Part VII Your History**

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

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

**Part VIII Your Specific Activities**

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

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

**Part VIII Your Specific Activities (Continued)**

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

☐ mail solicitations

☒ email solicitations

☐ personal solicitations

☐ vehicle, boat, plane, or similar donations

☒ foundation grant solicitations

☐ phone solicitations

☒ accept donations on your website

☐ receive donations from another organization's website

☐ government grant solicitations

☒ Other **Commercial Co-Venture Agreement**  
attached at **Exhibit 8**.

See **Exhibit 7**.

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  
See **Exhibits 7 and 8**.

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

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

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

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

**Part VIII Your Specific Activities (Continued)**

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. ☐ Yes ☒ No
- 
- 12a** Do you or will you operate in a **foreign country** or **countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. ☐ Yes ☒ No
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
- 
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. ☒ Yes ☐ No
- See Exhibit 3.**
- 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. **See Exhibit 9.** ☒ 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. **See Exhibits 3 and 10.**
- 
- 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)**

- |           |  |  |   |
|-----------|--|--|---|
| <b>15</b> | Do you have a <b>close connection</b> with any organizations? If "Yes," explain. <b>See Exhibit 11.</b>  | <input checked="" type="checkbox"/> <b>Yes</b> | <input type="checkbox"/> <b>No</b>            |
| <b>16</b> | Are you applying for exemption as a <b>cooperative hospital service organization</b> under section 501(e)? If "Yes," explain.  | <input type="checkbox"/> <b>Yes</b>            | <input checked="" type="checkbox"/> <b>No</b> |
| <b>17</b> | Are you applying for exemption as a <b>cooperative service organization of operating educational organizations</b> under section 501(f)? If "Yes," explain.  | <input type="checkbox"/> <b>Yes</b>            | <input checked="" type="checkbox"/> <b>No</b> |
| <b>18</b> | Are you applying for exemption as a <b>charitable risk pool</b> under section 501(n)? If "Yes," explain.   | <input type="checkbox"/> <b>Yes</b>            | <input checked="" type="checkbox"/> <b>No</b> |
| <b>19</b> | Do you or will you operate a <b>school</b> ? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity.   | <input type="checkbox"/> <b>Yes</b>            | <input checked="" type="checkbox"/> <b>No</b> |
| <b>20</b> | Is your main function to provide <b>hospital or medical care</b> ? If "Yes," complete Schedule C.  | <input type="checkbox"/> <b>Yes</b>            | <input checked="" type="checkbox"/> <b>No</b> |
| <b>21</b> | Do you or will you provide <b>low-income housing</b> or housing for the <b>elderly</b> or <b>handicapped</b> ? If "Yes," complete Schedule F.  | <input type="checkbox"/> <b>Yes</b>            | <input checked="" type="checkbox"/> <b>No</b> |
| <b>22</b> | 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. | <input type="checkbox"/> <b>Yes</b>            | <input checked="" type="checkbox"/> <b>No</b> |

**Note:** Private foundations may use Schedule H to request advance approval of individual grant procedures.

**Part IX Financial Data**

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

**A. Statement of Revenues and Expenses**

	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 _____ To _____	(b) From _____ To _____	(c) From _____ To _____	(d) From _____ To _____		
Revenues	<b>1</b> Gifts, grants, and contributions received (do not include unusual grants)	<b>Organization is newly formed, see Exhibit 12 for proposed budget for first three years of operations.</b>					<b>0.00</b>
	<b>2</b> Membership fees received						<b>0.00</b>
	<b>3</b> Gross investment income						<b>0.00</b>
	<b>4</b> Net unrelated business income						<b>0.00</b>
	<b>5</b> Taxes levied for your benefit						<b>0.00</b>
	<b>6</b> 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)						<b>0.00</b>
	<b>7</b> Any revenue not otherwise listed above or in lines 9–12 below (attach an itemized list)						<b>0.00</b>
	<b>8</b> Total of lines 1 through 7	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>			<b>0.00</b>
	<b>9</b> 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)						<b>0.00</b>
	<b>10</b> Total of lines 8 and 9	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>			<b>0.00</b>
Expenses	<b>11</b> Net gain or loss on sale of capital assets (attach schedule and see instructions)						<b>0.00</b>
	<b>12</b> Unusual grants						<b>0.00</b>
	<b>13</b> Total Revenue Add lines 10 through 12	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>			<b>0.00</b>
	<b>14</b> Fundraising expenses						
	<b>15</b> Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)						
	<b>16</b> Disbursements to or for the benefit of members (attach an itemized list)						
	<b>17</b> Compensation of officers, directors, and trustees						
	<b>18</b> Other salaries and wages						
	<b>19</b> Interest expense						
	<b>20</b> Occupancy (rent, utilities, etc.)						
	<b>21</b> Depreciation and depletion						
	<b>22</b> Professional fees						
	<b>23</b> Any expense not otherwise classified, such as program services (attach itemized list)						
	<b>24</b> Total Expenses Add lines 14 through 23	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>			

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

Year End:

(Whole dollars)

Assets		
<b>Organization is newly formed, see Exhibit 12 for proposed budget for first three years.</b>		
1	Cash .....	1
2	Accounts receivable, net .....	2
3	Inventories .....	3
4	Bonds and notes receivable (attach an itemized list) .....	4
5	Corporate stocks (attach an itemized list) .....	5
6	Loans receivable (attach an itemized list) .....	6
7	Other investments (attach an itemized list) .....	7
8	Depreciable and depletable assets (attach an itemized list) .....	8
9	Land .....	9
10	Other assets (attach an itemized list) .....	10
11	Total Assets (add lines 1 through 10) .....	11
		<b>0</b>
Liabilities		
12	Accounts payable .....	12
13	Contributions, gifts, grants, etc. payable .....	13
14	Mortgages and notes payable (attach an itemized list) .....	14
15	Other liabilities (attach an itemized list) .....	15
16	Total Liabilities (add lines 12 through 15) .....	16
		<b>0</b>
Fund Balances or Net Assets		
17	Total fund balances or net assets .....	17
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17) .....	18
		<b>0</b>
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.)

- 1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. ☐ Yes ☒ No  
If you are unsure, see the instructions.
- 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, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D. ☐

**Part X Public Charity Status (Continued)**

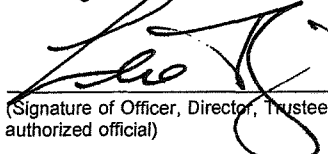
- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety. ☐
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit. ☐
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization 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. ☒
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). ☐
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status. ☐

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

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

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

For Organization

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

Leo Resig  
(Type or print name of signer)

President  
(Type or print title or authority of signer)

9/6/12  
(Date)

For IRS Use Only

IRS Director, Exempt Organizations

(Date)

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

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

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

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

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

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

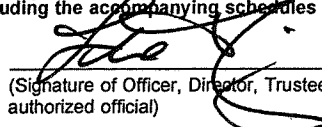
**Part XI User Fee Information**

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

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? ☐ Yes ☒ No  
If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).  
If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change). ☐
- 3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change). ☒

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)

Leo Resig

(Type or print name of signer)

President

(Type or print title or authority of signer)

9/6/12  
(Date)

**Reminder:** Send the completed Form 1023 Checklist with your filled-in-application.

Form **1023** (Rev. 6-2006)

# **EXHIBIT 1**

**CHIVE CHARITIES: EIN: 45-5415041**  
**APPLICATION FOR RECOGNITION OF EXEMPTION – FORM 1023**

**EXHIBIT 1**

**Part II, Item 1, Part III, Items 1 and 2b**

**Amended and Restated Certificate of Incorporation**

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "CHIVE CHARITIES", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2012, AT 5:03 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5162828 8100

120989059

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9817207

DATE: 08-30-12



**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**CHIVE CHARITIES**

(a nonprofit nonstock corporation)

Chive Charities, a "nonprofit nonstock corporation" organized and existing under the laws of the State of Delaware, hereby certifies as follows:

**FIRST:** Chive Charities was incorporated by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on June 1, 2012.

**SECOND:** The Corporation has no members and no directors.

**THIRD:** This Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 241 and 245 of the General Corporation Law of the State of Delaware.

**FOURTH:** The Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

**ARTICLE I**  
**NAME**

The name of the Corporation is **CHIVE CHARITIES** (hereinafter the "Corporation").

**ARTICLE II**  
**DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III**  
**PURPOSES**

The Corporation shall be a non-profit corporation.

The assets of the Corporation are irrevocably dedicated to charitable purposes.

The purposes for which the Corporation is organized and operated are to engage exclusively in such charitable, educational, and scientific activities as may qualify it for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code (hereinafter the "Code"). More specifically, such purposes include, but are not limited to, the following:

A. To aid, assist, and support, with contributions of money or property, or otherwise, other corporations, community chests, funds, or foundations, organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder, member, or

individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation;

B. To engage in any and all activities necessary or appropriate to raise funds for the purposes of the Corporation including the solicitation of contributions from public and private sources wherever located; and

C. To do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the foregoing purposes of the Corporation.

In furtherance of the above and other related purposes, the Corporation shall be empowered to exercise all power and authority granted to it under the Delaware General Corporation Law, or otherwise, including, but not limited to, the power to (i) accept donations of money or property, whether real or personal, or any interest therein, wherever situated, (ii) maintain control and discretion over the use of funds received by the Corporation, and (iii) monitor the use of funds made available by the Corporation to assure that the funds are used in conformity with the intended purposes

#### ARTICLE IV MEMBERSHIP

The Corporation shall have one class of Members who shall be identified in the Bylaws of the Corporation or in accordance with a succession plan adopted by vote of the Members and on file with the records of the Corporation. This Article IV shall not be amended or revoked without further vote of the Members.

#### ARTICLE V STOCK

The Corporation shall have no capital stock.

#### ARTICLE VI DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all powers necessary or appropriate for the administration of the affairs of the Corporation and may perform all acts in furtherance thereof as are not forbidden to the Directors by law, this Certificate of Incorporation, or the Bylaws.

The manner of election or appointment of Directors shall be provided in the Bylaws. The number of members of the Board of Directors shall be set in the manner provided in the Bylaws, but in no event shall there be fewer than two (2) Directors.

#### ARTICLE VII BYLAWS

The internal affairs of the Corporation shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the business and affairs

of the Corporation in accordance with the Bylaws. The power to amend or repeal the Bylaws shall be vested in the Board of Directors except to the extent otherwise provided in the Bylaws or this Certificate of Incorporation.

#### ARTICLE VIII LIMITATIONS ON ACTIVITY

At all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, or any other provision of this Certificate of Incorporation:

A. The Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Code Sections 501(c)(3) and 170(c)(2), contributions to which are deductible for federal income tax purposes under Code Section 170(a)(1);

B. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, educational, scientific, environmental, religious, or literary within the meaning of Code Section 501(c)(3);

C. No substantial part of the activities of the Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation in any manner or to any extent (including by publication or distribution of statements) participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. To the extent that Code Section 501 is at any time amended to permit participation or intervention in a political campaign or to permit to a greater extent the carrying on of propaganda or otherwise attempting to influence legislation by an organization subject to its provisions, the Corporation shall be authorized to carry on such activities to the extent permitted by Section 501 as amended;

D. Pursuant to the prohibition contained in Code Section 501(c)(3), no part of the net earnings of the Corporation shall ever inure to the benefit of or be distributable to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III above; and

E. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation:

(1) Shall not engage in any act of self-dealing as defined in Code Section 4941;

(2) Shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Code Section 4942;

(3) . Shall not retain any excess business holdings as defined in Code Section 4943;

(4) Shall not make any investments in such a manner as to subject the Corporation to tax under Code Section 4944; and

(5) Shall not make any taxable expenditures as defined in Code Section 4945.

#### ARTICLE IX LIMITATION ON PERSONAL LIABILITY

The personal liability of the Directors of the Corporation is hereby eliminated to the fullest extent permitted by the General Corporation Law of Delaware, as the same exists or may hereafter be amended. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any act or omission on the part of such Director occurring prior to such amendment or repeal.

The private property, both real and personal, of the members of the Board of Directors and the officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

#### ARTICLE X INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended.

#### ARTICLE XI DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall:

A. Pay or make provision for the payment of all the Corporation's liabilities;

B. Return, transfer, or convey (or make provision therefor) all assets held by the Corporation upon condition requiring such return, transfer, or conveyance in the event of dissolution of the Corporation; and

C. Dispose of the Corporation's remaining assets exclusively for the purposes of the Corporation or distribute the assets to an organization or organizations organized and operated exclusively for charitable, educational, scientific, religious, or literary purposes as shall, at that time, qualify for exemption under Code Section 501(c)(3), as the Directors shall determine; provided that none of such assets shall be distributed to any corporation, fund, or foundation any part of whose net earnings inures to the benefit of or is distributable to any individual or any corporation for profit. Any such assets not so disposed of shall be disposed of by the circuit court of the city or county in which the principal office of the Corporation is then located, to be used

exclusively for purposes that are charitable, educational, scientific, religious, or literary within the meaning of Code Section 501(c)(3), or to an organization or organizations organized and operated exclusively for such purposes.

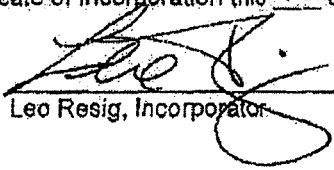
ARTICLE XII  
DEFINED TERMS

As used in this Certificate of Incorporation, the terms "Internal Revenue Code" and "Code" mean the United States Internal Revenue Code of 1986, as amended, and a reference to a provision of that Code shall be deemed to indicate the corresponding provision of any future United States Internal Revenue law.

ARTICLE XIII  
REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's Registered Office in the State of Delaware is to be located at: c/o A Registered Agent, Inc., 1521 Concord Pike STE 303, Wilmington, DE 19803, County of New Castle. The name of the Corporation's registered agent at such address is A Registered Agent, Inc.

I, THE UNDERSIGNED, being the Incorporator of the Corporation, hereby execute this Amended and Restated Certificate of Incorporation this 29<sup>th</sup> day of August, 2012.

  
\_\_\_\_\_  
Leo Resig, Incorporator

# **EXHIBIT 2**

**CHIVE CHARITIES: EIN: 45-5415041**  
**APPLICATION FOR RECOGNITION OF EXEMPTION – FORM 1023**

**EXHIBIT 2**

**Part II, Item 5, Part V, Item 5a**

**Bylaws**

**BYLAWS  
OF  
CHIVE CHARITIES**  
(a Delaware nonprofit nonstock corporation)



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# BYLAWS OF CHIVE CHARITIES

(a Delaware nonprofit nonstock corporation)

## ARTICLE I. OFFICES

Section 1. Principal Office. The corporation's principal office shall be located at 701 Ocean Front Walk, Unit 3, Venice, CA, 90291, or such other location as the governing body of the corporation, which shall be known as a "Board of Directors" or "Board" may from time to time determine.

Section 2. Other Offices. Branch or subordinate offices of the corporation may be established at any time by the Board at any place or places.

## ARTICLE II. MEMBERSHIP

Section 1. Members. The Corporation shall have one class of members selected as described in this Article II.

(a) Number. The authorized number of members of the corporation (each, a "Member" and, collectively, the "Members") shall be fixed at two or such other number as shall be fixed by a resolution adopted by the total number of Members.

(b) Term. Each of John Resig and Leo Resig shall be a Member. Each Member shall continue as such until the earlier of the Member's death or resignation.

(c) Resignation. A member may resign as such at any time by providing notice in writing or by electronic transmission to the corporation. Any such resignation shall be effective when delivered, unless the resignation specifies a later effective date or an effective date determined upon the occurrence of an event or events.

(d) Vacancies and Newly Created Memberships. Notwithstanding anything to the contrary set forth herein, any vacancy in the Members, either as a result of the death or resignation of any Member or an increase in the number of Members, may be filled by a majority of the Members, even though less than a quorum, or by a sole remaining Member. When one or more Members shall resign as such effective at a future date, a majority of the Members, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote thereon to take effect when such person(s) identified in accordance with any succession plan theretofore adopted

by the Members and on file with the records of the corporation and the total number of members shall automatically be increased or decreased to be equal to the Members so identified; *provided* that if no Members are so appointed, either because no such plan has been adopted and filed with the records of the corporation or because the sole person (or, if more than one, all of the persons) identified in such plan have notified the corporation he or she is, or they are, incapable or unwilling to serve as a Member, each person then in office as a director of a corporation shall automatically become a Member and the number of Members shall be increased or decreased accordingly.

Section 2. Meetings of Members; Quorum; Action. An annual meeting of Members for the election of directors shall be held on the first Tuesday in February at 10:00 a.m. (local time); *provided* that should such day fall upon a holiday observed by the corporation at its principal office, then such meeting shall be held at the same time on the next day thereafter ensuing which is a full business day. Special meetings of Members for any purpose or purposes may be called at any time by the Board, the President or a majority of the Members. Any such meeting may be held either within or without the State of Delaware on such date and at such time and place as are designated in the notice of the meeting. Notice of any meeting of Members shall state the date, time and place of the meeting, the purpose or purposes for which the meeting is called and shall otherwise be provided in like manner and upon like notice as provided for any special meeting of the Board. A majority of the Members shall constitute a quorum at any meeting of Members. The affirmative vote of a majority of the Members present in person or represented by proxy at any meeting of Members and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater number of Members is required by applicable law.

Section 3. Waiver of Notice. A waiver of notice of meeting by a Member provided to the corporation in writing or by electronic transmission, whether given before or after the meeting time stated in such notice, is deemed equivalent to notice. Attendance of a Member at a meeting is a waiver of notice of such meeting, except when the Member attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business at the meeting on the ground that the meeting is not lawfully called or convened.

Section 4. Action Without a Meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Members, may be taken without a meeting if all Members consent thereto in writing or by electronic transmission and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the Members in accordance with applicable law.

Section 5. Associates. Nothing in this Article II shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not Members, and no such reference shall constitute such person as a Member pursuant to the General Corporation Law of the State of Delaware (the "General Corporation Law").

Section 6. Amendment. This Article II shall not be amended or revoked without further vote of the Members.

### **ARTICLE III. DIRECTORS**

Section 1. Powers. Except as otherwise provided in the Certificate of Incorporation or by applicable law, the activities and affairs of the corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of, the Board of Directors.

Section 2. Number of Directors. Unless otherwise provided in the Certificate of Incorporation, the authorized number of directors shall be four (4), *provided that* the Board may from time to time establish by resolution a different number of authorized directors. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 3. Election and Term of Office. Directors shall be elected by the Members at each annual meeting of the Members. Each director shall remain in office until his or her successor is duly elected and qualified, or until his or her earlier death, resignation, retirement, removal or disqualification.

Section 4. Resignation. Any director may resign effective upon giving written notice to the Chairperson of the Board, if any, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. A director who has been declared of unsound mind by a final order of a court of competent jurisdiction shall, upon the entry of such order, cease to be qualified as a director. A director who has been convicted of a felony or been found by a final order or judgment of a court of competent jurisdiction to have breached any duty to the corporation arising pursuant to applicable law shall promptly tender such director's resignation, which resignation shall be contingent upon the acceptance thereof by the Board, acting upon the recommendation of the other directors.

Section 5. Place of Meeting. Meetings of the Board shall be held at any place within or without the State of Delaware which has been designated from time to time by the Board. In the absence of such designation, meetings shall be held at the principal office of the corporation.

Section 6. Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of officers and the transaction of other business. The annual meeting of the Board shall be held without call or notice immediately following the annual meeting of Members.

Section 7. Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates as may be fixed by the Board.

Section 8. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairperson of the Board, if any, the President, the Secretary, or any two directors.

Section 9. Notice of Meetings of Directors. Notice of any meeting of the Board shall be given to each Director in person or by telephone upon 24 hours' notice or in writing (by first-class mail or by facsimile, electronic mail or other means of electronic communication) upon three (3) days' notice. Any such notice given in writing shall be addressed to each director at such director's address as it is shown upon the records of the corporation or at the facsimile number, electronic mail address or other address as may have been given to the corporation by the director for purposes of such notice. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the U.S. mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means.

Section 10. Quorum; Acts of the Board.

(a) Except as otherwise provided by the Certificate of Incorporation, applicable law, or subsection (b) of this Section 10 of this Article III, (i) if the number of authorized directors is greater than two, a majority of the authorized number of directors shall constitute a quorum of the Board for the transaction of business, and (ii) if the number of authorized directors is two, all directors shall constitute a quorum for the transaction of business.

(b) In the event that one or more of the directors has advised the Board, prior to any act or decision of the Board, that he or she will abstain from the vote of the Board on such act or decision, the quorum for purposes of such act or decision of the Board shall be one-third of the authorized number of directors.

(c) Except as otherwise required by the Certificate of Incorporation or applicable law, every act or decision done or made by a majority of the directors constituting a quorum for purposes of such act or decision shall be regarded as the act of the Board.

Section 11. Participation in Meetings by Conference Telephone. Members of the Board, or any committee designated by the Board, may participate in a meeting thereof by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 11 shall constitute presence in person at such meeting.

Section 12. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 13. Action Without Meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if all members of the Board or such committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee in accordance with applicable law.

Section 14. Rights of Inspection. Every 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 the corporation of which such person is a director.

Section 15. Committees. Except as otherwise provided herein, the Board may appoint one or more committees, each consisting of one or more directors, and delegate to any such committee any of the authority of the Board, except with respect to any matter that requires for its approval a vote of the Members under the General Corporation Law or the amendment, alteration or repeal of these Bylaws or the adoption of new bylaws.

Section 16. Advisory Committees. From time to time, the Board may appoint one or more persons to one or more Advisory Committees to perform such tasks as evaluating grant recipients, investigating the qualifications and credibility of such grantees, determining the community need that the grantee fulfills and the grantee's effectiveness in fulfilling such need, and acting as a liaison between the corporation and the community. No such Advisory Committee shall hold itself out as an agent of the corporation, nor shall any such committee have the power to take corporate action or otherwise bind the corporation in any respect.

Section 17. Fees and Compensation. Directors may receive such reasonable compensation, if any, for serving as director, and reimbursement for expenses, as may be fixed or determined by the Board. Nothing herein shall preclude any Director from serving the corporation in any other capacity and receiving compensation therefor as authorized by the Board.

## **ARTICLE IV. OFFICERS**

Section 1. Officers. The officers of the corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person.

Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5



of this Article IV, shall be chosen annually by, and shall serve at the pleasure of, 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.

Section 3. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the activities and affairs of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation. 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. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer. Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, *provided* that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. Chairperson of the Board. The Chairperson of the Board, if there is 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 assigned by the Board.

Section 7. President. Subject to such powers, if any, as may be given by the Board to the Chairperson of the Board, if there is such an officer, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the corporation. In the absence of the Chairperson of the Board, or if there is none, the President shall preside at all meetings of the Board. 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.

Section 8. Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and

perform such other duties as from time to time may be prescribed for them respectively by the Board.

**Section 9. Secretary.** The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office of the corporation the original or a copy of the corporation's Certificate of Incorporation 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, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

**Section 10. Treasurer.** The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all 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.

## **ARTICLE V. FINANCIAL OVERSIGHT**

**Section 1. Appointment of an Audit Committee.** In a fiscal year in which the corporation's gross revenue is \$2,000,000 or more, the corporation shall appoint an audit committee (the "Audit Committee"). Such \$2,000,000 threshold excludes grants received from, and contracts and services with, governmental entities for which the governmental entity requires an accounting of funds received.

(a) **Members.** The Audit Committee may include non-Board members, but it may not include any members of the staff, the President or the Treasurer (or any officer having like duties). If the corporation has a Finance Committee, it shall be separate from the Audit Committee. The Audit Committee may include members of the Finance Committee, but such overlapping members shall constitute less than half of the Audit Committee and the chairperson of the Audit Committee may not be a member of the Finance Committee. Any person who has any material financial interest in any entity doing business with the corporation may not serve on the Audit Committee. Each member of the Audit Committee shall serve as such until such member's successor shall be appointed by the Board. In the event that any member of the Audit Committee shall resign, the vacancy caused thereby shall be filled by the Board. The Audit

Committee may consist of one or more persons (Board members or non-Board members), as determined from time to time by the Board.

(b) Duties of the Audit Committee. Subject to the supervision of the Board, the Audit Committee shall have the following responsibilities:

(i) To make recommendations to the Board regarding the appointment, retention, and termination of the independent auditor for the corporation;

(ii) To negotiate the auditor's compensation, subject to the oversight, control and final approval of the Board;

(iii) To confer with the auditor to satisfy its members that the financial affairs of the corporation are in order;

(iv) To review the audit prepared by the auditor and recommend to the Board whether to accept such audit; and

(v) To determine whether any non-audit services performed by the auditor conform to the applicable independent standards and to make a recommendation to the Board whether to approve such non-audit services.

(c) Compensation. No member of the Audit Committee, as such, shall receive compensation for serving on the Audit Committee. An Audit Committee member may be reimbursed for reasonable expenses incurred in the performance of specific duties as a member of the Audit Committee.

(d) Quorum, Meetings of the Audit Committee, Records of the Audit Committee. Determinations of quorum, procedures for meetings, and records of the Audit Committee shall be as set forth in the charter of the Audit Committee approved by the Board.

(e) Control by the Board. The Audit Committee shall be subject at all times to the control of the Board.

Section 2. Financial Statements Must Be Made Available. If the corporation prepares an audited financial statement, such audited financial statement shall be made available for inspection by the California Attorney General and by all members of the public no later than nine months after the close of the relevant fiscal year in the same manner as the corporation's Internal Revenue Service Form 990. Each annual financial statement shall be made available to the public for three years.

Section 3. Executive Compensation Review and Approval. The Board, or any authorized committee of the Board, shall review and approve the compensation, including benefits, of the President and the Treasurer (or any officer having like duties) to ensure that each such officer's compensation is just and reasonable. Such review and approval shall occur when the officer is initially hired, whenever the officer's term of

employment is renewed or extended, and when the officer's compensation is modified, unless such modification applies to substantially all employees.

## **ARTICLE VI. OTHER PROVISIONS**

Section 1. 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 executed or entered into between the corporation and any other person, when signed by the President (acting alone) or the Secretary and the Treasurer (acting together), shall be valid and binding on the 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. Any such instruments may be signed by any other 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 shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the 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 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained under the General Corporation Law shall govern the construction of these Bylaws.

Section 4. Amendments. Except as otherwise specifically provided herein, these Bylaws may be amended or repealed by the approval of the Board or by the Members.

Section 5. Books and Records, Fiscal Year. The corporation's books and records, together with all of the documents and papers pertaining to the business of the corporation, shall be kept and maintained at the principal office of the corporation. The fiscal year of the corporation shall end on December 31, unless otherwise provided for by the Board, and the books and records of the corporation shall be kept on a fiscal year basis and shall reflect all the transactions of the corporation and be appropriate and adequate for the corporation's business.

## **ARTICLE VII. CONFLICT OF INTEREST POLICY**

Section 1. Purpose. The purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or

arrangement that might benefit the private interest of an officer or director of the corporation 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 conflict of interest applicable to nonprofit and charitable organizations.

## Section 2. Definitions.

(a) Interested Person. Any director, trustee, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,

(ii) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

(c) Compensation. 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 and may not be material. Under Section 3(b) below, a person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.

## Section 3. Procedures.

(a) 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 directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

(b) 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 determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

(i) 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.

(ii) The Board or Chair or the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the Board or committee shall determine whether the corporation 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.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts 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. 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 conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the Board and all committees with Board delegated powers 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 content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 5. Compensation Matters.**

(a) A voting member of the Board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

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

(c) No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 6. Annual Statements.** Each director, trustee, principal officer, and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the conflicts of interest policy;

(b) Has read and understands the policy;

(c) Has agreed to comply with the policy; and

(d) Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 7. Periodic Reviews.** To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Section 8. Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 7 above, the corporation 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.

## **ARTICLE VIII. INDEMNIFICATION**

**Section 1. Definitions.** For the purposes of this Article VIII, "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under this Article VIII.

**Section 2. Indemnification in Actions by Third Parties.** The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought pursuant to applicable 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 the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

**Section 3. Indemnification in Actions by or in the Right of the Corporation.** The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought pursuant to applicable 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 the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

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



person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify 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 expense 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 4. Indemnification Against Expenses. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article VIII 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 5. Required Determinations. Except as provided in Section 4 of this Article VIII, any indemnification under this Article VIII shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article VIII, by a majority vote of a quorum consisting of directors who are not parties to such proceedings, or, if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion.

Section 6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII.

Section 7. Forms of Indemnification not Permitted. No indemnification or advance shall be made under this Article VIII except as provided in Sections 4, in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Certificate of Incorporation, these Bylaws, 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 8. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's

status as such whether or not the corporation would have the power to indemnify the agent against such liability pursuant to applicable law, the Certificate of Incorporation, or these Bylaws.

Section 9. Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article VII does not apply to any proceeding against any trustee, investment manager, or other fiduciary of any employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article VIII. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by applicable law.

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**CERTIFICATE OF SECRETARY**

**OF**

**CHIVE CHARITIES**

(a Delaware nonprofit nonstock corporation)

I hereby certify that I am the duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprising 15 pages, constitute the Bylaws of said corporation as duly adopted by the Action by Incorporator on 8/24, 2012.

  
\_\_\_\_\_  
Brian Mercedes, Secretary

# **EXHIBIT 3**

**CHIVE CHARITIES: EIN: 45-5415041**  
**APPLICATION FOR RECOGNITION OF EXEMPTION – FORM 1023**

**EXHIBIT 3**

**Part IV, Part VI, Items 1a-b, Part VIII, Items 13a and g**

**Statement of Activities**

**I. Background**

Chive Charities (the "Charity") was established as an outgrowth of the charitable activities of theCHIVE, which is a for profit organization extensively involved in philanthropy. The activities of the for profit organization are provided as background only. The Charity will identify classes of charitable need, then determine recipients who fall within those classes and objectively determine grantees based on specified criteria, in accordance with the IRS's charitable class requirements ensuring that there is no improper benefit to individuals.

theCHIVE was established as an entertainment website in November 2008, but quickly grew into an online community of individuals who regularly visit theCHIVE website and call themselves "Chivers." Since theCHIVE's inception, Chivers have been reaching out to theCHIVE staff with requests to help raise awareness and obtain financial support for specific charitable causes. To date, most of the requests have been for financial assistance for (i) sick or disabled individuals in need of medical care, (ii) disabled veterans returning from war and in need of quality of life enhancements, and (iii) underfunded special needs education initiatives.

In response to the Chivers' numerous requests to help those who are in need of assistance, theCHIVE has run several campaigns to support the charitable causes described above. Each campaign resulted from a rigorous selection process by theCHIVE staff, which reviewed each request and decided to assist those individuals and organizations that, in their view, were most in need of financial support. The selection process included review of a written application describing the individual's or entity's story and the items for which they needed financial assistance (i.e., medical procedures, equipment, etc.) theCHIVE staff also reviewed supporting documentation, including medical bills, doctors and therapists reports, financial information, and made site visits or phone calls to the individual, physicians, and therapists.

**II. Examples of theCHIVE's Past Charitable Activities**

**• Lilli Wilson**

Lilli Wilson suffers from Smith-Magenis Syndrome ("SMS"), which is a rare developmental and sensory disorder that causes Lilli to self-inflict serious injury with everyday household objects. Lilli's mother contacted theCHIVE to request assistance because the family could not afford to purchase a custom bedroom to keep Lilli from hurting herself. After verifying information on Lilli's application, theCHIVE staff posted Lilli's story on theCHIVE website and requested donations to purchase the custom bedroom for Lilli. theCHIVE received over \$34,000 in two hours, which it used to purchase the custom made bedroom from a special needs living space engineering firm. This charitable campaign changed Lilli's life and raised awareness for SMS. It should be noted that Lilli lives in Canada and would not be an eligible grantee of the Charity even assuming that all other criteria for a grant were satisfied.

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- Navy Technician Taylor Morris

Taylor Morris served as an explosive ordinance disposal specialist (disarming bombs) for the Navy. While clearing a path for Army Special Forces in Afghanistan in May, Taylor stepped on a roadside bomb. In the explosion, Taylor lost both of his legs, his left arm, and his right hand. Taylor was treated in Afghanistan and at Walter Reed Medical Academy, and is the 5<sup>th</sup> person to survive becoming a quad-amputee as a result of a military injury. Although the military paid Taylor's medical expenses, he needs a place to live while he recuperates and rehabilitates. To that end, theCHIVE ran a campaign to raise funds to build a log-cabin near Taylor's childhood home. Within two days theCHIVE raised \$250,000, all of which will be used to build Taylor's new home.

**III. The Charity's Planned Operations**

The Charity is organized and operated exclusively to raise money and awareness for (i) sick and/or disabled individuals in need of financial assistance for medical treatment and/or quality of life enhancements, (ii) disabled veterans returning home from war in need of financial assistance for quality of life enhancements, and (iii) underfunded special needs education initiatives (each a "Charitable Class" and collectively, the "Charitable Classes").

A request for assistance may be submitted by the person or entity in need of the funds (the "grantee"), or a person who is close to a potential grantee, for example, a friend, family member, co-worker, acquaintance, or a parent whose child is benefitted by the special needs education initiative. All potential grantees must go through a strict vetting process to verify their circumstances and financial need. Once potential grantees are identified, the Charity anticipates conducting one or two charitable campaigns per month. Each such campaign will raise funds to assist the grantee with pre-approved medical expenses, quality of life enhancements or special needs educational expenses and, in the process, will also raise awareness of the grantee's cause so that other individuals and entities with similar struggles may benefit from each campaign. Grantees will be selected through a rigorous application, vetting, and selection process described below.

**a. Application Process**

An online charitable campaign application must be submitted by or on behalf of each potential grantee (a sample application form is attached at Exhibit 9) along with all available information that may be used to verify the potential grantee's condition and financial need. All potential grantees must be U.S. citizens and residents and must fall within one of the Charitable Classes. Any employee, director, or officer of the Charity or theCHIVE and any person related or married to any such individual is ineligible for assistance from the Charity.

**b. Vetting Process**

Once an application is received, the Charity's staff will review the application along with all supporting information.

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Supporting information requested for individual grantees suffering from a medical condition or illness may include:

- Copy of valid diagnosis from doctor.
- Copies of medical bills.
- Copies of medical insurance paperwork, including claims and the results of such claims.
- List of surgeries, rehabilitation, and quality of life items which are necessitated by illness or medical condition and cost of each item on the list.
- Photographs of potential grantee.
- Thorough explanation of potential grantee's circumstances and why assistance is required.
- Telephone call or site visit with potential grantee.
- Telephone call with doctors, psychologists or other medical professionals about potential grantee and necessity of procedures and quality of life enhancements for grantee.

Supporting information requested for wounded and/or disabled veterans may include:

- Thorough explanation of the individual's circumstances and need for assistance.
- List of items needed and cost of each item.
- Photographs of individual before and after the accident.
- Telephone call or site visit with potential grantee.
- Telephone call with doctors, psychologists or other medical professionals about potential grantee's condition.

Supporting information requested for independent and/or underfunded special needs education initiatives may include the following:

- Thorough explanation of cause and why assistance is needed.
- List of items for which initiative needs funding and cost of each item.
- Financial statements.
- Photos of past educational programming activities and facilities used for such programming.
- Site visit or phone call with potential grantee and its founders/staff.
- Visit or phone call with doctors, psychologists or educational specialists about potential grantee and its programming.

**c. Selection Process**

After the Charity's staff reviews each application and supporting information, it will compile a list of proposed grantees to submit to the Charity's board of directors (the "Board") for review and

**CHIVE CHARITIES: EIN: 45-5415041**  
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selection. Each month, the Board will select one or two grantees for a charitable campaign based on two main criteria: (1) the potential grantee's level of financial need, and (2) lack of public awareness of the potential grantee's cause (i.e., the grantee's illness, disability, or education program). Potential grantees who are not selected for a campaign but qualify for assistance based on the Charity's stated criteria may nonetheless receive monetary assistance from the Chive Fund (described below) or from contributions to a campaign that benefits a grantee in the same Charitable Class to the extent such contributions exceeded that campaign's funding goal (also described below).

**d. Fundraising, Distribution of Funds and Other Charitable Activities**

- **Charitable Campaigns**

Each grantee selected for a campaign will be the subject of a specific fundraising campaign on theCHIVE website. The grantee's story will be posted on theCHIVE's homepage and will include photos, videos, and information about the grantee. Visitors to theCHIVE website will donate through the Charity's donation processing system.

Each campaign will have a funding goal and a donation ceiling. The funding goal is the amount that the grantee needs, as determined by the Charity, for specific, approved expenses due to his or her illness or disability, or, in the case of a special needs education initiative, for the specific programming for which it requested funds. This goal is set by the Board based on objective information, including lists of expenses and copies of bills submitted with the grantee's application. Depending on the circumstances of the grantee, the goal will be set at or below the amount needed to cover the items on the grantee's expense list. Donations received in excess of the funding goal may, in the discretion of the Charity, be used for additional expenses incurred by the grantee and approved by the Board. The balance of the funds will be distributed to (i) other potential grantees in the same Charitable Class for pre-approved medical, quality of life or education expenses, or (ii) the Chive Fund, which is described below. The campaign site will inform donors that funds in excess of the funding goal will be used for such purposes.

The donation ceiling will be set at no more than 200% of the funding goal. Once a donation ceiling is reached, the campaign will be closed and donors will be redirected to donate to the Chive Fund to assist individuals or entities with similar needs.

Each charity campaign web page will post real-time progress of donations, funding goals, information about the campaign, and information about the items purchased with donated funds. After the close of a campaign, the Charity, if possible, will purchase the pre-approved items and pay the pre-approved expenses on behalf of the grantee. If any portion of the funds must instead be distributed directly to the grantee or the grantee's family, the Charity will write checks directly to such individuals on the condition that they provide proof that they purchased the agreed items and paid the agreed bills. Grantees will also be required to complete a grant agreement acknowledging that all funds will be used for the charitable purposes described in the grantee's application and approved by the Charity (Form of Grant Agreement at Exhibit 10). The Charity will post follow-up photographs and stories on the grantees' progress and will maintain records for each grant containing: (i) the name and address of the grantee, (ii) the



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amount distributed to or on behalf of the grantee, (iii) the purpose for which aid was given, and (iv) the manner in which the grantee was selected.

The Charity's first planned campaign is for Zoe Lush. Zoe is 2 years old and suffers from Osteogenesis Imperfecta (Brittle Bone Syndrome). Zoe has broken over 40 bones in the past 20 months. In order to use a wheelchair in the future, Zoe needs a series of surgeries to insert metal rods into her delicate bones. The wheelchair and surgeries will cost more than \$60,000, which her parents cannot afford.

Zoe and her family have already completed the vetting process and, once the Charity is fully operational, it will run a campaign to raise funds to pay for medical procedures and equipment that Zoe needs. Contributions up to the funding goal will be used to pay medical expenses approved by the Charity. Amounts in excess of the funding goal may be paid, in the discretion of the Board, to (i) Zoe's family or medical providers for additional expenses arising from of Zoe's condition, (ii) other ill or disabled grantees for medical expenses or quality of life enhancements approved by the Board, or (iii) to the Chive Fund.

- The Chive Fund

The Chive Fund will serve the following two purposes: (1) to support the Charity's charitable purposes (i.e., to provide funds to individuals and entities in need of assistance and who completed the application and vetting process, but were not the subject of a specific charitable campaign), and (2) to pay for the Charity's operating expenses.

The Chive Fund will receive support from 1) contributions to campaigns in excess of the campaign funding goal, 2) contributions from donors who wish to contribute to the Chive Fund to benefit the charitable causes it supports, and 3) T-shirt sales in connection with a commercial co-venture with The Chivery described in Exhibits 7 and 8.

Donors contributing directly to the Chive Fund will be informed of the purposes of the Chive Fund, and will be given the option to make a one-time donation or sign up to make monthly recurring donations.

- Raising Public Awareness for Specific Causes

The Charity also plans to raise awareness for various medical conditions and educational initiatives by posting stories about individuals and organizations on its website. No funds will be solicited or granted and, therefore, the subjects of such stories will be subject to a less restrictive vetting process similar to the process described above to confirm the truthfulness of each story.

For example, theCHIVE often receives requests to publish the stories of those who are suffering from various medical conditions without a request for financial assistance. Such individuals simply want to raise awareness of their condition and to perhaps connect with others facing similar situations.

# **EXHIBIT 4**

**CHIVE CHARITIES: EIN: 45-5415041**  
**APPLICATION FOR RECOGNITION OF EXEMPTION – FORM 1023**

**EXHIBIT 4**

**Part V, Items 1a, 2a, 3a, and 4**

**Names, titles, addresses, compensation, qualifications, and family and business relationships of directors and officers**

**Leo Resig:**

Position: Member, Director and President  
Address: 701 Ocean Front Walk, Unit 2  
Venice, CA 90291  
Qualifications: Leo Resig is the co-founder and CEO of Resignation Media, which owns and operates a family of photo-centric websites. Mr. Resig graduated from Indiana University with a degree in Management.  
Average Hours: 20 hours/month  
Duties: Responsible for oversight of the Charity's activities, administration, selecting grantees for charitable campaigns, and marketing.  
Compensation: Leo Resig will serve without compensation.  
Business Relationship: Leo Resig is a co-founder of Resignation Media, of which John Resig is also a co-founder. Brian Raymond provides legal services to Resignation Media.  
Family Relationship: Leo Resig is the brother of John Resig, and the brother-in-law of Brian Mercedes.

**John Resig:**

Position: Member, Director and Treasurer  
Address: 701 Ocean Front Walk, Unit 2  
Venice, CA 90291  
Qualifications: John Resig is the co-founder and President of Resignation Media, which owns and operates a family of photo-centric websites, and the founder of Upcoming Artists Media. Mr. Resig graduated from Hanover College with a degree in English and Theater.  
Average Hours: 20 hours/month  
Duties: Responsible for oversight of the Charity's activities, administration, selecting grantees for charitable campaigns, and marketing.  
Compensation: John Resig will serve without compensation.  
Business Relationship: John Resig is a co-founder of Resignation Media, of which Leo Resig is also a co-founder. Brian Raymond provides legal services to Resignation Media.  
Family Relationship: John Resig is the brother of Leo Resig and the brother-in-law of Brian Mercedes.

**CHIVE CHARITIES: EIN: 45-5415041**  
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**EXHIBIT 4 (continued)**

**Brian Mercedes:**

Position: Director, Secretary and Executive Vice President  
Address: 701 Ocean Front Walk, Unit 2  
Venice, CA 90291

Qualifications: Brian Mercedes formerly served as a financial analyst and project manager for Ecolab, Inc. Mr. Mercedes graduated from the University of Dayton where he earned a degree in marketing.

Average Hours: 40 hours/week

Duties: Responsible for oversight of the Charity's activities, operations, administration, and hiring of consultants.

Compensation: Brian Mercedes will receive annual compensation of \$71,000 per year to serve as Secretary and Executive Director of the Charity. Mr. Mercedes' compensation was determined by conducting a survey of compensation paid to officers with similar roles and responsibilities at similarly situated organizations. The Charity's Board will set Mr. Mercedes annual compensation as follows: the Board will form an Executive Committee for the purpose of reviewing Mr. Mercedes' compensation (and the compensation of any employee hired in the future, if any). On an annual basis, Mr. Mercedes will complete a self-assessment based on professional and organization goals set at the beginning of the year. The Executive Committee will distribute a copy of the self-assessment to the entire Board and the Board will also evaluate Mr. Mercedes' performance. The Chair of the Board and Mr. Mercedes will meet to review the assessment, the evaluation and Mr. Mercedes' compensation for the upcoming year. After that meeting, all members of the Board, excluding Mr. Mercedes, will meet to determine Mr. Mercedes' salary. All documents regarding Mr. Mercedes' performance and compensation will be maintained in the Charity's personnel file along with a document authorizing Mr. Mercedes salary signed by the Executive Committee. In determining Mr. Mercedes' annual compensation, the Board will adhere to the conflict of interest policy set forth in the Bylaws and Mr. Mercedes will not participate in any Board decision to determine his salary.

Business Relationship: None.

Family Relationship: Brian Mercedes is the brother-in-law of Leo Resig and John Resig.

**CHIVE CHARITIES: EIN: 45-5415041**  
**APPLICATION FOR RECOGNITION OF EXEMPTION – FORM 1023**

**EXHIBIT 4 (continued)**

**Brian Raymond:**

Position:	Director
Address:	701 Ocean Front Walk, Unit 2 Venice, CA 90291
Qualifications:	Brian Raymond is the owner and founder of the Law Office of Brian G. Raymond. In addition, Mr. Raymond is a former Vice President of Business and Legal Affairs at 3 Ball Productions. Mr. Raymond graduated from California Western Law School and Purdue University.
Average Hours:	5 hours/month
Duties:	Responsible for legal advice on compliance issues.
Compensation:	Brian Raymond will serve without compensation.
Business Relationship:	Brian Raymond provides legal services to Resignation Media, which was co-founded by Leo Resig and John Resig. Brian Raymond will not be providing compensated legal services to the Charity.
Family Relationship:	None.

# **EXHIBIT 5**

**CHIVE CHARITIES: EIN: 45-5415041**  
**APPLICATION FOR RECOGNITION OF EXEMPTION – FORM 1023**

**EXHIBIT 5**

**Part V, Item 9a**

**Sublease Between Chive Charities and Resignation Media**

The Charity has subleased office space from Resignation Media ("Resignation"), a for profit entity in which each of Leo Resig and John Resig owns a 40% interest. The Charity and Resignation executed a sublease agreement for a one-year term (the "Agreement"). Pursuant to the Agreement, the Charity will remit to Resignation one-half of the monthly rent (\$4,250) for the use of one-half of Resignation's office space located at 701 Ocean Front Walk. A copy of the Agreement is attached as Exhibit 6.

# **EXHIBIT 6**



**CHIVE CHARITIES: EIN: 45-5415041**  
**APPLICATION FOR RECOGNITION OF EXEMPTION – FORM 1023**

**EXHIBIT 6**

**Part V, Item 9a**

Sublease Agreement between Chive Charities and Resignation Media

## Commercial Sublease Agreement

This Sublease Agreement is made between the Tenant Resignation Media  
and the Subtenant Chive Charities on this date 7/1/2012.

The Tenant hereby agrees to sublease, and the Subtenant agrees to rent the following Premises:

Street Address: 701 Ocean Front Walk Unit #2, Venice, California 90291

Premises Description: Lower level of two level unit

The Tenant and Landlord Venice Beach Partner's Inc entered into a lease agreement for the Premises described above which began on the 4th day of June, 2012, (herein referred to as the "Master Lease"). A copy of the Master Lease is attached to this Sublease Agreement.

### 1. TERM:

This sublease term shall begin on 7/1/2012 and end on 7/31/2013.

The Subtenant shall have the option to renew this sublease for one extended term of 24 months. If the Subtenant chooses to extend the sublease, he/she has to give a written notice to the Tenant 30 days before the initial sublease term expires. If the sublease is renewed, it shall bear the same terms, conditions and provisions contained in this commercial sublease agreement.

### 2. RENT:

The Subtenant agrees to pay the Tenant an amount of \$ 4,250.00 per month as rent on or before the 3rd day of each month.

### 3. SECURITY DEPOSIT:

The Subtenant shall deposit an amount of \$ 0 to be held by the Tenant as security deposit. The Tenant shall have the right to make deductions from this security deposit for any payments due and to make good on any default of this Commercial Sublease Agreement by the Subtenant.

Upon the termination of this Sublease Agreement, the Tenant shall refund any remaining amount of this security deposit to the Subtenant.

### 4. MASTER LEASE:

The Subtenant is subject to all terms and conditions of the Master Lease, except for the terms in the Master Lease which are directly contradicted by this Sublease Agreement. In such an event, the terms of this Sublease Agreement shall control over the Master Lease.

Furthermore, the Subtenant agrees to fully and timely perform all of the Tenant's duties and obligations under the Master Lease. The Subtenant also agrees to hold the Tenant harmless from all liability, judgments, costs, damages, claims or demands arising out of the Subtenant's failure to comply with the Master Lease.

The Tenant hereby represents to the Subtenant that there is no existing default of the Master Lease by any party.

5. CONDITION OF PREMISES:

The Subtenant has inspected the Premises, and has accepted the Premises and all existing improvements in their present condition, on an "as-is" basis. Upon the commencement of this sublease term, the Tenant shall not be required to make any repairs or improvements for the benefit of the Subtenant, but this does not relieve the Tenant of any obligations to the Landlord under the Master Lease.

6. USE OF PREMISES:

The Subtenant shall only use and occupy the Premises for the following purpose(s):

Office use

The Premises may not be used for any other purpose and the Tenant hereby represents that the Premises may be lawfully used for the purpose(s) described above.

7. ASSIGNMENT AND SUBLET:

The Subtenant shall not assign this sublease or sublet any part of the Premises without the Tenant's written consent. The Tenant agrees not to withhold such consent unreasonably.

8. LEGAL FEES:

If any party takes legal action to enforce any of the terms of this Sublease Agreement, the losing party shall pay the attorney fees for the prevailing party in addition to all other relief.

9. ADDITIONAL TERMS AND CONDITIONS:

Tenant Name: Leo Resig

Tenant Signature: 

Date: 8/27/12

Subtenant Name: Brian Mercedes

Subtenant Signature: 

Date: 8/27/12

# **EXHIBIT 7**

**CHIVE CHARITIES: EIN: 45-5415041**  
**APPLICATION FOR RECOGNITION OF EXEMPTION – FORM 1023**

**EXHIBIT 7**

**Part VIII, Items 4a - e**

**Sources of Financial Support**

The Charity will raise funds in the following manner:

- Acceptance of Donations on its Website – As part of the Charity's fundraising campaigns it will accept donations on its website. Donors may be directed to the Charity's website from theCHIVE's website, or may enter the Charity's website directly. Donors may make a one-time donation or may become a member, in which case the donor commits to making recurring contributions on a periodic basis. To encourage donations, the donor may receive benefits such as the Charity's newsletters outlining campaign results, free low-cost merchandise, and dinner with the cofounders of theCHIVE, depending on the amount of the donation or level of commitment. Prior to making a contribution, each donor will be informed that any income tax deduction for the charitable contribution must be reduced by the fair market value of the benefit received in return and the quid pro quo amount will be provided.
- Email Solicitation – The Charity will send a monthly newsletter to donors to highlight campaign achievements and solicit donations for upcoming campaigns.
- Commercial Co-Venture with The Chivery (a separate entity that sells articles of clothing and other items, some of which bear theCHIVE logo, on theCHIVE website) – The Chivery will sell T-shirts to benefit the Charity. The Chivery will retain 50% of the proceeds from T-shirt sales, which is the approximate cost of manufacturing and overhead, including materials, design, and labor. The Chivery will donate the balance of the sales proceeds (50%) (in other words, 100% of the net proceeds) to the Chive Fund. The website will expressly state that The Chivery will donate 50% percent of proceeds from T-shirt sales to the Chive Fund. The Charity will enter into a Commercial Co-Venture agreement with The Chivery in the form attached at Exhibit 8.
- Foundation Grant Solicitations – The Charity may apply for grants from private foundations.

# **EXHIBIT 8**

**CHIVE CHARITIES: EIN: 45-5415041**  
**APPLICATION FOR RECOGNITION OF EXEMPTION – FORM 1023**

**EXHIBIT 8**

**Part VIII, Items 4a-b**

Commercial Co-Venture Agreement between the Charity and The Chivery.

## **Commercial Co-Venture Agreement**

**"Effective Date":** August 24, 2012

**"Charity":** Chive Charities

**"Company":** The Chivery

**"Co-Venture":** The Company designs T-shirts that are sold on its website. The Company will donate 100% of net sales proceeds (after deducting sales tax, if any, and manufacturing costs, estimated to be 50% of the sales price) from T-shirt sales to the Charity and such information will be represented to the public on the Company's website.

**"Charitable Proceeds":** The Charitable Proceeds will consist of the sales price less manufacturing costs and sales tax, if any from T-shirt sales.

This Commercial Co-Venture Agreement (this "Agreement") is executed by and between Charity and Company as of the Effective Date.

### **Recitals**

A. **Whereas**, Company intends to conduct the Co-Venture, to distribute the Charitable Proceeds to Charity, and to represent to the public that the Charitable Proceeds will be distributed by Company to Charity;

B. **Whereas**, Charity desires to accept the Charitable Proceeds in accordance with this Agreement; and

C. **Whereas**, Company and Charity desire to comply with section 12599.2 of the California Government Code.

### **Agreement**

**Now, therefore**, in consideration of the mutual agreements set forth herein, in reliance upon said agreements, and for other good and valuable consideration, Company and Charity hereby agree as follows:

1. Company agrees to distribute the Charitable Proceeds to Charity.
2. Company is permitted to inform and represent to the public that the Charitable Proceeds are being distributed to Charity ("Representation"), provided that any such Representation accurately reflects the contribution actually received by Charity.
3. The Charitable Proceeds shall be due and payable no later than ninety (90) days after received by the Company. Except as otherwise agreed by the parties in writing, any such payment shall be made in United States Dollars.
4. Company shall provide Charity with a written accounting of the Charitable Proceeds (including without limitation, any funds, assets, or property received by Charity in connection with the Charitable Proceeds) sufficient to enable Charity to determine that the Representation has been adhered to accurately and completely and to allow Charity to prepare



its periodic report filed with the Attorney General pursuant to section 12586 of the California Government Code.

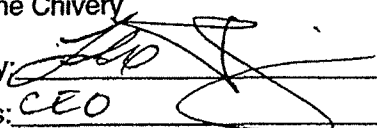
5. This Agreement shall be subject to the laws of the State of California, and shall be binding on the parties and their respective successors, heirs, and assigns. Company and Charity represent that they have the authority to enter into this Agreement and that the signatures hereto are duly authorized.

In witness whereof, the parties hereto have executed this Agreement as of the Effective Date.


**COMPANY:**

**CHARITY:**

The Chivery

By:   
Its: CEO

Chive Charities

By:   
Its: Executive Director

# **EXHIBIT 9**

**CHIVE CHARITIES: EIN: 45-5415041**  
**APPLICATION FOR RECOGNITION OF EXEMPTION – FORM 1023**

**EXHIBIT 9**

**Part VIII, Item 13f**

The Charitable Campaign Application Form.

**CHARITABLE CAMPAIGN APPLICATION**

Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

<b>Your Name:</b>	<b>Phone #:</b>	<b>Address:</b>
<b>Email:</b>		

<b>Who will be the potential Grantee of your charitable request? (Check all that apply)</b>  <input type="checkbox"/> Me and/or my family <input type="checkbox"/> An individual / family in need <input type="checkbox"/> A US armed forces veteran  <input type="checkbox"/> An independent or underfunded initiative	<b>What is your relationship to the potential Grantee?</b>
---	--

Fill in this section only if you did not select 'Me and/or my family' to the previous question	<b>Potential Grantee Name:</b>	<b>Potential Grantee Address:</b>
	<b>Potential Grantee Phone #:</b>	

Which of the following best describe what you would like to accomplish with this request?  
(Check all that apply)

- |   |   |
|---|---|
| <input type="checkbox"/> Raise Awareness              | <input type="checkbox"/> Request Volunteers             |
| <input type="checkbox"/> Solicit Charitable Donations | <input type="checkbox"/> Activate community for a cause |
| <input type="checkbox"/> Inspire                      | <input type="checkbox"/> Other (Please Explain) _____   |

Is the potential Grantee of this charitable cause suffering from some sort of medical condition?

Yes

☐

No / Not applicable

☐

If yes, what condition: \_\_\_\_\_

\*If 'yes', please be prepared to send us a valid doctor's diagnosis

**Charitable Donations** (Fill out only if you are soliciting charitable donations)

Have funds been raised for this cause already?	Yes <input type="checkbox"/>	No <input type="checkbox"/>	What is your monetary goal? (Dollar amount)
If 'yes', how much has been raised in donations already and through which channels?			

What will the donations be used for? (List all items and a \$ amount for each)

Items	Item Cost
1)	
2)	
3)	
4)	
5)	

Please explain a little more about your cause:

--

# **EXHIBIT 10**

**CHIVE CHARITIES: EIN: 45-5415041**  
**APPLICATION FOR RECOGNITION OF EXEMPTION – FORM 1023**

**EXHIBIT 10**

**Part VIII, Item 13f**

Form of Grant Agreement between Charity and Grantee.

## CHIVE CHARITIES GRANT AGREEMENT

Chive Charities ("Grantor") agrees to make the following grant, and \_\_\_\_\_ ("Grantee") agrees to accept such grant, in accordance with the terms below (this "Grant Agreement") effective as of the date of the last signature below:

1. **Grant:** Grantor hereby gives \$\_\_\_\_\_ (the "Grant") to Grantee to be used exclusively for the purposes described in paragraph 2 below. The Grant shall be payable (a) within **[Enter Amount of Time]** of receipt by Grantor of a fully executed copy of this Grant Agreement or (b) in **[Enter Number]** equal installments over a **[Enter Time (i.e., month/year)]** period. At Grantor's discretion, the entire Grant or (any portion thereof) may be prepaid. No interest shall accrue on any unpaid balance.
2. **Use of Grant:** Grantee hereby agrees to use the Grant exclusively for the purposes described in the Charitable Campaign Application submitted by the Grantee attached to this Grant Agreement as Exhibit A **[modified by the Grantor as follows \_\_\_\_\_]** and **[the Grant shall be expended for such purposes by\_\_\_\_\_.]**
3. **Reversion of Grant:** If any portion of the Grant is not expended for the purposes or in the timeframe authorized by Grantor, Grantee shall either: (a) obtain Grantor's written authorization for a modification, or (b) return the amount not expended to Grantor.
4. **Accounting and Financial Review:** The Grantor may at any time, in the Grantor's discretion, require the Grantee to submit a complete and accurate record of the funds received and expenses incurred under this Grant, but in all events such a record shall be submitted within 30 days after all funds have been expended or within the timeframe authorized by Grantor, whichever is sooner.
5. **Additional Support:** By making this Grant, Grantor assumes no obligation to provide other or additional support for Grantee. This Grant is not to be construed as establishing a precedent for further support of Grantee.
6. **Counterparts:** This Grant Agreement may be executed in any number of counterparts, which together shall constitute one and the same instrument. An electronic or facsimile copy shall be as valid as an original.
7. **Applicable Law:** This Grant Agreement will be construed and governed by the laws of the State of California.
8. **Modification:** This Grant Agreement may be modified only by written agreement of the Grantor and Grantee.



9. **Entire Agreement:** This Grant Agreement constitutes the entire agreement among the parties and supersedes all prior written or oral statements or agreements.

**Executed by or on behalf of Grantor and Grantee as follows:**

**Grantor:**

**Chive Charities**

**Dated:** \_\_\_\_\_

**By:** \_\_\_\_\_  
**Title:** \_\_\_\_\_

**Grantee:**

**Dated:** \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Exhibit A  
Grantee's Charitable Campaign Application

# **EXHIBIT 11**

**CHIVE CHARITIES: EIN: 45-5415041**  
**APPLICATION FOR RECOGNITION OF EXEMPTION – FORM 1023**

**EXHIBIT 11**

**Part VIII, Item 15**

**Close Connection**

The Charity is an outgrowth of the charitable activities of theCHIVE. Although the Charity is not controlled by theCHIVE, the founders of theCHIVE are members of the Charity's Board and the entities will work closely to coordinate fundraising efforts. For example, information about the Charity's fundraising campaigns will be posted on theCHIVE website and donations from members of theCHIVE's online community are an anticipated source of financial support for the Charity. Any founder, director, officer or employee of theCHIVE and any person related or married to any such individual will be ineligible to receive funds from the Charity.

In addition, the Charity will enter into a commercial co-venture agreement with The Chivery (a separate entity that sells articles of clothing and other items, some of which bear theCHIVE logo, on theCHIVE website) whereby The Chivery agrees to donate 50% of the proceeds (100% of the net proceeds) from T-shirt sales to the Chive Fund as described in Exhibit 7.

# **EXHIBIT 12**

**CHIVE CHARITIES: EIN: 45-5415041**  
**APPLICATION FOR RECOGNITION OF EXEMPTION – FORM 1023**

**EXHIBIT 12**

**Part IX**

Proposed budget for first three years of operations.

**Chive Charities Statement of Revenues and Expenses (Forecast)**

	Line	Type of Revenue or Expense	2012	2013	2014
			Sep 1 - Dec 31	Jan 1 - Dec 31	Jan 1 - Dec 31
<b>REVENUES</b>	1	Gifts, grants, and contributions received	\$320,000	\$760,000	\$980,000
	2	Membership fees received	\$82,000	\$620,000	\$1,383,000
	3	Gross Investment income	\$50,000	\$0	\$0
	4	Net unrelated business income	\$0	\$0	\$0
	5	Taxes levied for your benefit	\$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
	7	Any revenue not otherwise listed above	\$0	\$0	\$0
	8	<b>Total lines 1 through 7</b>	<b>\$452,000</b>	<b>\$1,380,000</b>	<b>\$2,363,000</b>
	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
	10	<b>Total of lines 8 and 9</b>	<b>\$452,000</b>	<b>\$1,380,000</b>	<b>\$2,363,000</b>
	11	Net gain or loss on sale of capital assets (attach schedule and see instructions)	\$0	\$0	\$0
	12	Unusual grants	\$0	\$0	\$0
	13	<b>Total Revenue (Add lines 10 through 12)</b>	<b>\$452,000</b>	<b>\$1,380,000</b>	<b>\$2,363,000</b>
<b>EXPENSES</b>	14	Fundraising expenses	\$10,000	\$54,000	\$97,000
	15	Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	\$197,000	\$630,000	\$1,234,000
	16	Disbursements to or for the benefit of members (attach an itemized list)	\$0	\$0	\$0
	17	Compensation of officers, directors, and trustees	\$35,500	\$73,000	\$75,000
	18	Other salaries and wages	\$22,500	\$125,000	\$143,000
	19	Interest Expense	\$0	\$0	\$0
	20	Occupancy (rent, utilities, etc.)	\$25,500	\$51,000	\$58,650
	21	Depreciation and depletion	\$1,000	\$2,000	\$3,000
	22	Professional fees	\$60,000	\$40,000	\$50,000
	23	Any expense not otherwise classified, such as program services (attach itemized list)	\$0	\$0	\$0
	24	<b>Total Expenses (add lines 14 through 23)</b>	<b>\$341,500</b>	<b>\$921,000</b>	<b>\$1,563,650</b>

# EXHIBIT 5



## **Commercial Co-Venture Agreement**

**"Effective Date":** August 24, 2012

**"Charity":** Chive Charities

**"Company":** The Chivery

**"Co-Venture":** The Company designs T-shirts that are sold on its website. The Company will donate 100% of net sales proceeds (after deducting sales tax, if any, and manufacturing costs, estimated to be 50% of the sales price) from T-shirt sales to the Charity and such information will be represented to the public on the Company's website.

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3. The Charitable Proceeds shall be due and payable no later than ninety (90) days after received by the Company. Except as otherwise agreed by the parties in writing, any such payment shall be made in United States Dollars.
4. Company shall provide Charity with a written accounting of the Charitable Proceeds (including without limitation, any funds, assets, or property received by Charity in connection with the Charitable Proceeds) sufficient to enable Charity to determine that the Representation has been adhered to accurately and completely and to allow Charity to prepare

its periodic report filed with the Attorney General pursuant to section 12586 of the California Government Code.

5. This Agreement shall be subject to the laws of the State of California, and shall be binding on the parties and their respective successors, heirs, and assigns. Company and Charity represent that they have the authority to enter into this Agreement and that the signatures hereto are duly authorized.

**In witness whereof**, the parties hereto have executed this Agreement as of the Effective Date.

**COMPANY:**

**CHARITY:**

The Chivery

By: 

Its: CEO

Chive Charities

By: 

Its: Executive Director