

**MINUTES OF MEETING OF BOARD OF DIRECTORS
OF
SKY VALLEY COMMUNITY CENTER,
a California Nonprofit Public Benefit Corporation
December 13, 2014**

The Board of Directors of Sky Valley Community Center (the “Corporation”) held its annual meeting (its first annual meeting following its conversion to a public benefit corporation) on December 13, 2014 at 20905 Hot Springs Road, Sky Valley, California. Written waiver of notice was signed by all of the directors.

President Joe Leach called the meeting to order at 7:19 pm.

The following directors, constituting a quorum of the full board, were present at the meeting:

- Craig Allen (arrived late)
- Bud Buerke
- Dave Gordon
- Joe Leach
- Neil Ludlam
- Elizabeth Stephenson

The following director was absent: Barbara Hall

This meeting was held pursuant to written waiver of notice signed by each of the directors, and made a part of the records of the meeting; it now precedes the minutes of this meeting in the Corporation’s minute book.

There were then presented to the meeting the following resolutions, each of which were considered and discussed and, on motion duly made and seconded, unanimously approved:

CONVERSION TO 501(C)(3) CORPORATION

WHEREAS, on September, 10, 2014, the individuals, who, at the time were the Members of the Corporation, which at the time was known as “Sky Valley Chamber of Commerce” (the “Chamber”), unanimously voted, to convert the Corporation from a 501(c)(6) mutual benefit corporation to a 501(c)(3) public benefit corporation (the “Conversion”) and to change the name of the Corporation to “Sky Valley Community Center”; and

WHEREAS, in conjunction with that Conversion, the individuals, who, at the time were the Members of the Corporation unanimously voted that the Corporation in its new form as a public benefit corporation would have no members, within the meaning of section 5056 of the California Nonprofit Corporation Law; and

WHEREAS, the amended and restated Articles of Incorporation of the Corporation were filed in the office of the California Secretary of State on September 25, 2014;

WHEREAS; the officers of the Corporation applied for 501(c)(3) status for the Corporation with the Internal Revenue Service (IRS) on October 23, 2014;

WHEREAS; the Corporation received its exemption letter from the IRS notifying the Corporation that it had been granted 501(c)(3) status effective as of November 6, 2014; and

NOW, THEREFORE, BE IT RESOLVED, that all actions heretofore taken on behalf of the Corporation by the Members of the Chamber in conjunction with, or relating to, the Conversion be, and they hereby are, approved, ratified and affirmed in all respects; and

RESOLVED FURTHER, that a certified copy of the Corporation's Amended Articles of Incorporation and a certified copy of the Corporation's IRS exemption letter be inserted by the Secretary of the Corporation in the minute book of the Corporation and kept at the principal office for the transaction of business of the Corporation.

Motion/second by Dave Gordon/Bud Buerke passed unanimously.

ADOPTION OF BYLAWS

WHEREAS, in conjunction with the Conversion the individuals, who, at the time were the Members of the Corporation, unanimously voted to adopt amended Bylaws of the Corporation on September 10, 2014; and

WHEREAS, to the extent the approval of the board of directors was also required, the board of directors unanimously voted to adopt amended Bylaws of the Corporation on September 10, 2014;

RESOLVED FURTHER, that the Secretary of the Corporation be, and hereby is, authorized and directed to execute a certificate as to the adoption of the Bylaws by these resolutions, to affix such certificate immediately following the last page thereof and to cause said Bylaws, together with such certificate, to be placed in the minute book of the Corporation; and

RESOLVED FURTHER, that the Secretary of the Corporation be, and hereby is, authorized and directed to cause a true and complete copy of said Bylaws, as amended from time to time, as now or hereafter in effect, similarly certified, to be kept at the principal office of the Corporation in California.

Motion/Second by Bud Buerke/Dave Gordon passed unanimously.

AUTHORIZED NUMBER OF DIRECTORS

WHEREAS, Article 7, Section 1.1 of the Bylaws states that the number of authorized directors of the Corporation shall be fixed from time to time by the Board.

NOW, THEREFORE, BE IT RESOLVED, that the number of authorized directors, pursuant to Article 7, Section 1.1 of the Bylaws of the Corporation, is 9. Motion/second by Craig Allen/Joe Leach passed unanimously.

ELECTION OF DIRECTORS

WHEREAS, Article 7, Section 3 of the Bylaws states that at the first annual meeting following the adoption of these Bylaws, the directors shall be divided into three approximately equal groups and designated by the Board to serve one, two, or three year terms. Thereafter, the term of office of each Director shall be three years.

NOW, THEREFORE, BE IT RESOLVED, that the following persons are elected as directors of the Corporation who are hereby divided into the following groups, pursuant to Article 7, Section 3 of the Bylaws of the Corporation, and shall serve for the respective term designated below:

- | | | |
|--|--|--|
| Serving a one-year term: | Serving a two-year term: | Serving a three-year term: |
| <ul style="list-style-type: none"> • Elizabeth Stephenson • Bud Buerke • Barbara Hall | <ul style="list-style-type: none"> • Dave Gordon • Craig Allen • Darrell Franklin | <ul style="list-style-type: none"> • Neil Ludlam • Jim Sullivan • (open seat) |

RESOLVED FURTHER, that each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director’s earlier resignation or removal in accordance with the Corporation’s Bylaws and California Nonprofit Corporation Law.

Motion/second by Craig Allen/Jim Sullivan passed unanimously.

ELECTION OF OFFICERS

WHEREAS, Article 9, Section 2 of the Bylaws states that the Officers of the Corporation, except those appointed in accordance with Article 9, Section 6.6, shall be elected by the Board at the annual meeting of the Corporation for a term of one year, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal.

NOW, THEREFORE, BE IT RESOLVED, that the following persons are hereby elected to the following offices until such persons resign or are terminated or replaced by a duly authorized action of the Board:

President: Elizabeth Stephenson
Vice President: Bud Buerke
Secretary: Neil Ludlam
Treasurer: Joe Leach

Election was by block vote, and unanimous.

EXEMPTIONS FROM FEDERAL AND STATE TAXES

RESOLVED, that each of the officers of the Corporation is authorized to consult with legal counsel to ascertain the requirements associated with exemptions from taxation under federal and state tax codes and, if such exemptions are available, the officers of the Corporation are, and each hereby is, authorized and directed to execute and file any and all necessary applications to maintain or obtain exemptions from such taxes with the appropriate state and federal tax authorities, and to pay the necessary filing fees.

Motion/second by Elizabeth Stephenson/Joe Leach passed unanimously.

FILINGS WITH STATE ATTORNEY GENERAL

RESOLVED, that the officers of the Corporation are authorized and directed to make periodic filings as required by the California Attorney General describing the financial activity of the Corporation and the distribution of the assets held for charitable purposes.

Motion/second on *this and the following resolution* by Joe Leach/Dave Gordon passed unanimously.

OTHER FILINGS

RESOLVED, that each of the officers of the Corporation is authorized and directed to make such filings and applications, including, without limitation, the statement required by Section 1502 of the California Corporations Code, to execute and deliver such documents and instruments and to do such acts and things as such officer deems necessary in order to obtain such licenses, authorizations and permits as are necessary or desirable for the Corporation's business, to fulfill such legal requirements as are applicable to the Corporation or its business or to complete the organization of the Corporation.

ADOPTION OF CONFLICT OF INTEREST POLICY

WHEREAS, it is deemed to be in the best interest of the Corporation that a conflict of interest policy be adopted.

NOW, THEREFORE, BE IT RESOLVED, that the conflict of interest policy attached hereto as Exhibit A be, and they hereby are, adopted as the conflict of interest policy of the Corporation.

Motion/Second by Elizabeth Stephenson/Bud Buerke passed unanimously.

RATIFICATION

RESOLVED, that any and all acts taken and any and all agreements or other instruments executed on behalf of the Corporation by any officer or officers of the Corporation prior to the execution hereof with regard to any of the transactions or agreements authorized or approved by any or all of the foregoing resolutions are ratified, confirmed, adopted and approved.

Motion/second by Neil Ludlam/Bud Buerke passed unanimously.

GENERAL

RESOLVED FURTHER, that the officers of the Corporation be, and hereby are, authorized and directed to execute all documents and to take such action as they may deem necessary or advisable in order to carry out the purposes of these resolutions, subject to ratification by the Board.

Motion/Second by Neil Ludlam/Bud Buerke passed unanimously.

There being no further business to come before the meeting, on motion duly made and seconded, the meeting was adjourned. Motion/second by Neil Ludlam/Dave Gordon passed unanimously.

Dated: December 14, 2014

Neil Ludlam, Secretary