



# WEST END ANIMAL SERVICES AGENCY

Special West End Animal Services Agency  
Board Meeting  
JANUARY 16, 2025

*Ontario City Hall  
303 E. B St. Ontario, CA 91764*

---

CHAIR PAUL S. LEON • VICE CHAIR CURTIS BURTON • DIRECTOR DEBRA PORADA

SECRETARY CLAUDIA Y. ISBELL • TREASURER/CONTROLLER ARMEN HARKALYAN  
EXECUTIVE DIRECTOR CLINTON THACKER • BOARD ATTORNEY NICHOLAUS NORVELL

---

## WELCOME TO A MEETING OF THE WEST END ANIMAL AGENCY

All documents for public review are on file with the Records Management/City Clerk's Department located at 303 East B Street, Ontario, CA 91764.

Anyone wishing to speak in person during public comment or on a particular item will be required to fill out a blue slip. Blue slips must be turned in prior to public comment beginning or before an agenda item is taken up. The Secretary will not accept blue slips after that time. Speakers will be alerted when they have 1 minute remaining and when their time is up. Speakers are then to return to their seats and no further comments will be permitted.

In accordance with State Law, remarks during public comment are to be limited to subjects within Board's jurisdiction. Remarks on other agenda items will be limited to those items. Remarks from those seated or standing in the back of the chamber will not be permitted. All those wishing to speak including Board and Staff need to be recognized by the Chair before speaking.

---

## ACCOMMODATIONS

If you need special assistance or accommodations to participate in this meeting, please contact the Ontario City Clerk's office at 909-395-2009. Notification of 48 hours prior to the meeting will help the City make reasonable arrangements. Equipment for the hearing impaired is available in the Records Management Office.

## **ORDER OF BUSINESS**

The Special West End Animal Services Agency meeting begins with Public Comment at 11:00 a.m.

---

### **CALL TO ORDER (*OPEN SESSION*)**

#### **ROLL CALL**

Leon, Burton, Porada

---

### **PUBLIC COMMENTS**

**11:00 A.M.**

The Public Comment portion of the Board meeting is limited to 30 minutes. An opportunity for further Public Comment may be given at the end of the meeting. Under provisions of the Brown Act, Board is prohibited from taking action on non-agenda public comments.

As previously noted -- if you wish to address the Board, fill out one of the blue slips at the rear of the chambers and give it to the Secretary.

---

### **AGENDA REVIEW/ANNOUNCEMENTS**

The Executive Director will go over all updated materials and correspondence received after the Agenda was distributed to ensure Board Members have received them. He will also make any necessary recommendations regarding Agenda modifications or announcements regarding Agenda items to be considered.

---

### **INFORMATION RELATIVE TO POSSIBLE CONFLICT OF INTEREST**

Agenda item contractors, subcontractors and agents may require member abstentions due to conflict of interests and financial interests. Board Member abstentions shall be stated under this item for recordation on the appropriate item.

---

### **CONSENT CALENDAR**

All matters listed under CONSENT CALENDAR will be enacted by one motion in the form listed below – there will be no separate discussion on these items prior to the time Board votes on them, unless a member of the Board requests a specific item be removed from the Consent Calendar for a separate vote.

---

---

1. **RESOLUTIONS TO IDENTIFY AUTHORIZED SIGNATORIES FOR CHECK SIGNING, LOCAL AGENCY FUND INVESTMENT, AND INVESTMENT OF AGENCY FUNDS**

That the Board of Directors:

- A. Adopt a Resolution of the Board of Directors of the West End Animal Services Agency Providing for the Investment of Inactive Funds in the Local Agency Investment Fund of the California State Treasury.
- B. Adopt a Resolution of the Board of Directors of the West End Animal Services Agency Authorizing the Investment of Agency Funds and Authorization to Sign and Issue Checks.

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE WEST END ANIMAL SERVICES AGENCY PROVIDING FOR THE INVESTMENT OF INACTIVE FUNDS IN THE LOCAL AGENCY INVESTMENT FUND OF THE CALIFORNIA STATE TREASURY

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE WEST END ANIMAL SERVICES AGENCY AUTHORIZING THE INVESTMENT OF AGENCY FUNDS AND AUTHORIZATION TO SIGN AND ISSUE CHECKS

**ATTACHMENT:** [20250116S WEASA - Resolution - Local Agency Investment Fund](#)

**ATTACHMENT:** [20250116S WEASA - Resolution - Investment of Agency Funds](#)

**ADMINISTRATIVE REPORTS/DISCUSSION/ACTION**

---

2. **CONSIDERATION TO CHANGE THE NAME OF THE JOINT POWERS AUTHORITY**

That the Board of Directors select a new name for the Joint Powers Authority (JPA) and request that the Member Agencies' governing bodies formally change the name via an amendment to the JPA agreement.

3. **APPROVAL TO SUBMIT ESTABLISHMENT DOCUMENTS TO CREATE AN EXEMPT ORGANIZATION**

That the Board of Directors authorize the Executive Director of Animal Services and General Counsel, or their designees, to execute and file articles of incorporation and bylaws for a tax-exempt organization supporting the mission of the Agency, and the authority to complete, execute and/or file all other terms and/or documents necessary to establish the organization as a tax-exempt organization under State and federal law.

**ATTACHMENT:** [Friends of the West End Animal Services Agency\\_Bylaws.docx](#)

**ATTACHMENT:** [Friends of the West End Animal Services Agency\\_Articles of Incorporation.docx](#)

## **STAFF MATTERS**

Executive Director Thacker

---

## **BOARD MATTERS**

Chair Leon

Vice Chair Burton

Director Porada

---

## **ADJOURNMENT**

---

# WEST END ANIMAL SHELTER

*Agenda Report*  
**January 16, 2025**

**SECTION:**  
**CONSENT CALENDAR**

Prepared By: Jordan Villwock, Deputy City Manager

Staff Member Presenting: Clint Thacker, Executive Director of Animal Services

Reviewed By: Vanny Khu, Administrative Officer

Approved By: 

Submitted To: WEASA Board

Approved: \_\_\_\_\_

Continued To: \_\_\_\_\_

Denied: \_\_\_\_\_

Item No: 1

**SUBJECT: RESOLUTIONS TO IDENTIFY AUTHORIZED SIGNATORIES FOR CHECK SIGNING, LOCAL AGENCY FUND INVESTMENT, AND INVESTMENT OF AGENCY FUNDS**

**RECOMMENDATION:** That the Board of Directors:

- A. Adopt a Resolution of the Board of Directors of the West End Animal Services Agency Providing for the Investment of Inactive Funds in the Local Agency Investment Fund of the California State Treasury.
- B. Adopt a Resolution of the Board of Directors of the West End Animal Services Agency Authorizing the Investment of Agency Funds and Authorization to Sign and Issue Checks.

**FISCAL IMPACT:** There is no direct fiscal impact associated with this action.

**BACKGROUND & ANALYSIS:** The West End Animal Services Agency (WEASA) was established in July 2024 to provide animal sheltering and animal control services to their Member Agencies. With implementation of a new organization, Staff is recommending to adopt the attached resolutions that grant specific Staff members the authority to open bank accounts, sign/issue checks, and invest funding by way of established policies and procedures.

If approved, the authorized members are:

1. Armen Harkalyan, Agency Treasurer
2. Clinton Thacker, Executive Director of Animal Services and Deputy Agency Treasurer
3. Jordan Villwock, Deputy Agency Treasurer
4. William Quan, Deputy Agency Treasurer

RESOLUTION NO. \_\_\_\_\_

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE WEST END ANIMAL SERVICES AGENCY PROVIDING FOR THE INVESTMENT OF INACTIVE FUNDS IN THE LOCAL AGENCY INVESTMENT FUND OF THE CALIFORNIA STATE TREASURY

WHEREAS, the West End Animal Services Agency (“Agency”) is a joint powers agency established pursuant to the Joint Exercise of Powers Act (Gov. Code § 6500 *et seq.*) and a Joint Exercise of Powers Agreement effective August 1, 2024 (“JPA Agreement”); and

WHEREAS, Sections 5.2(h) and (t) of the JPA Agreement provide the Agency is authorized, in its own name, to invest funds, and to invest money in the treasury, pursuant to Government Code section 6505.5, that is not required for the immediate necessities of the Agency, as the Agency determines advisable, in the same manner and on the same conditions as local agencies, pursuant to Government Code section 53601.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the West End Animal Services Agency:

1. That the above recitals are true and correct.
2. The California State Legislature has, pursuant to Chapter 730 of the Statutes of 1976, Sections 16429.1 *et seq.*, added to the Government Code and created the Local Agency Investment Fund as a special fund in the California State Treasury. The pooling of funds by many California local agencies will create a fund allowing for high rates of return due to the use of large denomination instruments.
3. The Agency has money in its treasury not required for immediate needs and it is in the best of the Agency to place said money in approved investments yielding maximum returns.
4. The West End Animal Services Agency, 303 East “B” Street, Civic Center, Ontario, California, 91764-4196, will participate in the Local Agency Investment Fund of the California State Treasury.
5. The Agency agrees to deposit or withdraw money in the Local Agency Investment Fund in the California State Treasury in accordance with the provisions of Section 16429.1 of the Government Code for the purpose of investment as stated therein.

6. The following persons are authorized to order the deposit or withdrawal of money in the Local Agency Investment Fund or their successors.

Armen Harkalyan, Agency Treasurer/Controller  
Clint Thacker, Deputy Agency Treasurer  
Jordan Villwock, Deputy Agency Treasurer  
William Quan, Deputy Agency Treasurer

7. That this Resolution shall take effect immediately upon its adoption.

The Secretary of the West End Animal Services Agency shall certify as to the adoption of this Resolution.

PASSED, APPROVED, AND ADOPTED this 16<sup>th</sup> day of January 2025.

---

PAUL S. LEON, CHAIR

ATTEST:

---

CLAUDIA Y. ISBELL, SECRETARY

APPROVED AS TO FORM:

---

NICHOLAUS NORVELL  
GENERAL COUNSEL

STATE OF CALIFORNIA )  
COUNTY OF SAN BERNARDINO )  
CITY OF ONTARIO )

I, Claudia Y. Isbell, Secretary of the West End Animal Services Agency, DO HEREBY CERTIFY that foregoing Resolution No. WEASA- was duly passed and adopted by the Board of Directors of the West End Animal Services Agency at its special meeting held January 16, 2025, by the following roll call vote, to wit:

AYES: CHAIR/DIRECTORS:

NOES: DIRECTORS:

ABSENT: DIRECTORS:

\_\_\_\_\_  
CLAUDIA Y. ISBELL, SECRETARY

(SEAL)

The foregoing is the original of Resolution No. WEASA- duly passed and adopted by the Board of Directors of the West End Animal Services Agency at its special meeting held January 16, 2025.

\_\_\_\_\_  
CLAUDIA Y. ISBELL, SECRETARY

(SEAL)



RESOLUTION NO. \_\_\_\_\_

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE WEST END ANIMAL SERVICES AGENCY AUTHORIZING THE INVESTMENT OF AGENCY FUNDS AND AUTHORIZATION TO SIGN AND ISSUE CHECKS

WHEREAS, the West End Animal Services Agency (“Agency”) is a joint powers agency established pursuant to the Joint Exercise of Powers Act (Gov. Code § 6500 *et seq.*) and a Joint Exercise of Powers Agreement effective August 1, 2024 (“JPA Agreement”); and

WHEREAS, Sections 5.2(h) and (t) of the JPA Agreement provide the Agency is authorized, in its own name, to invest funds, and to invest money in the treasury, pursuant to Government Code section 6505.5, that is not required for the immediate necessities of the Agency, as the Agency determines advisable, in the same manner and on the same conditions as local agencies, pursuant to Government Code section 53601.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the West End Animal Services Agency:

1. That the above recitals are true and correct.
2. That the Agency Treasurer and/or any duly-appointed Deputy Agency Treasurers whose names appear in this resolution are hereby authorized to open investment accounts for the Agency with any bank, savings and loan association, broker dealer or other financial institution, hereinafter referred to as “broker,” to purchase, sell and or deal in such notes, bonds, bills, certificates of indebtedness, warrants or registered warrants and/or other investments as are authorized for general law cities in the State of California by Chapter 4 of Part 1 Division 2 of Title 5 of the Government Code (commencing with section 53600) (hereinafter “authorized investments”), and as limited by the current investment policy of the City of Ontario, a copy of which is attached to and made a part of this resolution, which has been adopted as the Agency’s investment policy pursuant to Article 8 of the Agency’s Administrative Policies and Procedures Manual, and/or such other investment policy which may be adopted by the Board of Directors of the Agency, and that all orders and instructions, written or oral, which may be given by either the Agency Treasurer or a duly-appointed Deputy Agency Treasurer; and each of whom is hereby authorized and directed to purchase, sell and/or deal in authorized investment instruments through said broker on behalf of the Agency, which they may deem necessary or advisable for the Agency for cash and also to make payments and to sign checks or drafts drawn upon the funds of the Agency and also, to withdraw from said broker from time to time, to deliver or accept delivery of, and/or to endorse, and/or to direct the transfer of record title of, all authorized investments, and/or assets or funds that may be carried by said broker for the account of the Agency.

3. That each of the aforesaid officers of the Agency be and hereby authorized and directed to execute and deliver on behalf of the Agency any customer's agreement required by broker and to enter into, execute, and deliver, any and all other agreements, documents, releases, and writings that may be required by said broker for the opening and/or continuing of said account in connection with any transaction relating to said account or to any securities or moneys of the Agency whether or not in said account, provided, however, that no customer's agreement shall authorize investment in other than authorized investments.
4. That until broker shall receive duly written notices of change or rescission of this resolution, said broker may rely upon the authority contained in this resolution as continuing fully effective, and the said broker may rely upon any certified copy of resolutions, specimen signatures or other writings, signed on behalf of the Agency by any officer thereof; the acceptance of any other form of notice shall not constitute a waiver, of this provision, nor shall the fact that any person hereby empowered ceases to be an officer or becomes an officer under some other title, in any way affect the powers hereby conferred, until broker shall receive due written notice of change or rescission, as aforesaid.
5. That in the event of any change in the office or powers of persons hereby empowered, the Board of Directors shall certify those changes to broker in writing, in the manner herein above specified, which notification, when received, shall be adequate both to terminate the powers of the person theretofore authorized, and to empower the persons thereby substituted.
6. That any and all orders and instructions heretofore given to said broker on behalf of the Agency by any officer of the Agency, are hereby in all respects ratified, confirmed and approved.
7. That the foregoing resolutions and the certificates actually furnished to broker by any officer of the Agency, be and they hereby are made irrevocable, and shall be fully effective as to any transaction for the account of the Agency notwithstanding that the account may have been temporarily closed or inactive, until written notice of the revocation thereof shall have been received by broker.
8. That all claims approved shall be paid electronically or by checks. Checks are signed manually or digitally by the Executive Director of Animal Services and countersigned by the Agency Treasurer. When deemed necessary, Deputy Agency Treasurers may sign.
9. That if any provision of this Resolution or the application thereof to any person or circumstance is held invalid, such invalidity shall not affect other provisions or applications of the Resolution which can be given effect without the invalid provision or application, and to this end the provisions of this Resolution are severable. The Board of Directors hereby declares that it would have adopted this Resolution irrespective of the invalidity of any particular portion thereof.

10. I DO FURTHER CERTIFY that the following are the signatures and titles of the persons authorized and empowered to act on behalf of the West End Animal Services Agency, pursuant to the foregoing resolutions, and this resolution is in accordance with and does not conflict with the existing ordinances and/or resolutions.

\_\_\_\_\_  
Armen Harkalyan, Agency Treasurer

\_\_\_\_\_  
Clint Thacker, Deputy Agency Treasurer

\_\_\_\_\_  
Jordan Villwock, Deputy Agency Treasurer

\_\_\_\_\_  
William Quan, Deputy Agency Treasurer

11 That this Resolution shall take effect immediately upon its adoption.

The Secretary of the West End Animal Services Agency shall certify as to the adoption of this Resolution.

PASSED, APPROVED, AND ADOPTED this 16<sup>th</sup> day of January 2025.

\_\_\_\_\_  
PAUL S. LEON, CHAIR

ATTEST:

\_\_\_\_\_  
CLAUDIA Y. ISBELL, SECRETARY

APPROVED AS TO FORM:

\_\_\_\_\_  
NICHOLAUS NORVELL  
GENERAL COUNSEL

STATE OF CALIFORNIA )  
COUNTY OF SAN BERNARDINO )  
CITY OF ONTARIO )

I, Claudia Y. Isbell, Secretary of the West End Animal Services Agency, DO HEREBY CERTIFY that foregoing Resolution No. WEASA- was duly passed and adopted by the Board of Directors of the West End Animal Services Agency at it's special meeting held January 16, 2025, by the following roll call vote, to wit:

AYES: CHAIR/DIRECTORS:

NOES: DIRECTORS:

ABSENT: DIRECTORS:

\_\_\_\_\_  
CLAUDIA Y. ISBELL, SECRETARY

(SEAL)

The foregoing is the original of Resolution No. WEASA- duly passed and adopted by the Board of Directors of the West End Animal Services Agency at its special meeting held January 16, 2025.

\_\_\_\_\_  
CLAUDIA Y. ISBELL, SECRETARY

(SEAL)

# WEST END ANIMAL SHELTER

Agenda Report  
January 16, 2025

**SECTION:  
ADMINISTRATIVE  
REPORTS/DISCUSSION/ACTION**

Prepared By: Jordan Villwock, Deputy City  
Manager

Staff Member Presenting: Clinton Thacker,  
Executive Director of Animal Services

Reviewed By: Vanny Khu, Administrative Officer

Approved By: 

Submitted To: WEASA Board

Approved: \_\_\_\_\_

Continued To: \_\_\_\_\_

Denied: \_\_\_\_\_

Item No: 2

**SUBJECT: CONSIDERATION TO CHANGE THE NAME OF THE JOINT POWERS AUTHORITY**

**RECOMMENDATION:** That the Board of Directors select a new name for the Joint Powers Authority (JPA) and request that the Member Agencies' governing bodies formally change the name via an amendment to the JPA agreement.

**FISCAL IMPACT:** There is no fiscal impact related to this action.

**BACKGROUND & ANALYSIS:** The West End Animal Services Agency (WEASA) was established in July 2024 to provide animal sheltering and animal control services to their Member Agencies. Since establishing the Agency, there has been some confusion with a non-profit organization called the West End Animal Shelter in the City of Ontario. WEASA and the West End Animal Shelter are both resources for animals and conducting adoption services, so it is important to differentiate ourselves for the public's benefit.

Staff will share naming options for the Board of Directors to consider.

# WEST END ANIMAL SHELTER

Agenda Report  
January 16, 2025

**SECTION:  
ADMINISTRATIVE  
REPORTS/DISCUSSION/ACTION**

Prepared By: Jordan Villwock, Deputy City Manager

Staff Member Presenting: Clinton Thacker, Executive Director of Animal Services

Reviewed By: Vanny Khu, Administrative Officer

Approved By: 

Submitted To: WEASA Board

Approved: \_\_\_\_\_

Continued To: \_\_\_\_\_

Denied: \_\_\_\_\_

Item No: 3

**SUBJECT: APPROVAL TO SUBMIT ESTABLISHMENT DOCUMENTS TO CREATE AN EXEMPT ORGANIZATION**

**RECOMMENDATION:** That the Board of Directors authorize the Executive Director of Animal Services and General Counsel, or their designees, to execute and file articles of incorporation and bylaws for a tax-exempt organization supporting the mission of the Agency, and the authority to complete, execute and/or file all other terms and/or documents necessary to establish the organization as a tax-exempt organization under State and federal law.

**FISCAL IMPACT:** There is no fiscal impact related to this action.

**BACKGROUND & ANALYSIS:** The West End Animal Services Agency (WEASA) was established in July 2024 to provide animal sheltering and animal control services to their Member Agencies. The animal services industry typically receives significant support from the community, both from volunteerism and financial support. The intent of establishing an exempt organization is not to be for shelter or animal control operations, but to be a funding mechanism to support the mission of WEASA.

On November 7, 2024, the WEASA Board of Directors meeting, the Board directed Staff to prepare documents for an exempt organization where the WEASA Board of Directors appoints the directors for the exempt organization. The exempt organization is a non-profit organization and therefore is not organized for private gain of any person. It is organized under the Non-Profit Benefit Corporation Law exclusively for charitable purposes. These specific charitable purposes are as follows:

1. Raise funds to support to the West End Animal Services Agency for animal control and animal sheltering practices;
2. Engage in any other activities in furtherance of the purposes of which the exempt organization is formed; and
3. To receive, invest and utilize funds, property and in-kind materials or services acquired through the solicitation of contributions, donations, grants, gifts, bequests and the like for purposes for which the exempt organization is formed.

The exempt organization will initially consist of three Directors of the non-profit, however, can be increased to five Directors of the non-profit by way of a duly adopted resolution of the JPA Board of Directors. Directors of the non-profit will be appointed by approval of the majority of the Board of Directors. The term of each Director of the non-profit shall be three years, or until a successor has been elected and qualified. Directors of the non-profit shall receive no compensation for their service as Directors of the non-profit. Appointment of Directors of the non-profit will take place at a later JPA Board of Director meeting after the exempt organization is created.

**BYLAWS**  
**OF**  
**FRIENDS OF [TBD]**  
**A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**ARTICLE I**  
**ORGANIZATION**

1.1 Name. The name of this corporation is FRIENDS OF [TBD] (“Corporation”).

1.2 Purpose. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes of this Corporation are to: (1) raise funds to support the [JPA Name] animal control and sheltering practices; (2) to engage in any other activities in furtherance of the purposes for which the Corporation is formed; and (3) to receive, invest and utilize funds, property and in-kind materials or services acquired through the solicitation of contributions, donations, grants, gifts, bequests and the like for the purposes for which the Corporation is formed.

1.3 Limitation on Corporate Activities. The Corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”). The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

1.4 Dedication of Assets. The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, none of the assets of the Corporation shall be distributable to any director, officer or member thereof or to the benefit of any private person and any assets remaining after payment or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established and maintained its tax-exempt status under Section 501(c)(3) of the Code, or to the [JPA Name], provided such assets are used for the purposes for which the Corporation was established.

1.5 Principal Office. The principal office for the transaction of the activities and affairs of this Corporation shall be located and maintained at 303 E. B Street, Ontario, California 91764. The Board (as that term is defined in Section 3.2 of these Bylaws) is hereby granted full power and authority to change the location of the principal office of the Corporation from one location to another location in the City of Ontario or County of San Bernardino. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws. The Corporation may also have offices at such other places, within or without San Bernardino County, as its business may require and as the Board may designate.



**ARTICLE II**  
**MEMBERS**

The Corporation shall have no members as that term is defined by section 5056 of the California Corporations Code (“CCC”), and shall be governed solely by its Board in accordance with these Bylaws. Pursuant to section 5310(b) of the CCC, any action which would otherwise require approval by a majority of all members shall only require the approval of the Board. The Corporation may refer to persons or entities associated with it as “members” even though those persons or entities are not voting members, but no such reference shall constitute anyone a member within the meaning of section 5056 of the CCC.

**ARTICLE III**  
**DIRECTORS**

3.1 General and Specific Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation or these Bylaws, the Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. Without limiting the generality of the foregoing, the Board shall have the power and authority to exercise this Corporation’s rights as member or shareholder of any other corporation, venture or entity in which this Corporation has an interest as a member, shareholder or otherwise. In doing so, the Board may, by resolution authorize one (1) or more officers of this Corporation to represent this Corporation with respect to any matter to be acted upon by this Corporation as a member, shareholder or otherwise.

3.2 Authorized Directors. The authorized number of directors (“Directors”) of the board of directors (“Board”) of the Corporation shall be not less than three (3) or more than five (5), the exact number to be fixed by resolution adopted by the **JPA** Board of Directors (“JPA Board”), provided that any amendment which reduces the number of Directors shall not have the effect of terminating the unexpired term of any Director. The exact number of Directors initially authorized shall be three (3) until changed within the limits specified herein by a duly adopted resolution of the JPA Board.

3.3 Nomination; Election; and Term of Office.

3.3.1 Nomination. Any person qualified to be a Director may be nominated by the JPA Board.

3.3.2 Qualifications. All Directors shall be natural persons who (a) have a demonstrated interest in the purposes of the Corporation; and (b) are generally available to manage and direct the affairs of the Corporation.

3.3.3 Election. Directors shall be elected by the JPA Board and shall hold office until expiration of the term for which elected and until a successor is elected and qualified. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected.

3.3.4 Term of Office. The term of each Director shall be three (3) years, or until a successor has been elected and qualified.

3.3.5 Vacancy During Term of Office. A vacancy occurring in the office of a Director may be filled by the JPA Board for the balance of the unexpired term and until a successor has been elected and qualified.

3.4 Interested Persons. None of the individuals serving on the Board may be “interested persons.”

3.4.1 As used in this Section 3.4, an “interested person” means:

(a) Any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director for his/her service as Director; and

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person.

3.4.2 Any violation of the provisions of this Section 3.4 shall not affect the validity or enforceability of any transaction entered into by the Corporation.

3.5 Resignations of Directors. Except as provided in these Bylaws, any Director may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director’s resignation becomes effective at a later time, the JPA Board may elect a successor to take office as of the date when the resignation becomes effective.

3.6 Removal of Directors. A Director may be removed from office, with or without cause, by the vote of the majority of the JPA Board.

3.7 Vacancies. A vacancy on the Board shall exist on the occurrence of the following: (a) the death, disqualification, resignation, suspension, expulsion or termination of any Director; (b) the declaration by resolution of the JPA Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of any court, convicted of a felony or found by final order of judgment of any court to have breached a duty under Article 3 of Chapter 2 of Division 3 of the CCC; or (c) the increase in the authorized number of Directors.

3.7.1 Removal of a Director for one or more of the reasons listed in (b) above may be initiated by any member of the Board.

3.7.2 A vacancy on the Board shall be filled in the same manner of selection as that used to select the Director whose office is vacant for the balance of the unexpired term and until a successor has been elected and qualified.

3.7.3 No reduction in the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

3.8 Compensation of Directors. Directors shall receive no compensation for their services as Directors of the Corporation. However, they shall be entitled to receive such just and reasonable reimbursement of expenses as may be determined by the Board.

3.9 Inspection Rights of Directors. 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 during normal weekday business hours. If a Director wishes to be accompanied by an attorney during such inspection, then the inspection will be scheduled at a time when the Corporation's attorney will be present.

3.10 Standard of Care. A Director shall perform the duties of a director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared and presented by:

- (a) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, as long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director.

#### **ARTICLE IV** **MEETINGS OF THE BOARD**

4.1 In General. To the extent possible, all meetings of the Governing Board shall be held in accordance with the requirements of the Ralph M. Brown Act as set forth in Section 54950 et seq. of the California Government Code ("Brown Act") and all other requirements under the CCC.

4.2 Place of Meetings. Unless specified otherwise, meetings of the Board shall be held at the principal office of the Corporation.

4.3 Annual Meetings. The annual meeting of the Board (“Annual Meeting”) shall be held each year on a date and at a time designated by resolution of the Board. The Annual Meeting shall be held for the purpose of organization, election of officers and the transaction of such other business as may properly be brought before the meeting.

4.4 Regular Meetings. Regular meetings of the Board shall be held on such date and time as the Board shall determine from time to time.

4.5 Notice of Regular Meetings. Notice of all regular meetings of the Board shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; (d) facsimile; (e) electronic mail; or (f) other electronic means. Notices sent by first-class mail shall be deposited in the United States mail at least four (4) business days before the time set for the meeting. Notices given by personal delivery, telephone or electronic transmission shall be delivered, telephoned or sent, respectively, at least two (2) business days before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Corporation’s principal office.

4.6 Special Meetings. Special meetings of the Board for any purpose or purposes may be called by the President, Secretary or a majority of the Directors.

4.7 Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director’s address or telephone number as shown on the Corporation’s records. Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or electronic transmission shall be delivered, telephoned or sent, respectively, at least forty-eight (48) hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Corporation’s principal office.

4.8 Waiver of Notice. Written notice may be dispensed with as to any Director who, at or prior to the time the meeting convenes, files with the Secretary a written waiver of notice, a written consent to the holding of the meeting, an approval of the minutes of the meeting, or who is actually present at the meeting when it convenes. All such waivers, consents and approvals shall be made a part of the minutes of the meeting.

4.9 Meetings by Telecommunications Equipment. Members of the Board may participate in a meeting through use of a conference telephone or electronic video screen communication subject to the requirements of the Brown Act. Participation in a meeting by this

means constitutes presence in person at such meeting as long as all members participating in the meeting are able to hear one another and the participation complies with the Brown Act.

4.10 Conduct of Meetings. Meetings of the Board shall be presided over by the Chair, or in his or her absence, by the Secretary.

4.11 Quorum. A majority of the authorized number of Directors then in office shall constitute a quorum for the transaction of any business except adjournment.

4.12 Required Vote of Directors.

4.12.1 In General. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions contained in these Bylaws or provided of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to: (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (b) approval of certain transactions between corporations having common directorships; (c) creation of and appointments of committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting or such greater number as is required by the Articles of Incorporation, these Bylaws or by law.

4.12.2 Greater Vote Required. Notwithstanding Section 4.12.1, the amendment, or repeal of these Bylaws or adoption of new bylaws, and the amendment or restatement of the Articles of Incorporation, requires the approval of two-thirds (2/3) of the authorized number of Directors and approval of a majority of the JPA Board.

4.13 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned more than twenty-four (24) hours, in which case notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

## **ARTICLE V**

### **COMMITTEES OF THE BOARD**

5.1 Committees.

5.1.1 Generally. Except as limited by Section 5.2 of these Bylaws, the Board may by resolution adopted by a majority of the Directors then in office, designate one or more committees for any purposes and delegate to such committees any of the powers and authorities of the Board to the extent permitted by section 5212 of the CCC. All such committees shall consist of a number of Directors that will be determined by the Board as committees are established.

5.1.2 Committee Members. The chairperson and members of each special or advisory committee, except as otherwise provided by the Board or by these Bylaws, shall be appointed annually by the Board and may be removed by majority vote of the Directors then in office. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

5.1.4 Quorum; Meetings. Each committee shall meet as often as necessary to perform its duties, at such times and places as directed by its chairperson or by the Board. A majority of the members of a committee shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall keep accurate minutes of its meetings, the chairperson designating a secretary of the committee for this purpose, and shall make periodic reports and recommendations to the Board.

5.1.5 Expenditures. Except as may otherwise be provided by the Board or by these Bylaws, any expenditure of corporate funds by a committee shall require prior approval of the Board.

5.2 Limitation on Delegation. In accordance with the CCC, the Board may not delegate any power of final action to any committee not composed entirely of Directors, and may not delegate to any committee the following powers:

- (a) the filling of vacancies on the Board or on any committee which has the authority of the Board;
- (b) the fixing of compensation of the Directors for serving on the Board or on any committee;
- (c) the amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) the appointment of committees of the Board or the members thereof;
- (f) the expenditure of corporate funds to support a nominee for Director after there are more persons nominated for Director than can be elected; or
- (g) the approval of any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in section 5233(d)(3) of the CCC.

5.3 Advisory Committees. Advisory committees may be appointed from time to time by the Board. Advisory committees' membership may consist of Directors only, both Directors and nondirectors, or nondirectors only. Advisory committees have no legal authority to

act for the Corporation, shall serve only in an advisory capacity and shall report their findings and recommendations to the Board.

## **ARTICLE VI** **OFFICERS**

6.1 **Officers.** The officers of this Corporation shall be a Chair, Secretary and Treasurer. The Board may establish such other offices as it shall deem advisable. Additional officers so elected shall hold office for such period and shall have such powers and duties as the Board may authorize from time to time. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair. No officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged or verified by two (2) or more officers.

6.1.1 **Chair.** The Chair shall preside at all meetings of the Board and exercise and perform such other powers and duties as the Board may assign from time to time. The Chair may also be designated by the alternate titles of “President” or “Chief Executive Officer.”

6.1.2 **Secretary.** In the absence of the Chairperson, the Secretary shall preside at meetings of the Corporation. The Secretary shall keep or cause to be kept, at the Corporation’s principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board, and of meetings of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular or special, and if special, how authorized; the notice given; and the names of persons present at Board and committee meetings. The Secretary shall keep or cause to be kept written waivers of notice of meetings; written consents to holding meetings, written approval of minutes of meetings; and unanimous written consents of action of the Board without a meeting. The Secretary shall keep or cause to be kept, at the principal office of the Corporation, a copy of the Articles 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 of committees of the Board that these Bylaws require to be given. The Secretary shall have such other powers and perform such other duties as the Board or these Bylaws may require.

6.1.3 **Treasurer.** The Treasurer shall keep and maintain, or cause to be kept, and maintained adequate and correct books and accounts of the Corporation’s properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall send, or cause to be given, to the Directors such financial statements and reports as are required to be given by law, by these Bylaws or by the Board. The books of account shall be open to inspection by any Director at all reasonable times. The Treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (ii) disburse the Corporation’s funds upon a check or draft of the Corporation signed pursuant to the order of the Board; (iii) render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and (iv) have such other powers and perform such other duties as the President, Board or these Bylaws may require. The Treasurer

may also be designated by the alternate title “Chief Financial Officer” if the Corporation does not obtain the services of an individual to serve as its chief financial officer.

6.2 Election; Removal; and Term of Office.

6.2.1 Election. The officers of the Corporation shall be elected by the Board at its Annual Meeting.

6.2.2 Term of Office. Each officer shall hold office for one (1) year at the pleasure of the Board and until his or her successor shall be selected and qualified to serve.

6.2.3 Removal. Any officer may be removed from office at any time by the Board, with or without cause or prior notice.

6.2.4 Resignation. Any officer may resign at any time upon written notice to the Board, and such resignation is effective upon receipt of the written notice by the Board unless the notice prescribes a later effective date or unless the notice prescribes a condition to the effectiveness of the resignation.

6.2.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled for the unexpired term at any meeting of the Board.

**ARTICLE VII**  
**INDEMNIFICATION**

7.1 Indemnification. The Corporation shall indemnify a Director, officer, or employee under the provisions of section 5238 of the CCC, or pursuant to any contract entered into with any employee who is not an officer or Director.

7.2 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation as authorized in section 5238 of the CCC prior to the final disposition of such proceeding, upon receipt of an undertaking by or on behalf of the Director, officer or employee to repay such amount unless it shall be determined ultimately that the Director, officer or employee is entitled to be indemnified.

7.3 Insurance. The Corporation shall purchase and maintain insurance on behalf of any Director, officer or employee of the Corporation against any liability asserted against or incurred by the Director, officer or employee in such capacity or arising out of the Director’s, officer’s or employee’s status as such, whether or not the Corporation would have the power to indemnify the Director, officer or employee against such liability under the provisions of section 5238 of the CCC.



**ARTICLE VIII**  
**AMENDMENTS**

8.1 Amendment of Articles. The amendment or restatement of the Articles of Incorporation of the Corporation is provided for by California state law and requires the approval of two-thirds (2/3) of the Directors of the Corporation (and a majority of the JPA Board) and the filing of a certificate of amendment with the Secretary of State.

8.2 Amendment of Bylaws. These Bylaws may be amended or repealed, or new bylaws may be adopted, only by approval of two-thirds (2/3) of the Directors of the Corporation and a majority of the JPA Board. Any conflict between these Bylaws and the Articles of Incorporation shall be resolved in favor of the Articles of Incorporation.

**ARTICLE IX**  
**RECORDS**

9.1 Minute Book. The Corporation shall keep or cause to be kept a minute book which shall contain:

(a) The record of all meetings of the Board including date, place, those attending and the proceedings thereof, a copy of the notice of the meeting and when and how given, written waivers of notice of meeting, written consents to holding meeting, written approvals of minutes of meeting, and unanimous written consents to action of the Board without a meeting, and similarly as to meetings of committees of the Board established pursuant to these Bylaws.

(b) A copy of the Articles of Incorporation, and all amendments thereof, and a copy of all certificates filed with the Secretary of State; and

(c) A copy of these Bylaws, and all amendments hereof, duly certified by the Secretary.

9.2 Financial Statements; Annual Report.

9.2.1 Financial Statements. Financial statements shall be prepared as soon as reasonably practicable after the close of the fiscal year, but not later than the fifteenth (15th) day of the fourth (4th) month after the close of said fiscal year. The financial statements shall contain in appropriate detail the following: (i) a balance sheet for the Corporation as of the end of the fiscal year; (ii) an income statement for the same period; and (iii) a statement of cashflows for that same period.

9.2.2 Annual Report to Directors. An annual report, including the financial statements prescribed by Section 9.2.1 of these Bylaws, shall be furnished annually to all Directors within 120 days after the end of the Corporation's fiscal year and shall include any information required by Section 9.3 of these Bylaws. The financial statements included with the annual report shall be accompanied by a report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared

without audit from the books and records of the Corporation. If the Board approves, the Corporation may send the report and any accompanying material sent pursuant to this Section 9.3 by electronic transmission.

9.2.3 Exception. Notwithstanding Sections 9.2.1 and 9.2.2, the requirement of a financial statement and an annual report shall not apply if the Corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing.

9.3 Report of Transactions and Indemnifications. As part of the annual report to all Directors required by Section 9.2.2 of these Bylaws, or a separate document if no annual report is issued, the Corporation shall annually prepare and mail, deliver or send by electronic transmission to all Directors a statement of any transaction between the Corporation and one of its officers or Directors or of any indemnification paid to any officer or Director. The statement shall be mailed within 120 days after the close of the fiscal year. The statement required by this Section shall describe briefly:

9.3.1 Covered Transactions. Any covered transaction during the previous fiscal year involving more than Ten Thousand Dollars (\$10,000), or which was one of a number of covered transactions in which the same “interested person” had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Ten Thousand Dollars (\$10,000). The names of the “interested persons” involved in such transactions, stating such person’s relationship to the Corporation, the nature of such person’s interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

9.3.2 Indemnifications. The statement shall describe briefly the amount and circumstances of any indemnifications or advances aggregating to more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any officer or Director of the Corporation pursuant to section 5238 of the CCC.

For purposes of this Section 9.3, an “interested person” is (i) any Director or officer of the Corporation, or its parent or subsidiary; and (ii) any holder of more than 10 percent (10%) of the voting power of the Corporation, its parent or subsidiary.

9.4 Periodic Regulatory Filings.

9.4.1 Secretary of State. In accordance with section 6210 of the CCC, the Corporation shall file a statement of information, in the form required by the Secretary of State, every two years from the date of its incorporation. The statement must be filed no earlier than August 1 and no later than January 31 of the year in which the filing is required. In addition, the Corporation must also file a statement if at any time before the required biennial filing is due the information provided in the previously filed statement has changed.

9.4.2 Attorney General. Within thirty (30) days of first receiving property, the Corporation shall file with the Attorney General an initial registration form, setting forth such information and attaching documents prescribed in accordance with rules and regulations of the Attorney General. Thereafter, the Corporation shall renew its registration annually within four (4) months and fifteen (15) days after the end of the fiscal year.

**ARTICLE X**  
**MISCELLANEOUS**

10.1 Accounting Year. The accounting year of the Corporation shall end on the 30<sup>th</sup> day of June of each year.

10.2 Bonding. All Directors, officers or employees handling funds shall be properly bonded, if so required by the Board.

10.3 Self-Dealing. In the exercise of voting right by Directors, no Director shall vote on any issue, motion or resolution which directly or indirectly inures to his or her benefit financially, except that such Director may be counted in order to qualify a quorum and, except as the Board may otherwise direct, may participate in a discussion on such an issue, motion or resolution if he or she first discloses the nature of his or her interest subject to the applicable provisions of the CCC.

10.4 Gifts and Donations. The Board may accept on behalf of the Corporation any contributions, gifts, bequests or devises for the general purpose or for any special purpose of the Corporation not in violation of the Corporation's Articles of Incorporation.

10.5 Contracts. Unless otherwise set forth in these Bylaws the Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

10.6 Checks; Drafts; etc. Except as otherwise set forth in these Bylaws, all checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

10.7 Conflicts of Interest. The Corporation, through its Board, may promulgate from time to time a conflict of interest policy and other policies according to the current law then in effect to be adhered to by its officers and Directors.

10.8 Inspection of Articles and Bylaws. The Corporation shall keep at its principal executive office in California the original or a copy of its Articles of Incorporation endorsed and certified by the Secretary of State and its Bylaws certified by the Secretary, as amended or otherwise altered to date, which shall be open to inspection by Directors at all reasonable times during office hours.

10.9 Inspection by Public. In accordance with section 6104 of the Code, copies of the Corporation's application for tax exemption and any papers submitted in support of such application shall be made available by the Corporation for inspection at the request of any individual during regular business hours at the Corporation's principal place of business and at any regularly maintained regional or district office of the Corporation having three or more employees.

10.10 Interpretation and Construction. Any conflict between these Bylaws and the Articles of Incorporation shall be resolved in favor of the Articles of Incorporation. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

10.11 Dissolution. The Corporation shall not be voluntarily dissolved, except by approval of the Board. In the event of dissolution of the Corporation in any manner and for any cause, after the payment or adequate provision for the payment of all of its debts and liabilities, all of the remaining funds, assets and properties of the Corporation shall be paid or distributed as provided for in the Articles of Incorporation.

10.12 Rules of Order. The Modern Rules of Order shall be the parliamentary law of all proceedings of the Board and all committees. Notwithstanding the foregoing, failure to follow the Modern Rules of Order at any meeting shall not affect the validity of any corporate action otherwise in compliance with the CCC and this Corporation's Articles of Incorporation, these Bylaws and applicable corporate resolutions.

10.13 Job Descriptions and Policies. Notwithstanding any other provision in these Bylaws to the contrary, the Board may, at its option, implement job descriptions and policies for Directors, committee members, officers and other employees.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of FRIENDS OF [TBD], a California nonprofit public benefit corporation ("Corporation"); and

2. That the foregoing Bylaws, comprising thirteen (13) pages, constitute the Bylaws of said Corporation, as duly approved by the Board of Directors of said Corporation at a meeting duly held on \_\_\_\_\_.

IN WITNESS WHEREOF, I have hereunto subscribed my name this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
\_\_\_\_\_, Secretary

**ARTICLES OF INCORPORATION  
OF  
FRIENDS OF [TBD]**

**ARTICLE I  
NAME**

The name of this corporation is FRIENDS OF [REDACTED] (“Corporation”).

**ARTICLE II  
PURPOSES**

A. This Corporation is a nonprofit public benefit organization and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law exclusively for charitable purposes.

B. The specific charitable purposes of the Corporation are to: (1) raise funds to support the [JPA Name] animal control and sheltering practices; (2) to engage in any other activities in furtherance of the purposes for which the Corporation is formed; and (3) to receive, invest and utilize funds, property and in-kind materials or services acquired through the solicitation of contributions, donations, grants, gifts, bequests and the like for the purposes for which the Corporation is formed.

**ARTICLE III  
INITIAL AGENT FOR SERVICE OF PROCESS**

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

Isabel C. Safie  
Best Best & Krieger LLP  
2855 E. Guasti Road, Suite 400  
Ontario, California 91761

**ARTICLE IV  
INITIAL STREET AND MAILING ADDRESS**

The initial street and mailing address of the corporation is:

303 E. B Street  
Ontario, California 91764

**ARTICLE V**  
**LIMITATION OF CORPORATE ACTIVITIES**

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”).

B. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of the corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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

**ARTICLE VI**  
**DEDICATION AND DISSOLUTION**

A. The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private persons.

B. Upon the dissolution or winding up of the Corporation, and after paying or adequately providing for its debts and obligations, the remaining assets of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established and maintained its tax-exempt status under Section 501(c)(3) of the Code, or to the [JPA Name], provided such assets are used for the purposes for which the Corporation was established.

C. If the Corporation holds any assets in trust then such assets shall be disposed of on dissolution in conformity with these Articles of Incorporation or the bylaws for the Corporation subject to complying with the provisions of any trust under which such assets are held. The disposition shall be in such manner as may be directed by decree of the Superior Court of the county in which the Corporation has its principal offices, on petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is as party. Such decree of the Superior Court may be waived if the Attorney General makes a written waiver of objections to the disposition.

Date: January 16, 2025

\_\_\_\_\_  
ISABEL C. SAFIE  
Incorporator