

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ALVISO COMMUNITY SANTA PROGRAM, INC.

RICHARD SANTOS and **GUS COLGAIN** , certify that:

1. They are the President and Secretary, respectively, of **ALVISO COMMUNITY SANTA PROGRAM, INC.**, a California Nonprofit Corporation.
2. At a meeting of the Board of Directors of the Corporation, held at Alviso, California, on October 27, 2006, the following resolution was adopted:

“Resolved: That the Heading and Article I of the Articles of Incorporation of this Corporation be amended as follows:

The name of this corporation is **SANTA VISITS ALVISO FOUNDATION.**

3. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The Corporation has no members.

5. We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: 10/26/06
RICHARD SANTOS, President

Dated: 10/30/06

Signature On file

GUS COLGAIN, Secretary



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO BOX 1286
RANCHO CORDOVA CA 95741-1286

In reply refer to
755:JN

July 18, 2005

ANTONIO ESTREMER
PO BOX 103
SAN JOSE CA 95103-0103

ENTITY ID : 2655207

Please see the enclosed copy of the letter mailed to:
ALVISO COMMUNITY SANTA PROGRAM, INC.

J NAILON
EXEMPT ORGANIZATIONS
BUSINESS ENTITIES SECTION
TELEPHONE (916) 845-5007

ENCLOSURE(S)



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO BOX 1286
RANCHO CORDOVA CA 95741-1286

In reply refer to
755:6 :JN

July 18, 2005

ALVISO COMMUNITY SANTA PROGRAM INC
1404 WABASH ST
ALVISO CA 95002

Purpose : CHARITABLE
Code Section : 23701d
Form of Organization : Corporation
Accounting Period Ending: December 31
Organization Number : 2655207

You are exempt from state franchise or income tax under the section of the Revenue and Taxation Code indicated above.

This decision is based on information you submitted and assumes that your present operations continue unchanged or conform to those proposed in your application. Any change in operation, character, or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address must also be reported.

In the event of a change in relevant statutory, administrative, judicial case law, a change in federal interpretation of federal law in cases where our opinion is based upon such an interpretation, or a change in the material facts or circumstances relating to your application upon which this opinion is based, this opinion may no longer be applicable. It is your responsibility to be aware of these changes should they occur. This paragraph constitutes written advice, other than a chief counsel ruling, within the meaning of Revenue and Taxation Code Section 21012(a)(2).

You may be required to file Form 199 (Exempt Organization Annual Information Return) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. Please see annual instructions with forms for requirements.

July 18, 2005
ALVISO COMMUNITY SANTA PROGRAM, INC.
ENTITY ID : 2655207
Page 2

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

Please note that an exemption from federal income or other taxes and other state taxes requires separate applications.

A copy of this letter has been sent to the Registry of Charitable Trusts.

J NAILON
EXEMPT ORGANIZATIONS
BUSINESS ENTITIES SECTION
TELEPHONE (916) 845-5007

EO :
CC :ANTONIO ESTREMER

COPY

Exemption Application

3500

| | | | |
|--|--|--|---|
| Name of organization as shown in your organization's articles or declaration of trust ALVISO COMMUNITY SANTA PROGRAM, INC. | | Federal employer identification number (FEIN) 81-0656582 | |
| Address (number and street) 1404 Wabash Street | | PMB no. | Daytime telephone number (408) 283-1535x212 |
| City, Town, or Post Office Alviso | | State CA | ZIP Code 95002 |
| Name of representative to be contacted regarding additional requirements or information ANTONIO ESTREMER, Esq. | | Daytime telephone number (408) 283-1535x212 | |
| Representative's mailing address (number and street) P.O. BOX 103 | | | PMB no. |
| City, Town, or Post Office San Jose | | State CA | ZIP Code 95103-0103 |

- ALL applicants must complete item 1 through item 71. Also furnish the information requested in item 8 through item 25, as applicable.
- 1 a Enter the California Revenue and Taxation Code (R&TC) Section under which exemption is claimed: 23701d. See General Information C.
 - b Primary activity of organization: Charitable/ Conducting Christmas Toy giveaways/ Services
 - 2 a What is the form of the organization? Incorporated Unincorporated association Trust
Date organized 5/17/2004
 - b If incorporated, furnish the following information:
 (1) Date incorporated or qualified in California 5/17/2004 (2) California corporation number 2655207
 If incorporated in another state, identify the state _____
 - 3 a Has this organization or its predecessor(s) previously applied for exemption? Yes No
 - b If "Yes," check the appropriate box(es) below and enter either "Granted" or "Denied." Also enter the date the exemption was "Granted" or "Denied" after the box(es) checked:
 California _____ Date _____ Federal _____ Date _____ Other State _____ Date _____
 - c Enter the R&TC Section number under which the organization previously filed with the Franchise Tax Board (FTB) _____
 Furnish copies of any determination letters received.
 - 4 a Has the organization filed federal income tax returns? Yes No
 - b If "Yes," state type of returns and years filed. _____
 - 5 Annual accounting period (must end on last day of the month). January 1 through December 31
 - 6 a Is this a new organization? If "No," attach a statement indicating the name of the predecessor(s), the period during which it was in existence, the reasons for its termination, and the R&TC Section number under which it previously filed with the FTB
 - b Is this a membership organization? If "Yes," attach a statement that fully explains the qualifications for members, the different classes of membership, the number of members in each class, and the voting rights and privileges accorded each class
 - c Has the organization made, or are there plans to make, any distribution of its property or surplus to officers or members? If "Yes," attach a detailed statement
 - d Will any of the incorporators share any facilities with the organization? If "Yes," attach a detailed explanation
 - e Will any property be rented, purchased, or transferred in any way from any of the incorporators? If "Yes," attach a detailed explanation
 - f Will any promoter, incorporator, founder, or member be employed by the organization? If "Yes," furnish complete details, including duties, responsibilities, qualifications, and compensation
 - g Will any member of the board of directors be compensated for services other than services performed as a board member, e.g., officer, and/or employee? If "Yes," furnish the name(s) of the director(s), and the amount(s) of compensation for each. Also list the names of the other directors, indicating their blood or marriage relationship, if any, to the compensated director(s)
 - h Does the organization plan to conduct raffles or other gaming activities? If so, attach a statement describing how they will be conducted and how the organization will use the funds.

Attach check or money order here.

| Yes | No |
|-------------------------------------|-------------------------------------|
| <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Continue to Item 7.

Be sure to include the \$25 application fee. Make the check or money order payable to the Franchise Tax Board. Do not send cash. Allow 90 calendar days for processing.

| | | |
|--|---|---------------------------|
| Under penalties of perjury, I declare that I have examined this application, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. | | |
| <u>April 14, 2005</u> DATE | <div style="background-color: yellow; padding: 5px; display: inline-block;">Signature On file</div> SIGNATURE OF OFFICER OR REPRESENTATIVE | <u>President</u> TITLE |

- 7 TO ENSURE THAT THE FTB WILL PROCESS YOUR EXEMPTION APPLICATION, ATTACH THE FOLLOWING INFORMATION TO YOUR APPLICATION. Failure to provide the following documents may delay our determination as to whether the organization qualifies for exemption.
- a A copy of the creating document. The type of document to be submitted depends upon the way in which the organization was created. If the organization is:
 - A California corporation, submit a copy of the endorsed articles of incorporation and all subsequent endorsed amendments. "Endorsed" means the articles bear the stamps of the California Secretary of State (SOS). **Attached.**
 - A foreign corporation that is qualified through the SOS, submit a copy of the endorsed articles of incorporation and all subsequent endorsed amendments from the state or country in which incorporated. "Endorsed" means the articles bear the stamps of the SOS.
 - An unincorporated association, submit either: a copy of the constitution, articles of association, bylaws, or other document that contains the language required as shown in the samples on page 8 of the Instructions AND which is signed by the board of directors or other governing body.
 - A trust, submit a copy of the trust document and any subsequent modifications to it.
 - A California limited liability company, submit a copy of the endorsed articles of organization.
 - A limited liability company formed in another state and qualified in California, submit a copy of the endorsed Application for Registration (LLC-5), a copy of the certificate of good standing from the home state, and a copy of the articles of organization from the home state.
 - b A copy of the bylaws, proposed bylaws, operating agreement, or other code of regulations. **Attached.**
 - c Financial documents. The documents to be provided depend upon whether the organization has been operating or has not yet started to operate. If the organization has:
 1. Been operating, furnish complete statements of receipts and expenditures, assets and liabilities for each accounting period that it has been in existence and for which exemption is requested. See the Receipts and Expense Statement on Side 8 of this form. Do not send bank statements or monthly reports. However, bank statements or monthly reports should be retained as support for items on the income and expense statement.
 2. Been operating but has not had any financial activity, provide information substantiating operations during the years for which you are requesting exemption. Example, minutes from meetings of board of directors. In addition, furnish a proposed budget showing sources of income and areas of expenditures for the current year and subsequent year. The proposed budget is required and you should base it upon your most reasonable expectations.
 3. Not yet started to operate, furnish a proposed budget showing the sources of income and areas of expenditures for the first year of operation. The budget is required before the FTB will process the application and should be based upon the most reasonable expectations. Refer to the Receipts and Expenses Statement on Side 8 of this form.
 - d A statement describing the specific purposes for which the organization was formed. A general nonprofit purpose statement will not be acceptable, and do not quote the articles of incorporation or bylaws. **Attached.**
 - e A statement describing in detail the programs and activities that the organization presently conducts or will conduct and how it will accomplish its specific purposes. **Attached.**
 - f A statement describing in detail each type or source of funding, each fund raising activity, and each business enterprise the organization has engaged in or plans to engage in either alone or with other parties (accompanied by copies of all agreements, if any, for the conduct of each fund raising activity or business enterprise). **Attached.**
 - g A statement that fully explains any discontinued specific activities that the organization engaged in or sponsored. Give dates of commencement and termination and the reasons for discontinuance. (Omit if this is a new organization.) **N/A**
 - h A copy of each lease, if any, in which the organization is the lessee or lessor of property (real, personal, gas, oil, or mineral), or in which an interest is owned under such lease, together with copies of all agreements with other parties for development of the property. **N/A**
 - i Samples of any literature that the organization sells or distributes and samples of any organizational advertising. **N/A**

Each item listed below refers to a separate California Revenue and Taxation Code (R&TC) Section. Provide the information for the section under which your organization claims exemption.

8 R&TC Section 23701a – Labor, agricultural, or horticultural organization: Submit an explanation of any services to be performed for members. Cooperative organizations applying for exemption under R&TC Section 23701a must submit a copy of the federal exemption letter showing exemption under IRC Section 501(c)(5).

9 R&TC Section 23701b – Fraternal beneficiary societies, etc.:

- a State whether the organization operates, or plans to operate, under the lodge system or for the exclusive benefit of the members of a lodge system. Operating under the lodge system means carrying on activities under a form of organization that comprises local branches (called lodges, chapters, or the like) that are largely self-governing and chartered by a parent organization.
- b If the organization is a subordinate or local lodge, etc., attach a certificate signed by the secretary of the parent organization certifying that the subordinate lodge is a duly constituted body operating under the jurisdiction of the parent body.
- c If the organization is a parent or grand lodge, attach a statement showing the number of subordinate lodges in active operation and whether periodic meetings are actually held.
- d Attach a statement describing the types of benefits (life, sick, accident, or other benefits) paid, or to be paid, to members.

10 R&TC Section 23701c – Cemetery company or corporation chartered solely for burial purposes:

- a Attach these statements and/or documents:
 - (1) Complete copy of the sales contract or other document involved in the organization's acquisition of cemetery property.
 - (2) Complete copy of any contract designating an agent to sell the cemetery plots.
 - (3) Name(s) of officer(s) and director(s) of your organization from the date of incorporation to the present date, and the period for which each held office.
 - (4) Appraised value of cemetery property as of the date acquired (the appraisal should be obtained from sources other than the parties in interest).
- b Does the organization have or plan to have a perpetual care fund? Yes No
 If "Yes," furnish a copy of the federal exemption letter, a copy of the fund agreement, and a statement explaining the nature of such fund (cash, securities, unsold land, etc.). Also attach a statement that fully explains the manner in which the fund is or will be administered, the specific purposes for which the fund is to be used, and the name(s) of the person(s) administering the fund.
- c Does the organization operate a crematorium? Yes No

11 R&TC Section 23701d – Religious, charitable, scientific, literary, or educational organization: Attach a statement explaining all "Yes" answers in item 11a through item 11d.

- | | Yes | No |
|---|-----|----|
| a | | X |
| b | | X |
| c | | X |
| d | | X |
- a Has the organization received, or does it expect to receive, 10% or more of its assets from any organization or group of affiliated organizations (affiliated through stockholding, common ownership, or otherwise), any individual, or members of a family group (brother or sister whether whole or half blood, spouse, ancestor, or lineal descendant)?
 - b Is the organization now, has it ever been, or does it plan to be engaged in carrying on propaganda, or otherwise advocating or opposing pending or proposed legislation (this includes dissemination of such information to the general public while representing the organization)?
 - c Has the organization participated in, or does it plan to participate or intervene in, any political campaign (including the publishing or distributing of statements) on behalf of, or in opposition to, any candidate for public office?
 - d Does the organization hold, or plan to hold, 10% or more of any class of stock or 10% or more of the total combined voting power of stock in any corporation?
 - e If claiming exemption as a church, attach a statement including the information requested in item (1) through item (8) below: **N/A**
 - (1) Has a permanent place of worship been established? At what address? Who is the legal owner of this property? Describe the physical characteristics of your church buildings. Explain to what extent these buildings are used for purposes other than religious worship.
 - (2) Does the organization have a regular congregation or conduct religious services on a regular basis? How many usually attend the regular worship services? Attach samples of worship service programs and newspaper announcements of your activities. Where and how often are religious services held?
 - (3) Furnish information regarding the religious background and formal religious training of the religious leaders. Furnish a copy of each religious leader's certificate of ordination.
 - (4) What amount of the annual gross income will be received from incorporators, ministers, officers, directors, or their families?
 - (5) What amount of the organization's proposed expenditures will be used for the personal living expenses of the individuals mentioned in item (4) above?

(Item 11 continues on Side 4.)

- (6) How many hours per week will the religious or spiritual leader(s) devote to organizational activities? Will this person(s) engage in employment unrelated to the activities of the organization? If so, indicate the number of hours per week and describe the employment activity.
- (7) List all the officers, directors, trustees, etc., of the organization and describe their qualifications for such office. Are any of the officers or directors related by blood or marriage? If "Yes," explain.
- (8) Will any founder, member, or officer:
 - (a) Take a vow of poverty?
 - (b) Transfer personal assets to this organization, like a home, automobile, furnishings, business, or recreational assets, etc., that will be made available for the personal use of the donor(s)?
 - (c) Assign or donate to the organization income that will be used in part or whole to pay the donor(s) as salary, stipend, or living allowance (such as food, medical expenses, clothing, insurance, etc.)?

12 R&TC Section 23701e – Business league, chamber of commerce, etc.: Has the organization performed, or does it plan to perform, particular services for members, shareholders, or others, such as furnishing credit reports or collection accounts, inspecting products, conducting advertising, purchasing merchandise, or other similar undertakings? Yes No If "Yes," attach a detailed statement, including income realized and expenses incurred in such activities. If engaged in advertising, attach samples of material.

13 R&TC Section 23701f – Civic leagues, social welfare organizations, and local associations of employees:

- a If you are applying as a civic league or social welfare organization, you must attach a statement explaining how you will promote the common good or welfare of an entire community.
- b If you are applying as a local association of employees, attach a statement giving the names and addresses of employers that have employees who are eligible for membership in the association. If an employer has employees (who are eligible for membership) located in more than one plant or office, give the address of each plant or office.

14 R&TC Section 23701g – Social and recreational organization:

- | Yes | No |
|-----|----|
| | |
| | |
| | |
| | |
- a Has the organization solicited, or does it plan to solicit, public patronage of the facilities by advertisement or otherwise? If "Yes," attach sample copies of such advertisements or other solicitations
 - b Are nonmembers, other than bona fide guests of members, permitted, or will they be permitted, to use the club facilities or participate in or attend any functions or activities conducted by the organization? If "Yes," attach a statement describing the functions or activities in which nonmembers have participated or will participate, or to which they have been or will be admitted. If nonmembers have participated in or have been admitted to any functions or activities, state the amount received from nonmembers. Provide a schedule in the statement detailing the expenses attributable to such nonmembers, the expenses attributable to such functions, and the disposition made of net profits, if any, derived from the functions
 - c Has the organization rented or leased, or does it plan to rent or lease, any part of the club's property to others? If "Yes," attach a statement indicating the reason for such action, or proposed action, and the amount received, or to be received. Also attach copies of the rental agreements or leases
 - d Has the organization derived or will it derive any income from nonmembers not explained above? If "Yes," explain in detail
 - e Furnish a statement separating the member and nonmember income for the past three years and a proposed budget separating member and nonmember income for the next period of operation.
 - f Enter the total number of club members: _____. If there are different classes of membership, attach a statement explaining the dues and privileges of each class.
 - g Provide copies of:
 - (1) House rules;
 - (2) All other documents used in considering or granting memberships, including agreements or contracts, if any; and
 - (3) Copies of corporate resolutions demonstrating adoption of policy or change of policy regarding membership or use of facilities.

15 R&TC Section 23701h – Title holding corporation:

- a Attach a statement giving the complete names and addresses of organizations for which title to property is held, the number of shares of capital stock held and whether shares of stock have ever been held by persons other than such organizations. If stock was so held, include the years held and the total number of shares of each class of stock.
- Note: R&TC Section 23701h requires turning over net income to a parent organization periodically. Organizations with members, incorporating as a nonprofit corporation under the California Corporations Code, are precluded from exempt status under R&TC Section 23701h. Section 5410 and Section 7411 of the California Corporations Code prohibit any distribution to members of nonprofit public benefit corporations or nonprofit mutual benefit corporations unless the organization dissolves.

(Item 15 continues on Side 5.)

Incorporated organizations seeking exemption under R&TC Section 23701h that have members must incorporate under the for profit provisions of the California Corporations Code.

- b State whether the annual income (less expenses) is, or will be, turned over to the organization for which title to property is held. Explain what disposition will be made of income that will not be turned over to the organization.
- c Attach a copy of an exemption letter (federal or California) for each organization for which property will be held. If property will be held for organization(s) located in California, you must furnish a California exemption letter.

16 R&TC Section 23701i – Voluntary employees’ beneficiary organization: Furnish a copy of the federal determination letter showing exemption under IRC Section 501(c)(9).

17 R&TC Section 23701l - Fraternal society, etc.:

- a State whether the organization operates, or plans to operate, under the lodge system or for the exclusive benefit of the members of a lodge system. Operating under the lodge system means carrying on activities under a form of organization that comprises local branches (called lodges, chapters, or the like) that are largely self-governing and chartered by a parent organization.
- b If the organization is a subordinate or local lodge, etc., attach a certificate signed by the secretary of the parent organization certifying that the subordinate lodge is a duly constituted body operating under the jurisdiction of the parent body.
- c If the organization is a parent or grand lodge, attach a statement showing the number of subordinate lodges in active operation and whether periodic meetings are actually held.

18 R&TC Section 23701n – Supplemental unemployment compensation trust: Attach a copy of the supplemental unemployment benefit plan and pertinent agreements and a copy of the federal determination letter.

19 R&TC Section 23701t – Homeowners’ association:

- a Furnish a copy of the recorded Declaration of Covenants, Conditions, and Restrictions.
- b Will any of the individual units/lots owned by the organization or its members be occupied for other than personal residential purposes?
 Yes No If “Yes,” provide the following information:
 - (1) What percentage of the units/lots will be used for nonresidential purposes? _____
 - (2) If the organization claims exemption as a condominium management association, enter square footage of all units and square footage devoted to residential purposes. All units _____ Residential _____
 - (3) If the organization claims exemption as a residential real estate management association, enter the local real property zoning for lots within the association. Total number of lots _____ Number of lots zoned residential _____
 - (4) What percentage of the organization’s total gross income will be derived from dues, fees, or assessments from nonresidential members? _____
- c Will this organization own, maintain, or operate a mutual water company, well, electrical generating facility, or other utility? Yes No If “Yes,” describe in detail and answer these questions:
 - (1) Are the members/shareholders: the actual users of the utility or simply investors?
 - (2) Is this organization furnishing utilities to (check applicable box[es]): residential homes, commercial businesses (including agricultural enterprises)? If both, indicate what percent of this organization’s total income will be derived from sale of utilities for nonresidential usage _____
 - (3) How are members/shareholders assessed for utilities usage? Are they assessed equally or on the basis of square footage/acreage?
 - (4) Are meters utilized to determine charges to members/stockholders? Yes No If “Yes,” provide a detailed breakdown on how rates are determined and the amount of revenue received.
- d Will any of the units/lots be rented by a person, or series of persons, for periods of less than 30 days that, when added together, equal more than half of the association’s taxable year? Yes No If “Yes,” what percentage of the units/lots are rented in this manner? _____
- e What date was the first unit sold, or when will the first unit be available for sale? _____
- f What date did the association become active? _____ Provide details of these activities.

- g When were (will) dues first collected? month _____ day _____ year _____

20 R&TC Section 23701u – Public facility financial corporation:

- a Attach samples of all certificates of participation or other securities to be issued.
- b Attach copies of all leases, contracts, trust agreements, or other agreements that have been, or will be, entered into by this corporation.

21 R&TC Section 23701v – Mobile home park acquisition association:

- a Are all members of the organization owners of manufactured homes or mobile home tenants of the mobile home park? Yes No If "No," explain the circumstances under which other individuals can become members of the organization.
- b Describe the mobile home park in which owner/tenant members reside.
- c Are all lots within the park rented or leased to mobile home or manufactured home owners? Yes No If "No," explain.
- d Does the rent paid by each owner include rental for the lot occupied by the mobile home or manufactured home? Yes No If "No," explain.
- e Will the organization carry on activities other than purchasing or preparing to purchase the mobile home park in which members reside? Yes No If "Yes," describe in detail the other activities and indicate the percentage of total operations represented by such activities.

22 R&TC Section 23701w – War Veterans' organization:

To be completed by a post or organization of past or present members of the Armed Forces of the United States.

- a What is the total membership of your post or organization? _____
- b How many of your members are present or former members of the Armed Forces of the United States? _____
- c How many members are cadets (include students in college, university, or armed services academies)? _____ How many are spouses, widows, or widowers of cadets, or of past or present members of the Armed Forces of the United States? _____
- d Do you have a membership category other than the ones set out above? Yes No If "Yes," please explain in detail and enter the number of members in this category.

To be completed by an auxiliary unit or society of a post or organization of past or present members of the Armed Forces of the United States.

- e Are you affiliated with and organized according to the bylaws, and regulations formulated by such an exempt post or organization? Yes No
- f How many members do you have? _____
- g How many members are past or present members of the Armed Forces of the United States, or have spouses or persons related to them within two degrees of blood relationship (grandparents, brothers, sisters, and grandchildren are the most distant relationships allowable) that are past or present members of the Armed Forces of the United States (enter total)? _____
- h Are all of the members themselves members of a post or organization, past or present members of the Armed Forces of the United States, or spouses of members of such a post or organization, or related to members of such a post or organization within two degrees of blood relationship? Yes No
If "No," explain in detail.

23 R&TC Section 23701x – Title holding organization:

- a Attach a statement giving the complete names and addresses of organizations or trusts for which title to property is being held, and the number of shares of capital stock held by each entity.
- b State whether the annual income (less expenses) is, or will be, turned over to the organizations for which title to property is held. Explain what disposition will be made of the income that is not or, will not be, turned over to the organizations.
- c Furnish a copy of a federal determination letter for each organization or trust for which property is, or will be, held.
- d For those organizations of trust for which property is, or will be, held and which do not have a federal determination letter, provide detailed information to show that each shareholder is:
 - (1) A governmental plan described in IRC Section 414(d); or
 - (2) The United States, any state or political subdivision thereof, or any agency or instrumentality of the foregoing.
- e State the total number of stockholders or beneficiaries.
- f Describe in detail each class of stock or beneficial interest.

Note: R&TC Section 23701x requires turning over net income to specified parent organizations periodically. Organizations with members incorporating as a nonprofit corporation under the California Corporations Code are precluded from exempt status under that section. Section 5410 and Section 7411 of the California Corporations Code prohibit any distribution to members of nonprofit public benefit corporations or nonprofit mutual benefit corporations unless the organization dissolves.

Incorporated organizations seeking exemption under R&TC Section 23701x that have members must incorporate under the for profit provisions of the California Corporations Code.

24 R&TC Section 23701y – Credit Unions:

- a Provide a copy of your license to operate a credit union.
- b What is the total number of members of your organization? _____

25 R&TC Section 23701z – Self-Insurance pools for charitable organizations:

- a Provide a list of names, California corporation numbers, and federal employer identification numbers (FEINs) for all participants in the pool.
- b Describe in detail the activities of each participating corporation.
- c Furnish a copy of the latest federal determination letter showing exemption under IRC Section 501 for each participating corporation.
- d Describe in detail all insurance services to be provided to members of the pool.

Receipts and Expenses Statement

Complete information is required to adequately respond to Item 7c on Side 2. The statement below represents the basic financial details necessary to complete your request for exemption. You may substitute your own receipts and expenses statement, or statements, but the details must be complete as indicated in this statement. Failure to provide complete financial information may result in denial of the exemption application.

- For each year exempt status is requested, provide the financial information represented in the statement below.
- If you have had financial activities for less than one year, provide a financial statement for the period of activities, and a projected budget for the entire first year.
- If this is your first year of operation, and/or you have no prior financial activity, provide a proposed budget for the entire first year of operation. The proposed budget should be based on your most reasonable expectations.

Calendar or Fiscal Year Ending

| RECEIPTS | Current year | Three preceding years for each year in existence | | Total |
|--|--------------|--|--|-------|
| | 2005 | 2004 | | |
| Gifts | | | | |
| Grants | | | | |
| Contributions received | 4,000 | 2,000 | | |
| Fundraising | 3,000 | 2,000 | | |
| Membership income | | | | |
| Nonmembership income (R&TC Section 23701g) | | | | |
| Membership dues and assessments (R&TC Section 23701t) | | | | |
| Other business income | | | | |
| Gross investment income | | | | |
| Gross royalty income | | | | |
| Gross rental income | | | | |
| Gross receipts from admissions | | | | |
| Gross receipts from commissions | | | | |
| Gross receipts from sale of merchandise | | | | |
| Gross receipts from services provided | | | | |
| Gross receipts from furnishing of facilities | | | | |
| Gain or loss from sale of capital assets | | | | |
| Other income (attach sheet itemizing each type) | | | | |
| TOTAL RECEIPTS | 7,000 | 4,000 | | |
| EXPENSES | | | | |
| Fundraising | 700 | 350 | | |
| Contributions, gifts, grants, and similar amounts paid | | | | |
| Disbursements to or for member benefit | 4,900 | 2,250 | | |
| Compensation of officers | | | | |
| Compensation of directors | | | | |
| Compensation of trustees | | | | |
| Rental expenses | | | | |
| Other salaries and wages | | | | |
| Occupancy (rents) | | | | |
| Other (including all operational and administrative expenses – attach sheet) | 1,800 | 900 | | |
| TOTAL EXPENSES | 6,700 | 3,500 | | |
| Excess of receipts over expenses | 300 | 500 | | |

Attachment: FORM 3500
ALVISO COMMUNITY SANTA PROGRAM, INC.
EIN Number: 0656582
1404 Wabash Street
Alviso, CA 95002

7.a. ARTICLES OF INCORPORATION



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 07 2004



Kevin Shelley
Secretary of State

2655207

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

MAY 17 2004

KEVIN SHELLEY
Secretary of State

ARTICLES OF INCORPORATION

OF

ALVISO COMMUNITY SANTA PROGRAM, INC.

ARTICLE I.

The name of this corporation is ALVISO COMMUNITY SANTA PROGRAM, INC.

ARTICLE II.

- A. This Corporation is a non-profit 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.
- B. The specific purposes of this Corporation are:
- (1) To promote our dedication in bettering the lives of children and elderly in need in our community and service area.
 - (2) To provide Christmas gifts and educational books annually for all children that attend our Alviso Community December Santa Christmas event.
 - (3) To provide educational enhancements, such as scholarships, educational field trips, and any other educational related programs that meet Committee requirements.
 - (4) To promote volunteerism in an effort to get more of the Alviso community involved in our educational programs and annual Christmas event.
 - (5) To preserve cultural and historical education in our Community.
 - (6) To enhance social and educational opportunities through educational assistance.

- (7) To exercise all rights and powers from time to time granted to non-profit corporations by corporate law.

ARTICLE III.

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

RICHARD P. SANTOS
P.O. Box 244
1404 Wabash Street
Alviso, CA 95002

ARTICLE IV.

- A. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|---|
| RICHARD P. SANTOS | P.O. Box 244. Alviso, CA 95002 |
| GUS B. COLGAIN | P.O. Box 983 Alviso, CA 95002 |
| LURDES RIVERA-MURPHY | P.O. Box 111 Alviso, CA 95002 |
| MELVIN G. GUERRERA | P.O. Box 25 Alviso, CA 95002 |
| TED LOPEZ | 1383 Carrie Lee Way San Jose, CA 95118 |

MICHAEL GROSS

675 Los Esteros Rd.
San Jose, CA 95134

JUDY SANTIAGO

696 San Miguel Ave.
Sunnyvale, CA 94085

- B. The number of directors may be fixed or changed from time to time by amendment of the bylaws of this Corporation in the manner set forth in the bylaws.

ARTICLE V.

The authorized number and qualifications of members of the Corporation, the classes of membership, if any, and the property, voting and other rights and privileges of the members shall be as set forth in the bylaws and the liability for dues and assessments and the method of collection, if any, shall be as set forth therein.

ARTICLE VI.

- A. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried out (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VII.

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

ARTICLE VIII.

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, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of ALVISO COMMUNITY SANTA PROGRAM, INC., and the initial Directors named in these Articles of Incorporation, have executed these Articles of Incorporation, on May 14, 2004.

Signature On file

RICHARD P. SANTOS

Signature On file

GUS B. COLGAIN

Signature On file

LURDES RIVERA-MURPHY

Signature On file

MELVIN G. GUERRERA

Signature On file

TED LOPEZ

Signature On file

MICHAEL GROSS

Signature On file

JUDY SANTIAGO

We declare that we are the persons who executed the above Articles of Incorporation, and that this instrument is our act and deed.

Signature On file

RICHARD P. SANTO S

GUS B. COLGAIN

Signature On file

LURDES RIVERA-MURPHY

Signature On file

MELVIN G. GUERRERA

Signature On file

TED LOPEZ

Signature On file

MICHAEL GROSS

Signature On file

JUDY SANTIAGO



Attachment: FORM 3500

ALVISO COMMUNITY SANTA PROGRAM, INC.

EIN Number: 0656582

1404 Wabash Street

Alviso, CA 95002

7. b. BYLAWS OF CORPORATION

BYLAWS

OF

ALVISO COMMUNITY SANTA PROGRAM, INC.

A California Nonprofit Public Benefit Corporation

ARTICLE ONE

SECTION 1. PRINCIPAL OFFICE.

The principal office of the corporation for the transaction of its business is located in Santa Clara County, California. The directors may change the principal office from one location to another.

ARTICLE TWO

PURPOSES

SECTION 1. SPECIFIC AND PRIMARY PURPOSES.

The specific and primary purposes of this Corporation are the following:

- (1) To promote our dedication in bettering the lives of children and elderly in need in our community and service area.
- (2) To provide Christmas gifts and educational books annually for all children that attend our Alviso Community December Santa Christmas event.
- (3) To provide educational enhancements, such as scholarships, educational field trips, and any other educational related programs that meet Committee requirements.
- (4) To promote volunteerism in an effort to get more of the Alviso community involved in our educational programs and annual Christmas event.

- (5) To preserve cultural and historical education in our Community.
- (6) To enhance social and educational opportunities through educational assistance.
- (7) To exercise all rights and powers from time to time granted to non-profit corporations by corporate law.

SECTION 2. NONPROFIT PUBLIC BENEFIT.

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public and charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials or statements with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

SECTION 3. CHARITABLE ACTIVITIES.

This Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable and public purposes described in the Articles of Incorporation.

ARTICLE THREE

DEDICATION OF ASSETS

SECTION 1. DEDICATION.

The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes as described in Internal Revenue Code Section 501(c)(3).

ARTICLE FOUR

MEMBERSHIP

SECTION 1. MEMBERSHIP.

The members of the corporation shall be the Board of Directors and there shall be no other class of members.

ARTICLE FIVE

DIRECTORS

SECTION 1. POWERS.

- a). General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- b). Specific Powers. Without prejudice to these general powers, and subject to these same limitations, the directors shall have the power to:
 - i) Select and remove the officers of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws.
 - ii) Change the principal executive office or the principal business office in the State of California from one location to another.
 - iii) To establish the major policies governing the operations of the Corporation, and shall have the general supervision and control of the business and the affairs of the Corporation, and shall make rules and regulations consistent with law, with the Articles of Incorporation and these Bylaws for the management of the operations of the Corporation, officers, employees, and agents of the Corporation.

- iv) To change the principal office for the transaction of the business of the Corporation from one location to another within the same county, to fix and locate from time to time one or more subsidiary offices for the Corporation within the County of Santa Clara; to adopt, make, and use the corporate seal, and to prescribe the forms of certificates of membership, if any to be used, and to alter such seal and forms from time to time as, in their judgment, they deem best, provided such certificates at all times comply with the provisions of law.
- v) To borrow money or incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered thereof, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidences of debt and securities, therefor.
- vi) To delegate to an Executive Committee, any of the powers or authority of the Board in the management of the business and affairs of the Corporation, except the powers to adopt, amend and repeal the Bylaws. The Board of Directors shall have the power to prescribe the manner in which the proceedings of the Executive Committee, or any other committee, shall be conducted.
- vii) To select and remove the Chief Executive Officer of the Corporation. To prescribe the powers and duties of all the officers, agents, and employees of the Corporation so long as such powers and duties are consistent with law, with the Articles of Incorporation, and with these Bylaws. To fix the compensation, if any, of the officers, agents and employees of the Corporation.
- viii) To install an accounting system which shall be adequate to the requirement of the operations of the Corporation and to maintain proper records of all business transactions. Once in each year, the Board of Directors shall secure the services of a competent certified public accountant, who shall make a careful audit of the books and accounts of the Corporation and render a report in writing thereof, which report shall be submitted to the Board of Directors of the Corporation at their annual meeting. This report shall include at least: 1) a balance sheet showing the true assets and liabilities of the Corporation, and 2) a ledger which shall show all of the receipts and all of the expenses of the Corporation during such period.

- ix) To select one or more banks to act as depositories of the funds of the Corporation and to determine the manner of receiving, depositing, and disbursing the funds of the Corporation, and the form of checks, and the persons by whom they shall be signed, with the power to change such banks and the person, or persons, signing such checks, and the forms thereof, at will.

SECTION 2. NUMBER OF DIRECTORS.

The authorized number of directors shall be SEVEN (7).

SECTION 3. ELECTION AND TERM OF OFFICE OF DIRECTORS.

- a). The term of office for directors shall be three years, except that three of the seven initial incorporators shall serve as directors for the first year. Such three directors shall be chosen by lot at the Corporation's first annual meeting.
- b). Directors to fill expiring terms shall be nominated and elected at each annual meeting of the Corporation; however, if any annual meeting is not held or the directors are not elected at any annual meeting, they may be elected at any special members' meeting held for that purpose.
- c). Each director, including a director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.
- d). Any person 18 years of age or older and of good character may be nominated to serve as a director by a director or member in good standing.

SECTION 4. VACANCIES.

Except for vacancies created by removal of a director, vacancies on the board may be filled by a majority of the directors then in office, whether or not a quorum, or by a sole remaining director.

SECTION 5. REGULAR MEETINGS.

Regular meetings of the Board of Directors may be held at any place within or without California that has been designated from time to time by the Board. Meetings shall be open to the public at all times, except for executive sessions of the Board.

SECTION 6. ANNUAL MEETING.

The annual meeting of the Corporation shall be held once a year on a date fixed by the Board of Directors, after notice pursuant to these Bylaws, for the purpose of organization, election of officers, and the transaction of other business.

SECTION 7. SPECIAL MEETINGS.

Special meetings may be called by or at the request of the President or by a majority of the Board of Directors. The day, place, and time of such meeting, and the general nature of the business to be transacted, shall be as set forth in the notice thereof.

SECTION 8. NOTICE OF MEETINGS.

- a). General Notice Contents. All notices of meetings shall be sent or otherwise given in accordance with Subsection (c) of this section 8 not less than 10 working days, nor more than 90 calendar days before the date of the meeting. The notice shall specify the date, place, and hour of the meeting, and the general nature of the business to be transacted.
- b). Notice of Certain Agency Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):
 - (i) Removing a director without cause;
 - (ii) Filling vacancies on the Board of Directors;
 - (iii) Amending the Articles of Incorporation;
 - (iv) Voluntarily dissolving the Corporation.
- c). Manner of Giving Notice. Notice of any meeting shall be given either personally or by first-class mail, telegraphic or other written communication,

including fax and E-Mail, charges prepaid, addressed to each member either at the address of that member on the books of the Corporation or the address given by the member to the Corporation for the purposes of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram, fax, or other means of written communication.

SECTION 9. QUORUM.

A majority of the authorized number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except to adjourn as provided in Section 9 of this Article. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any director(s), if any action taken is approved by at least a majority of the quorum required for that meeting.

SECTION 10. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238ce), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 11. ADJOURNMENT.

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 12. CONDUCT OF MEETINGS.

- a). Meetings of the Board of Directors shall be presided over by the Chairperson or the President, or, if no such person has been so designated or, in

his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a chair-person chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

- b). Conduct of all meetings shall be covered by Roberts Rules of Order except when such Rules would conflict with the Articles of Incorporation, Bylaws, or any Corporate resolution.

SECTION 13. ACTION WITHOUT A MEETING.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent(s) shall be filed with the minutes of proceedings of the Board.

SECTION 14. RESIGNATION.

Any director may resign effective on giving written notice to the President or the Secretary, unless the notice specifies a later time for the resignation to become effective. Unless otherwise specified in the notice the acceptance of the resignation shall not be necessary to make it effective.

SECTION 15. REIMBURSEMENT.

Directors may receive reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

SECTION 16. NO PERSONAL LIABILITY.

Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

SECTION 17. RESTRICTION ON INTERESTED DIRECTORS.

Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (i) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, and (ii) any brother, sister, ancestor, descendent, spouse, brother-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

SECTION 18. REMOVAL OF DIRECTOR

A Director may be removed from the Board if he or she has acts against the best interests of the Corporation or is no longer interested in furthering the purposes and goals of the Corporation. A hearing before the Board of Directors must be held with evidence presented to substantiate an allegation that a Director's conduct shows that he or she has acted against the best interests of the Corporation or is no longer interested in furthering the purposes and goals of the Corporation. Removal shall take place with a majority vote of the Board of Directors.

SECTION. 19. PROCEDURE FOR REMOVAL OF DIRECTOR

- a). Any Director may initiate the process for Removal of Director by filing with the President of the Corporation a complaint setting forth the reasons for removal of a Director.
- b). A notice shall be sent by first-class mail to the last address of the Director to be removed as shown on the Corporation's records, setting forth the complaint and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed date of hearing.
- c). The Board of Directors shall hold a hearing at a properly notice public meeting, allowing the complaining Director and respondent Director an opportunity to be heard, either orally or in writing. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these bylaws applicable to the meetings of the Board.
- d). Following the hearing, the Board of Directors shall decide whether or not the Director should in fact be removed from the Board, be suspended or sanctioned in any other way. The decision of the Board shall be final.

ARTICLE SIX

COMMITTEES

SECTION 1. COMMITTEES.

The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board.

SECTION 2. FUNCTIONS AND RESPONSIBILITIES.

The Board of Directors shall prescribe the functions and responsibilities of standing committees upon creation of any such committees.

SECTION 3. EXECUTIVE COMMITTEE.

Pursuant to Section 1 of this Article, the Board may appoint two or more directors, one of whom shall be the President, to serve as the Executive Committee of the Board.

ARTICLE SEVEN

OFFICERS

SECTION 1. OFFICERS.

The Corporation shall have the following principal officers: President, Vice President, Secretary and Treasurer. The Board may designate by resolution other officers and assistant officers it may deem necessary.

SECTION 2. REMOVAL OF OFFICERS.

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors.

SECTION 3. RESIGNATION OF OFFICERS.

Any officer may resign effective on giving written notice to the President or the Secretary, unless the notice specifies a later time for the resignation to become effective. Unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

SECTION 4. VACANCIES IN OFFICE.

A Vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed by these Bylaws for regular appointments to that office.

SECTION 5. RESPONSIBILITIES OF OFFICERS.

- a). President. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the membership and of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Board of Directors.
- b). Vice President. The Vice President of the Board shall possess the powers and discharge the duties of the President in the latter's absence or disability.
- c). Secretary. The Secretary shall: (i) Keep the minutes of the meetings of the proceedings of the Board of Directors in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the Corporation, and see that the seal is affixed to all documents the execution of which under seal is duly

authorized; (iv) Keep a register of the post office address of each member which shall be furnished to the Secretary by such member; (v) Sign with the President or Vice-President any and all authorized corporate documents, the execution of which shall have been authorized by resolution of the Board of Directors; and (vi) In general, perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the Board of Directors or the President.

- d). Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained in accordance with generally accepted accounting principles, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, earnings (or surplus). The books of account shall at all reasonable times be open to inspection by any Director. This officer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He/She shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his/her transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE EIGHT

RECORDS AND REPORTS

SECTION 1. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.

The Corporation shall keep at its principal office the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

SECTION 2. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS.

The accounting books, records, and minutes of proceedings of the members and the Board of Directors and any committee(s) of the Board of Directors shall be

kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation.

SECTION 3. INSPECTION BY DIRECTORS.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation.

SECTION 4. ANNUAL REPORT.

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all directors of the Corporation and, which report shall contain the following information in appropriate detail:

- a). The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- b). The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c). The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d). The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
- e). Any information required by Section 6 of this Article.

The annual report shall be accompanied by any 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.

SECTION 5. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS.

This Corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly

describes the amount and circumstances of any indemnification or transaction of the following kind:

- a). Any transaction in which the Corporation, or its parent or subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:
 - (i) Any director or officer of the Corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or
 - (ii) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and where practical, 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.

ARTICLE NINE

CONTRACTS, LOANS, CHECKS, DEPOSITS, ETC.

SECTION 1. CONTRACTS.

The Board of Directors may authorize any officer(s) or agent(s) 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.

SECTION 2. LOANS.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC.

All checks, drafts, or other 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(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

SECTION 5. GIFTS.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

ARTICLE TEN

RIGHT TO INDEMNIFICATION

SECTION 1. RIGHT TO INDEMNIFICATION.

This 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 action or proceeding by reason of the fact that such person is or was an officer, director, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements,

and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted by law. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent, officer, or director and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 2. INSURANCE.

This Corporation shall purchase and maintain insurance on behalf of any director, officer, or agent of the Corporation, against any liability asserted against or incurred by the director, officer, or agent in any such capacity or arising out of the director, officer, or agent's status as such, whether or not the Corporation would have the power to indemnify the director, officer, or agent against such liability under Section 1 of this Article.

ARTICLE ELEVEN

FISCAL YEAR

SECTION 1. FISCAL YEAR.

The fiscal year of the Corporation shall run from January 1 through December 31 of each year. The fiscal year may be changed by the Board of Directors.

ARTICLE TWELVE

AMENDMENTS OF BYLAWS

SECTION 1. AMENDMENT.

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed by affirmative vote of a majority of the members of the board of Directors present at any meeting at which a quorum is present.

ARTICLE THIRTEEN

AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES.

Any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2. CERTAIN AMENDMENTS.

Notwithstanding the above Sections of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this Corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE FOURTEEN

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS.

No director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All members, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation,

whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of ALVISO COMMUNITY SANTA PAROGRAM, INC., a California nonprofit corporation, and pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 17 pages, as the Bylaws of this Corporation.

Signature On file

RICHARD P. SANTOS

Signature On file

GUS B. COLGAIN

Signature On file

DURDES RIVERA-MURPHY

Signature On file

MELVIN G. GUERRERA

Signature On file

TED LOPEZ

Signature On file

MICHAEL GROSS

Signature On file

EDDY SANTIAGO

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title hereto and that such Bylaws were duly adopted by the Board of Directors of said Corporation.

DATED: 1/21/05

Signature On file Gus Colgain

SECRETARY

Attachment: FORM FTB 3500
ALVISO COMMUNITY SANTA PROGRAM, INC.
EIN Number: 0656582
1404 Wabash Street
Alviso, CA 95002

- 7.d. The specific purposes of this Corporation are: (1) To promote our dedication in bettering the lives of children and elderly in need in our community and service area; (2) To provide Christmas gifts and educational books annually for all children that attend our Alviso Community December Santa Christmas event; (3) To provide educational enhancements, such as scholarships, educational field trips, and any other educational related programs that meet Committee requirements; (4) To promote volunteerism in an effort to get more of the Alviso community involved in our educational programs and annual Christmas event; (5) To preserve cultural and historical education in our Community; (6) To enhance social and educational opportunities through educational assistance; (7) To exercise all rights and powers from time to time granted to non-profit corporations by corporate law.
- 7.e. The organization is in its formative stages. We have prepared and filed our Articles of incorporation and have also adopted our bylaws. We filed our exemption application with the Internal Revenue Service and received our exemption letter in April, 2005.

In addition, we will engage in the following activities:

- A) Conducting annual Xmas Toy Drives: Our Organization began as a volunteer effort to collect donations and to organize toy give aways during the Christmas holidays to needy children in our community of Alviso, California. Our success in receiving overwhelming responses lead us to form an organization to stabilize and regularize our charitable activities. After the second successful Christmas toy drive and give-away, we began to expand our activities and conducted toy drives on other holidays, such as Easter.
- B) Expanded Program: After the first year of our success we expanded our program to include the provision of books and pictures with Santa and children and their families. We now plan to expand our collection drives of toys by including other items, such as clothes. We plan to continue concentrating on serving children from infancy through young adulthood.

FORM 3500

ALVISO COMMUNITY SANTA PROGRAM INC.

EIN Number: 0656582

1404 Wabash Street

Alviso, CA 95002

Page Two

- C) Conducting Fundraising For Toys: In addition to toy drives based upon toy and gift donations, we will raise funds to buy toys for free giveaways.
 - D) Monthly Volunteer Meetings: Our organization holds regularly scheduled monthly meetings of volunteers to plan and coordinate our activities. The Christmas program is agendized and tasks are assigned.
 - E) Work with Schools: Our services allow us a unique opportunity to work with schools to help poor children with donated clothing, communication and coordination of information to the Alviso community. We expect to increase our present assistance by formalizing our organization's relationships with local schools to better assist poor and low-income schools to help provide clothing to their students. Presently, some schools in our areas have instituted the use of uniforms in schools and we expect to assist children in poor areas by providing them with no-cost uniforms.
- 7.f. The Organization will raise funds through fundraising events such as dinners, receptions. We will hold such activities, inviting members of the public and suggesting that they make a contribution to our Organization to support its charitable activities. We expect to conduct at least two of these events per year, as more particularly set forth in our operating budget.
- We also will conduct fundraising through direct mail solicitations. We will develop a list of prospective donors and mail them solicitations of donations by postal service and/or e-mail.
- In addition, we will also make request for donations of funds and/or toys, gifts or books to the general public in public services announcements in newspapers and through "free access" television and radio solicitations.
- Finally, our Organization intends to seek grants from private foundations and governmental entities. We will first research all available sources to locate funding opportunities and will respond by proposals to funding sources that are interested in supporting our charitable activities.

FORM 3500

ALVISO COMMUNITY SANTA PROGRAM, INC.

EIN Number: 0656582

1404 Wabash Street

Alviso, CA 95002

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RECEIPTS AND EXPENSES STATEMENT
(Current Year: 2005)

EXPENSES: (Other)

| | | |
|----|--|--------------------|
| a. | Consumable Supplies: | \$ 700.00 |
| b. | Support Services (xerox, postage, printing, telephone) | <u>1,100.00</u> |
| | TOTAL EXPENDITURES | \$ 1,800.00 |

RECEIPTS AND EXPENSES STATEMENT
(Current Year: 2004)

EXPENSES: (Other)

| | | |
|----|--|------------------|
| a. | Consumable Supplies: | \$ 300.00 |
| b. | Support Services (xerox, postage, printing, telephone) | <u>600.00</u> |
| | TOTAL EXPENDITURES | \$ 900.00 |