

**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: 10/24/06
RICHARD SANTOS, President

Signature On file

Dated: 10/30/06

Signature On file

GUS COLGAIN, Secretary

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: APR 08 2005

ALVISO COMMUNITY SANTA PROGRAM INC
C/O ANTONIO ESTREMER
PO BOX 103
SAN JOSE, CA 95103-0103

Employer Identification Number:
81-0656582
DLN:
17053036800005
Contact Person:
JOHN JENNEWEIN ID# 31307
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
May 17, 2004
Contribution Deductibility:
Yes
Advance Ruling Ending Date:
December 31, 2008

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. During your advance ruling period, you will be treated as a public charity. Your advance ruling period begins with the effective date of your exemption and ends with advance ruling ending date shown in the heading of the letter.

Shortly before the end of your advance ruling period, we will send you Form 8734, Support Schedule for Advance Ruling Period. You will have 90 days after the end of your advance ruling period to return the completed form. We will then notify you, in writing, about your public charity status.

Please see enclosed Information for Exempt Organizations Under Section 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

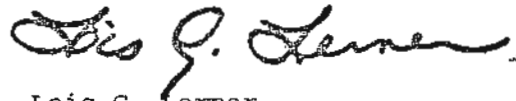
Letter 1045 (DO/CG)

APR 11 2005

ALVISO COMMUNITY SANTA PROGRAM INC

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

A handwritten signature in cursive script, reading "Lois G. Lerner".

Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Information for Organizations Exempt Under Section 501(c)(3)

ALVISO COMMUNITY SANTA PROGRAM INC

INFORMATION FOR ORGANIZATIONS EXEMPT UNDER SECTION 501(c)(3)

WHERE TO GET FORMS AND HELP

Forms and instructions may be obtained by calling toll free 1-800-829-3676, through the Internet Web Site at www.irs.gov, and also at local tax assistance centers.

Additional information about any topic discussed below may be obtained through our customer service function by calling toll free 1-877-829-5500 between 8:30 a.m. - 5:30 p.m. Eastern time.

NOTIFY US ON THESE MATTERS

If you change your name, address, purposes, operations or sources of financial support, please inform our TE/GE Customer Account Services Office at the following address: Internal Revenue Service, P.O. Box 2508, Cincinnati, Ohio 45201. If you amend your organizational document or by-laws, or dissolve your organization, provide the Customer Account Services Office with a copy of the amended documents. Please use your employer identification number on all returns you file and in all correspondence with the Internal Revenue Service.

FILING REQUIREMENTS

In your exemption letter we indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. Form 990 (or Form 990-EZ) is filed with the Ogden Submission Processing Center, Ogden UT 84201-0027.

You are required to file a Form 990 only if your gross receipts are normally more than \$25,000.

If your gross receipts are normally between \$25,000 and \$100,000, and your total assets are less than \$250,000, you may file Form 990-EZ. If your gross receipts are over \$100,000, or your total assets are over \$250,000, you must file the complete Form 990. The Form 990 instructions show how to compute your "normal" receipts.

Form 990 Schedule A is required for both Form 990 and Form 990-EZ.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. There are penalties for failing to timely file a complete return. For additional information on penalties, see Form 990 instructions or call our toll free number.

If your receipts are below \$25,000, and we send you a Form 990 Package, follow the instructions in the package on how to complete the limited return to advise us that you are not required to file.

If your exemption letter states that you are not required to file Form 990, you

Letter 1045 (DO/CG)

ALVISO COMMUNITY SANTA PROGRAM INC

are exempt from these requirements.

UNRELATED BUSINESS INCOME TAX RETURN

If you receive more than \$1,000 annually in gross receipts from a regular trade or business you may be subject to Unrelated Business Income Tax and required to file Form 990-T, Exempt Organization Business Income Tax Return. There are several exceptions to this tax.

1. Income you receive from the performance of your exempt activity is not unrelated business income.
2. Income from fundraisers conducted by volunteer workers, or where donated merchandise is sold, is not unrelated business income.
3. Income from routine investments such as certificates of deposit, savings accounts, or stock dividends is usually not unrelated business income.

There are special rules for income derived from real estate or other investments purchased with borrowed funds. This income is called "debt financed" income. For additional information regarding unrelated business income tax see Publication 598, Tax on Unrelated Business Income of Exempt Organizations, or call our toll free number shown above.

PUBLIC INSPECTION OF APPLICATION AND INFORMATION RETURN

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return, or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents are also required to be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

FUNDRAISING

Contributions to you are deductible only to the extent that they are gifts and no consideration is received in return. Depending on the circumstances, ticket purchases and similar payments in conjunction with fundraising events may not qualify as fully deductible contributions.

CONTRIBUTIONS OF \$250 OR MORE

Donors must have written substantiation from the charity for any charitable contribution of \$250 or more. Although it is the donor's responsibility to obtain written substantiation from the charity, you can assist donors by

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providing a written statement listing any cash contribution or describing any donated property.

This written statement must be provided at the time of the contribution. There is no prescribed format for the written statement. Letters, postcards and electronic (e-mail) or computer-generated forms are acceptable.

The donor is responsible for the valuation of donated property. However, your written statement must provide a sufficient description to support the donor's contribution. For additional information regarding donor substantiation, see Publication 1771, Charitable Contributions - Substantiation and Disclosure Requirements. For information about the valuation of donated property, see Publication 561, Determining the Value of Donated Property.

CONTRIBUTIONS OF MORE THAN \$75 AND CHARITY PROVIDES GOODS OR SERVICES

You must provide a written disclosure statement to donors who receive goods or services from you in exchange for contributions in excess of \$75.

Contribution deductions are allowable to donors only to the extent their contributions exceed the value of the goods or services received in exchange. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as fully deductible contributions, depending on the circumstances. If your organization conducts fundraising events such as benefit dinners, shows, membership drives, etc., where something of value is received, you are required to provide a written statement informing donors of the fair market value of the specific items or services you provided in exchange for contributions of more than \$75.

You should provide the written disclosure statement in advance of any event, determine the fair market value of any benefit received, determine the amount of the contribution that is deductible, and state this information in your fundraising materials such as solicitations, tickets, and receipts. The amount of the contribution that is deductible is limited to the excess of any money (and the value of any property other than money) contributed by the donor less the value of goods or services provided by the charity. Your disclosure statement should be made, no later than, at the time payment is received. Subject to certain exceptions, your disclosure responsibility applies to any fundraising circumstances where each complete payment, including the contribution portion, exceeds \$75. For additional information, see Publication 1771 and Publication 526, Charitable Contributions.

EXCESS BENEFIT TRANSACTIONS

Excess benefit transactions are governed by section 4958 of the Code. Excess benefit transactions involve situations where a section 501(c)(3) organization provides an unreasonable benefit to a person who is in a position to exercise substantial influence over the organization's affairs. If you believe there may be an excess benefit transaction involving your organization, you should report the transaction on Form 990 or 990-EZ. Additional information can be

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found in the instructions for Form 990 and Form 990-EZ, or you may call our toll free number to obtain additional information on how to correct and report this transaction.

EMPLOYMENT TAXES

If you have employees, you are subject to income tax withholding and the social security taxes imposed under the Federal Insurance Contribution Act (FICA). You are required to withhold Federal income tax from your employee's wages and you are required to pay FICA on each employee who is paid more than \$100 in wages during a calendar year. To know how much income tax to withhold, you should have a Form W-4, Employee's Withholding Allowance Certificate, on file for each employee. Organizations described in section 501(c)(3) of the Code are not required to pay Federal Unemployment Tax (FUTA).

Employment taxes are reported on Form 941, Employer's Quarterly Federal Tax Return. The requirements for withholding, depositing, reporting and paying employment taxes are explained in Circular E, Employer's Tax Guide, (Publication 15), and Employer's Supplemental Tax Guide, (Publication 15-A). These publications explain your tax responsibilities as an employer.

CHURCHES

Churches may employ both ministers and church workers. Employees of churches or church-controlled organizations are subject to income tax withholding, but may be exempt from FICA taxes. Churches are not required to pay FUTA tax. In addition, although ministers are generally common law employees, they are not treated as employees for employment tax purposes. These special employment tax rules for members of the clergy and religious workers are explained in Publication 517, Social Security and Other Information for Members of the Clergy and Religious Workers. Churches should also consult Publications 15 and 15-A. Publication 1828, Tax Guide for Churches and Religious Organizations, also discusses the various benefits and responsibilities of these organizations under Federal tax law.

PUBLIC CHARITY STATUS

Every organization that qualifies for tax-exemption as an organization described in section 501(c)(3) is a private foundation unless it falls into one of the categories specifically excluded from the definition of that term [referred to in section 509(a)(1), (2), (3), or (4)]. In effect, the definition divides these organizations into two classes, namely private foundations and public charities.

Public charities are generally those that either have broad public support or actively function in a supporting relationship to those organizations.

Public charities enjoy several advantages over private foundations. There are certain excise taxes that apply to private foundations but not to public charities. A private foundation must also annually file Form 990-PF, Return of Private Foundation, even if it had no revenue or expenses.

ALVISO COMMUNITY SANTA PROGRAM INC

The Code section under which you are classified as a public charity is shown in the heading of your exemption letter. This determination is based on the information you provided and the request you made on your Form 1023 application. Please refer to Publication 557 for additional information about public charity status.

GRANTS TO INDIVIDUALS

The following information is provided for organizations that make grants to individuals. If you begin an individual grant program that was not described in your exemption application, please inform us about the program.

Funds you distribute to an individual as a grant must be made on a true charitable basis in furtherance of the purposes for which you are organized. Therefore, you should keep adequate records and case histories that demonstrate that grants to individuals serve your charitable purposes. For example, you should be in a position to substantiate the basis for grants awarded to individuals to relieve poverty or under a scholarship or education loan program. Case histories regarding grants to individuals should show names, addresses, purposes of grants, manner of selection, and relationship (if any) to members, officers, trustees, or donors of funds to you.

For more information on the exclusion of scholarships from income by an individual recipient, see Publication 520, Scholarships and Fellowships.

Part X Public Charity Status (Continued)

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

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

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

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

For Organization

Signature On file

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

Richard P. Santos

(Type or print name of signer)

February 7, 2005

(Date)

President

(Type or print title or authority of signer)

For Director, Exempt Organizations

Director, Exempt Organizations

Lois G. Lerner

Rulings and Agreements

APR 08 2005

By

John Westerham

Date

Group Manager

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

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

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

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

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

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



W. ROBERT MORGAN LEGAL SERVICES CENTER
480 NORTH FIRST STREET • P.O. BOX 103
SAN JOSE, CALIFORNIA 95103-0103
408.998.5200 FAX 408.298.3782
WWW.LEGALAIDSOCIETY.ORG

March 24, 2005

M. Sue Crawford, Rm. 4024
Internal Revenue Service
Department of the Treasury
P.O. BOX 2508
Cincinnati, OH 45201

BY EXPRESS MAIL

RE: ALVISO COMMUNITY SANTA PROGRAM, INC.
APPLICATION FOR RECOGNITION OF EXEMPTION
FORM 1023 And Attachments

Dear Ms. Crawford,

I write on behalf of ALVISO COMMUNITY SANTA PROGRAM, INC., in response to Ms. Lois Lerner's correspondence regarding same, a copy of which is attached for your perusal. We did enclose a check with our Application, a copy of which is also enclosed. We have not received our cancelled check, so we have put a stop order on the check and are herein enclosing the required funds (\$150.00) in money order form to expedite processing.

Finally, I am enclosing a copy of page 12 of our application to show that we did include the form 8718 information and original signature as required. Please inform us of whether you are in need of any further information or documentation that will assist in your determination of exemption. I would appreciate a call to answer any of such questions and/or requests. I may be reached at (408) 283-15353 ex. 212. Thank you for your anticipated cooperation.

Sincerely,

Signature On file

Antonio Estremera, Esq.
Directing Attorney

AE/jae/Enc.

**Internal Revenue Service
Director, Exempt Organizations**

**Department of the Treasury
PO Box 2508
Cincinnati, OH 45201**

Date: March 14, 2005

ALVISO COMMUNITY SANTA PROGRAM
INC
RICHARD SANTOS
1404 WABASH ST
ALVISO, CA 95002

Employer Identification Number:
81-0656582

Document Locator Number:
17053-036-80000-5

Person to Contact and ID number:
Sue Crawford 3103511

Telephone Number:
(513) 263-3432

FAX Number:
(513) 263-3434

Response Due Date:
March 29, 2005

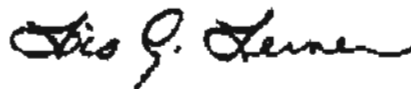
Dear Applicant:

Your application for tax-exempt status was received and entered into our computer system at our Processing Center in Covington, Kentucky. Your application was then forwarded to our Cincinnati, Ohio, office to be reviewed.

In our initial processing, we were unable to locate the user fee required to process your application. As a result, we attempted to make phone contact with you to discuss this matter but have been unable to reach you. If you sent Form 8718 and a user fee with your application, please send or fax us a copy of that form along with a copy (front and back) of your cancelled check by the response due date shown above. If you did not submit Form 8718 and the user fee with your application, please complete the enclosed form and return it with your user fee by the response due date. A certified check or money order made payable to "U.S. Treasury" will expedite processing. If we receive payment by the due date shown above, we will process your application. If we do not receive payment, we will close your application on our computer system and will return the entire package to you.

If you have any questions regarding this matter, please feel free to contact the person whose name and phone number are shown above.

Sincerely yours,



Lois G. Lerner
Director, Exempt Organizations

Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$500. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$150. See instructions for Part XI, for a definition of gross receipts over a 4-year period. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? ☒ Yes ☐ No
If "Yes," check the box on line 2 and enclose a user fee payment of \$150 (Subject to change—see above).
If "No," check the box on line 3 and enclose a user fee payment of \$500 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$150 (Subject to change). ☒
- 3 Check the box if you have enclosed the user fee payment of \$500 (Subject to change). ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please
Sign
Here

Signature On file

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

Richard P. Santos

(Type or print name of signer)

February 7, 2005

(Date)

President

(Type or print title or authority of signer)

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

Form 1023 (Rev. 10-2004)

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

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at www.irs.gov for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document) ALVISO COMMUNITY SANTA PROGRAM, INC.		2 c/o Name (if applicable) Mr. Richard Santos
3 Mailing address (Number and street) (see instructions) 1404 Wabash Street	Room/Suite	4 Employer Identification Number (EIN) 81-0656582
City or town, state or country, and ZIP + 4 Alviso, CA 95002		5 Month the annual accounting period ends (01 - 12) December
6 Primary contact (officer, director, trustee, or authorized representative) a Name: ANTONIO ESTREMER, Esq.		b Phone: (408) 283-1535x212 c Fax: (optional) (408) 298-3782
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative. Antonio Estremera, Esq., authorized representative; Executed Form 2848 is attached. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
9a Organization's website: www.alvisosanta.com		
b Organization's email: (optional) c/o Antonio Estremera: tonye@legalaidsociety.org		
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 05 / 17 / 2004		
12 Were you formed under the laws of a foreign country? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the country.		

Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT** file this form unless you can check "Yes" on lines 1, 2, 3, or 4.

- 1 Are you a corporation? If "Yes," attach a copy of your articles of incorporation showing certification of filing with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. **Attached.** ☒ Yes ☐ No
- 2 Are you a limited liability company (LLC)? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. ☐ Yes ☒ No
- 3 Are you an unincorporated association? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. ☐ Yes ☒ No
- 4a Are you a trust? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. ☐ Yes ☒ No
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. ☐ Yes ☐ No
- 5 Have you adopted bylaws? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. **Attached.** ☒ Yes ☐ No

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT** file this application until you have amended your organizing document. Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): **Pages 1, 2; Article II, Parag. A & B** ☒
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c. ☒
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. **Page 4; Article VIII**
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: ☐

Part IV Narrative Description of Your Activities

Using an attachment, describe your past, present, and planned activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual compensation, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation. **Cont. Attached.**

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Richard P. Santos	President	P.O. Box 244 Alviso, CA 95002	-0-
Gus B. Colgain	Secretary	P.O. Box 983 Alviso, CA 95002	-0-
Lurdes Rivera-Murphy	Treasurer	P.O. Box 111 Alviso, CA 95002	-0-
Melvin G. Guerrero	Director	P.O. Box 25 Alviso, CA 95002	-0-
Ted Lopez	Director	1383 Carrie Lee Way Alviso, CA 95002	-0-

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

b List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a. **NONE**

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
NONE			

c List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
NONE			

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

2a Are any of your officers, directors, or trustees related to each other through family or business relationships? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ No

b Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. ☐ Yes ☒ No

c Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ No

3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties. **N/A**

b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through common control? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. ☐ Yes ☒ No

4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

a Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? ☒ Yes ☐ No

b Do you or will you approve compensation arrangements in advance of paying compensation? ☒ Yes ☐ No

c Do you or will you document in writing the date and terms of approved compensation arrangements? ☒ Yes ☐ No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

d	Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
e	Do you or will you approve compensation arrangements based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
f	Do you or will you record in writing both the information on which you relied to base your decision and its source?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
g	If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is reasonable for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.	
5a	Have you adopted a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No Attached.
b	What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?	
c	What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?	
	Note: A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.	
6a	Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7a	Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine that you pay no more than fair market value. Attach copies of any written contracts or other agreements relating to such purchases.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8a	Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Describe any written or oral arrangements that you made or intend to make.	
c	Identify with whom you have or will have such arrangements.	
d	Explain how the terms are or will be negotiated at arm's length.	
e	Explain how you determine you pay no more than fair market value or you are paid at least fair market value.	
f	Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.	
9a	Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

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

Part VII Your History

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

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

Part VIII Your Specific Activities

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

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

Part VIII Your Specific Activities (Continued)

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

- ☒ mail solicitations ☐ phone solicitations
☒ email solicitations ☐ accept donations on your website
☒ personal solicitations ☐ receive donations from another organization's website
☐ vehicle, boat, plane, or similar donations ☒ government grant solicitations
☒ foundation grant solicitations ☐ Other

Attach a description of each fundraising program. Attached.

- b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. ☐ Yes ☒ No
- c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. ☐ Yes ☒ No
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you. Attached
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. ☐ Yes ☒ No

- 5** Are you affiliated with a governmental unit? If "Yes," explain. ☐ Yes ☒ No

- 6a** Do you or will you engage in economic development? If "Yes," describe your program. ☐ Yes ☒ No

- b** Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

- 7a** Do or will persons other than your employees or volunteers develop your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. ☐ Yes ☒ No

- b** Do or will persons other than your employees or volunteers manage your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. ☐ Yes ☒ No

- c** If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements. N/A

- 8** Do you or will you enter into joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. ☐ Yes ☒ No

- 9a** Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. ☐ Yes ☒ No

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

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

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

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

Part VIII Your Specific Activities (Continued)

- 11 Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. ☐ Yes ☒ No
- 12a Do you or will you operate in a foreign country or countries? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. ☐ Yes ☒ No
- b Name the foreign countries and regions within the countries in which you operate.
- c Describe your operations in each country and region in which you operate.
- d Describe how your operations in each country and region further your exempt purposes.
- 13a Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. ☐ Yes ☒ No
- b Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. ☐ Yes ☐ No
- d Identify each recipient organization and any relationship between you and the recipient organization.
- e Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f Describe your selection process, including whether you do any of the following:
- (i) Do you require an application form? If "Yes," attach a copy of the form. ☐ Yes ☐ No
- (ii) Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. ☐ Yes ☐ No
- g Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
- 14a Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. ☐ Yes ☒ No
- b Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. ☐ Yes ☐ No
- d Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. ☐ Yes ☐ No
- e Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. ☐ Yes ☐ No
- f Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. ☐ Yes ☐ No

Part VIII Your Specific Activities (Continued)

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

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

Part IX Financial Data PLEASE SEE ATTACHMENT

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

A. Statement of Revenues and Expenses

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years				(e) Provide Total for (a) through (d)
		(a) From..... To	(b) From..... To	(c) From..... To	(d) From..... To		
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)						
	2 Membership fees received						
	3 Gross investment income						
	4 Net unrelated business income						
	5 Taxes levied for your benefit						
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)						
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)						
	8 Total of lines 1 through 7						
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)						
	10 Total of lines 8 and 9						
	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)						
	12 Unusual grants						
	13 Total Revenue Add lines 10 through 12						
Expenses	14 Fundraising expenses						
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)						
	16 Disbursements to or for the benefit of members (attach an itemized list)						
	17 Compensation of officers, directors, and trustees						
	18 Other salaries and wages						
	19 Interest expense						
	20 Occupancy (rent, utilities, etc.)						
	21 Depreciation and depletion						
	22 Professional fees						
	23 Any expense not otherwise classified, such as program services (attach itemized list)						
	24 Total Expenses Add lines 14 through 23						

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

Year End:

(Whole dollars)

Assets		
1	Cash	1 300.00
2	Accounts receivable, net	2
3	Inventories	3
4	Bonds and notes receivable (attach an itemized list)	4
5	Corporate stocks (attach an itemized list)	5
6	Loans receivable (attach an itemized list)	6
7	Other investments (attach an itemized list)	7
8	Depreciable and depletable assets (attach an itemized list)	8
9	Land	9
10	Other assets (attach an itemized list)	10
11	Total Assets (add lines 1 through 10)	11 300.00
Liabilities		
12	Accounts payable	12
13	Contributions, gifts, grants, etc. payable	13
14	Mortgages and notes payable (attach an itemized list)	14
15	Other liabilities (attach an itemized list)	15
16	Total Liabilities (add lines 12 through 15)	16 0
Fund Balances or Net Assets		
17	Total fund balances or net assets	17 300.00
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	18 300.00
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a private operating foundation. (See instructions.)

1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. ☐ Yes ☒ No
If you are unsure, see the instructions.

b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2. ☐

2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. ☐ Yes ☐ No

3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. ☐ Yes ☐ No

4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? ☐ Yes ☐ No

5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.

The organization is not a private foundation because it is:

a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A. ☐

b 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B. ☐

c 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C. ☐

d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D. ☐

Part X Public Charity Status (Continued)

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety. ☐
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit. ☐
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. ☒
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). ☐
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status. ☐
- 6 If you checked box g, h, or i in question 5 above, you must request either an advance or a definitive ruling by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.
- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3876. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling. ☒

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

For Organization

Signature On file

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

Richard P. Santos

(Type or print name of signer)

February 7, 2005

(Date)

President

(Type or print title or authority of signer)

For Director, Exempt Organizations

By

Date

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii). ☐
- (i) (a) Enter 2% of line 8, column (e) on Part IX-A, Statement of Revenues and Expenses. _____ ☐
- (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box. ☐
- (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A, Statement of Revenues and Expenses, attach a list showing the name of and amount received from each disqualified person. If the answer is "None," check this box. ☐
- (b) For each year amounts are included on line 9 of Part IX-A, Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A, Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box. ☐

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

Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$500. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$150. See instructions for Part XI, for a definition of gross receipts over a 4-year period. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? ☐ Yes ☐ No
 If "Yes," check the box on line 2 and enclose a user fee payment of \$150 (Subject to change—see above).
 If "No," check the box on line 3 and enclose a user fee payment of \$500 (Subject to change—see above).

2 Check the box if you have enclosed the reduced user fee payment of \$150 (Subject to change). ☐

3 Check the box if you have enclosed the user fee payment of \$500 (Subject to change). ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please
Sign
Here



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

(Type or print name of signer)

(Date)

(Type or print title or authority of signer)

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

Form 1023 (Rev. 10-2004)

February 8, 2005

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

BY EXPRESS MAIL

RE: ALVISO COMMUNITY SANTA PROGRAM, INC.
APPLICATION FOR RECOGNITION OF EXEMPTION
FORM 1023 And Attachments

Dear Madam/Sir,

I write on behalf of ALVISO COMMUNITY SANTA PROGRAM, INC., a California Public Benefit Corporation. Enclosed please find IRS Form 1023, Application for Recognition of Exemption under 501(c)(3) of the Internal Revenue Code together with all required attachments. The Internal Revenue Service has recognized that the activities engaged in by ALVISO COMMUNITY SANTA PROGRAM, INC., and its corporate purposes qualify for exemption under IRC Section 501(c)(3) as a charitable organization.

Hopefully, the applicant's continuing involvement in community-based charitable activities will enable expeditious consideration of the attached application for tax exemption.

Please also find enclosed the following: An executed Power of Attorney Form (2848) and a Check for \$150.00 to cover the required application fee. Please inform us of whether you are in need of any further information or documentation that will assist in your determination of exemption. I would appreciate a call to answer any of such questions and/or requests. I may be reached at (408) 283-15353 ex. 212. Thank you for your anticipated cooperation.

Sincerely,

Signature On file

Antonio Estremera, Esq.
Directing Attorney

AE/jae/Enc.

Form 1023 Checklist

(Revised October 2004)

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

Note. Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

- ☒ Assemble the application and materials in this order:
- Form 1023 Checklist
 - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
 - Form 8821, *Tax Information Authorization* (if filing)
 - Expedite request (if requesting)
 - Application (Form 1023 and Schedules A through H, as required)
 - Articles of organization
 - Amendments to articles of organization in chronological order
 - Bylaws or other rules of operation and amendments
 - Documentation of nondiscriminatory policy for schools, as required by Schedule B
 - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
 - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- ☒ User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- ☒ Employer Identification Number (EIN)
- ☒ Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
- You must provide specific details about your past, present, and planned activities.
 - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
 - Describe your purposes and proposed activities in specific easily understood terms.
 - Financial information should correspond with proposed activities.
- ☒ Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.
- | | | | |
|------------|---------------------|------------|---------------------|
| Schedule A | Yes ___ No <u>X</u> | Schedule E | Yes ___ No <u>X</u> |
| Schedule B | Yes ___ No <u>X</u> | Schedule F | Yes ___ No <u>X</u> |
| Schedule C | Yes ___ No <u>X</u> | Schedule G | Yes ___ No <u>X</u> |
| Schedule D | Yes ___ No <u>X</u> | Schedule H | Yes ___ No <u>X</u> |

☒ An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.

- Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) pp. 1, 2; Article II, Para. A & B.
- Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law p. 4; Article VIII.

☒ Signature of an officer, director, trustee, or other official who is authorized to sign the application.
• Signature at Part XI of Form 1023.

☒ Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

Attachment: FORM 1023
ALVISO COMMUNITY SANTA PROGRAM, INC.
EIN Number: 0656582
1404 Wabash Street
Alviso, CA 95002

PART II.1

ARTICLES OF INCORPORATION



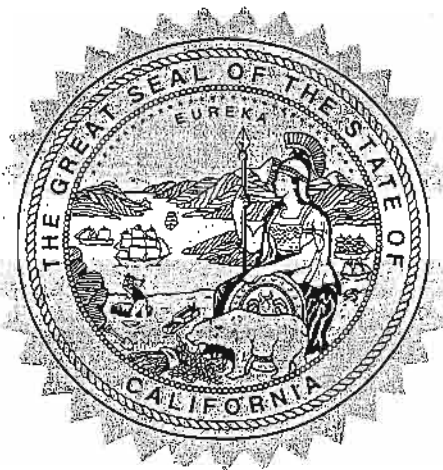
SECRETARY OF STATE

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 SANTIEGO

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

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



Attachment: FORM 1023
ALVISO COMMUNITY SANTA PROGRAM, INC.
EIN Number: 0656582
1404 Wabash Street
Alviso, CA 95002

PART II.5

BYLAWS OF THE 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 (71).

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, descendant, 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 depositaries 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

LURDES RIVERA-MURPHY

Signature On file

MELVIN G. GUERRERA

Signature On file

TED LOPEZ

Signature On file

MICHAEL GROSS

Signature On file

JUDY 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

SECRETARY

FORM 1023
ALVISO COMMUNITY SANTA PROGRAM INC.
EIN Number: 0656582
1404 Wabash Street
Alviso, CA 95002

ATTACHMENT: PART IV.

Narrative Description Of Activities

Our Organization is in its formative stages. We have not yet completed a comprehensive plan of all our planned programs and activities. We intend to develop proposals for public and private funding sources and during this process we will complete a comprehensive strategic plan. The following is illustrative of our present and future expectations:

- 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.
- 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 agendaized 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.

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These activities will be conducted initially during the summer months to prepare for the start of the school year and then throughout the year on a continuing basis.

In addition to conducting drives to collect donated clothing and uniforms, we expect to raise funds to purchase clothing and uniforms to provide uniforms to poor children as previously outlined.

- F) Work with Local Municipalities: Our services also allow us a unique opportunity to work with local municipalities such as the city of San Jose, the County of Santa Clara and their various public safety and social services departments. Our events always include health, city and county services, educational and public informational booths to assist in coordinating services to the Alviso community.

- G) Other Activities: We have also sponsored and funded the following programs and activities: (i) City of San Jose Parks and Recreation Alviso Easter Program; (ii) Annual lunch and awards presentation to selected volunteers and sponsors; (iii) Lighting for the Christmas event; (iv) Library reading programs; and (v) Alviso Santa program Web Site.

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ATTACHMENT: PART V.

Compensation and Other Financial Arrangements with Your Officers, Directors, Trustees, Employees and Independent Contractors.

1a. List of names of Members of Board of Directors (Cont.):

Name:	Title	Mailing Address	Compensation Amount
Michael Gross	Director	675 Los Esteros Rd. San Jose, CA 95134	\$ -0-
Judy Santiago	Director	696 San Miguel Ave. Sunnyvale, CA 94585	-0-

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ATTACHMENT: PART V.5.a

Conflict of Interest Policy

Attached is a copy of the Conflict of Interest Policy unanimously adopted by our Board of Directors at its regularly scheduled meeting of January 21, 2005.

ALVISO COMMUNITY SANTA PROGRAM, INC.
EIN Number: 0656582

CONFLICT OF INTEREST POLICY
OF
ALVISO COMMUNITY SANTA PROGRAM, INC.

ARTICLE I.

PURPOSE

The Purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II.

DEFINITIONS

1. Interested Person. Any director, principal officer, or member of a committee with Board of Directors' delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, an entity or individual with which the Organization is negotiating a transaction or arrangement.

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Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Directors or its committee decides that a conflict of interest exists.

ARTICLE III.

PROCEDURES

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest.
 - a. An interested person may make a representation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The Chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under

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circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization=s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy.

- a. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, I shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV.

RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, and a record of any votes taken in connection with the proceedings.

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ARTICLE V.

COMPENSATION

- a. A voting member of the governing Board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing Board or of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI.

ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII.

PERIODIC REVIEWS

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

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- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recoded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII.

USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

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ATTACHMENT: PART VI.
Individuals and Organizations Receiving Benefits

- 1a. Benefits To Individuals. Our Organization provides gifts and toys to needy children from the Alviso community. The books and pictures with Santa and children and their families are also provided to the same children. Our library reading programs are also devoted to serve the same children. These activities are more particularly detailed in our attachment to Part IV. "Narrative Description of Activities".

- 1b. Benefits To Organizations. Our Organization provides outreach opportunities to schools and other public organizations, such as city and county departments, during our public events. We provide these organizations with information booths at our Christmas events. These activities are more particularly detailed in our attachment to Part IV. "Narrative Description of Activities".

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ATTACHMENT: PART VIII.
Fundraising

- 4a. 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.

- 4d. We plan to conduct all of our above-described activities in California, the State of our incorporation. Although public and private grant sources may be located outside our state, we expect to prepare and file our funding proposals in and/or from California.

ATTACHMENT: PART IX, Page 9

OPERATING BUDGET
 (Year 1: May 1, 2004 – December 31, 2004)

I.	Actual and Anticipated Funding: (In Rounded Figures)	Income
a.	2 Small Private Receptions	\$ 1,000
b.	2 Solicitation Mailers	1,000
c.	Miscellaneous Donations	2,000
TOTAL FUNDING		\$ 4,000
II.	Anticipated Expenditures: (In Rounded Figures)	
a.	Expenditures for Private Receptions:	\$ 350
b.	Consumable Supplies	300 -
c.	Support Services (xerox, postage, printing, telephone)	500 -
d.	Support Services: Santa Program Website	100 -
e.	Support: Lunch for monthly meetings of volunteers	- 250
f.	Activities: Toys, books and food for holidays for poor families	- 1,500
g.	Activities: Annual lunch & awards presentation to volunteers and sponsors	- 200
h.	Activities: Library reading programs	- 300
i.	Carry-Over Funds	- 500
TOTAL EXPENDITURES		\$ 5,000

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OPERATING BUDGET
(Year 2: January 1, 2005 – December 31, 2005)

I.	Actual and Anticipated Funding: (In Rounded Figures)	Income
a.	2 Small Private Receptions	\$ 2,000
b.	2 Solicitation Mailers	1,000
c.	Miscellaneous Donations	4,000
	TOTAL FUNDING	\$ 7,000
II.	Anticipated Expenditures: (In Rounded Figures)	
a.	Expenditures for Private Receptions:	\$ 700
b.	Consumable Supplies	500 -
c.	Support Services (xerox, postage, printing, telephone)	1,200 -
d.	Support Services: Santa Program Website	100 -
e.	Support: Lunch for monthly meetings of volunteers	- 500
f.	Activities: Toys, books and food for holidays for poor families	- 3,500
g.	Activities: Annual lunch & awards presentation to volunteers and sponsors	- 400
h.	Activities: Library reading programs	- 500
i.	Carry-Over Funds	300
	TOTAL EXPENDITURES	\$ 7,000

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PROPOSED OPERATING BUDGET
(Year 3: January 1, 2006 – December 31, 2006)

I.	Actual and Anticipated Funding: (In Rounded Figures)	Income
a.	2 Small Private Receptions	\$ 3,500
b.	2 Solicitation Mailers	1,100
c.	Miscellaneous Donations	5,000
	TOTAL FUNDING	\$ 9,600

II.	Anticipated Expenditures: (In Rounded Figures)	
a.	Expenditures for Private Receptions:	\$ 1,000
b.	Consumable Supplies	600
c.	Support Services (xerox, postage, printing, telephone)	1,200
d.	Support Services: Santa Program Website	100
e.	Support: Lunch for monthly meetings of volunteers	600
f.	Activities: Toys, books and food for holidays for poor families	4,500
g.	Activities: Annual lunch & awards presentation to volunteers and sponsors	500
h.	Activities: Library reading programs	600
i.	Carry-Over Funds	500
	TOTAL EXPENDITURES	\$ 9,600