

**MINUTES OF ORGANIZATIONAL MEETING  
OF THE BOARD OF DIRECTORS  
OF  
WORLD OF WORK FOUNDATION  
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**INTRODUCTION**

The Board of Directors of the above-named Corporation held its first meeting at the time, on the day and at the place as follows:

Time: 1:00 p.m.  
Date: April 26, 2022  
Place: 750 E. Main Street  
El Cajon, CA 92020

There were present at the meeting the Directors of the Corporation, namely, David Miyashiro, Scott Buxbaum, Jonathon Guertin, Michelle Hayes, Ed Hidalgo, Karen Minshew, and Miranda Durning.

On motion duly made and carried, Jonathon Guertin was appointed Temporary President and David Miyashiro was appointed Temporary Secretary of the meeting.

**ORGANIZATIONAL CERTIFICATE**

The President presented to the meeting an Organizational Certificate, duly executed by Isabel C. Safie. Said Organizational Certificate recites the actions taken by the Incorporator in filing the original Articles of Incorporation and naming the seven (7) initial Directors. After review by the Board, and upon motion duly made, seconded and unanimously carried, the Organizational Certificate was also made a part of the records of the meeting.

**MINUTE BOOK**

The President presented to the meeting a corporate minute book with the recommendation that such minute book be maintained by the Corporation for minutes of meetings of the Board of Directors and other corporate documents. The following resolutions were then unanimously adopted:

RESOLVED, that this Corporation maintain a minute book containing the minutes of this meeting and of all subsequent meetings of the Board of Directors and such other documents as the Board of Directors may from time to time direct.

RESOLVED FURTHER, that the Secretary is hereby directed to place the Organizational Certificate in the minute book preceding the minutes of this meeting.

## ARTICLES OF INCORPORATION

The President presented to the meeting a certified copy of the Corporation's Articles of Incorporation already contained in the corporate minute book. Said certified copy showed the following filing information with the California Secretary of State's Office:

Filing Date: March 8, 2022  
Corporate Number: C4860154

After review of said Articles of Incorporation by the Board and after a short discussion and on motion duly made, seconded and unanimously carried, the following resolutions were adopted:

RESOLVED, that the Articles of Incorporation of this Corporation as duly certified by the California Secretary of State have been reviewed and are hereby ratified and approved by this Board of Directors.

## BYLAWS

The President presented to the meeting draft Bylaws of the Corporation for the Board's consideration. After a full review and discussion of said Bylaws by the Board and on motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that this Board of Directors hereby approves the Bylaws for the Corporation.

RESOLVED FURTHER, that the Secretary of this Corporation is hereby authorized and directed to execute a certificate of the adoption of said Bylaws by the Board and to attach such Certificate of Secretary to the Bylaws in the minute book of this Corporation. The Secretary is hereby further instructed to see that a copy of said Bylaws, similarly certified, is kept at the principal executive office of this Corporation, in accordance with Section 5160 of the California Corporations Code.

## ELECTION OF OFFICERS

The meeting proceeded to the election of the President, Treasurer, and Secretary as stated in the Bylaws. The following persons will serve in the listed positions:

<u>Name</u>	<u>Office</u>
Jonathon Guertin	President
Karen Minshe	Treasurer
David Miyashiro	Secretary



## **GOVERNANCE POLICIES**

The President reported that Best Best & Krieger, LLP (“BB&K”) has recommended that the Board consider adopting a Conflicts of Interest Policy to supplement, but not replace, applicable federal and state laws prescribing conflicts of interest rules governing nonprofit and charitable corporations, a Whistleblower Protection Policy and a Document Retention and Destruction Policy. Proposed drafts of each policy have been distributed to the Board of Directors for consideration. After a full review and discussion of the proposed drafts by the Board of Directors and on motion duly made, seconded and unanimously carried, the following resolutions were adopted:

RESOLVED, that the proposed Conflicts of Interest Policy, Whistleblower Protection Policy and Document Retention and Destruction Policy have been reviewed and are hereby approved and adopted by this Board of Directors.

RESOLVED FURTHER, that the Secretary of this Corporation is hereby authorized and directed to execute a certificate of the adoption of said Conflicts of Interest Policy, Whistleblower Protection Policy and Document Retention and Destruction Policy by the Board of Directors and to attach a signed Certificate of Secretary to each policy in the minute book of this Corporation.

## **LEGAL SERVICES**

The President stated that the Law Firm of Best Best & Krieger LLP (“BB&K”) has provided legal services in connection with the formation of this Corporation and that additional legal services will be needed to obtain the Corporation’s federal and state tax exemptions. After a short discussion, the following resolutions were unanimously adopted:

RESOLVED, that this Board hereby ratifies all actions taken to date by BB&K and further authorizes BB&K, together with the appropriate officers, to take all actions necessary and required to (a) complete the Corporation’s organization, (b) obtain federal and state tax exemption, and (c) fulfill the intent of any resolutions adopted during this meeting in connection therewith.

## **BANK RESOLUTION**

The President stated that the Corporation must have a depository for the funds of this Corporation and to authorize certain officers to deal with said funds. After a short discussion, the following resolutions were unanimously adopted:

RESOLVED, that East County Schools Federal Credit Union is hereby selected as the depository of the funds of this Corporation and that the terms of all accounts with such Bank, including the names of the persons authorized to sign checks on behalf of this

Corporation, shall be as set forth on said Bank's form of resolution card.

**ANNUAL REPORT**

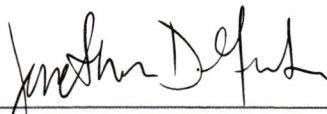
The President stated that in order for the Corporation to comply with the provisions of Section 6210 of the California Corporations Code, it is necessary to file a "Statement of Information (Domestic Nonprofit Corporation)" with the California Secretary of State within 90 days of formation and biannually thereafter. In compliance with such requirement, the Incorporator filed such initial Statement of Information on behalf of the Corporation. After a full review of a copy of said Statement of Information by the Board and on motion duly made, seconded and unanimously carried, the following resolutions were adopted:

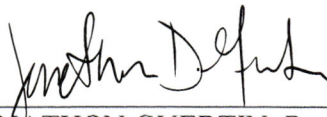
RESOLVED, that the Statement of Information of this Corporation as submitted by the Incorporator has been reviewed and is hereby ratified and approved by this Board of Directors.

RESOLVED FURTHER, that the officers of this Corporation are hereby authorized and directed to prepare, execute and file any subsequent statement required by Section 6210 of the California Corporations Code with the California Secretary of State as required by law.

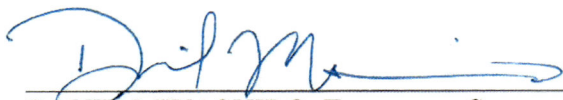
**ADJOURNMENT**

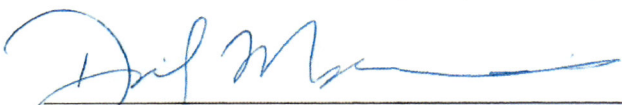
There being no further business to come before the meeting, the meeting was duly adjourned.

  
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JONATHON GUERTIN, Temporary President

  
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JONATHON GUERTIN, President

**ATTEST:**

  
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DAVID MIYASHIRO, Temporary Secretary

  
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DAVID MIYASHIRO, Secretary

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**ANNUAL REPORT**

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RESOLVED, that the Statement of Information of this Corporation as submitted by the Incorporator has been reviewed and is hereby ratified and approved by this Board of Directors.

RESOLVED FURTHER, that the officers of this Corporation are hereby authorized and directed to prepare, execute and file any subsequent statement required by Section 6210 of the California Corporations Code with the California Secretary of State as required by law.


**ADJOURNMENT**

There being no further business to come before the meeting, the meeting was duly adjourned.

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JONATHON GUERTIN, Temporary President

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JONATHON GUERTIN, President

**ATTEST:**

  
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DAVID MIYASHIRO, Temporary Secretary

  
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DAVID MIYASHIRO, Secretary