



BUSINESS LICENSE COMMISSION
COUNTY OF LOS ANGELES
374 KENNETH HAHN HALL OF ADMINISTRATION
500 WEST TEMPLE STREET
LOS ANGELES, CA 90012
(213) 974-7691



December 5, 2011

Liz Shaw-Stabler
Center for Lupus Care, Inc.
100 N. Hillcrest Blvd., Suite 5
Inglewood, CA 90301

MEMBERS
STEVEN AFRIAT
PRESIDENT
RENÉE CAMPBELL
VICE-PRESIDENT
DIANA WOOD
SECRETARY
JAMES BARGER
COMMISSIONER
SARA VASQUEZ
COMMISSIONER

**APPLICATION FOR NOTICE OF INTENTION TO SOLICIT
AND INFORMATION CARD**

Dear Applicant:

The Business License Commission will hold a hearing on the above matter on **Wednesday, December 14, 2011 at 9:00 a.m.** in Room 374-A, 500 West Temple Street, Los Angeles, CA 90012. Your presence is requested at this hearing. If you are unable to attend you may authorize a representative to appear on your behalf. The representative must present signed and duly notarized letter giving authorization and the reasons you are unable to appear.

RIGHT TO REPRESENTATION / FOREIGN LANGUAGE SPEAKERS

You have the right to be represented at this hearing by an attorney or other individual of your choosing and at your own cost. In the absence of a representative, you must represent yourself and the hearing will proceed as scheduled.

If you require a translator, you must arrange at your own cost to have present at the hearing either **a professional/certified interpreter or other person who is fluent in both English and your native language.** If you are unable to locate an interpreter, please contact our office and you will be provided a list of interpreting services.

Parking is available at your cost; a map is enclosed for your convenience. **Please note proceedings begin promptly at 9:00 a.m. The Business License Commission reserves the right to reschedule your hearing to a later date for failure to timely appear.**

Sincerely,

STEVEN AFRIAT
President

Lupe Duron
Commission Staff

NOTICE OF INTENTION TO SOLICIT
To Appeal or Solicit for
Charitable Purposes in the
UNINCORPORATED Portions of the
COUNTY OF LOS ANGELES
BUSINESS LICENSE COMMISSION
374 Kenneth Hahn Hall of Administration
500 West Temple Street
Los Angeles CA 90012
Telephone: 213/974-7691

ALL QUESTIONS MUST BE ANSWERED, PLEASE TYPE OR PRINT.

(Los Angeles County Code, Volume 3, Title 7, Chapter 7-24 requires that this Notice of Intention to be filed at least 30 days prior to beginning your solicitation or advertisement for your fund-raising activity. No advertisement or solicitation may begin until this office has issued an Information Card. "No" or "None" may be written where appropriate on this form. Additional Information may be added on separate sheets; however do not add separate sheets in lieu of answering the questions on this form.)

1. Center for Lupus Care, Inc. When organized: 2003
(Full Name of Organization)

Incorporated: Yes No

2. 100 N. Hillcrest Blvd., Suite 5
(Address: Street, City and Zip Code) (Telephone - Daytime)

3. Liz Shaw-Stabler - 100 N. Hillcrest Bl. (310) 674-0080 - lupuscare@aol
(Name of Person in Charge of Appeal - Address and Zip Code) (Telephone - Daytime and E-mail Address)

4. TO CONDUCT OR SOLICIT: General Appeal (Solicit)
(If only to solicit funds, it would be a General Appeal, if a specific event, state type of event)

5. WHERE and WHEN this fund-raising activity will be held: Throughout LA County
(If specific event, exact dates)
Throughout areas where lupus patients live and treated

6. Solicitation/Advertisement starts December 20, 2011; ends January 20, 2012
(Specific date, or when issued) (Last day of specified event)

7. SPECIFIC Purpose of this Solicitation: To fund special projects + help operating cost

8. ANTICIPATED Gross Goal (Before deducting expenses): \$ 1,500 (LOCAL) \$ 500.- (STATE) \$ 0 (NATIONAL)

9. If this solicitation or activity is conducted on behalf of another organization, give its name and address and enclose a copy of a letter of authorization from organization(s). No

10. Solicitation/Advertisement to be made by means of (indicate by checking below):
() Volunteer Solicitors () Box Office Sales () Posters () Bulletins
() Paid Solicitors () Telephone () Newspapers
() Personal Approach () Radio/Television (X) Mail
Other Envelopes will be mailed methods (specify):

11. Admission: \$ NA Tickets NA Invitations NA No. Printed X
Numbered _____

SPECIFY PER PERSON PER COUPLE
Selling prices: (Ads, cookies, etc.) NA Cost of Carnival Tickets: NA
Games: NA Rides: NA

12. Itemized list of *ANTICIPATED* expenses to be incurred in conducting this solicitation only:

Salaries _____	Printing Advertisement <u>\$ 300.00</u>
Solicitors _____	Stationery/Postage <u>\$ 200.00</u>
Managers _____	Prizes _____
Promoters _____	Cost of Merchandise <u>50.00</u>
Other _____	Refreshments/Meals _____
Rents _____	Miscellaneous: <u>\$ 150.00</u>
Music _____	(Specify) _____
Telephone <u>\$ 300.00</u>	ANTICIPATED TOTAL <u>\$ 1,000.00</u>

13. a. 50% Percent (anticipated) of gross contributions for expenses (divide gross goal --Item No. 8-- into expenses ---Item No. 12.---)
- b. 50% Percent (anticipated) of gross contributions to be used as specified in application (subtract percent for expenses --- 13. a. --- from 100%)
- c. 0% Percent of the proceeds to be used outside of Los Angeles County and specify where it will be use (If applicable)

NOTE: PLEASE BREAK ALL PERCENTAGES DOWN TO THE NEAREST TENTH.

14. I the signer of this Notice of Intention, attach hereto copies of the following as required:
- a. Articles of Incorporation and/or Bylaws of this organization (**BOTH** if group is incorporated)
 - b. Names, Titles and Terms of Offices for two Officers of this organization
 - c. Current Financial Statement (treasurer's report, audit, etc.)
 - d. A statement of any and all agreements or understandings made or had with any agent, solicitor, promoter or manager of this solicitation, or a copy of such agreement or understanding, if it is in writing.
 - e. Tax exemption certificate. State & Federal

(Items a, b, c and e above must be submitted. If items c or d do not apply to your group, indicate "none")

I have read and understand the provisions of Los Angeles County Code, volume 3, Title 7, Chapter 7-24 and before authorizing any person to solicit, I will require the solicitor to read Sections 7-24-010 to 7-24-400 of said Ordinance.

Within 30 days after the completion of the solicitation, I will submit the Report of Results of Activity form to the Business License Commission, indicating all receipts and expenditures of this appeal/activity.

PLEASE PRINT NAME AND THEN SIGN. AN OFFICER OF THE ORGANIZATION MUST SIGN.

"I declare under penalty of perjury under the laws of the County of Los Angeles and the State of California that the foregoing is true and correct."

Liz Shaw-Stabler, Executive Director
 (Signature and Title)
100 N. Hillcrest Blvd, #5
 (Complete Address)
(310) 674-0080 11-18-11
 Daytime Telephone Number Today's Date

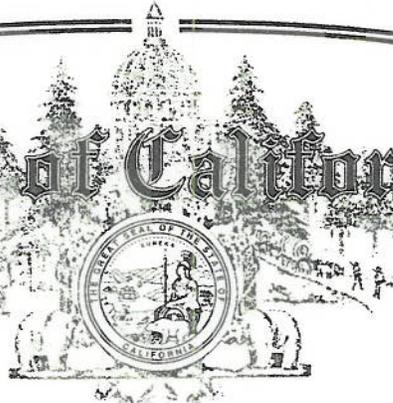
NON-COMPLIANCE WITH, OR VIOLATION OF, LOS ANGELES COUNTY CODE, VOLUME 3, TITLE 7, CHAPTER 7-24, IS A MISDEMEANOR PUNISHABLE BY A FINE OR IMPRISONMENT -- OR BOTH.

IMPORTANT REMINDER: A current list of officers and a current financial statement or audit must be sent at least once annually to keep your file updated. Other documents are not necessary unless they have new or additional information, or amendments.

Please give the name and telephone number of a person that we may contact for questions regarding the "NOTICE OF INTENTION" application.
 Name: Liz Shaw-Stabler Telephone No. (310) 674-0080

2522741

State of California



SECRETARY OF STATE

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

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, 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

SEP 16 2003



Kevin Shelley
Secretary of State

2522741

ARTICLES OF INCORPORATION

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

I

AUG 22 2003

The name of this corporation is CENTER FOR LUPUS CARE, INC

KEVIN SHELLEY
Secretary of State

II

A. This corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for:

(x) Public and charitable purposes.

B. The specific purpose of this corporation is to educate the community and increase the understanding of the disease and the related diseases by providing current information.

III

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

Name: Liz Shaw-Stabler

Address: Westminster Building, 100 N. Hillcrest Blvd., Suite 5

City: Inglewood State: California Zip: 90301-1309

IV

A. **PURPOSE:** The corporation is organized exclusively for public and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

B. 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.

COPY

ARTICLES OF INCORPORATION

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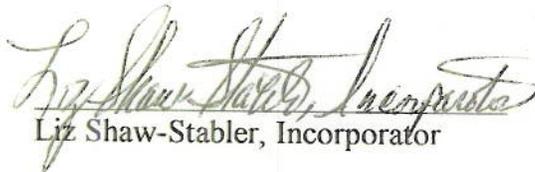
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V

DISSOLUTION CLAUSE: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for public and charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.


Liz Shaw-Stabler, Incorporator

7-14-03
Date

Secretary of State
ARTS-PB (01-00) 1

Bylaws of Center For Lupus Care, Inc.

Article I – Name, Location, and Offices

Section 1.1 Names. The name of this corporation is Center For Lupus Care, Inc. henceforth referred to as the Center.

Section 1.2 Registered Offices and Agent. The registered office of the corporation shall be established and maintained at Westminster Building, 100 N. Hillcrest Blvd., Suite 5, Inglewood CA 90301 in the County of Los Angeles, State of California.

Section 1.3 Other Offices. The corporation may also have offices at such other places within or without the State of California as the Board of Directors may from time to time determine or the activities of the corporation may require.

Article II – Purpose

Section 2.1 Purposes. This Corporation is a Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Corporation Law for charitable, religious, and educational purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

The Center's mission is to educate the general population about Systemic Lupus Erythematosus, commonly known as SLE or Lupus, with an emphasis on research and the development of coping skills through training, support groups, and one-on-one counseling for lupus patients and their families.

Article III – Board of Directors

Section 3.1 Authority of the Board of Directors

- (a) The supreme authority of the Center and the government and management of the affairs of the corporation conferred by the Articles of Incorporation, these Bylaws, the California Nonprofit Corporation Law, common law, court decisions or otherwise shall be exercised performed or controlled by the Board of Directors.
- (b) The Board of Directors shall have supervision, control and direction of the management, affairs and property of the corporation, shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an

executive committee. Under no circumstances, however, shall any act be taken which is inconsistent with the Articles of Incorporation or these Bylaws.

- (c) The Board of Directors shall not permit any part of the net earnings or capital of the corporation inure to the benefit of any member, director officer or other private person or individual.
- (d) The board of Director may from time to time, appoint, as advisors, persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the corporation.
- (e) The Board of Directors is authorized to employ such person or persons, including an executive director or officer, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.
- (f) The Board of Directors shall have full power and authority to review and approve in advance both short-term and long-term budgets, capital and operating income and expenditures of the corporation and to exercise such other supervision and control over the affairs and property of the corporation as the Board of Directors may deem necessary or desirable to ensure that the educational, charitable, and religious purposes and functions of the corporation are carried out.

Section 3.2 Numbers and Term of Office. The number of directors shall not exceed seven (7), but not less than one (1), as may be designated from time to time by resolution of a majority of the members of the corporation. The Board of Directors shall have 3 Executives of the Board, which consists of the Chairperson, Secretary, and Treasurer.

Sections 3.3 Vacancies

- (a) Events causing vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:
 - (i) The death or resignation of any director, including a resignation caused by the election of a director as an officer;
 - (ii) The declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under section 5230 and following of the California Nonprofit Corporation Law;
 - (iii) The increase of the authorized number of directors.
 - (iv) The failure of the directors, at any meeting of the Board of Directors at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting; or
 - (v) The removal of a director or directors by the members according to law.
- (b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the Chairperson or Secretary of the Board. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or

directors in charge of its affairs. Any director who is absent from three consecutive meetings of the Board of Directors may be deemed to have resigned, and the Board may appoint a successor to fill the vacancy after first giving notice to the director who is deemed to have resigned that such appointment will be made.

(c) Filing vacancies. A vacancy occurring among the directors may be filled by the affirmative vote of a majority of the remaining directors. Any person so selected shall serve the balance of the term of the director he or she replaced or until the next election. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 3.4 Eligibility. Any member who is in good standing with the Center and who has been a member of the Center is eligible to serve on the Board of Directors. Notwithstanding the foregoing, the Board of Directors may from time to time, and within its sole discretion, waive the eligibility requirements set forth in this Section 5.4 for any individual whom it deems would serve the interests of the corporation.

Section 3.5 Compensation. Members of the Board of Directors shall not receive any salaries for their services as directors, but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore. Members of the Board of Directors may be reimbursed for expenses incurred in connection with their services as directors.

Article IV-- Meeting of the Board of Directors

Section 4.1 Place of Meeting. Meeting of the Board of Directors may be held via electronic means, or at any place within or outside the State of California as set forth in the notice thereof, or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver.

Section 4.2 Annual Meeting. The regular annual meeting of the Board of Directors shall be held during the Center's Annual Meeting. The Board of Directors may fix by resolution the time and place, either within or without the State of California, and the mode of the meeting, including telephone or computer network connection, for the holding of additional regular meetings of the Board, without notice other than that resolution.

Section 4.3 Special Meetings. Special meetings of the board of Directors may be called by or at the request of a majority of the board of Directors, or the Executive Director. Unless waived as contemplated in this Article VI notice of the time, place and purpose of a special meeting of the Board of Directors shall be given by the secretary at least two (2) weeks before such meeting. Unless otherwise indicated in the notice therefore, and all business may be transacted at any special meetings.

Section 4.4 Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. A director shall be

deemed to be in attendance at a meeting held via electronic means if he or she participates in or communicates with anyone at such a meeting.

Section 4.5 Quorums. Two-thirds (2/3) of the existing directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. Except as otherwise required under these Bylaws, the Articles of Incorporation, or the California Nonprofit Corporation Law, all resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of the directors present at the meeting.

Section 4.6 Actions in Lieu of Meeting. Any action to be taken at a meeting of the directors, or any action that may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the full Board of Directors, and any further requirements of law pertaining to such consents have been complied with.

Section 4.7 Meetings by Telephone. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, including computer network connection, so long as all members participating in such meetings can hear one another or otherwise participate in the discussion. Participation in a meeting pursuant to this subdivision constitutes presence in person at such meeting.

Section 4.8 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting, which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have transacted at the meeting, which was adjourned.

Section 4.9 Attendances at Meetings. Members of the Board of Directors shall attend all meetings unless absence is unavoidable.

Article V – Officers

Section 5.1 Officer Designations. The executive officers of the corporation shall consist of a Chairperson, as determined or designated by the Board of Directors, a Secretary and a Treasurer. The Board of Directors shall from time to time create and establish the duties of such other officers or assistant officers, as it deems necessary or desirable for the efficient management of the corporation. All officers must be members of the corporation. No persons shall hold concurrently more than one of the offices described in this Article, but one or more of these persons may hold such other offices as may be established by the Board of Directors. Officers are otherwise deemed qualified for office unless specifically removed for cause.

Section 5.2 Elections and Term of Office. The executive officers of the corporation shall be elected by the Board of Directors of the corporation. Such officers shall serve for terms of three years and thereafter until their successors have been elected and qualified, or until their earlier

death, resignation, removal, retirement, incapacity or disqualification. These provisions of the Bylaws shall not be deemed to prohibit the Board of Directors from entering into employment agreements with employees of the corporation, which provide for terms of service of more than one year or specify grounds for removal. Any other officers or assistant officers appointed by the Board of Directors of the corporation shall serve at the will of the Board of Directors and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, incapacity or disqualification. For purposes of these Bylaws, an officer shall be deemed incapacitated if or any reason he or she unable to carry on the duties of his or her office as determined by a vote of two-thirds (2/3) of the full Board of Directors, within its sole discretion.

Section 5.3 Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

Section 5.4 Removals. Any officer or agent elected or appointed by the Board of Directors of the corporation may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, to the officer or agent so removed.

Section 5.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors of the corporation.

Section 5.6 Executive Director. The Executive Director is a non-elected official. The Executive Director has all the rights, authorities, and powers of the Chairperson and Board of Directors. The Executive Director can be also known as the founder, creator, or establisher of the corporation. This position cannot be dissolved, re-assigned, transferred, except by the laws under the California Non-Profit Corporation Law, and any other State or Federal Laws. The Executive Director oversees the duties of the members of the board and helps enforce the policies and procedures within the Article of Incorporation, Bylaws, and The California Nonprofit Corporation Law.

Section 5.7. Chairperson

- a) The Board of Directors shall select and appoint an individual to serve as Chairperson, who shall also be the Chief Executive Officer of the Corporation. The Chairperson shall be given the necessary authority and responsibility to operate the corporation in all its activities and departments, subject only to such policies as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such action. He or she shall act as the duly authorized representative of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person to so act.
- b) The authority and responsibility of the Chairperson shall include:
 - i) Carrying out all policies established by the Board of Directors and advising on the formation of these policies;

- ii) Developing and submitting to the Board of Directors for approval a plan of organization for the conduct of business of the corporation and recommend changes when necessary;
- iii) Selecting, employing, controlling and discharging employees and developing and maintaining personnel policies and practices of the corporation.
- iv) Supervising business affairs to ensure that funds are collected and expended to the best possible advantage;
- v) Presenting to the Board of Directors, or its authorized committee, periodic reports reflecting the professional services and financial activities of the corporation as may be requested by the Board of Directors;
- vi) Serving as Chairperson of the Executive Committee and presiding at all meetings of the Board of Directors;
- vii) Preparing a plan for the achievement of the corporation's specific objectives and periodically reviewing and evaluating that plan;
- viii) Executing all authorized bonds, contracts or other obligations in the name of the corporation; and
- ix) Performing such other duties that may be necessary, desirable or in the best interest of the corporation.

Section 5.8 Secretaries.

- a) The Secretary shall
 - i) Attend all meetings of the Board of Directors and record, or cause to be recorded, all votes actions and minutes of all proceedings in a book to be kept for that purpose and shall perform, or cause to be performed, like duties for the executive and other committees when required; and
 - ii) Track information and maintain records as required by the Board of Directors or Chairperson for the historical archives of the corporation.
- b) The Secretary shall give, or cause to be given, notice of all meetings of the members and the Board of Directors, and all other notices required by law or by these Bylaws.
- c) The Secretary shall in safe custody the seal of the corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the Treasure or any Assistant Secretary.
- d) The Secretary shall be under the supervision of the Chairperson. He or she shall perm or such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the Chairperson may from time to time delegate.
- e) The Secretary shall keep or cause to be kept to minutes of the meeting of the members and meetings of the Board of Directors, and ensure that a current register of the mailing address of each member is maintained.

Section 5.9 Treasurer

- a) The Treasurer shall have custody of all the funds and securities of the corporation, and he or she shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation in such depository or depositories as may be designated by the Board of Directors.
- b) The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors or the Chairperson, taking proper vouchers for such disbursements. He or she shall render to the Chairperson and the Board of Directors, whenever either of them so requests, an account of all his or her transactions as Treasurer or of the financial condition of the corporation. Notwithstanding anything to the contrary contained in these Bylaws, any sale or transfer of any security or real property held in the name of the corporation shall be valid only if signed by the Treasurer and one other officer of the corporation.
- c) The Treasurer shall give the Corporation a bond, or other similar instrument, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his or her office and for restoration to the corporation in case of his or her death, resignation, retirement or removal from office of all books, papers, vouchers, moneys and other properties of whatever kind in his or her possession or under his or her control belonging to the corporation.
- d) The Treasurer shall
 - i) Prepare an annual budget showing the expected revenue and expenditures as required by law; and
 - ii) File, or cause to be filed, all tax and other related returns or forms that may be required by law; and
 - iii) Perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the Chairperson may from time to time delegated.

Article VI – Committees

Section 6.1 Executive Committees. By resolution adopted by a majority of the directors in office, the Board of Directors may designate from among its members one or more executive committees which, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the Corporation. Each such executive committee shall be composed of the committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon him or her by law.

Section 6.2 Other Committees. Other committees, each consisting of two (2) or more directors, not having, and exercising the authority of the Board of Directors in the management of the corporation, may be designated by a resolution adopted by a majority of directors present at a

meeting at which a quorum is present. Except as otherwise provided in such resolution or in these Bylaws, the President of the corporation shall appoint members of each such committee. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 6.3 Advisory and Other Committees. The Board of Directors may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not directors of the Corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors, and such committee shall have such powers and perform such specific duties or functions, not inconsistent with the Articles of Incorporation of the corporation or these Bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such other committees shall be made by the Chairperson of the Corporation unless the Board of Directors otherwise provides. Any action by each such committee shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

Section 6.4 Terms of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until their successor is appointed, unless the committee shall be sooner terminated or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 6.5 Chairperson; Ex Officio Members. One member of each committee shall be appointed chairperson thereof. The Chairperson for each committee, other than an executive committee, may appoint Ex Officio Members to committees who shall be such persons (including those persons who are not members of the Board of Directors) as the Chairperson deems appropriate for the committee. If the Board of Director appoints or employs an Executive Director, such person shall be an ex officio member of each committee appointed by the Board of Directors and shall perform such functions as set forth in resolutions which may from time to time be adopted by the Board of Directors.

Section 6.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6.7 Quorums. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6.8 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws or with rules adopted by the Board of Directors. Rules are subject to approval by the President or Board of Directors.

Article VII – Corporate Seal

7.1 Corporate Seal. The seal of the corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Board of Directors shall not have determined to adopt a corporate seal, the signature of the corporation followed by the word “Seal” enclosed in parentheses or scroll shall be deemed the seal of the corporation. The seal shall be in the custody of the Secretary and affixed by him or her, or by his or her assistant, on all appropriate papers.

Article VIII – Contracts, Checks, Deposits, and Funds.

Section 8.1 Contracts. The Board of Directors may authorize any officer or officers, or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

Section 8.2 Checks, Drafts, Notes, 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 the Treasurer or such other officer or officers, or agents of the corporation, as may from time to time be determined by resolution of the Board of Directors. There shall from time to time be certified to the banks or trust companies in which funds of the corporation are deposited, the signature of the officer or officers, or agents of the corporation so authorized to draw against the same.

Section 8.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks; trust companies or other depositories as the Board of Directors may select.

Section 8.4 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general or for any specific purpose of the corporation.

Article IX– Miscellaneous Provisions

Sections 9.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. The Corporation shall keep at its registered or principal office a record giving the names and addresses of the directors.

Section 9.2 Fiscal Year. The fiscal year of the corporation shall end on the last day of December of each year.

Section 9.3 Notices. Whenever, under the provisions of these Bylaws, notice is required to be given to any members, director or officer it shall not be construed to require personal notice, but

such notice may be given by electronic mail, telephone or regular mail addressed to each member, director or officer at such address (including electronic mail address) or telephone number as appears on the books of the corporation. Such notice shall be deemed to be given at the time the same shall be sent via the Internet or other similar medium, communicated via the telephone or mailed.

Section 9.4 Waiver. Whenever any notice is required to be given to any member, director or officer by law, by the Articles of Incorporation or these Bylaws, a waiver thereof signed by the person entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

Article X– Amendments

10.1 Amendments. The Board of Directors may, with the affirmative vote of two-thirds (2/3) of the full Board of Directors, amend, after or repeal these Bylaws, or any provision thereof, and may from time to time adopt additional Bylaws, provided, however, that no such amendment, alteration, repeal or adoption shall be in violation of the California Nonprofit Corporation Law. Notwithstanding the foregoing, an amendment to decrease the quorum for any member action may be approved solely by the Board of Directors but an amendment to increase the quorum required for any member acting must be approved by the members.

Article XI – Indemnification

11.1 Indemnification.

- a) Each person who is or was a director or officer of the corporation, and each person who is or was a director or officer of the corporation who at the request of the corporation is serving or has served as an officer, director, partner, joint venture or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the California Nonprofit Corporation Law against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the corporation under the California Nonprofit Corporation Law and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his or her being or having been a director or officer of his corporation or of such other enterprise. Such indemnification shall be made only in accordance with the California Nonprofit Corporation Law and subject to the conditions thereof.
- b) As a condition to any such right of indemnification, the corporation may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the corporation and at the expense of the corporation.

c) The corporation may purchase and maintain insurance on behalf of any person whether or not the corporation would have the power to indemnify such person against any liability under the California Nonprofit Corporation Law.

Board Member:  9-18-03
Sharon Norris, Chairperson/Treasure Date

Board Member:  09-18-03
Patricia Almond Spencer, Secretary Date

Names of two officers of the organization

Liz Shaw-Stabler, Executive Director – Term.....5 years

Karen Lawrence, Project Director – Term5 years

**There is no statement of agreements or understandings made with any agent,
solicitor, promoter or manager of this solicitation.**

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

DEPARTMENT OF THE TREASURY

Date: NOV 06 2003

CENTER FOR LUPUS CARE INC
C/O WESTMINSTER BLDG
100 N HILLCREST BLVD
INGLEWOOD, CA 90301

Employer Identification Number:
75-3120521
DLN:
17053273046013
Contact Person:
RICHARD K DOLFI ID# 31363
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Foundation Status Classification:
509(a)(1)
Advance Ruling Period Begins:
August 22, 2003
Advance Ruling Period Ends:
December 31, 2007
Addendum Applies:
No

Dear Applicant:

Based on information you supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably expect to be a publicly supported organization described in sections 509(a)(1) and 170(b)(1)(A)(vi).

Accordingly, during an advance ruling period you will be treated as a publicly supported organization, and not as a private foundation. This advance ruling period begins and ends on the dates shown above.

Within 90 days after the end of your advance ruling period, you must send us the information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, we will classify you as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, we will classify you as a private foundation for future periods. Also, if we classify you as a private foundation, we will treat you as a private foundation from your beginning date for purposes of section 507(d) and 4940.

Grantors and contributors may rely on our determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you send us the required information within the 90 days, grantors and contributors may continue to rely on the advance determination until we make

Letter 1045 (DO/CG)

CENTER FOR LUPUS CARE INC

a final determination of your foundation status.

If we publish a notice in the Internal Revenue Bulletin stating that we will no longer treat you as a publicly supported organization, grantors and contributors may not rely on this determination after the date we publish the notice. In addition, if you lose your status as a publicly supported organization, and a grantor or contributor was responsible for, or was aware of, the act or failure to act, that resulted in your loss of such status, that person may not rely on this determination from the date of the act or failure to act. Also, if a grantor or contributor learned that we had given notice that you would be removed from classification as a publicly supported organization, then that person may not rely on this determination as of the date he or she acquired such knowledge.

If you change your sources of support, your purposes, character, or method of operation, please let us know so we can consider the effect of the change on your exempt status and foundation status. If you amend your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, let us know all changes in your name or address.

As of January 1, 1984, you are liable for social security taxes under the Federal Insurance Contributions Act on amounts of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the private foundation excise taxes under Chapter 42 of the Internal Revenue Code. However, you are not automatically exempt from other federal excise taxes. If you have any questions about excise, employment, or other federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Internal Revenue Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Donors may deduct contributions to you only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circumstances. Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, gives guidelines regarding when taxpayers may deduct payments for admission to, or other participation in, fundraising activities for charity.

You are not required to file Form 990, Return of Organization Exempt From Income Tax, if your gross receipts each year are normally \$25,000 or less. If you receive a Form 990 package in the mail, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return. Because you will be treated as a public charity for return filing purposes during your entire advance ruling period, you should file Form 990 for each year in your advance ruling period

CENTER FOR LUPUS CARE INC

that you exceed the \$25,000 filing threshold even if your sources of support do not satisfy the public support test specified in the heading of this letter.

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. A penalty of \$20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$10,000 or 5 percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$1,000,000 in any year, the penalty is \$100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$1,000,000 shall not exceed \$50,000. This penalty may also be charged if a return is not complete. So, please be sure your return is complete before you file it.

You are not required to file federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

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.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, we will assign a number to you and advise you of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

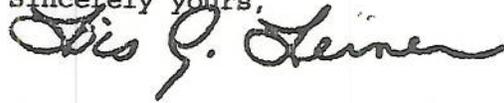
If we said in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help us resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

CENTER FOR LUPUS CARE INC

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

A handwritten signature in cursive script that reads "Lois G. Lerner".

Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

Enclosure(s):
Form 872-C