



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



March 13, 2012

Patti Palmer  
Cars 4 Causes  
4864 Market Street, Suite D  
Ventura, CA 93003

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, April 11, 2012 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

**COPY**

**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

**MAILED** 01/16/2012  
W/BODS, Articles of Incorporation  
Bylaws, Amendments.

ALL QUESTIONS MUST BE ANSWERED, PLEASE TYPE OR PRINT.

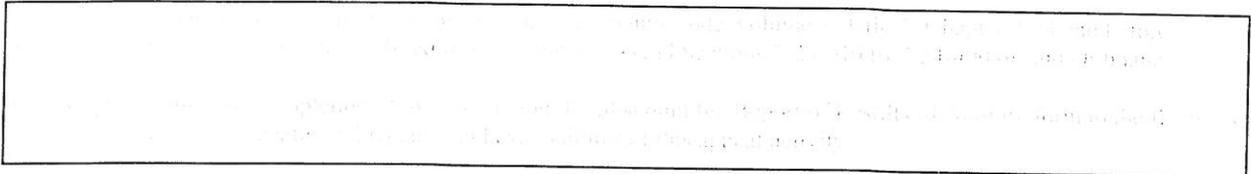
- Cars 4 Causes  
(Full Name of Organization) When organized: 1997
- 4864 Market St Suite D Ventura, CA 93003  
(Address: Street, City and Zip Code) Incorporated: 1997  
(Telephone - (805) 477-7617 Yes No)
- Patti Palmer/Stephanie Madrigal 4864 Market St #D Ventura, CA 93003  
(Name of Person in Charge of Appeal Address and Zip Code) (Telephone - (805) 477-7617 and E-mail Address smadrigal@cars4causes.net)
- TO CONDUCT OR SOLICIT: General Appeal  
(If only to solicit funds, it would be a \_\_\_\_\_, if a specific event, state type of event)
- this fund-raising activity will be held: Does not apply  
(If specific event, exact dates)
- Solicitation/Advertisement starts When Issued; ends Ongoing  
(Specific date, or when issued) (Last day of specified event)
- SPECIFIC Purpose of this Solicitation: net proceeds to charities
- ANTICIPATED Gross Goal (deducting expenses): \$ 42,216.75 (LOCAL) (STATE) (NATIONAL)
- 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). N/A
- 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     Mail  
 Other Internet methods (specify):
- Admission: \$ \_\_\_\_\_ Tickets \_\_\_\_\_ Invitations \_\_\_\_\_ No. Printed \_\_\_\_\_  
Numbered \_\_\_\_\_  
PER PERSON  
PER COUPLE  
Selling prices: (Ads, cookies, etc.) \_\_\_\_\_ Cost of Carnival Tickets: \_\_\_\_\_  
Games: \_\_\_\_\_ Rides: \_\_\_\_\_

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

Salaries _____	Printing Advertisement _____
Solicitors _____	Stationery/Postage _____
Managers _____	Prizes _____
Promoters _____	Cost of Merchandise _____
Other _____	Refreshments/Meals _____
Rents _____	Miscellaneous: <u>24,234.05</u>
Music _____	(Specify) <u>includes advertising, ppwk, Processing, Yard Fees.</u>
Telephone _____	\$ <u>24,234.05</u>

13. a. 51% Percent (anticipated) of gross contributions for expenses (divide gross goal --Item No. 8-- into expenses ---Item No. 12.---)
- b. 43% Percent (anticipated) of gross contributions to be used as specified in application (subtract percent for expenses --- 13. a. --- from 100%)
- c. \_\_\_\_\_ Percent of the proceeds to be used outside of Los Angeles County and specify where it will be use (If applicable)

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 (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. N/A
  - e. Tax exemption certificate. State & Federal



[Signature], President  
(Signature and Title)

4864 Market St #D Ventura, CA 93003  
(Complete Address)

(805) 477-7617      01/16/2012  
Daytime Telephone Number      Today's Date

**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.

Stephanic J. Madrigal (805) 477-7617

Board of Directors Roster

Patti Palmer, President (Formerly - Patti Kennedy)

-----

Pat Jessup, Executive Director

Anthony Glenn, Director

Matt Smitt, Secretary/Director

John Huffman, Director

-----

Jim Fornear, Treasurer/Director

Alex Cabrera, Director

Michael LeClair, Director

# State of California

2015870

SECRETARY OF STATE



2 page 2

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript 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

JUL 10 1977



*Bill Jones*

Secretary of State

2015870

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

JUL 03 1997

*Bill Jones*  
BILL JONES, Secretary of State

ARTICLES OF INCORPORATION  
OF  
CARS 4 CAUSES

A CALIFORNIA PUBLIC BENEFIT CORPORATION

I

The name of this corporation is Cars 4 Causes.

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:

- ( ) public purposes.  
or (X) charitable purposes.  
or ( ) public and charitable purposes.

B. The specific purpose of this corporation is to promote, simplify, and implement the process of accepting donations including cars, trucks, boats, merchandise and real estate to benefit the donor's qualified charity of choice, by providing a service of acquiring donated property for qualified charities.

III

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

John David Badger  
949 Beachpoint Way  
Rodeo, California 94572

IV

- 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. 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.

V

The property of this corporation is irrevocably dedicated to charitable and no part of the net income or assets of the organization 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.

*Rose Lee*

Rose Lee, Incorporator

*April 30, 1997*

Date

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

DEPARTMENT OF THE TREASURY

Date:

JUL 09 2002

CARS 4 CAUSES  
2535 VENTURA BLVD  
OKNARD, CA 93030-0000

Employer Identification Number:

77-0455976

DLN:

17053089732012

Contact Person:

MICHAEL A LUDWIG

ID# 31470

Contact Telephone Number:

(877) 829-5500

Our Letter Dated:

February 1999

Addendum Applies:

No

Dear Applicant:

This modifies our letter of the above date in which we stated that you would be treated as an organization that is not a private foundation until the expiration of your advance ruling period.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Code because you are an organization of the type described in section 509(a)(2).

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(2) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(2) organization.

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.

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

Letter 1050 (DO/CG)

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**CARS 4 CAUSES**

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,



Lois G. Lerner  
Director, Exempt Organizations

Letter 1050 (DO/CG)



## Section 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be to provide quality auction services for qualified local and national charities by turning donations into dollars, to create awareness and assist qualified charities in fulfilling their mission and expanding their programs within the community, and to promote and simplify the process of donations including cars, trucks, boats, merchandise, securities, and real estate to benefit the donor's qualified charity of choice. Charities will qualify by proving exempt status under Internal Revenue Code section 501(c)(3), or an equivalent exemption approved by the Internal Revenue Service, and by complying with the policies of this corporation.

## ARTICLE 3 DIRECTORS

### SECTION 1. NUMBER

The corporation shall have three (3) directors and collectively they shall be known as the Board of Directors.

### SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in the State of California, knowledgeable in the programs of nonprofit organizations and of this nonprofit corporation, and willing to set aside the necessary time to be active and involved with the activities and duties of board membership of this corporation.

### SECTION 3. POWERS

Subject to the provisions of the laws of the State of California and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken by this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

### SECTION 4. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

(c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or tele-faxed to them at such addresses shall be valid notices thereof.

(f) Review fundraising requirements and take such action as necessary to raise required financial support of the Corporation.

#### SECTION 5. TERM OF OFFICE

Each director shall hold office for a period of one year and until his or her successor is elected and qualifies.

#### SECTION 6. COMPENSATION

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they will be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

#### SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

#### SECTION 8. REGULAR MEETINGS

Regular meetings of Directors shall be held at 7:00 p.m. on the last Monday of January, April, July, and October unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

This corporation makes no provision for members. Therefore, at the regular meeting of directors held in January, directors shall be elected by the Board of Directors. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

## SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of the State of California to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

## SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

(a) Regular Meetings. No notice need be given of any regular meeting of the board of directors.

(b) Special Meetings. At least 24 hours prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty four hours of the first facsimile transmission.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the laws of the State of California, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of three (3) of the members of the Board of Directors, and voice presence via telephonic communication is allowed. Except as otherwise provided under the Articles of Incorporation, Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

## SECTION 12. 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 a quorum is present is the act of the Board of Directors, unless the

Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

### SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson 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.

Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

### SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the state of California.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

## SECTION 15. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the law.

## SECTION 17. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

## ARTICLE 4 OFFICERS

### SECTION 1 DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

### SECTION 2. QUALIFICATIONS

Any person may serve as officer of this corporation.

### SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

#### SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

#### SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

#### SECTION 6. DUTIES OF 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 law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings 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.

#### SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

## SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a roster containing the name and address of each and any director, officer, employee, and agent.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the roster, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the

Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor:

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed by the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

### ARTICLE 5 COMMITTEES

#### SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may designate an Executive Committee consisting of two (2) board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes, cause them to be filed with the corporate records, and report the same from time to time as the board may require.

## SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

## SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, and held in accordance with these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules on the conduct of meetings of committees to the extent that such rules are not inconsistent with the provisions of these Bylaws.

# ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

## SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

## SECTION 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 4. GIFTS

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

### ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL

#### SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors and committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

#### SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

#### SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

#### SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

#### SECTION 5. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to any office of this state, and to the directors and contributors, of this corporation, to be so prepared and delivered within the time limits set by law.

### ARTICLE 8 IRC 501(C)(3) TAX EXEMPTION PROVISIONS

#### SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC.

#### SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

#### SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943© of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **ARTICLE 9 FISCAL YEAR**

The fiscal year for this corporation shall be from January 1st through December 31st.

## **ARTICLE 10 AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENT**

Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

## **ARTICLE 11 CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

### ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of fourteen (14) preceding pages, as the Bylaws of this corporation.

Dated: April 30, 1997

(X) Rose Lee  
Rose Lee, Incorporator and Director

**FIRST AMENDMENT TO**  
**BYLAWS OF**  
**CARS 4 CAUSES**

The Bylaws of Cars 4 Causes, pursuant to majority action of the Board of Directors and Resolution thereof, and amended in the following respects only:

1. Article 9 is deleted in its entirety and in its place and stead the following shall be Article 9:

ARTICLE 9  
FISCAL YEAR

The fiscal year for this corporation shall be from July 1 through June 30.

2. Article 3, Section 1 is deleted in its entirety and in its place and stead new Article 3, Section 1 shall be as follows:

ARTICLE 3  
SECTION 1. NUMBER

The corporation shall have three (3) directors and collectively they shall be known as the Board of Directors. The Board of Directors may, by resolution of the majority, increase, but not decrease, the number of the members of directors above three (3) not exceeding nine (9), from time to time.

3. Article 3, Section 8, the first paragraph only is deleted and in its place and stead the following shall be the provision:

SECTION 8. REGULAR MEETINGS

Regular meetings of the Directors shall be held at 6:00 p.m. on the last Monday of January, April, July and October unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day. The schedule of regular meetings of Directors may be changed, from time to time, by a majority vote of the Board of Directors.

4. Article 3, Section 5 is deleted in its entirety and in its place and stead a new Article 3, Section 5 shall be effective as follows:

SECTION 5. TERM OF OFFICE

Each director shall hold office for a period of one (1) year or until his or her successor is elected and qualifies. There shall be no limit on the number of successive terms a director may serve.

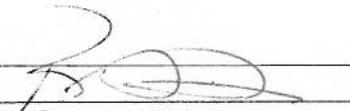
5. Article 4, Section 1 shall be deleted in its entirety and in its place and stead a new Article 4, Section 1 shall provide as follows:

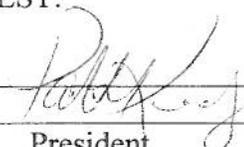
ARTICLE 4  
OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be President, Vice President, Secretary and Treasurer/Chief Financial Officer. The Board of Directors may appoint, from time to time, a Chairperson of the Board, and one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and such other officers with such titles as may be determined as appropriate from time to time by the Board of Directors. The titles as set forth herein shall remain in effect unless the Board of Directors modifies them which the Board of Directors may effect from time to time by a majority vote. The Chief Executive Director of the corporation shall not be an officer of the corporation. The Chief Executive Director shall report to the Board of Directors as the Board of Directors may instruct from time to time, and shall otherwise report as directed by the President of the corporation to whom the President may direct including the President.

The undersigned confirms the adoption of this First Amendment to Bylaws effective the 10<sup>th</sup> day of July, 2006.

By:   
Secretary

ATTEST:  
By:   
President

**RESOLUTION OF THE BOARD OF DIRECTORS**  
**OF**  
**REPLACING CERTAIN BYLAWS AND AMENDING OTHERS**

**WHEREAS**, the Board of Directors of Cars 4 Causes, a California not for profit corporation, is authorized by the provisions of the Bylaws to repeal and amend Bylaws; and

**WHEREAS**, the Board of Directors deems it to be in the best interest of the corporation to repeal certain Bylaws and amend other Bylaws;

**NOW, THEREFORE, IT IS RESOLVED** that the Bylaws of the corporation are repealed and amended as set forth in the attached First Amendment to the Bylaws of Cars 4 Causes, incorporated herein by this reference.

**RESOLVED FURTHER** that the Secretary of the corporation is hereby authorized and directed to compile and certify copies of the Bylaws as amended and to place one copy in the corporation's minute book and keep another copy in the corporation's executive office where it shall be open to inspection by members of the Board of Directors at all times during normal business hours.

By: \_\_\_\_\_

Secretary

ATTEST:

By: \_\_\_\_\_

President