

**MINUTES OF INITIAL MEETING OF THE BOARD OF DIRECTORS**

**OF CubingUSA**

**A California Nonprofit Public Benefit Corporation**

On January 3, 2016 at 2:00 pm PST, the Board of Directors of CubingUSA (the “Board”) met for its initial meeting. The following directors were present at the meeting:

Vincent Sheu

Timothy Reynolds

James Mertens

Kian Barry

Felix Lee

James Hildreth

Kenneth Lu

Shelley Chang

Robert Burton

Shonathon Collins

James LaChance

Vincent Sheu acted as both Chairman of the meeting and as Secretary.

**ACTIONS BY INCORPORATOR**

WHEREAS, the sole incorporator has filed original Articles of Incorporation of the corporation (the “Articles”) at the office of the California Secretary of State on January 1, 2016, and, as a result, the corporation will be incorporated on that date; and

WHEREAS, in a Certificate of Sole Incorporator (the “Certificate”), the sole incorporator appointed the initial directors;

NOW THEREFORE, BE IT:

**ADOPTION OF ARTICLES**

RESOLVED, that the Articles as adopted by the sole incorporator and as filed with the Secretary of State of the State of California and bearing the file stamp and certification of the Secretary of State of the State of California be, and they hereby are, ratified and approved as the Articles of this corporation and that they be inserted in the Minute Book of this corporation;

## **ADOPTION OF BY-LAWS**

RESOLVED FURTHER, that the By-Laws of this corporation as adopted by the sole incorporator in the Certificate be, and they hereby are, ratified and approved as the By-Laws of this corporation and that such By-Laws and the Certificate be inserted in the Minute Book of this corporation;

## **ELECTION OF OFFICERS**

RESOLVED FURTHER, that the following officers be, and each of them hereby is, elected as officers of this corporation to serve until their respective successors are duly elected and qualified:

<b>Title</b>	<b>Name</b>
Executive Director	Timothy Reynolds
Secretary	Vincent Sheu
Treasurer	Shelley Chang
Chair of the Board	Kian Barry
Vice-Chairs of the Board	Timothy Reynolds, Vincent Sheu, James Mertens, Felix Lee, James Hildreth, Kenneth Lu, Shelley Chang, Robert Burton, Shonathan Collins, James LaChance

## **DATE, TIME AND LOCATION FOR REGULAR MEETINGS OF THE BOARD**

RESOLVED FURTHER, that the Board shall meet at a minimum twice yearly at such time and place as shall be determined by the Board;

## **MINUTE BOOK**

RESOLVED FURTHER, that this corporation shall maintain as part of its corporate records a Minute Book which shall include, but which shall not be limited to, a record of its Articles and amendments thereto, its By-Laws and amendments thereto, minutes of all meetings of its directors, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given and the proceedings thereto;

## **BANK ACCOUNT**

RESOLVED FURTHER, that the Executive Director, Secretary, Treasurer, and Kenneth Lu, acting jointly on behalf of this corporation, are authorized to open, maintain and close accounts at any bank, trust company or similar financial institution as may be necessary or appropriate for the conduct of this corporation's business, that all resolutions required by such banks, trust companies or other financial institutions with respect to such accounts are hereby adopted, and that the Executive Director, Treasurer, Secretary, and Kenneth Lu are each authorized to certify to any bank, trust company or similar financial institution the adoption of the resolution in the form used by that bank, trust company or similar financial institution;

RESOLVED FURTHER, that the President, Secretary, and Treasurer of this corporation be, and each of them hereby is, authorized to deposit, or cause to be deposited, funds of this corporation in any authorized account of this corporation, and, in accordance with these resolutions, to withdraw from, or charge to, or cause to be withdrawn from or charged to (such amount not to exceed \$2000) said account at any time and from time to time funds of this corporation against checks, notes, drafts, bills of exchange, acceptances, undertakings, or other instruments or orders for the payment of money;

RESOLVED FURTHER, that the sole signature of the President, Secretary, or Treasurer is sufficient to authorize the withdrawal of funds of this corporation (such amount not to exceed \$2000) from any authorized account of this corporation at any time and from time to time against checks, notes, drafts, bills of exchange, acceptances, undertakings, or other instruments or orders for the payment of money, when made, drawn, accepted or endorsed on behalf of this corporation;

RESOLVED FURTHER, that the foregoing bank resolutions are standing resolutions and will remain in full force and effect until duly modified or rescinded, and that the Secretary or any Assistant Secretary of this corporation be, and each of them hereby is, authorized and directed to deliver a certified copy of these resolutions to each bank, trust company or similar financial institution at which an account from which funds can be withdrawn is or will be maintained;

#### **ACCOUNTING YEAR**

RESOLVED FURTHER, that this corporation hereby adopt an accounting year ending December 31 each year;

#### **COMPLIANCE WITH LOCAL SOLICITATION ORDINANCES**

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized to ascertain the legal requirements imposed on organizations soliciting funds for charitable purposes in the appropriate cities and counties;

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized and directed to make all necessary filings and obtain all necessary permits authorizing and allowing this corporation to make public solicitations for contributions for charitable purposes in the appropriate jurisdictions;

#### **ORGANIZATIONAL EXPENSE**

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized and directed to pay the expenses of incorporation and organization of this corporation and/or reimburse the sole incorporator therefor (such amount not to exceed \$2000);

#### **SOLE INCORPORATOR**

RESOLVED FURTHER, that all actions taken or authorized by the sole incorporator of this corporation in respect of the organization of this corporation in what was deemed to be in the best interests of this corporation be, and they hereby are, confirmed and ratified;

RESOLVED FURTHER, that this corporation shall indemnify and hold the sole incorporator harmless from and against any and all loss, cost, damage, expense (including without limitation attorneys' fees and expenses) or liability caused by, resulting from or arising out of any action taken or authorized by the sole incorporator of this corporation in respect of the organization of this corporation;

#### **STATEMENT BY DOMESTIC NONPROFIT CORPORATION**

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized and directed to prepare any required information statement in compliance with the California Nonprofit Corporation Law and submit it to the California Secretary of State for filing;

RESOLVED FURTHER, that the Secretary of this corporation is directed to insert a copy of that statement in the Minute Book following filing of such information statement;

#### **PRINCIPAL OFFICE LOCATION**

RESOLVED FURTHER, that the principal office for the transaction of the business of this corporation shall be located at: CubingUSA, 660 4th St., #439, San Francisco, CA 94107, unless and until changed by resolution of this Board;

#### **EXEMPTIONS FROM FEDERAL AND STATE TAXES**

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized to consult with legal counsel to ascertain the availability of exemptions from taxation under the federal and state tax laws and, if such exemptions are available, such officers be, and each of them hereby is, authorized and directed to execute and file all necessary applications for exemption from those taxes with the appropriate state and federal tax authorities, and to pay any necessary filing fees;

#### **EMPLOYER IDENTIFICATION NUMBER**

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized and directed to make such filings and applications as are necessary to secure for this corporation a federal employer identification number;

#### **NONPROFIT MAILING PERMIT**

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized and directed to make such filings and applications as are necessary to secure for this corporation a nonprofit mailing permit if deemed necessary or advisable by the officers of this corporation;

#### **IMPLEMENTATION**

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized and directed to execute all documents and to take all such action as they may deem necessary or advisable in order to effectuate the purposes of the foregoing resolutions.

There being no further business, upon motion duly made and seconded, the meeting was adjourned.

/s/Vincent Sheu/s/

Secretary of the Meeting

WAIVER OF NOTICE AND CONSENT TO HOLDING  
OF MEETING OF BOARD OF DIRECTORS

We, the undersigned, being all of the directors of the CubingUSA, and desiring to hold the first meeting of the Board of Directors of the corporation, do hereby waive notice of the meeting, consent to the holding thereof, and do further agree that any business transacted at said meeting shall be as valid and legal and of the same force and effect as if the meeting were held after duly given notice.

Dated: January 3, 2016.

(Verbal and visual consent acknowledged from each director listed here)

Vincent Sheu

Timothy Reynolds

James Mertens

Kian Barry

Felix Lee

James Hildreth

Kenneth Lu

Shelley Chang

Robert Burton

Shonathon Collins

James LaChance