

# MERCY WELLNESS HEALDSBURG

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PDF FILE #4

**City of Healdsburg**

20 Dry Creek Road  
Healdsburg, Ca 95448

APN # 003-020-019

Submitted: July 28, 2023



# MERCY WELLNESS HEALDSBURG

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## PROOF OF CAPITALIZATION

PDF File #4

**City of Healdsburg**

20 Dry Creek Road  
Healdsburg, Ca 95448

APN # 003-020-019

Submitted: July 28, 2023





July 28, 2023

## CAPITAL COMMITMENT LETTER



# MERCY WELLNESS HEALDSBURG

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## BUSINESS ENTITY FORMATION AND ORGANIZING DOCUMENTS

PDF File #4

**City of Healdsburg**

20 Dry Creek Road  
Healdsburg, Ca 95448

APN # 003-020-019

Submitted: July 28, 2023



# MERCY WELLNESS HEALDSBURG

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## FILED ARTICLES OF INCORPORATION

PDF File #4

**City of Healdsburg**

20 Dry Creek Road  
Healdsburg, Ca 95448

APN # 003-020-019

Submitted: July 28, 2023





5501898

B1492-4703 02/09/2023 5:39 PM Received by California Secretary of State



**STATE OF CALIFORNIA**  
*Office of the Secretary of State*  
**ARTICLES OF INCORPORATION**  
**CA GENERAL STOCK CORPORATION**  
 California Secretary of State  
 1500 11th Street  
 Sacramento, California 95814  
 (916) 653-3516

For Office Use Only  
**-FILED-**  
 File No.: 5501898  
 Date Filed: 2/9/2023

Corporation Name Corporation Name	Mercy Wellness Healdsburg
Initial Street Address of Principal Office of Corporation Principal Address	7950 REDWOOD DRIVE SUITE 4 COTATI, CA 94931
Initial Mailing Address of Corporation Mailing Address	7950 REDWOOD DRIVE SUITE 4 COTATI, CA 94931
Attention	
Agent for Service of Process Agent Name Agent Address	Jeffrey A Titus 7950 REDWOOD DRIVE SUITE 4 COTATI, CA 94931
Shares The total number of shares the corporation is authorized to issue is: 1,000,000 Does the corporation have more than one class or series of shares? No	
Purpose Statement The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.	
Additional information and signatures set forth on attached pages, if any, are incorporated herein by reference and made part of this filing.	
Electronic Signature <input checked="" type="checkbox"/> By checking this box, I acknowledge that I am electronically signing this document as the incorporator of the Corporation and that all information is true and correct.	
<u>Jeffrey A. Titus</u> Incorporator Signature	<u>02/09/2023</u> Date

# MERCY WELLNESS HEALDSBURG

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BY LAWS

PDF File #4

**City of Healdsburg**

20 Dry Creek Road  
Healdsburg, Ca 95448

APN # 003-020-019

Submitted: July 28, 2023



# BYLAWS OF MERCY WELLNESS HEALDSBURG

A California Corporation

## ARTICLE I DIRECTORS; MANAGEMENT

### Section 1. Powers

Subject to the provisions of the General Corporation Law of California, and subject to any limitation in the Articles of Incorporation and the Bylaws relating to action required to be approved by the Shareholders or by the outstanding shares, the business and affairs of this corporation shall be managed by and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### Section 2. Number and Qualification of the Board.

The authorized number of Directors of the corporation shall be **one (1)**. This number may be changed by amendment to the Articles of Incorporation or by amendment to this Section 2, of Article I of these Bylaws, adopted by the vote or written consent of the Shareholders entitled to exercise majority voting power, as provided in California Corporations Code Section 212.

### Section 3. Election and Term of Office of Directors.

Directors shall be elected at each annual meeting of the Shareholders to hold office until the next annual meeting and until their successors are duly elected and qualified. Each Director, including a Director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

### Section 4. Vacancies.

A vacancy in the Board of Directors shall be deemed to exist in the event of the death, resignation, or removal of any Director, or if the Shareholders fail, at any meeting of the Shareholders at which any Directors are elected, to elect the full number of authorized Directors.

Vacancies may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director, except that a vacancy created by the removal of a Director may be filled only by the Shareholders, either by vote of the majority of the shares entitled to vote represented at a duly held meeting at which a quorum is present, or by the written consent of holders of all of the outstanding shares entitled to vote. Each Director so elected shall hold office until the next annual meeting of the Shareholders and until a successor has been elected and qualified.

The Shareholders may elect a Director or Directors to fill any other vacancy or vacancies not filled by the Directors. If made by written consent, any such election shall, except as provided above with respect to vacancies caused by the removal of a Director, require consent of only a majority of the outstanding shares entitled to vote. Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the

Secretary, or the Board of Directors, unless the notice specifies a later time for that resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

#### **Section 5. Removal of Directors.**

The entire Board of Directors or any individual Director may be removed from office as provided by Sections 302, 303 and 304 of the California Corporations Code. In such a case, the remaining Board Members may elect a successor Director to fill such vacancy for the removed Director's remaining unexpired term. No Director may be removed (unless the entire Board is removed) when the votes cast against removal or not consenting in writing to such removal would be sufficient to elect such Director if voted cumulatively at an election at which the same total number of votes were cast ( or, if such action is taken by written consent, all shares entitled to vote were voted) and the entire number of Directors authorized at the time of the Directors most recent election were then being elected; and when by the provisions of Articles the holders of the shares of any class or series voting as a class or series are entitled to elect one or more Directors, any Director so elected may be removed only by the applicable vote of the holders of the shares of that class or series.

#### **Section 6. Place of Meetings.**

Regular meetings of the Board of Directors shall be held at any place within or without the State designated from time to time by Board resolution. Absent such resolution, regular meetings shall be held at the corporation's principal executive office. Special meetings shall be held at any place within or without the State designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the corporation's principal executive office.

Any meeting may be held by conference telephone, or video screen communication, and participation in such meeting shall constitute presence at such meeting, so long as all Directors participating in such meeting can hear one another.

Any meeting may be held by electronic mail or other electronic transmission, and participation in such meeting shall constitute presence at such meeting, so long as (i) each Director participating in the meeting can communicate with all of the others concurrently; (ii) each Director is provided with the means of participating in all matters before the Board, including the capacity to propose or object to a specific action proposed to be taken by the corporation.

#### **Section 7. Annual Meetings.**

Immediately following each annual meeting of Shareholders, the Board of Directors shall hold a regular meeting for the purpose of organization, the election of officers and the transaction of other business. Notice of this meeting shall not be required. Minutes of any meeting of the Board, or any committee thereof, shall be maintained as required by Section 1500 of the California Corporations Code by the Secretary or other officer designated for that purpose.

#### **Section 8. Other Regular Meetings.**

Other regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice, provided the time and place has been fixed by the Board of Directors, and further provided that notice of any change in the time of such meeting shall be given to all the Directors. Notice of a change in the time shall be given to each Director in the same manner as notice for special meetings of the Board of Directors. If said day falls upon a holiday, such meetings shall be held on the next succeeding day thereafter.

#### **Section 9. Special Meetings/Notices.**

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairperson of the Board or the President or any Vice President or the Secretary or any two Directors.

Notice of the time and place for special meetings shall be delivered to each Director personally or be given by telephone (including a voice messaging system), facsimile, electronic mail or other electronic means, or be sent by first class mail addressed to each Director at his or her address as shown in the records of the corporation. If such notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. If such notice is delivered personally or by telephone, facsimile, electronic mail or other electronic means, it shall be so delivered at least forty-eight (48) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated to either the Director or a person at the office of the Director whom the person giving the notice has reason to believe will promptly communicate it to the Director. During an "emergency," as described in Article IX, Section 1, when notice of a meeting by the Board cannot be given to that Director or Directors in the manner prescribed by these Bylaws or by California Corporations Code Section 307, notice may be given in any practicable manner under the circumstances, including, but not limited to, by publication, Internet and radio.

The notice need not specify the purpose of the meeting, nor the place, if the meeting is to be held at the principal executive office of the corporation.

#### **Section 10. Waiver of Notice.**

The transactions of any meeting of the Board of Directors, however called, noticed, or wherever held, shall be as valid as though had at a meeting duly held after the regular call and notice if a quorum be present and if, either before or after the meeting, each of the Directors not present signs or otherwise provides a written waiver of notice, a consent to holding the meeting or an approval of the minutes thereof. Waiver of notices or consents need not specify the purpose of the meeting.

All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends without protesting the lack of notice to such Director. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 12 of this Article I. During an "emergency," as described in Article IX, Section I, the Directors present at a meeting may appoint one or more officers of the corporation present at the meeting to act as a Director, in order of rank and

within the same rank in order of seniority, as necessary to achieve a quorum for that meeting. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum was present shall be regarded as the act of the Board of Directors, subject to the provisions of California Corporations Code Sections 310,311 and 317(e). A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

#### **Section 11. Adjournment.**

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

#### **Section 12. Notice of Adjournment.**

Notice of the time and place of the holding of an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case such notice shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

#### **Section 13. Sole Director Provided by Articles of Incorporation.**

In the event only one Director is required by the Bylaws or Articles of Incorporation, any references herein to notices, waivers, consents, meetings, or other actions by the majority or quorum of Directors shall be deemed notice, waiver, etc. by such sole Director, who shall have all the rights and duties and shall be entitled to exercise all the powers and shall assume all the responsibilities otherwise herein described given to a Board of Directors.

#### **Section 14. Directors Acting by Unanimous Written Consent.**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all the then-serving Directors individually or collectively execute a written consent or consents authorizing such action and if the number of then-serving Directors constitute a quorum of the Board. (But Directors constituting less than a quorum may act by written consent to fill vacancies on the Board as provided in Section 4 of Article I of these Bylaws.)

An action may be taken by written consent notwithstanding that a Director (or more than one Director) abstains in writing on the ground that the action involves a transaction with either (i) the abstaining Director, (ii) a corporation, firm or association in which the abstaining Director has a material financial interest, or (iii) a corporation in which the abstaining Director is also a director. In any such circumstances involving an abstaining Director ( or more than one abstaining Director), an action may be taken by the written consent of the remaining Directors so long as (i) the material facts of the transaction and the abstaining Director's interest are fully disclosed in writing to the remaining Directors before they execute the consent, and (ii) all the remaining Directors approve the action and their approval is sufficient to approve the transaction without counting the abstaining Director. The disclosure so made shall be included prominently in the consent executed by the remaining Directors.

Any written consent taken in lieu of a meeting shall be filed with the regular minutes of the Board.

**Section 15. Fees and Compensation of Directors.**

Directors and members of a Directors' Committee may receive such compensation for their services, and such reimbursement of expenses, as may be fixed or determined by resolution of the Board of Directors. Nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity as an officer, employee, or otherwise, and receiving compensation for such services.

**Section 16. Committees.**

Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of two (2) or more members of the Board and shall have such powers of the Board as may be expressly delegated to them by resolution of the Board of Directors. The Board may designate one (1) or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Each committee shall have such powers of the Board of Directors as may be expressly delegated to it by resolution of the Board of Directors except those powers expressly made nondelegable by California Corporations Code Section 311.

**Section 17. Meetings and Action of Committees.**

Committee meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article I, Sections 6, 8, 9, 10, 11, 12, and 14, with such changes in the context of those Sections as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time of the regular meetings of committees may be determined by resolution of the Board of Directors as well as the committee, and special meetings of committees may also be called by resolutions of the Board of Directors and notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

**Section 18. Advisory Directors.**

The Board of Directors from time to time may elect one (1) or more persons to be advisory Directors, who shall not by such appointment be members of the Board of Directors. Advisory Directors shall be available from time to time to perform special assignments specified by the President, to attend meetings of the Board of Directors upon invitation and to furnish consultation to the Board. The period during which the title shall be held may be prescribed by the Board of Directors. If no period is prescribed, title shall be held at the pleasure of the Board.

**ARTICLE II OFFICERS**

**Section 1. Officers.**

The principal officers of the corporation shall be a Chairperson of the Board or a President or both, a Secretary and a Chief Financial Officer who may also be called Treasurer. The corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries, and such other officers as may be appointed in accordance with the provision of Section 3 of this Article. One person may hold two or more offices.

#### **Section 2. Election of Officers.**

The principal officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment.

#### **Section 3. Subordinate Officers, Etc.**

The Board of Directors may empower the President to appoint and remove such officers ( other than the principal officers) as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

#### **Section 4. Removal and Resignation of Officers.**

Subject to the rights, if any, of an officer under any contract of employment. any officer may be removed, either with or without cause, by a majority of the Directors at that time in office, at any regular or special meeting of the Board, or, excepting the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

#### **Section 5. Vacancies in Office.**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

#### **Section 6. Chairperson of the Board.**

The Chairperson of the Board, if such an officer be elected, shall, if present. preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board of Directors or prescribed by the Bylaws. If there is no President, the Chairperson of the Board shall in addition be the Chief Executive Officer of the corporation and shall have the powers and duties prescribed in Section 7 of this Article.

#### **Section 7. President.**

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairperson of the Board, if there be such an officer, the President shall be the Chief Executive

Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and the officers of the corporation. He or she shall preside at all the meetings of the Shareholders and, in the absence of the Chairperson of the Board, or if there be none, at all meetings of Shareholders and, in the absence of the Chairperson of the Board, or if there be none, at all meetings of the Board of Directors. He or she shall have the general powers and duties of management usually vested in the office of President of a corporation, shall be ex officio a member of all the standing committees, including the executive committee, if any, and shall have such other powers and duties as may be described by the Board of Directors or the Bylaws.

#### **Section 8. Vice Presidents.**

In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors, shall perform all the duties of the President, and so acting shall have all the powers of, and be subject to the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws, the President, or the Chairperson of the Board.

#### **Section 9. Secretary.**

The Secretary shall keep or cause to be kept at the principal executive office or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors, Committees of Directors, and Shareholders, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Directors and Committee meetings, the number of shares present or represented at Shareholders meetings, and the proceedings thereof.

The Secretary shall keep or cause to be kept at the principal office or at the office of the corporation's transfer agent, a share register, or duplicate share register, showing the names of the shareholders and their addresses; the number of classes of shares held by each; the number and date of certificates issued for the same; and the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give or cause to be given notice of all meetings of the Shareholders and of the Board of Directors required by the By laws or by law to be given, shall keep the seal of the corporation (if any) in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

#### **Section 10. Chief Financial Officer.**

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and shares. The books of account shall at all reasonable times be open to inspection by any Director.

The Chief Financial Officer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors.

He or she shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his or her transactions as Chief Financial Officer and of the financial condition and results of operation of the corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

### ARTICLE III MEETING OF SHAREHOLDERS

#### **Section 1. Place of Meetings.**

Unless all Shareholders consent to a meeting by electronic transmission as set forth in Section 2 of this Article, meetings of Shareholders shall be held at a physical location, which may be any place within or without the State of California designated by the Board of Directors. In the absence of such designation, Shareholders' meetings shall be held at the principal executive office of the corporation.

#### **Section 2. Meetings Using Video Screen or Electronic Communication.**

Meetings of the Shareholders may be conducted, either in whole or in part, by electronic video screen communication. Meetings may also be conducted, in whole or in part, by electronic transmission (other than video screen communication) if all Shareholders consent thereto and none of such consents is revoked prior to the holding of the meeting. A request by the corporation to the Shareholders for consent to conduct a meeting of Shareholders by electronic transmission may be made in the same manner as a notice of Shareholders meeting as set forth in Section 4 of this Article and shall include a statement that, absent consent of each Shareholder to conduct a meeting by electronic transmission, the meeting shall be held at a physical location in accordance with Section I of this Article.

Shareholders not physically present (in person or by proxy) at a meeting may, by video screen communication or electronic transmission, be deemed present and may participate and vote at the meeting. When conducting any meeting in whole or in part by video screen communication or electronic transmission, the corporation shall implement reasonable measures to provide Shareholders a reasonable opportunity to read or hear the proceedings in real time as the proceedings occur and to vote on matters submitted thereat for Shareholder vote.

The corporation shall maintain a record of any Shareholder vote or other action taken by means of video screen communication or electronic transmission.

#### **Section 3. Annual Meeting**

The annual meeting of the Shareholders shall be held on March 15. If this day be a legal holiday, the meeting shall be held on the next succeeding business day, at the same time. At the annual meeting, the Shareholders shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the above date is inconvenient, the annual meeting of Shareholders shall be held each year on a date and at a time designated by the Board of Directors within twenty (20) days of the above date upon proper notice to all Shareholders.

#### **Section 4. Special Meetings.**

A special meeting of the Shareholders, for any purpose or purposes whatsoever, may be called at any time by the Board of Directors, or by the Chairperson of the Board of Directors, or by the President, or by one or more Shareholders holding shares in the aggregate entitled to cast not less than 10% of the votes at any such meeting. If a special meeting is called by any person or persons other than the Board of Directors, the request shall be in writing, specifying the time of such meeting and the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission, to the Chairperson of the Board, the President, any Vice President or the Secretary of the corporation. The officer receiving such request shall forthwith cause notice to be given to the Shareholders entitled to vote, in accordance with the provisions of Sections 5 and 6 of this Article, that a meeting will be held at the time requested by the person or persons calling the meeting, not less than thirty-five (35) nor more than sixty (60) days after the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person or persons requesting the meeting may give the notice in the manner provided in these Bylaws or upon application to the Superior Court as provided in California Corporations Code Section 601 (c). Nothing contained in this paragraph of this Section shall be construed as limiting, fixing or affecting the time when a meeting of Shareholders called by action of the Board of Directors may be held.

#### **Section 5. Notice of Meetings: Reports.**

Notice of meetings, annual or special, shall be given in writing not less than ten ( 10) nor more than sixty (60) days before the date of the meeting, to Shareholders entitled to vote thereat by the Secretary or the Assistant Secretary, or if there be no such officer, or in the case of his or her neglect or refusal, by any Director or Shareholder.

Such notices or any reports shall be given personally or by mail, or other means of communication as provided in California Corporations Code Section 601, and shall be sent to the Shareholder's address appearing on the books of the corporation, or supplied by him or her to the corporation for the purposes of notice, and in absence thereof as provided in California Corporations Code Section 601 by posting notice at a place where the corporation's principal executive office is located or by publication at least once in a newspaper of general circulation in the county in which the principal executive office is located. Notice of any meeting of Shareholders shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (ii) in the case of an annual meeting, those matters which the Board of Directors, at the date of the mailing of notice, intends to present for action by the Shareholders. At any meetings where Directors are elected, notice shall include the names of the nominees, if any, intended at the date of notice to be presented by the management for election.

If action is proposed to be taken at any meeting for approval of (i) contracts or transactions in which a Director has a direct or indirect financial interest, pursuant to California Corporations Code Section 310(ii) an amendment to the Articles of Incorporation, pursuant to Section 902 of such Code, (iii) a reorganization of the corporation, pursuant to Section 1201 of such Code, (iv) dissolution of the corporation, pursuant to Section 1900 of such Code, or (v) a distribution to preferred Shareholders, pursuant to Section 2007 of the Code, the notice shall also state the

general nature of such proposal.

**Section 6. Quorum.**

The presence in person or by proxy of the holders of a majority of the shares entitled to vote at any meeting of Shareholders shall constitute a quorum for the transaction of business. The Shareholders present in person or by proxy at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Shareholders to leave less than a quorum, if any action taken ( other than adjournment) is approved by a majority of the shares required to constitute a quorum, or such greater percentage vote, or by voting by class, as may be required by the Articles of Incorporation or the California Corporations Code.

**Section 7. Adjourned Meeting and Notice Thereof.**

Any Shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the shares represented at such meeting, either in person or by proxy, but in the absence of a quorum, no other business may be transacted at such meeting. When any meeting of Shareholders, either annual or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof, or the means of electronic transmission or electronic video screen communication by which the Shareholders may participate, are announced at the meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than forty-five (45) days from the date set for the original meeting, in which case the Board of Directors shall set a new record date. Notice of any such adjourned meeting shall be given to each Shareholder of record entitled to vote at the adjourned meeting in accordance with the provisions of Section 5 of this Article. At any adjourned meeting the corporation may transact any business which might have been transacted at the original meeting.

**Section 8. Waiver of Notice or Consent by Absent Shareholders.**

The transactions at any meeting of Shareholders, either annual or special, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, not present in person or by proxy, signs or otherwise provides a written waiver of notice or a consent to a holding of the meeting, or any approval of the minutes thereof. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any regular or special meeting of Shareholders, except that if action is taken or proposed to be taken for approval of any of those matters specified in the last paragraph of Section 5 of this Article, the waiver of notice or consent shall state the general nature of such proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall also constitute a waiver of notice of such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice if such objection is expressly made at the meeting.

**Section 9. Shareholders Acting Without a Meeting: Filling Vacancies on Board.**

Any action that may be taken at a meeting of the Shareholders may be taken without a meeting or notice of meeting if authorized by a writing including a writing by facsimile, telegraphic or other electronic transmission, given by all of the Shareholders entitled to vote at a meeting for such purpose and filed with the Secretary of the corporation; provided that, while Directors ordinarily can be elected only by unanimous written consent under California Corporations Code Section 603( d), as to a vacancy created by causes other than removal, if the Directors fail to fill a vacancy, a person to fill that vacancy may be elected by the written consent of persons holding a majority of shares entitled to vote for the election of Directors.

#### **Section 10. Other Actions Without a Meeting.**

Unless otherwise provided in the General Corporation Law, any action that may be taken at an annual or special meeting of Shareholders may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Unless the consents of all Shareholders entitled to vote have been solicited in writing,

(a) Notice of any Shareholder approval pursuant to California Corporations Code Sections 310, 317, 1152, 1201 (except for a reorganization as to which Shareholders have the right to demand payment of cash for their shares) or 2007 without a meeting by less than unanimous written consent shall be given at least ten (10) days before the consummation of the action authorized by such approval; and

(b) Prompt notice shall be given of the taking of any other corporate action approved by Shareholders without a meeting by less than unanimous written consent, to each of those Shareholders entitled to vote who have not consented in writing.

Any Shareholder giving a written consent, or the Shareholder's proxyholder(s), or a transferee of the shares of a personal representative of the Shareholder or their respective proxyholder(s), may revoke the consent by a writing received by the corporation prior to the time that written consents of the number of shares required to authorize the proposed action have been filed with the Secretary of the corporation, but may not do so thereafter. Such revocation is effective upon its receipt by the Secretary.

#### **Section 11. Voting Rights; Cumulative Voting.**

Only persons in whose names shares entitled to vote stand on the stock records of the corporation on the day fixed by the Board of Directors for the determination of the Shareholders of record, shall be entitled to vote at any Shareholders' meeting. Provided the candidate's name has been placed in nomination prior to the voting and one or more Shareholders have given notice at the meeting prior to voting of the Shareholder's intent to cumulate the Shareholder's votes, every Shareholder entitled to vote at any election for Director of any corporation for profit may cumulate his or her votes and give one candidate a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which his or her shares are entitled, or distribute his or her votes on the same principle among as many candidates as he or she thinks

fit. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. The Board of Directors may fix a time as a record date for the determination of the Shareholders entitled to notice of and to vote at any such meeting, or entitled to receive any such dividend or distribution, or any allotment, rights, or to exercise the rights in respect to any such change, conversion, or exchange of shares. In such case only Shareholders of record on the date so fixed shall be entitled to notice of and to vote at such meeting, or to receive such dividends, distribution, or allotment of rights or to exercise such rights, as the case may be, notwithstanding a transfer of any share on the books of the company after any record date fixed as aforesaid.

#### **Section 12. Proxies.**

Every Shareholder entitled to vote for Directors or on any other matter shall have the right to do so either in person or by one or more agents authorized by a proxy validly executed by the Shareholder. A proxy may be executed by written authorization signed, or by electronic transmission authorized, by the Shareholder or the Shareholder's attorney in fact, giving the proxyholder(s) the power to vote the Shareholder's shares. A proxy shall be deemed signed if the Shareholder's name or other authorization is placed on the proxy (whether by manual signature, typewriting, telegraphic or electronic transmission or otherwise) by the shareholder or the Shareholder's attorney in fact. A proxy may also be transmitted orally by telephone if submitted with information from which it may be determined that the proxy was authorized by the Shareholder or the Shareholder's attorney in fact.

A validly executed proxy which does not state that it is irrevocable shall continue in full force and effect unless revoked by the person executing it, prior to the vote pursuant thereto, by a writing delivered to the corporation stating that the proxy is revoked or by a subsequent proxy executed by, or attendance at the meeting and voting in person by the person executing the proxy; provided, however, that no such proxy shall be valid after the expiration of eleven ( 11) months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of California Corporations Code Section 705(e) and (f).

#### **Section 13. Chairperson and Secretary of Meeting.**

The President, or in the absence of the President, any Vice President, shall call the meeting of the Shareholders to order, and shall act as Chairperson of the meeting. In the absence of the President and all the Vice Presidents, Shareholders shall appoint a Chairperson at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Shareholders, but in the absence of the Secretary at any meeting of the Shareholders, the presiding officer shall appoint any person to act as such Secretary of the meeting.

#### **Section 14. Inspectors of Election.**

Before any meeting of Shareholders, the Board of Directors may appoint any person other than nominees for office to act as inspectors of election at the meeting or its adjournment. If no inspectors of election are appointed, the Chairperson of the meeting may, and on the request of any Shareholder or his or her proxy shall, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If inspectors are appointed at a meeting on the request of one or more Shareholders or proxies, the holders of a majority of shares or their

proxies present at the meeting shall determine whether one (1) or three (3) inspectors are to be appointed. If any person appointed as inspector fails to appear or fails or refuses to act, the vacancy may be filled by appointment by the Board of Directors before the meeting, or by the Chairperson at the meeting. The duties of these inspectors shall be as follows:

- (a) Determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
- (b) Receive votes, ballots, or consents;
- (c) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
- (d) Count and tabulate all votes or consents;
- (e) Determine the election result; and
- (f) Do any other acts that may be proper to conduct the election or vote with fairness to all Shareholders.

#### ARTICLE IV CERTIFICATES AND TRANSFERS OF SHARES

##### **Section 1. Certificates for Shares.**

Certificates for shares shall be of such form and device as the Board of Directors may designate and shall state the name of the record holder of the shares represented thereby; its number and date of issuance; the number of shares for which it is issued; a statement of the rights, privileges, preferences and restrictions, if any; a statement as to the redemption or conversion, if any; a statement of liens or restrictions upon transfer or voting, if any; and if the shares be assessable, or if assessments are collectible by personal action, a plain statement of such facts.

Every certificate for shares must be signed by the President or a Vice President and a Secretary or an Assistant Secretary, and must be authenticated by the signature of the President and Secretary or an Assistant Secretary. No certificate or certificates for shares are to be issued until such shares are fully paid, unless the Board authorizes the issuance of certificates or shares as partly paid, provided that such certificates shall state the amount of consideration to be paid therefor and the amount paid thereon.

##### **Section 2. Transfer on the Books.**

Upon surrender to the Secretary or transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction on its books.

##### **Section 3. Lost or Destroyed Certificates.**

Any person claiming a certificate of stock to be lost or destroyed shall make an affidavit or affirmation of that fact and shall, if the Directors so require, give the corporation a bond of indemnity, in the form and with one or more sureties satisfactory to the Board, in at least double the value of the stock represented by said certificate, whereupon a new certificate may be issued in the same manner and for the same number of shares as the one alleged to be lost or destroyed.

#### **Section 4. Transfer Agents and Registrars.**

The Board of Directors may appoint one or more transfer agents or transfer clerks and one or more registrars, which shall be an incorporated domestic bank or trust company, which shall be appointed at such times and places as the requirements of the corporation may necessitate and the Directors may designate.

#### **Section 5. Record Date: Closing Stock Transfer Books.**

In order that the corporation may determine the Shareholders entitled to notice of any meeting or to vote or entitled to receive payment of any dividend or other distribution or allotment of any rights or entitled to exercise any rights in respect of any lawful action, the Board may fix in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days prior to the date of such meeting nor more than sixty (60) days prior to any other action. If no record date is fixed:

(a) The record date for determining Shareholders entitled to notice of or to vote at a meeting of Shareholders shall be at the close of the business on the business day next preceding the day on which notice is given or, if notice is waived, at close of business on the business day next preceding the day on which the meeting is held.

(b) The record date for determining Shareholders entitled to give consent to corporate action in writing without a meeting, when no prior action by the Board is necessary, shall be the day on which the first written consent is given.

(c) The record date for determining Shareholders for any other purpose shall be the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

The Board of Directors may close the books of the company against transfers of shares during the whole or any part of such period.

#### **Section 6. Legend Condition.**

In the event any shares of this corporation are issued pursuant to a permit or exemption therefrom requiring the imposition of a legend condition, the person or persons issuing or transferring said shares shall cause said legend to be placed on the certificate and on the stub relating thereto in the stock record book and shall not be required to transfer any shares free of such legend unless an amendment to such permit or a new permit be first issued so authorizing said deletion.

**Section 7. Close Corporation, Social Purpose Corporation or Benefit Corporation Certificates.**

In the event this corporation shall elect to become a close corporation, social purpose corporation or benefit corporation, all certificates representing shares of this corporation shall contain the legend required by California Corporations Code Section 418(c), Section 2800(a) or Section 14631, respectively.

ARTICLE V  
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

The corporation may at its option, to the maximum extent permitted by the California General Corporation Law and by the articles, indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the corporation. For the purposes of this Section, an "agent" of the corporation includes any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of any other enterprise at the request of such predecessor corporation.

ARTICLE VI  
CORPORATE RECORDS AND REPORTS; INSPECTION

**Section 1. Records.**

The corporation shall maintain, in accordance with generally accepted accounting principles, adequate and correct accounts, books and records of its business and properties. If the corporation has fewer than one hundred (100) Shareholders, the financial statements need not be prepared according to generally accepted accounting principles so long as the financial statements reasonably set forth the assets and liabilities, income and expenses of the corporation, and disclose the accounting basis used. All of such books, records and accounts shall be kept at the corporation's principal executive office in the State of California, as fixed by the Board of Directors, from time to time, or at such place or places as designated by the Board of Directors, and shall be kept in either written form or another form capable of being converted into writing, or in any combination of the foregoing. The books, records and minutes shall be open to inspection upon written demand of any Shareholder or holder of a voting trust certificate, at any reasonable time during usual business hours, for a purpose reasonably related to such holder's interest as a Shareholder or as the holder of a voting trust certificate. Such inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts. The foregoing rights of inspection shall extend to the records of each subsidiary corporation.

**Section 2. Maintenance and Inspection of Share Register.**

The corporation shall keep at its principal executive office, or at the office of its transfer agent or registrar, if either be appointed and as determined by Board of Directors' resolution, a record of its Shareholders and the number and class of shares held by each. A Shareholder or Shareholders

of the corporation holding at least five percent (5%) in the aggregate of the corporation's outstanding voting shares of the corporation may (i) inspect, and copy the records of Shareholder names and addresses and shareholding during usual business hours upon five (5) days' prior written demand upon the corporation, and/or (ii) obtain from the transfer agent of such transfer agent's usual charges for such a list, a list of the names and addresses of the Shareholders entitled to vote for the election of Directors, and their shareholdings, as of the most recent record date for which list has been compiled or as of a date specified by the Shareholders subsequent to the day of demand. Such list shall be made available by the transfer agent on or before the later of five (5) days after the demand is received or the date specified therein as the date as of which the list is to be compiled. The record of Shareholders shall also be open to inspection upon the written demand of any Shareholder or holder of a voting trust certificate, at any time during usual business hours, for a purpose reasonably related to such holder's interest as a Shareholder or as a holder of a voting trust certificate. Any inspection and copying under this Section may be made in person or by an agent or attorney of such Shareholder or holder of a voting trust certificate making such demand.

### **Section 3. Maintenance and Inspection of Bylaws.**

The corporation shall keep at its principal executive office, or if its principal executive office is not in this state, at its principal business office in this state, the original or a copy of the Bylaws amended to date, which shall be open to inspection by the Shareholders at all reasonable times during office hours. If the principal executive office of the corporation is outside the state and the corporation has no principal business office in this state, the Secretary shall, upon written request of any Shareholder, furnish to such Shareholder a copy of the Bylaws as amended to date.

### **Section 4. Annual Report to Shareholders.**

Provided this corporation has fewer than one hundred ( 100) Shareholders, the Annual Report to Shareholders referred to in Section 1501 of the General Corporation Law is expressly dispensed with, but nothing herein shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to Shareholders of the corporation as they deem appropriate. Should this corporation have one hundred (100) or more Shareholders, an Annual Report shall be furnished not later than one hundred twenty (120) days after the end of each fiscal period.

### **Section 5. Financial Statements.**

A copy of any annual financial statement and any income statement of the corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the corporation as of the end of each such period, that has been prepared by the corporation shall be kept on file at the principal executive office of the corporation for twelve (12) months from the date of its execution, and each such statement shall be exhibited at all reasonable times to any Shareholder demanding an examination of such statement or a copy shall be made available to any such Shareholder.

If a Shareholder or Shareholders holding at least five percent (5%) of the outstanding shares of any class of stock of the corporation make a written request to the corporation for an income statement of the corporation for the three (3) month, six (6) month, or nine (9) month period of the then current fiscal year ended more than thirty (30) days prior to the date of the request, and

a balance sheet of the corporation at the end of such period, the Chief Financial Officer shall cause such statement to be prepared, if not already prepared, and shall deliver personally or mail such statement or statements to the person making the request within thirty (30) days after the receipt of such request. If the corporation has not sent to the Shareholders its Annual Report for the last fiscal year, this report shall likewise be delivered or mailed to such Shareholder or Shareholders within thirty (30) days after such request.

The corporation also shall, upon the written request of any Shareholder, mail to the Shareholder a copy of the last annual, semi-annual or quarterly income statement that it has prepared and a balance sheet as of the end of such period. This quarterly income statement and balance sheet referred to in this Section shall be accompanied by the report thereon, if any, of any independent accountants engaged by the corporation or by the certificate of an authorized officer of the corporation that such financial statements were prepared without audit from the books and records of the corporation.

#### **Section 6. Annual Statement of General Information.**

The corporation shall, in a timely manner, file with the Secretary of State of California, on the prescribed form, a statement setting forth the authorized number of Directors, the names and complete business or residence addresses of all incumbent Directors, the names and complete business or residence addresses of the Chief Executive Officer, Secretary, and Chief Financial Officer, the street address of its principal executive office or principal business office in this state, the general type of business constituting the principal business activity of the corporation, and such other information as may be required by law, together with a designation of the agent of the corporation for the purpose of service of process, all in compliance with California Corporations Code Section 1502.

### ARTICLE VII GENERAL CORPORATE MATTERS

#### **Section 1. Checks, Drafts, and Evidence of Indebtedness.**

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

#### **Section 2. Corporate Contracts and Instruments. How Executed.**

The Board of Directors, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of any officer, 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 for any purpose or to any amount.

#### **Section 3. Representation of Shares of Other Corporation.**

The Chairperson of the Board, the President, or any other person authorized by resolution of the Board of Directors, is authorized to vote on behalf of the corporation any and all shares of any other corporation or corporations, foreign or domestic, standing in the name of the corporation. The authority herein granted to said officers to vote or represent on behalf of the corporation any and all shares held by the corporation in any other corporation or corporations may be exercised by any such officer in person or by any person authorized to do so by proxy duly elected by said officer.

#### **Section 4. Construction and Definitions.**

Unless the context requires otherwise, the general provisions, rules of construction, and the definitions of the California General Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the singular number includes the plural, the plural number includes the singular, and the term "person" includes a corporation, other form of entity, and a natural person.

### ARTICLE VIII AMENDMENTS TO BYLAWS

#### **Section 1. Amendment by Shareholders.**

New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote or written consent of holders of a majority of the outstanding shares entitled to vote; provided, however, that if the Articles of Incorporation of the corporation set forth the number of authorized Directors of the corporation, the authorized number of Directors may be changed only by an amendment of the Articles of Incorporation.

#### **Section 2. Amendment by Directors.**

Subject to the rights of the Shareholders as provided in Section I of this Article to adopt, amend, or repeal By laws, and the limitation of California Corporations Code Section 204(a)(5) and 212, Bylaws may be adopted, amended, or repealed by the Board of Directors.

### ARTICLE IX EMERGENCY PROVISIONS

#### **Section 1. General.**

The provisions of this Article IX shall be operative only during one or more of the following events or circumstances as a result of which, and only so long as, a quorum of the corporation's Board of Directors cannot be readily convened for action (individually or collectively, an "Emergency"):

(a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion;

(b) An attack on the State of California or the United States by an enemy of the United States, or upon receipt by the State of California of a warning from the federal government indicating that an enemy attack is probable or imminent;

(c) An act of terrorism or other man-made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population, including, but not limited to, mass evacuations; or

(d) A state of emergency proclaimed by a governor or by the President of the United States.

In anticipation of or during an Emergency, the Board may take either or both of the following actions necessary to conduct the corporation's ordinary business operations and affairs:

(a) Modify lines of succession to accommodate the incapacity of any Director, officer, employee, or agent resulting from the Emergency; and

(b) Relocate the principal office of the corporation, designate alternative principal offices or regional offices of the corporation, or authorize the officers of the corporation to do so.

#### **Section 2. Unavailable Directors.**

All Directors of the corporation who are not available to perform their duties as Directors by reason of physical or mental incapacity or for any other reason or who are unwilling to perform their duties or whose whereabouts are unknown shall automatically cease to be Directors, with like effect as if such persons had resigned as Directors, so long as such unavailability continues.

#### **Section 3. Authorized Number of Directors.**

The authorized number of Directors shall be the number of Directors remaining after eliminating those who have ceased to be Directors pursuant to Section 2 of this Article IX, or the minimum number required by law, whichever number is greater.

#### **Section 4. Quorum.**

The number of Directors necessary to constitute a quorum shall be one-third of the authorized number of Directors as specified in Section 3 of this Article IX, or such other minimum number as, pursuant to applicable law or lawful decree then in force, it is possible for the bylaws of a corporation to specify.

#### **Section 5. Creation of Emergency Committee.**

In the event that the number of Directors remaining after eliminating those who have ceased to be Directors pursuant to Section 2 of this Article IX is less than the minimum number of authorized Directors required by law, then until the appointment of additional Director(s) to make up such required minimum, all the powers and authorities which the Board of Directors could by law delegate, including all powers and authorities which the Board of Directors could delegate to a committee, shall be automatically vested in an emergency committee, and the emergency committee shall thereafter manage the affairs of the corporation pursuant to such powers and authorities and shall have all other powers and authorities as may by law or lawful decree be

conferred on any person or body of persons during a period of emergency.

**Section 6. Constitution of Emergency Committee.**

The emergency committee shall consist of all the Directors remaining after eliminating those who have ceased to be Directors pursuant to Section 2 of this Article IX, provided that such remaining Directors are not less than three in number or such fewer number of Directors as is permitted by law. In the event such remaining Directors are less than three in number ( or such fewer permitted number), the emergency committee shall consist of three persons, who shall be the remaining Director or Directors and either one or two officers or employees of the corporation, as the remaining Director or Directors may in writing designate. If there is no remaining Director, the emergency committee shall consist of the three most senior officers of the corporation who are available to serve, and if and to the extent that officers are not available, the most senior employees of the corporation. Seniority shall be determined in accordance with any designation of seniority in the minutes of the proceedings of the Board, and, in the absence of such designation, shall be determined in order of rank and within the same rank in order of seniority. In the event that there are no remaining Directors and no officers or employees of the corporation available, the emergency committee shall consist of three persons designated in writing by the Shareholder owning the largest number of shares of record as of the date of the last record date.

**Section 7. Powers of Emergency Committee.**

The emergency committee, once appointed, shall adopt its own procedures and shall have the power to increase the number of members thereof beyond the original number, and, in the event of a vacancy or vacancies therein arising at any time, the remaining member or members of the emergency committee shall have the power to fill such vacancy or vacancies. In the event at any time after its appointment all members of the emergency committee shall die or resign or become unavailable to act for any reason whatsoever, a new emergency committee shall be appointed in accordance with the foregoing provisions of this Article IX. During an Emergency, the emergency committee may take either or both of the following actions necessary to conduct the corporation's ordinary business operations and affairs:

- (a) Give notice to a Director or Directors in any practicable manner under the circumstances, including, but not limited to, by publication, Internet and radio, when notice of a meeting by the Board cannot be given to that Director or Directors in the manner prescribed by these Bylaws or by California Corporations Code Section 307.
- (b) Appoint one or more officers of the corporation present at a Board meeting to act as a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum for that meeting.

**Section 8. Directors Becoming Available.**

Any person who has ceased to be a Director pursuant to the provisions of Section 2 of this Article IX and who thereafter becomes available to serve as a Director shall automatically become a member of the emergency committee.

**Section 9. Election of Board of Directors.**

The emergency committee shall, as soon after its appointment as is practicable, take all requisite action to secure the election of a Board of Directors, and, upon such election, all the powers and authorities of the emergency committee shall cease.

**Section 10. Action by Shareholders: Ordinary Business.**

In anticipation of or during an Emergency, the Board may not take any action that requires the vote of the Shareholders of the corporation or otherwise is not in the corporation's ordinary course of business, unless the required vote of the Shareholders was obtained prior to the Emergency.

**Section 11. Termination of Emergency Committee.**

In the event, after the appointment of an emergency committee, a sufficient number of persons who ceased to be Directors pursuant to Section 2 of this Article IX become available to serve as Directors, so that if they had not ceased to be Directors as aforesaid, there would be enough Directors to constitute the minimum number of Directors required by law, then all such persons shall automatically be deemed to be reappointed as Directors and the powers and authorities of the emergency committee shall be at an end.

**Section 12. Application of Bylaws.**

All provisions of these Bylaws other than this Article IX that are consistent with this Article IX shall remain effective during an Emergency, and the provisions of this Article IX shall not be effective after the Emergency ends.

**Section 13. Actions Taken in Good Faith.**

Any action taken in good faith in anticipation of or during an Emergency under this Article IX binds the corporation and may not be used to impose liability against a Director, officer, employee, or agent of the corporation.

ARTICLE X MISCELLANEOUS

**Section 1. References to Code Sections.**

Section designations of three (3) digits or more herein refer to the General Corporation Law of California as effective January 1, 1977.

**Section 2. Effect of Shareholders Agreement.**

Any Shareholders agreement authorized by California Corporations Code Section 300(b) shall only be effective to modify the terms of these Bylaws if this corporation elects to become a close corporation with appropriate filing of or amendment to its Articles as required by California Corporations Code Section 202 and shall terminate when this corporation ceases to be a close corporation. Such an agreement cannot waive or alter Sections 158 (defining close corporations), 202 (requirements of Articles of Incorporation), 500 and 501 (relative to distribution), 111 (merger), 1201(e)(reorganization) or Chapter 15 (records and reports), Chapter 16 (inspection rights), Chapter 18 (involuntary dissolution), or Chapter 22 (crimes and

penalties). Any other provisions of the Code or these Bylaws may be altered or waived thereby, but to the extent they are not so altered or waived these Bylaws shall be applicable.

**Section 13. Subsidiary Corporations.**

Shares of this corporation owned by a subsidiary shall not be entitled to vote on any matter. A subsidiary for these purposes is defined in California Corporations Code Section 189(a) and (b).

**Section 14. Offices.**

The Board of Directors shall fix the location of the principal executive office of the corporation at any place within or outside the State of California. If the principal executive office is located outside this state, and the corporation has one or more business offices in this state, the board of directors shall likewise fix and designate a principal business office in the State of California.

The Board of Directors may in its discretion establish from time to time branch or subordinate offices at any place or places within or outside the State of California

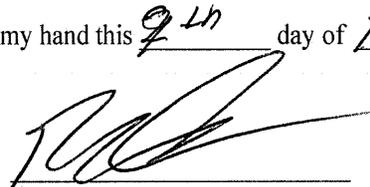
CERTIFICATE

I, Brandon Levine hereby certify that:

I am the Mercy Wellness Healdsburg a California corporation;  
and

The foregoing Bylaws, consisting of 22 pages, are a true and correct copy of the Bylaws of the corporation as duly adopted by the Board of Directors of the corporation at the initial meeting of the corporation on 2/9/2023.

IN WITNESS WHEREOF, I have hereunto set my hand this 9<sup>th</sup> day of February 2023.

  
\_\_\_\_\_  
Brandon Levine, Secretary

# MERCY WELLNESS HEALDSBURG

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## STATEMENT OF INFORMATION

PDF File #4

**City of Healdsburg**

20 Dry Creek Road  
Healdsburg, Ca 95448

APN # 003-020-019

Submitted: July 28, 2023





STATE OF CALIFORNIA
Office of the Secretary of State
STATEMENT OF INFORMATION
CORPORATION

California Secretary of State
1500 11th Street
Sacramento, California 95814
(916) 653-3516

For Office Use Only

-FILED-

File No.: BA20230332320

Date Filed: 2/27/2023

Entity Details
Corporation Name: Mercy Wellness Healdsburg
Entity No.: 5501898
Formed In: CALIFORNIA
Street Address of Principal Office of Corporation: 7950 REDWOOD DRIVE, SUITE 4, COTATI, CA 94931
Mailing Address of Corporation: 7950 REDWOOD DRIVE, SUITE 4, COTATI, CA 94931
Street Address of California Office of Corporation: 7950 REDWOOD DRIVE, SUITE 4, COTATI, CA 94931
Officers: Brandon Levine, Chief Executive Officer, Chief Financial Officer, Secretary
Additional Officers: None Entered
Directors: Brandon Levine
Agent for Service of Process: Jeffrey A Titus
Type of Business: Retail
Email Notifications: No, I do NOT want to receive entity notifications via email. I prefer notifications by USPS mail.

Labor Judgment

No Officer or Director of this Corporation has an outstanding final judgment issued by the Division of Labor Standards Enforcement or a court of law, for which no appeal therefrom is pending, for the violation of any wage order or provision of the Labor Code.

Electronic Signature

By signing, I affirm that the information herein is true and correct and that I am authorized by California law to sign.

*Jeffrey Titus*

*02/27/2023*

Signature

Date

# MERCY WELLNESS HEALDSBURG

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MINUTES OF ACTION BY  
INCORPORATORS -  
ELECTION OF DIRECTORS  
PDF File #4

**City of Healdsburg**  
20 Dry Creek Road  
Healdsburg, Ca 95448  
APN # 003-020-019  
Submitted: July 28, 2023



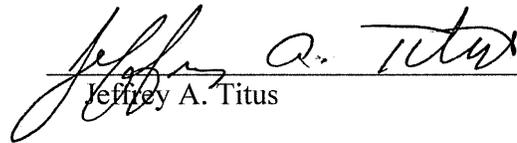
## MINUTES OF ACTION BY INCORPORATORS

### ACTION OF INCORPORATOR OF MERCY WELLNESS HEALDSBURG, A California Corporation

The undersigned, sole incorporator of MERCY WELLNESS HEALDSBURG, a California corporation, adopts the following resolutions under California Corporations Code §210:

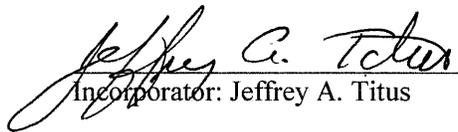
1. *Election of Directors.* The following person is elected director of the corporation, to hold office until the next annual meeting and until their successors have been elected and qualified: BRANDON LEVINE.

DATED: February 9, 2023

  
\_\_\_\_\_  
Jeffrey A. Titus

RESIGNATION OF INCORPORATOR

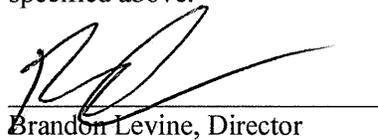
The undersigned hereby resigns as Incorporator of Mercy Wellness Healdsburg effective February 9, 2023, at the close of business.

  
Incorporator: Jeffrey A. Titus

Date: 2/9/23

APPROVED AND ACCEPTED

The resignation of the incorporator is hereby approved and accepted as of the date specified above.

  
Brandon Levine, Director

# MERCY WELLNESS HEALDSBURG

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MINUTES - ELECTION OF  
OFFICERS,  
SHAREDHOLDERS, BANK  
RESOLUTION, ETC.

PDF File #4

**City of Healdsburg**

20 Dry Creek Road  
Healdsburg, Ca 95448

APN # 003-020-019

Submitted: July 28, 2023



**MINUTES OF ORGANIZATIONAL MEETING  
OF SHAREHOLDERS AND DIRECTORS  
OF  
MERCY WELLNESS HEALSDBURG**

**MINUTES OF ORGANIZATIONAL MEETING OF SHAREHOLDERS AND  
DIRECTORS OF  
MERCY WELLNESS HEALDSBURG  
A CALIFORNIA CORPORATION**

Initial Directors of the Corporation appointed by the Incorporator held the organizational meeting of the initial Shareholders and Directors of the Corporation at the following date, time and place:

Date: February 9, 2023.

Time: 3:00 pm.

Place: 7950 Redwood Drive, Suite 4 Cotati, CA.

The following persons were present and accepted their appointment as Directors:

Brandon Levine

The following persons officiated at the meeting:

Chair of meeting: Brandon Levine

Secretary of meeting: Brandon Levine

The chair called the meeting to order and announced that the meeting was held pursuant to written waivers of notice and consents to the holding of the meeting. The waivers and consents were presented to the meeting and, on a motion duly made, seconded, and carried, were made a part of the records and ordered inserted in the Record Book of Corporation immediately preceding the minutes of this meeting.

*1. ARTICLES OF INCORPORATION*

The chair informed the Directors present that the original Articles of Incorporation had been filed in the Office of the Secretary of State on February 9, 2023. A filed copy of the Articles of Incorporation has been provided to the secretary, and the secretary is hereby directed to insert the copy in the Record Book of the Corporation. A copy is attached as Exhibit "A." The following resolution was moved, seconded and adopted:

RESOLVED, that the Secretary is instructed to insert a copy of the Articles of Incorporation of the Corporation, certified by the Secretary of State, in the Record Book of the Corporation.

## *2. RESOLUTION OR ACTION OF INCORPORATOR*

The chair presented the resolution or action of Incorporators and their resignations. A copy is attached as Exhibit A-1. The following resolution was moved, seconded, and adopted:

RESOLVED, that the Secretary is instructed to insert the resolution or action of Incorporators and the resignation of Incorporators in the Record Book of the Corporation.

## *3. BYLAWS*

The chair presented the Bylaws attached to these Minutes as Exhibit "B." The following resolutions were moved, seconded and adopted:

RESOLVED, that the Bylaws attached to these Minutes as Exhibit "B" are adopted as the Bylaws of the Corporation; and

RESOLVED FURTHER, that the Secretary is instructed to certify a copy of the Bylaws and insert the certified copy in the Record Book of the Corporation.

## *4. SEAL*

The chair presented a Seal. The following resolution was moved, seconded and adopted:

RESOLVED, that the Seal containing the words "Mercy Wellness Healdsburg" together with the date of organization of the Corporation as shown by the impression thereof on the margin of this page, is hereby adopted as the Seal of the Corporation.

## *5. SHARE CERTIFICATE*

The chair presented a proposed form of Share Certificate to be used by the Corporation, a blank copy of which is attached to the Minutes as Exhibit "C." The following resolutions were moved, seconded and adopted:

RESOLVED, that the Share Certificate be in substantially the same form as the form of Share Certificate attached to these Minutes as Exhibit "C."

RESOLVED FURTHER, that each Share Certificate shall be consecutively numbered beginning with number 1, shall be issued only with the signature of the officers of the Corporation as provided in the Bylaws and the Seal of the Corporation affixed thereto; and

RESOLVED FURTHER, that each Share Certificate shall state the name of the Corporation, the laws of the state under which the Corporation is organized, the name of the owner to whom issued, the date of issue and number of shares represented hereby; and

RESOLVED FURTHER, that each Share Certificate shall state a statement of designations, preferences, qualifications, limitations, restrictions, and special or related rights of the holder as required under the Bylaws and the Corporations Law on the face or back of the certificate; and

RESOLVED FURTHER, that the Secretary is instructed to insert a blank Share Certificate as adopted hereby as a specimen in the Record Book of the Corporation immediately following these minutes.

#### *6. RECORD BOOK OF THE CORPORATION*

The chair stated that a book should be maintained as the Record Book of the Corporation for the purpose of collecting and having all of the important documents of the Corporation readily available. The following resolutions was moved, seconded and adopted:

RESOLVED, that the Corporation shall obtain and maintain a Record Book of the Corporation, which shall include the Articles of Incorporation and any amendments thereto, and the Bylaws and any amendments thereto, the minutes of all meetings (or consents in lieu of meetings) of the Shareholders of Corporation, minutes of all meetings (or consents in lieu of meetings) of the Board of Directors of the Corporation and all other important documents; and

#### *7. OFFICERS*

The chair stated that officers of the Corporation should be elected. The following resolution was moved, seconded and adopted:

RESOLVED, that the following persons are elected as officers of the Corporation to the positions set forth opposite their respective names:

<u>OFFICE</u>	<u>NAME</u>
President	Brandon Levine
Secretary	Brandon Levine
Chief Financial Officer/Treasurer	Brandon Levine

The Officers accepted their appointments as evidenced by their signatures on the Acceptances of Appointments by Officers attached to these Minutes.

*8. PRINCIPAL PLACE OF BUSINESS IN STATE OF INCORPORATION*

The chair stated that the principal place of business in the State of Incorporation of the Corporation should be identified. The following resolution was moved, seconded and adopted:

RESOLVED, that the principal place of business in the State of Incorporation of the Corporation shall be as follows:

7950 Redwood Drive, Suite 4  
Cotati, CA 94931

*9. AGENT FOR SERVICE OF PROCESS IN STATE OF INCORPORATION*

The chair stated that the name and address of its registered agent within the State of Incorporation should be identified. The following resolution was moved, seconded and adopted:

RESOLVED, that the name and address of the registered agent of the Corporation within the State of California shall be as follows:

Name: Jeffrey Titus  
7950 Redwood Drive, Suite 4  
Cotati, CA 94931

## *10. BANK RESOLUTIONS*

The chair stated that a depository for the funds of Corporation is needed. The following resolutions were moved, seconded and adopted:

**RESOLVED**, that the President and Treasurer of the Corporation, acting together or separately, are hereby authorized to do the following acts:

a. To designate one or more banks, trust companies, or other similar institutions as depositories of the funds, including without limitation, cash and cash equivalents of the Corporation;

b. To open, keep and close general and special bank accounts, including general deposit accounts, payroll accounts and working fund accounts with any such depository;

c. To cause to be deposited in such accounts with any such depository, from time to time, such funds, including without limitations, cash and cash equivalents of the Corporation as such officers deem necessary or advisable, and to designate or change the designation of the manager or managers, the officer or officers, and the agent or agents of the Corporation who would be authorized to make such deposits and to endorse checks, drafts or other instruments for such deposits;

d. From time to time to designate or change the designation of the officer or officers, and agent or agents of the Corporation who will be authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Corporation against any funds deposited in any of such accounts, and to revoke any such designation;

e. To authorize the use of facsimile signatures for the signing or countersigning of checks, drafts or other orders for the payment of money, and to enter into such agreements as banks and trust companies customarily require as a condition for permitting the use of facsimile signatures;

f. To make such general and special rules and regulations with respect to such accounts as either of them may deem necessary or advisable; and

g. To complete and execute printed blank signature card forms in order to exercise the authority granted by this resolution, and any resolutions printed thereon shall be deemed adopted as a part hereof.

**RESOLVED FURTHER**, that all form resolutions required by any such depository as presented to and considered by such officers prior to the date of these minutes are hereby adopted in such forms utilized by the depository, and the Secretary of the Corporation is hereby authorized to certify such resolutions as

having been adopted by the Shareholders and is directed to attach such forms to these minutes as Exhibit "D" and insert the forms of such resolutions in the Record Book of the Corporation; and

RESOLVED FURTHER, that any such depository to which a copy of these resolutions, certified by the Secretary of the Corporation shall have been delivered, shall be entitled to rely thereon for all purposes until it shall have received written notice of the revocation or amendment of these resolutions by the Shareholders of the Corporation.

*11. PAYMENT OF EXPENSES OF ORGANIZATION*

The Directors desire to reimburse costs incurred for the organization of the Corporation. The following resolution was moved, seconded and adopted:

RESOLVED, that each of the Officers of the Corporation is authorized and directed to cause Company to pay the expenses of its organization and to reimburse the persons advancing funds to the Corporation.

*12. OFFER TO ISSUE SHARES*

The Directors desire to offer shares for consideration. The following resolution was moved, seconded and adopted:

RESOLVED, it is deemed to be in the best interest of the Corporation to offer to sell shares to the persons and for consideration set forth below:

NAME	SHARES	CONSIDERATION
MERCY WELLNESS OF COTATI	800,000	Percentage of start-up costs
FELICIA ACCOMAZZO	200,000	Percentage of start-up costs

*13. ISSUANCE OF SHARES*

The Directors having received acceptances of their offers of shares desire to issue shares and certificates. The following resolutions were moved, seconded and adopted:

RESOLVED, that the Corporation issue the indicated shares to the persons named above in exchange for the amounts of consideration listed above;

RESOLVED FURTHER, that the officers are hereby authorized and instructed to sell and issue to the persons named above the shares indicated above upon receipt of the amounts of consideration listed; and

RESOLVED FURTHER, that the officers are authorized and directed to take all actions that may be necessary and proper for the Corporation to issue and sell the shares to the persons named, in accordance with applicable laws, and that those actions shall include, where necessary:

a. all acts that may be necessary under the federal securities laws and the securities laws of any state, including California, if advised by legal counsel preparing, verifying and filing or causing to be prepared, verified and filed on behalf of the Corporation with the Securities and Exchange Commission five copies of a Notice of Sales of Securities (Form D) not later than fifteen (15) days after the sale and issuance of the shares described above and at such other times as are required by Rule 503 of Regulation D in order to establish the applicability of one of the exemptions provided by Regulation D for such sale and issuance; and

b. Prepare or cause to be prepared, executed and filed, with the California Commissioner of Corporations, a Notice of Transaction pursuant to Corporation Code Section 25102(f) and applicable administrative rules.

c. all acts necessary to expedite these transactions or conform them, or any of them, to the requirements of any applicable law, ruling, or regulation.

#### *14. FEDERAL TAX MATTERS*

The Directors desire to authorize actions with respect to certain tax matters. The following resolutions were moved, seconded and adopted:

#### **FEDERAL TAX IDENTIFICATION NUMBER**

RESOLVED, that the Chief Financial Officer (Treasurer) is hereby authorized and directed to complete, execute, and file or to have completed, executed and filed the Federal Form SS-4, "APPLICATION FOR EMPLOYER IDENTIFICATION NUMBER."

**ADOPTION OF ACCOUNTING METHOD**

RESOLVED FURTHER, that the Chief Financial Officer (Treasurer) is authorized and directed to maintain the financial records of the Corporation on the basis of the CASH method of accounting.

**ADOPTION OF TAX ACCOUNTING PERIOD**

RESOLVED FURTHER, that the Chief Financial Officer (Treasurer) is authorized and directed to use as the taxable year of the Corporation the tax year ending December 31st.

**QUALIFICATION AS SMALL BUSINESS CORPORATION**

WHEREAS, this Corporation is a small business corporation, as defined in Section 1244(c)(3) of the Internal Revenue Code of 1986, as amended and Section 18151 of the California Revenue and Taxation Code; and

WHEREAS, the Corporation intends to sell and issue shares of its common stock to the persons, in the amounts and for the consideration hereinabove provided; and

WHEREAS, the consideration to be received by the Corporation for such sale and issuance will be only money or other property, other than stock or securities; and

WHEREAS, it is deemed desirable that the sale and issuance of shares of stock of the Corporation be effectuated in such a manner that qualified Shareholders may receive the benefits of Section 1244 of the Internal Revenue Code of 1986, as amended, and Section 18151 of the California Revenue and Taxation Code.

NOW, THEREFORE, BE IT RESOLVED, that the shares issued pursuant to the foregoing resolutions are intended to be "Section 1244 stock" as defined in Section 1244 of the Internal Revenue Code of 1986, as amended, and "Section 18151 stock" as defined in Section 18151 of the California Revenue and Taxation Code.

***15. OTHER NECESSARY ACTS***

The Directors desire to authorize all other acts necessary to complete the organizational process. The following resolution was moved, seconded and adopted:

RESOLVED, that each of the officers of the Corporation is authorized and directed to make such filings and applications, to execute and deliver such documents and

instruments and to do such acts and obtain such licenses, authorizations, and permits as are necessary or desirable for the Corporation to conduct its business of the Corporation, to fulfill legal requirements applicable to the Corporation or its business to complete the organization of the Corporation and its qualification to do business wherever it does or desires to do business and to take any other action necessary or advisable to carry out the purposes of this resolution.

*16. ADJOURNMENT*

The chair asks if there is any other business before this organizational meeting of Directors. There being none, a motion to adjourn was moved, seconded and adopted and the chair declared the meeting adjourned at 1:00 p.m.

Dated: February 9, 2023



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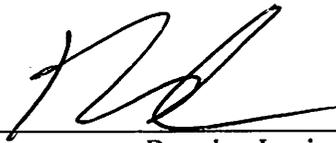
Brandon Levine, Secretary

ACCEPTANCES OF APPOINTMENTS

As Officers of Mercy Wellness Healdsburg

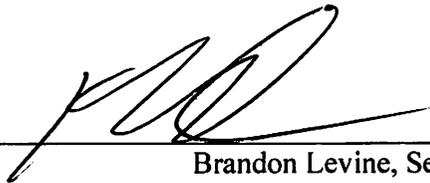
As of February 9, 2023

**OFFICERS:**



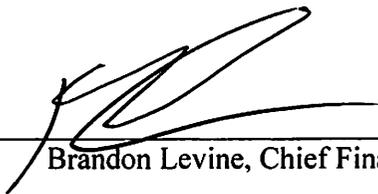
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Brandon Levine, President



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Brandon Levine, Secretary



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Brandon Levine, Chief Financial Office/Treasurer

# MERCY WELLNESS HEALDSBURG

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STOCK CERTIFICATE  
FELICIA ACCOMAZZO (20%)

PDF File #4

**City of Healdsburg**

20 Dry Creek Road  
Healdsburg, Ca 95448

APN # 003-020-019

Submitted: July 28, 2023



Certificate No. 2 For 200,000 Share(s)  
Issued to FELICIA ACCOMAZZO

From whom transferred

Received Certificate No. \_\_\_\_\_  
for \_\_\_\_\_  
this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

Dated February 09, 2023

Dated		Shares	
NO. ORIGINAL CERTIFICATE	NO. ORIGINAL SHARES	SHARES TRANSFERRED	

2

INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA  
FEBRUARY 9, 2023

SHARES  
200,000

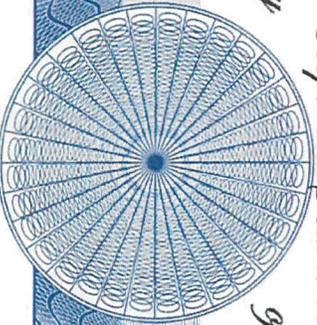
**Mercy Wellness Healdsburg**  
AUTHORIZED: 1,000,000 SHARES COMMON STOCK NO PAR VALUE

This Certifies that FELICIA ACCOMAZZO is the registered holder of TWO HUNDRED THOUSAND Shares of the above named Corporation transferable only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this 9th day of February 2023

  
BRANDON LEVINE  
PRESIDENT

  
BRANDON LEVINE  
SECRETARY



# MERCY WELLNESS HEALDSBURG

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STOCK CERTIFICATE  
MERCY WELLNESS OF  
COTATI (80%)

PDF File #4

**City of Healdsburg**

20 Dry Creek Road  
Healdsburg, Ca 95448

APN # 003-020-019

Submitted: July 28, 2023



Certificate No. 1 *For* 800,000 Share(s) *From whom transferred* \_\_\_\_\_ *Received Certificate No.* \_\_\_\_\_  
*Issued to* MERCY WELLNESS OF COTATI \_\_\_\_\_ *for* \_\_\_\_\_ *this* \_\_\_\_\_ *day of* \_\_\_\_\_,

*Dated* \_\_\_\_\_, *NO. ORIGINAL CERTIFICATE* \_\_\_\_\_, *NO. ORIGINAL SHARES* \_\_\_\_\_, *SHARES TRANSFERRED* \_\_\_\_\_, *2023* \_\_\_\_\_, *Dated* February 09 \_\_\_\_\_, 2023 \_\_\_\_\_, *this* \_\_\_\_\_ *day of* \_\_\_\_\_,

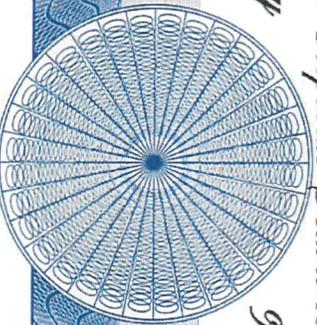
1 INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA  
FEBRUARY 9, 2023  
800,000 SHARES



This Certifies that \_\_\_\_\_ is the registered holder of \_\_\_\_\_ EIGHT HUNDRED THOUSAND \_\_\_\_\_ Shares of the above named Corporation transferable only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this \_\_\_\_\_ day of \_\_\_\_\_ of February 9<sup>th</sup> 2023.

BRANDON LEVINE PRESIDENT  
BRANDON LEVINE SECRETARY



# MERCY WELLNESS HEALDSBURG

MERCY WELLNESS OF  
COTATI BUSINESS  
FORMATION DOCUMENTS  
BRANDON LEVINE 100%  
SOLE OWNER

**PDF File #4**

**City of Healdsburg**

20 Dry Creek Road  
Healdsburg, Ca 95448

APN # 003-020-019

Submitted: July 28, 2023



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

JUN - 2 2010

ARTICLES OF INCORPORATION OF  
**MERCY WELLNESS OF COTATI,**  
A California Mutual Benefit Corporation

ARTICLE I

The name of the corporation is **MERCY WELLNESS OF COTATI.**

ARTICLE II

A. This corporation is a nonprofit **Mutual Benefit Corporation** organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

B. The specific purpose of this corporation is to provide health related services to qualified patient members and to carry on activities associated with this goal as allowed by law.

ARTICLE III

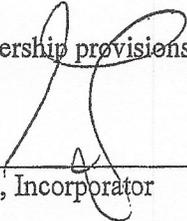
The name and address in the State of California of this corporation's initial agent for service of process is: Daniel B. Beck, Esq., 2681 Cleveland Avenue, Santa Rosa, California 95403.

ARTICLE IV

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

ARTICLE V

This corporation will have non-voting members. Membership provisions of this corporation are defined in the bylaws.

  
\_\_\_\_\_  
Greg Lucas, Incorporator



**CORPORATE RESOLUTION**

**AUTHORIZING ASSIGNMENT OF LEASE**

**UPON RESIGNATION OF DIRECTOR TO**

**MERCY WELLNESS AND BRANDON LEVINE**

At a special meeting of the Board of Directors of Mercy Wellness of Cotati, a corporation organized and existing under the laws of the State of California, held on the 8 day of September 2014, a quorum being present, the following Resolution(s) was/were adopted:

**IT IS RESOLVED** that Gregory Lucas will be resigning as Director of Mercy Wellness of Cotati, contemporaneously with approval by the City Council of Cotati to transfer the license/ permit and leases-necessary to Brandon Levine to operate Mercy Wellness of Cotati at its present location at 7950 Redwood Drive, Suite 8, Cotati, California.

**IT IS RESOLVED** that upon the resignation of Gregory Lucas as stated above, Gregory Lucas will no longer be involved with the corporation and the business/collective, and that Mercy Wellness and Brandon Levine (dba Mercy Wellness Dispensary Collective, jointly and severally, as Lessee) will be solely responsible for the leased premises located at 7950 Redwood Drive, Suites 8, 9 and 24 Cotati, California.

I, **Brandon Levine**, the undersigned Secretary of the said Mercy Wellness of Cotati, a corporation, hereby certify that I am the Secretary of said corporation, that the foregoing is a full, true and correct copy of the resolution duly passed by the Board of Directors thereof at a meeting of said Board held on the day and at the place therein specified, and that said resolution has never been revoked, rescinded, or set aside, and is now in full force and effect.

**IN WITNESS WHEREOF: I HAVE HEREUNTO SET MY HAND AND THE CORPORATE SEAL OF SAID CORPORATION THIS 8 DAY OF September, 2014.**

(SEAL)



Secretary

AGREEMENT  
2015

DATED: JANUARY 27,

PLACE: Cotati, California

For good and valuable consideration, the parties enter into this Agreement.

PARTIES: The parties to this agreement are Brandon Levine, Greg Lucas and Mercy Wellness of Cotati, a Mutual Benefit Nonprofit Corporation.

PURPOSE: This Agreement is being entered into (a) to end Greg Lucas' association, interest, role, activities and involvement with Mercy Wellness, (b) establish the amount owed to Greg Lucas for all services he has performed for Mercy Wellness, and (c) to give a general release of all claims known and unknown against each other related to the operation of the dispensary and Mercy Wellness of Cotati.

CONTINGENCY: This agreement is contingent upon the successful license renewal from the Cotati City Council and the removal of Greg Lucas name from the renewed license.

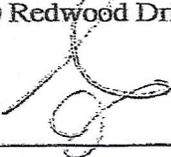
OBLIGATIONS:

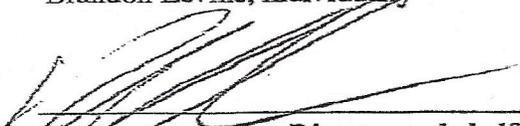
1. Greg Lucas's resignation as a Director of Mercy Wellness according to the Resolution of the Board of Mercy Wellness dated September 8, 2014, is effective upon signing this Agreement. No further services are required from Greg Lucas.
2. Mercy Wellness shall pay Greg Lucas three (3) month's severance pay at his current monthly rate as the final payment for all services rendered to Mercy Wellness by Greg Lucas. The severance payments will be made on the regular payroll date of Mercy Wellness over the next three (3) months.

**ALL OF THE PARTIES TO THIS AGREEMENT GIVE A GENERAL RELEASE OF ALL CLAIMS, EXCEPT AS NOTED BELOW, KNOWN OR UNKNOWN, TO EACH OTHER RELATED TO THE ACTIVITY OF MERCY WELLNESS OF COTATI AND THE OPERATION OF THE DISPENSARY.**

This agreement incorporates the written agreements previously entered by the parties regarding the Lease Assignments and Indemnification Agreement for 7950 Redwood Drive, Cotati, California. These obligations are not waived.

  
\_\_\_\_\_  
Brandon Levine, individually

  
\_\_\_\_\_  
Greg

  
\_\_\_\_\_  
Brandon Levine, as Director on behalf of Mercy Wellness of Cotati

**BYLAWS OF**  
**MERCY WELLNESS OF COTATI**  
**A California Nonprofit Mutual Benefit Corporation**

**PREAMBLE to the BYLAWS of**  
**MERCY WELLNESS OF COTATI**

**A California Nonprofit Mutual Benefit Corporation**

Mercy Wellness of Cotati is a nonprofit mutual benefit corporation organized under California law. Its purpose is to promote and facilitate the nonprofit, collaborative association of legally qualified patient-members and their primary caregivers engaged in the medical cultivation and use of cannabis. Mercy's existence is authorized by California Health and Safety Code § 11362.5 and 11362.7 *et seq.* Its principal function is to receive excess cannabis grown by legally qualified patient-members and their primary caregivers, and make this substance available to other legally qualified patient-members and their primary caregivers. Mercy Wellness of Cotati does not make cannabis available to the general public or anyone else who is not a registered member of the collective and entitled to possess it pursuant to California law.

Mercy Wellness of Cotati does not obtain cannabis from any source other than the labor of qualified patient-members or their primary caregivers acting on said patient-members' behalf. Both groups are legally authorized by California state law to grow cannabis for medical purposes. Mercy Wellness of Cotati does not buy, sell, manufacture, or grow cannabis or cannabis products. Mercy provides a means for legally qualified patient-members to associate for the purpose of collaboratively and collectively growing cannabis for personal medical use. Mercy Wellness of Cotati further allows said patient-members to render the cannabis into medicinally usable forms. Mercy's functions include the following: allocation of the costs and benefits of this effort, allocation of reasonable compensation for services rendered among those associated with Mercy Wellness of Cotati, and allocation of surplus cannabis produced by legally qualified patient-members and primary caregivers.

Mercy Wellness of Cotati operates in strict compliance with the letter and spirit of California state law and the policies, resolutions, and ordinances of the city in which it is situated. Since the Mercy's inception, this has been the City of Cotati, in northern California.

**BYLAWS**  
**OF**  
**MERCY WELLNESS OF COTATI**  
**A California Nonprofit Mutual Benefit Corporation**

## ARTICLE I: NAME

The name of this Corporation is "Mercy Wellness of Cotati." Alternate names used by the Corporation include "Mercy Wellness," "Mercy Wellness Center," and "Mercy Wellness Center of Cotati."

## ARTICLE II: OFFICES

- **Principal Office of the Corporation:** The principal office for the transaction of the activities and affairs of this corporation is located at 7950 Redwood Drive, Suite 8, Cotati, in Sonoma County, California.
- **Change of Address:** The Board of Directors has full power and authority at any time to change the principal office of the Corporation from one location to another in California. The Board of Directors may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities. Any such changes shall be noted by the Secretary with these Bylaws, but shall not be considered an amendment to these Bylaws.

## ARTICLE III: PURPOSES

The purpose of this Corporation is to facilitate the not-for-profit, collaborative association of legally qualified patients and their primary caregivers engaged in the cultivation and use of cannabis for medical purposes, as authorized by California Health and Safety Code § 11362.5 and 11362.7 *et seq.*

## ARTICLE IV: NO MEMBERS

- **Classification of Members:** The Corporation shall have no voting members within the meaning of the California Corporations Code's Nonprofit Corporation Law § 5000 *et seq.* The Corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of non-voting members. These class or classes shall have such rights and obligations as the Board of Directors finds appropriate.
- **Effect of No Voting Members:** Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights that would otherwise vest under the applicable code in the members shall vest in the Directors.
- **Who Are Referred To As Members:** The Corporation may refer to persons or entities associated with it as "members," even though those persons or entities are not voting members. No such reference shall constitute anyone as a member within the meaning of

#### ARTICLE V: DIRECTORS

- Powers: Subject to the provisions and limitations of the California Corporations Code's Nonprofit Corporation Law § 5000 *et seq.*, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- Number of Directors: The Board of Directors shall consist of at least one but no more than three Directors unless changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors.
- Terms of Office: Each Director shall hold office for life until the earlier of death, resignation, or removal as Director.
- Nomination: Any natural person may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.
- Election: The Directors shall be elected at meetings of the Board of Directors. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each Director may cast one vote.
- Compensation: The Directors shall serve without compensation except that they may be allowed and paid their actual and necessary expenses incurred in attending meetings of the Board of Directors. In addition, they may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as Directors.
- Events Causing Vacancies on Board: A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, removal, or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Corporations Code's Nonprofit Corporation Law § 5000 *et seq.*; or (c) the increase of the authorized number of Directors.

- Filling of Vacancies: Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with California Corporations Code Section 7211, or (3) a sole remaining Director.
- No Vacancy on Reduction of Number of Directors: Any reduction of the authorized number of Directors shall not result in any Director being removed before his or her term of office expires.
- Resignation of Directors: Any Director may resign by giving written notice to the President or Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.
- Removal of Directors: Any Director may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in Article VI.

#### ARTICLE VI: MEETINGS

- Place of Meetings: All meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting. If not so designated, meetings may be held at the principal office of the Corporation as specified in Article II, Section A of these Bylaws or changed from time to time as provided in Article II, Section B of these Bylaws.
- Notice Requirement for Regular Meetings: Regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.
- Notice Requirement for Special Meetings: Special meetings of the Board for any purpose may be called at any time by the President, Secretary, or any 2 Directors. Notice of the time and place of special meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a

voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on the Corporation's records. Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

- **Waiver of Notice:** Notice of the meeting need not be given to any Director who signs a waiver of notice. The waiver of notice or consent need not specify the purpose of the meeting. Further, notice of the meeting need not be given to any Director who signs a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting prior thereto or at its commencement, and does not protest the lack of such notice before or at the commencement of the meeting. All such waivers, consents, and approvals shall be filed with the Corporation's records or made a part of the minutes of the meetings.
- **Quorum:** A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
- **Transactions of the Board:** Except as otherwise provided in the Articles of Incorporation, in these Bylaws, or by law, 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. It is provided that any meeting at which a quorum was initially present, the Board may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as required by law, the Articles, or these Bylaws.
- **Conduct of Meetings:** The President, or any Director selected by the Directors present, shall preside at meetings of the Board. The Secretary, or, in the Secretary's absence, any

person appointed by the presiding officer, shall act as Secretary of the Board. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting. Meetings shall be governed by "Robert's Rules of Order," as such rules may be revised from time to time. These rules shall not be held to be inconsistent with or in conflict with the Articles, Bylaws, or provisions of law.

- **Adjournment:** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.
- **Action Without Meeting:** Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested Director" as defined in California Corporations Code section 7233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.
- **Meetings by Telephone or Other Telecommunications Equipment:** Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both of the following apply:
  - Each Director participating in the meeting can communicate concurrently with all other Directors.
  - Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

#### ARTICLE VII: OFFICERS

- **Offices Held:** The Officers of this Corporation shall be a President, a Secretary, a Treasurer, a Chief Financial Officer, a Chief Executive Officer, and such other Officers with such titles and duties as shall be determined by the Board and as may be necessary

to enable the Corporation to sign instruments. Any number of offices may be held by the same person. The Corporation, at the Board's discretion, may also have such other Officers as the Board may determine.

- Appointment of Officers: The Officers of this Corporation shall be chosen and serve at the pleasure of the Board, subject to the rights, if any, of an Officer under any contract of employment.
- Removal of Officers: Officers may be removed with or without cause by the Board of Directors by the affirmative vote of a majority of all of the Directors.
- Resignation of Officers: Any Officer may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the Officer is a party.
- Vacancies in Office: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointments to that office.
- President: The President shall see to it that all Board meetings are conducted properly. The President shall have such other powers and duties as the Board or the Bylaws may require.
- Secretary: The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was general, or special, and, if special, how authorized; the notice given; and the names of persons present at Board meetings.

The Secretary shall keep or cause to be kept, at the Corporation's principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of

committees of the Board that these Bylaws require to be given. The Secretary shall have such other powers and perform such other duties as the Board or Bylaws may require.

- **Treasurer:** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board.

The Treasurer shall ensure that (i) all money and other valuables in the name and to the credit of the Corporation is deposited with such depositories as the Board may designate; (ii) the Corporation's funds are disbursed appropriately and as approved by the Board; and (iii) the Board, upon request, receives an account of all transactions and of the financial condition of the Corporation. The Treasurer shall have such other powers and perform such other duties as the Board or the Bylaws may require.

- **Chief Executive Officer:** The Chief Executive Officer shall supervise, direct, and control the Corporation's activities, affairs, and Officers. The CEO shall manage the day-to-day affairs of the Corporation and communicate with the press and the outside world. The CEO shall have such other powers and duties as the Board may designate.
- **Chief Financial Officer:** The Chief Financial Officer shall manage the financial risk of the Corporation. The CFO will also engage in financial planning for the Corporation. The CFO shall have such other powers and duties as the Board may designate.

#### ARTICLE VIII: EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

- **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.
- **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 any of the following Officers: the President, Treasurer, or Secretary of

the Corporation.

- Fiscal Year: The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December in each year.

#### ARTICLE IX: INDEMNIFICATION AND INSURANCE

- Indemnification: To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other persons described in California Corporations Code § 7237(a). This group includes persons formerly occupying any such positions. The indemnification shall be against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in these Bylaws, shall have the same meaning as in that section of the California Corporations Code.
- Insurance: This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising from the Officer's, Director's, employee's, or agent's status as such.

#### ARTICLE X: CORPORATE RECORDS

- Maintenance of Corporate Records: The Corporation shall keep adequate and correct records of account and minutes of the proceedings and committees of the Board. The minutes shall be kept in written form. Other books and record shall be kept either in written form or in any other form capable of being converted into written form. The Corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and Bylaws, amended to the current date.
- Fiscal Year: The fiscal year of the Corporation shall end at the close of business on December 31 of each year.
- Annual Report: Annual Report: The Board shall cause an annual report to be prepared not later than 120 days after the close of the Corporation's fiscal year. The Annual Report shall contain in appropriate detail the following:

- a balance sheet as of the end of that fiscal year;
- an income statement; and
- a statement of changes in financial position for the fiscal year.

The Annual Report shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The Annual Report and any accompanying material shall be furnished to all Directors and may be sent by electronic transmission. This section shall not apply if the Corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

- Annual Statement of Certain Transactions and Indemnifications

As part of the Annual Report, or as a separate document if no Annual Report is issued, the Corporation shall annually prepare and furnish to its Directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the Corporation's fiscal year:

- Any transaction to which the Corporation was a party, and in which any Director or Officer of the Corporation had a direct or indirect material financial interest, excluding compensation of Officers and Directors, during the previous fiscal year, involving more than fifty thousand dollars (\$50,000), or which was one of a number of such transactions in which the same Director or Officer had a direct or indirect material financial interest. A mere common Directorship is not a material financial interest. All transactions, which, in the aggregate involved more than \$50,000, and the names of the persons involved in such transactions will also be disclosed. The disclosure shall state such person or persons' relationship/s to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest. It is provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.
- A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid or made during the fiscal year to any Officer or Director of the Corporation pursuant to Section 7237 of the California Corporations Code. The exception is a loan, guaranty, or indemnification approved by the Board or a loan or guaranty not subject to the provisions of California Corporations Code Section 7235(a).

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interests. The exception is that in a

partnership where such a person is a partner, only the partnership interest need be stated.

- **Directors' Right to Inspect:** Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

#### ARTICLE XI: AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the Board of Directors at any Directors' meeting, provided that notice of such action has been sent to all Directors in accordance with the notice requirements contained in Article VI, Sections B and C.

#### ARTICLE XII: DISPOSITION OF ASSETS

Upon dissolution, after providing for all of its debts in compliance with the California Corporations Code's Nonprofit Corporation Law § 5000 *et seq.*, the assets of the Corporation shall be equally distributed among the Directors, or in such manner as the Board shall determine.

#### ARTICLE XIII: BYLAW CONSTRUCTION AND CHANGES

- **Construction and Definitions:** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Corporations Code's Nonprofit Corporation Law § 5000 *et seq.* shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.
- **Bylaw Changes:** Bylaws may be adopted, amended, or repealed by the Board of Directors.

#### CERTIFICATION OF SECRETARY

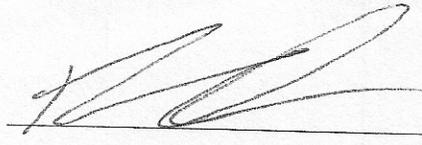
OF

#### MERCY WELLNESS OF COTATI

#### A California Nonprofit Mutual Benefit Corporation

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising 12 pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on 6/21, 2014.

Dated: 8/29/14



---

Secretary

## MINUTES OF ANNUAL MEETING OF BOARD OF DIRECTORS

A regular annual meeting of the board of directors of MERCY WELLNESS OF COTATI, a California corporation, was held at 1:30 p.m. on September 20, 2019, at the office of the corporation without notice except the provisions of the bylaws providing for such meeting. The meeting was held immediately following the adjournment of the annual meeting of shareholders.

The following directors were present: Brandon Levine, constituting all the directors of the corporation and a quorum. Brandon Levine, the president and secretary, presided at the meeting and recorded the minutes.

The secretary reported that all the directors had been reelected at the annual meeting of shareholders that was just adjourned.

Financial statements of the corporation, copies of which had previously been sent to the directors, were discussed, and the president reviewed with the directors the current operations of the corporation.

There was a discussion of the prior year's activities of the corporation. Upon a motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED that all actions taken by the directors of this corporation subsequent to the last annual meeting of the shareholders of this corporation are hereby ratified and approved.

There was a discussion of the election of officers for the coming year. Upon motions duly made, seconded, and unanimously carried, the following persons were nominated and elected to serve as officers of the corporation until the election of their successors:

Brandon Levine, President

Brandon Levine, Secretary

Brandon Levine, Treasurer

There was a discussion of the payment of dividends by the corporation. Upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED that in view of the current operating results of the corporation and the needs of the corporation for working capital and its contemplated

expenditures, no dividends shall be declared or paid with respect to the stock of the corporation for the fiscal year ended December 31, 2019.

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



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Brandon Levine  
Secretary of the Corporation

## MINUTES OF ANNUAL MEETING OF BOARD OF DIRECTORS

A regular annual meeting of the board of directors of MERCY WELLNESS OF COTATI, a California corporation, was held at 1:30 p.m. on September 20, 2019, at the office of the corporation without notice except the provisions of the bylaws providing for such meeting. The meeting was held immediately following the adjournment of the annual meeting of shareholders.

The following directors were present: Brandon Levine, constituting all the directors of the corporation and a quorum. Brandon Levine, the president and secretary, presided at the meeting and recorded the minutes.

The secretary reported that all the directors had been reelected at the annual meeting of shareholders that was just adjourned.

Financial statements of the corporation, copies of which had previously been sent to the directors, were discussed, and the president reviewed with the directors the current operations of the corporation.

There was a discussion of the prior year's activities of the corporation. Upon a motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED that all actions taken by the directors of this corporation subsequent to the last annual meeting of the shareholders of this corporation are hereby ratified and approved.

There was a discussion of the election of officers for the coming year. Upon motions duly made, seconded, and unanimously carried, the following persons were nominated and elected to serve as officers of the corporation until the election of their successors:

Brandon Levine, President

Brandon Levine, Secretary

Brandon Levine, Treasurer

There was a discussion of the payment of dividends by the corporation. Upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED that in view of the current operating results of the corporation and the needs of the corporation for working capital and its contemplated

expenditures, no dividends shall be declared or paid with respect to the stock of the corporation for the fiscal year ended December 31, 2019.

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



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Brandon Levine  
Secretary of the Corporation

## MINUTES OF ANNUAL MEETING OF SHAREHOLDERS

A regular annual meeting of the shareholders of Mercy Wellness of Cotati, a California corporation, was held at 1:00 p.m. on September 20, 2019 at the office of the corporation.

The following shareholders of the corporation were present: Brandon Levine, the president, presided at the meeting, Jeffrey A. Titus, Esq. recorded the minutes.

The secretary reported that on September 20, 2019, a copy of the waiver of notice of this annual meeting of shareholders was executed by each of the shareholders of record of the corporation. As of the record date, there were 100,000 shares of common stock of the corporation outstanding. Present at this meeting, or represented by proxy, are shareholders owning 100,000 shares of the common stock of the corporation. A quorum is, therefore, present.

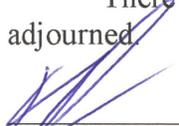
The minutes of the last annual meeting of shareholders were distributed to the shareholders with the waiver of notice of this meeting, were approved unanimously by the shareholders.

The president presented a report on the current operations of the corporation and its financial results for the current year. The shareholders were provided an opportunity to ask questions of the president, the officers of the corporation, the directors of the corporation, and its financial and legal advisors.

There was a discussion of the election of directors for the coming year. Upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED that the following person is elected to serve as director of the corporation until the next annual meeting of shareholders or until the election of his/her successor: Brandon Levine.

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

  
\_\_\_\_\_  
Brandon Levine, secretary



**Secretary of State**  
**Restated Articles of Incorporation**  
**Nonprofit Mutual Benefit Corporation**  
**to General Stock Corporation**

**RST**  
**MU-GS**

**IMPORTANT** — Read Instructions before completing this form.

**Filing Fee** — \$70.00

**Copy Fees** — First page \$1.00; each attachment page \$0.50;  
 Certification Fee — \$5.00

**Note:** You must file a Statement of Information (Form SI-550) to change the Corporation's business address(es) or to change the name or address of the Corporation's agent for service of process, which can be filed online at [bizfile.sos.ca.gov](http://bizfile.sos.ca.gov).

**FILED** *MS*  
 Secretary of State  
 State of California  
 JUN 20 2019 *J*

*lu* Above Space For Office Use Only

The undersigned certify that:

1. They are the President and Secretary of the following corporation:

1a. **Current Corporation Exact Name** (Enter the exact name on file with the California Secretary of State.)

MERCY WELLNESS OF COTATI

1b. **7-Digit Secretary of State Entity (File) Number, if KNOWN** (Enter the exact 7-Digit Entity (File) Number issued by the California Secretary of State. If you do not know the Secretary of State Entity (File) Number, leave this space blank.)

C3295203

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

- I. **Corporation Name** (See Instructions —If you are changing the name of your Corporation on file with the California Secretary of State, list the new proposed name. List the proposed new Corporation name exactly as it is to appear on the records of the California Secretary of State. If you are not changing the name, please list the name exactly as it currently appears on the records of the California Secretary of State.)

The Name of the Corporation is:

MERCY WELLNESS OF COTATI

- II. **Authorized Shares** (Enter the number of shares the corporation is authorized to issue. Do not leave blank or enter zero (0).)

The Corporation is authorized to issue only one class of shares of stock.  
 The total number of shares which this corporation is authorized to issue is 1,000,000

- III. **Impact to Existing Membership Interests, If Any** (Check only one box.)

- The corporation currently has outstanding membership interests and upon the filing of these Restated Articles of Incorporation each outstanding membership interest shall be canceled without consideration.
- OR
- The corporation currently has outstanding membership interests and upon the filing of these Restated Articles of Incorporation each one outstanding membership interest shall be converted into one share of common stock of the corporation.
- OR
- The corporation has no outstanding membership interests at the time of filing of these Restated Articles of Incorporation.

- IV. **Purpose Statement** (Do not alter Purpose Statement.)

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

— CONTINUE ON NEXT PAGE —

(Page 1 of 2)

## Restated Articles of Incorporation

(Page 2 of 2)

**3. Approvals** (For membership approval, check only one box.)**3a.** The Restated Articles of Incorporation has been approved by the board of directors.**3b.** Member approval was (**check one**): By the required vote of the members in accordance with California Corporations Code sections 7812, 7813 and 7819.**OR** Not required because the corporation has no members.

Additional article provisions set forth on attached pages, if any, are incorporated herein by reference and made part of this Form RST MU-GS. (All attachments should be 8 1/2 x 11, one-sided, legible and clearly marked as an attachment to this form RST MU-GS.)

**Signatures** (See instructions for signature requirements. Note: Both lines must be signed)

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate and attachments hereto, if any, are true and correct of our own knowledge.

MAY 29, 2019

Date

Signature

BRANDON LEVINE

Type or Print Name of President

MAY 29, 2019

Date

Signature

BRANDON LEVINE

Type or Print Name of Secretary



State of California Secretary of State

S

Statement of Information (Domestic Stock and Agricultural Cooperative Corporations) FEES (Filing and Disclosure): \$25.00. If this is an amendment, see instructions.

GA43943 FILED

In the office of the Secretary of State of the State of California

OCT-31 2019

This Space for Filing Use Only

IMPORTANT - READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. CORPORATE NAME MERCY WELLNESS OF COTATI

2. CALIFORNIA CORPORATE NUMBER C3295203

No Change Statement (Not applicable if agent address of record is a P.O. Box address. See instructions.) 3. If there have been any changes to the information contained in the last Statement of Information filed with the California Secretary of State, or no statement of information has been previously filed, this form must be completed in its entirety. [ ] If there has been no change in any of the information contained in the last Statement of Information filed with the California Secretary of State, check the box and proceed to Item 17.

Complete Addresses for the Following (Do not abbreviate the name of the city. Items 4 and 5 cannot be P.O. Boxes.) 4. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE CITY STATE ZIP CODE 7950 REDWOOD DR STE 8, COTATI, CA 94931 5. STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY CITY STATE ZIP CODE 7950 REDWOOD DR STE 8, COTATI, CA 94931 6. MAILING ADDRESS OF CORPORATION, IF DIFFERENT THAN ITEM 4 CITY STATE ZIP CODE

Names and Complete Addresses of the Following Officers (The corporation must list these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.) 7. CHIEF EXECUTIVE OFFICER/ ADDRESS CITY STATE ZIP CODE BRANDON LEVINE 7950 REDWOOD DR STE 8, COTATI, CA 94931 8. SECRETARY ADDRESS CITY STATE ZIP CODE BRANDON LEVINE 7950 REDWOOD DR STE 8, COTATI, CA 94931 9. CHIEF FINANCIAL OFFICER/ ADDRESS CITY STATE ZIP CODE BRANDON LEVINE 7950 REDWOOD DR STE 8, COTATI, CA 94931

Names and Complete Addresses of All Directors, Including Directors Who are Also Officers (The corporation must have at least one director. Attach additional pages, if necessary.) 10. NAME ADDRESS CITY STATE ZIP CODE BRANDON LEVINE 7950 REDWOOD DR STE 8, COTATI, CA 94931 11. NAME ADDRESS CITY STATE ZIP CODE 12. NAME ADDRESS CITY STATE ZIP CODE

13. NUMBER OF VACANCIES ON THE BOARD OF DIRECTORS, IF ANY: 0

Agent for Service of Process If the agent is an individual, the agent must reside in California and Item 15 must be completed with a California street address, a P.O. Box address is not acceptable. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1505 and Item 15 must be left blank.

14. NAME OF AGENT FOR SERVICE OF PROCESS JEFFREY A TITUS 15. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL CITY STATE ZIP CODE 7950 REDWOOD DR STE 8, COTATI, CA 94931

Type of Business 16. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION RETAIL

17. BY SUBMITTING THIS STATEMENT OF INFORMATION TO THE CALIFORNIA SECRETARY OF STATE, THE CORPORATION CERTIFIES THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT.

10/31/2019 JEFFREY A TITUS ATTORNEY DATE TYPE/PRINT NAME OF PERSON COMPLETING FORM TITLE SIGNATURE



Secretary of State  
Business Programs Division

1500 11<sup>th</sup> Street, 3<sup>rd</sup> Floor  
P.O. Box 944260  
Sacramento, CA 94244-2600

Certification and Records  
(916) 657-5448

**Fax Cover Letter**

To: JEFFREY TITUS

ATTN:

Fax Number: 707-595-4654

Number of Pages (including cover): 2

Entity Name(s) and/or Number(s): MERCY WELLNESS OF COTATI

**Message:**

**Note:** *This office cannot guarantee legible copies via fax. Copies to follow in mail.*

From: Certification and Records  
Business Entities Section

Date: \_\_\_\_\_

Operator: \_\_\_\_\_

# State of California Secretary of State

## CERTIFICATE OF STATUS

**ENTITY NAME:**

MERCY WELLNESS OF COTATI

**FILE NUMBER:** C3295203  
**FORMATION DATE:** 06/02/2010  
**TYPE:** DOMESTIC NONPROFIT CORPORATION  
**JURISDICTION:** CALIFORNIA  
**STATUS:** ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is authorized to exercise all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of January 04, 2019.

A handwritten signature in black ink, appearing to read "Alex Padilla".

ALEX PADILLA  
Secretary of State