

MINUTES OF FIRST MEETING

OF

BOARD OF DIRECTORS

OF

LA JOLLA GOLDEN TRIANGLE ROTARY CLUB FOUNDATION

A California Nonprofit Public Benefit Corporation

August 31, 1989

The Directors of said corporation held their first meeting on the above date. The meeting was held pursuant to a Waiver of Notice and Consent signed by each of the Directors, which has been placed in the Minute Book preceding these Minutes.

The following Directors, constituting a quorum of the Board of Directors, were present at such meeting:

Stephen R. Brown

George W. Mannschreck

Bruce A. Geier

John L. Stephan

Reint Reinders

J. S. Laurence Fournier

There were absent:

Ronald H. Windemuller

Upon motion duly made and seconded, Stephen R. Brown was unanimously elected Chairman of the meeting and J. S. Laurence Fournier was unanimously elected Secretary of the meeting.

ARTICLES OF INCORPORATION AND AGENT FOR SERVICE OF PROCESS

The Chairman stated that the Articles of Incorporation of the corporation were filed in the office of the California Secretary of State on July 11, 1989. The Chairman presented to the meeting a certified copy of the Articles of Incorporation. The Secretary was directed to insert the copy in the Minute Book. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that henceforth the name and address of the corporation's agent for service of process are:

Stephen R. Brown
4250 Executive Square, Suite 700
La Jolla, CA 92037

BYLAWS

The matter of adopting Bylaws for the regulation of the affairs of the corporation was next considered. The Secretary presented to the meeting a form of Bylaws, which was considered and discussed. Upon motion duly made and seconded, the following recitals and resolutions were unanimously adopted:

WHEREAS, there has been presented to the Directors a form of Bylaws for the regulation of the affairs of this corporation; and

WHEREAS, it is deemed to be in the best interests of this corporation that said Bylaws be adopted by this Board of Directors as the Bylaws of this corporation;

NOW, THEREFORE, BE IT RESOLVED, that Bylaws in the form presented to this meeting are adopted and approved as the Bylaws of this corporation until amended or repealed in accordance with applicable law.

RESOLVED FURTHER, that the Secretary of this corporation is authorized and directed to execute a certificate of the adoption of said

Bylaws and to enter said Bylaws as so certified in the Minute Book of this corporation, and to see that a copy of said Bylaws is kept at the principal executive or business office of this corporation in California in accordance with Section 7160 of the California Nonprofit Corporation Law.

ELECTION OF OFFICERS

The Chairman announced that it would be in order to elect officers of the corporation. After discussion, and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the following persons are unanimously elected to the offices indicated opposite their names:

<u>Title</u>	<u>Name</u>
President	Stephen R. Brown
Vice President	Reint Reinders
Secretary	J. S. Laurence Fournier
Treasurer (Chief Financial Officer)	George Mannschreck

PAYMENT OF EXPENSES

In order to provide for the payment of the expenses of the incorporation and organization of the corporation, upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that each of the officers of this corporation is authorized and directed to cause this corporation to pay the expenses of its incorporation and organization.

TERM OF INITIAL BOARD MEMBERS

In order to establish a Board of Directors with three-year staggered terms for Directors as provided in the Bylaws, upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the initial terms of office for the initial Directors shall be as follows:

George Mannschreck:	1-year term
John L. Stephan:	1-year term
Stephen R. Brown:	2-year term
J. S. Laurence Fournier:	2-year term
Bruce A. Geier:	3-year term
Ronald H. Windemuller:	3-year term
Reint Reinders:	1-year term, as immediate past president of La Jolla Golden Triangle Rotary Club

LOCATION OF PRINCIPAL EXECUTIVE OFFICE

After discussion, and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the principal executive office of this corporation shall be located at P.O. Box 13023, La Jolla, CA 92037.

TAX FILINGS

The Chairman then stated that it was desirable that the applications for exemption from federal and state income taxes be filed with the appropriate federal and state authorities. Upon motion duly made and seconded, the following resolution was adopted:

RESOLVED, that the officers of this corporation are hereby directed to take all steps necessary for obtaining exemption from federal income tax and California franchise

tax for the corporation under Section 501(c)(3) of the Internal Revenue Code of 1986 and under Section 23701d of the California Revenue and Taxation Code.

The Chairman stated that there was a need to secure a federal employer identification number for use on certain tax returns and statements. Upon motion duly made and seconded, the following resolution was adopted:

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

OTHER FILINGS

After discussion and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that each of the officers of this corporation is authorized and directed to make such filings and applications, including, without limitation, the statement required by Section 8210 of the California Nonprofit Corporation Law, to execute and deliver such documents and instruments and to do such acts and things as such officer deems necessary in order to obtain such licenses, authorizations and permits as are necessary or desirable for this corporation's activities, to fulfill such legal requirements as are applicable to this corporation or its activities or to complete the organization of this corporation.

BANK RESOLUTIONS

To provide for the deposit of the funds of the corporation and to authorize certain officers to deal therewith, upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the President and Treasurer of this corporation are hereby authorized:

(a) To designate one or more banks, financial institutions, or brokerage companies as depositories of the funds, including, without limitation, cash and cash equivalents, of this 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 limitation, cash and cash equivalents, of this corporation as such officers deem necessary or advisable; and to designate or change the designation of the officer or officers and agent or agents of this corporation who will be authorized to make such deposits and to endorse checks, drafts or other instruments for such deposit;

(d) From time to time to designate or change the designation of the officer or officers and agent or agents of this corporation who will be authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of this corporation against any funds deposited in any of such accounts, and to revoke any such designation, except that the signature of two officers of the corporation shall always be required to disburse funds of the corporation;

(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 they may deem necessary or advisable; and

(g) To complete, execute and/or certify any customarily printed blank signature card

forms in order conveniently 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 this meeting, are hereby adopted in such form utilized by the depository and the Secretary of this corporation is hereby authorized to certify such resolutions as having been adopted at this meeting and is directed to insert the form of such resolutions in the Minute Book with the minutes of this meeting.

RESOLVED FURTHER, that any such depository to which a copy certified by the Secretary or an Assistant Secretary of this corporation of these resolutions 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 Board of Directors of this corporation.

FUND MANAGEMENT POLICY

To provide for the management and disbursement of funds of the corporation, whether received by way of contribution or otherwise, the following resolutions were unanimously adopted:

RESOLVED, that the following stated policies are adopted by the corporation for the governance of all funds held and hereafter received by the corporation --

ENDOWMENT FUND POLICY

A. Receipt of Endowment Funds.

Any and all funds or property contributed to the corporation as the initial qualifying contribution of a member of the corporation, in the amount specified from time to time in the Bylaws (whether contributed in increments or in one sum), together with any funds contributed by any person whether a member or not, that such person earmarks as an endowment fund contribution, shall be added to and

become part of a separately managed fund to be designated as the "Endowment Fund."

B. Management of Endowment Fund.

The Endowment Fund shall be conservatively invested in investments selected by the Board of Directors or by an Endowment Fund Investment Committee composed of four Directors appointed by the Board from time to time. Such investments shall include only the following: [list of permitted investments to be recommended by Endowment Investment Fund Committee for adoption by the Board as soon as possible]. Notwithstanding the foregoing, the Board may amend this Endowment Fund Policy from time to time to authorize other or additional types of investments as the circumstances warrant.

C. Disbursement of Endowment Fund.

Only the net income derived from the Endowment Fund investments shall be available for disbursements for any purpose of the corporation. Net income shall include interest and dividends, rents, royalties, and similar earnings, less expenses of administration, income taxes (if any), and any similar charges against income. Net income shall not include profits on sales, stock dividends, stock splits, unrealized appreciation, or similar capital increases. Capital of the Endowment Fund may not be disbursed except under the following special circumstances: [list of circumstances for capital disbursements to be recommended by the Endowment Fund Investment Committee for adoption by the Board as soon as possible]. It is the intent of the Board and a stated purpose of the corporation that the capital of the Endowment Fund be held as a permanent fund generating income for use in furthering the specific charitable endeavors and goals of the corporation.

D. Reports.

At least annually, the Board or the Endowment Fund Investment Committee, if appointed, shall prepare and present to the Board and the members of the corporation a complete report concerning the Endowment Fund, including but not limited to a balance sheet,

changes in cash position, income statement, expense statement, and disbursements made for corporate purposes.

OPERATING FUND POLICY

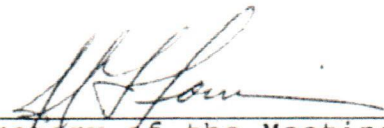
Any and all funds or property contributed to the corporation or otherwise received by the corporation that are not required to be added to the Endowment Fund shall be added to and become part of the corporation's Operating Fund. The Operating Fund may be expended for any corporate purpose. Operating expenses of the corporation shall be paid from the Operating Fund. The manner of investment of the Operating Fund, disbursements therefrom, and reports shall be as determined from time to time by the Treasurer (Chief Financial Officer), subject to Board approval. Notwithstanding the foregoing, with respect to funds added to the Operating Fund by virtue of the "fining" system of the La Jolla Golden Triangle Rotary Club, the Treasurer shall solicit input from the governing body of the La Jolla Golden Triangle Rotary Club as to possible charitable expenditures of such funds, and shall report these recommendations to the Board prior to making expenditures. The Board shall give serious consideration to these recommendations before making expenditures of these funds, but shall not be bound in any manner to follow their recommendations.

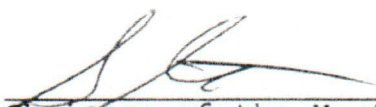
RESOLVED FURTHER, that these stated policies may be published and made available to interested persons investigating membership in the corporation, to members of the La Jolla Golden Triangle Rotary Club, to appropriate taxing authorities and government agencies, and to others in the discretion of the Board.

RESOLVED FURTHER, that the following Board members shall serve as members of the

Endowment Fund Investment Committee until
changed by the Board:

Stephen R. Brown
Reint Reinders
J. S. Laurence Fournier
George Mannschreck



Secretary of the Meeting

Chairman of the Meeting