

**Waiver of Notice and Consent to Holding
of First Meeting of Board of Directors
of
Sorrento Valley Town Council
A California Nonprofit Public Benefit Corporation**

We, the undersigned, being all the Directors of the Sorrento Valley Town Council, a California nonprofit public benefit corporation, hereby waive notice of the first meeting of the Board of Directors of the corporation and consent to the holding of said meeting at 6990 Carroll Road Suite B, San Diego, California, on September 5, 2013, at 6:30 PM, and consent to the transaction of any and all business by the directors at the meeting, including, without limitation, the adoption of bylaws, the election of officers, and the selection of the place where the corporation's bank account will be maintained.

Dated: 09/05/2013

Julia Schriber, Director

Susan Carolin, Director

Lillith Nover, Director

Suzette Ledford, Director

Alex Okun, Director

**Minutes of First Meeting of Board of Directors
of the
Sorrento Valley Town Council
A California Nonprofit Public Benefit Corporation**

The Board of Directors of the Sorrento Valley Town Council held its first meeting on September 5, 2013 at 6990 Carroll Road, Suite B, San Diego, California. Written waiver of notice was signed by all of the directors.

The following directors, constituting a quorum of the full board, were present at the meeting:

Julia Schriber
Susan Carolin
Lillith Nover
Suzette Ledford
Alex Okun
Wayne Cox, Member-At-Large candidate

There were absent:

None

On motion made by Julia, seconded by Lil, and by unanimous vote, Julia Schriber was elected Temporary Chairperson and then presided over the meeting. Susan Carolin was elected Temporary Secretary of the meeting.

The Chairperson announced that the meeting was held pursuant to written waiver of notice signed by each of the directors. Upon a motion duly made by Julia, seconded by Lil, and unanimously carried, the waiver was made a part of the records of the meeting; it now precedes the minutes of this meeting in the corporate records book.

BYLAWS

There was then presented to the meeting for adoption a proposed set of bylaws of the corporation. The bylaws were considered and discussed and on motion duly made by Julia, seconded by Lil, it was carried unanimously:

RESOLVED, that the bylaws presented to this meeting are adopted as the bylaws of the corporation.

RESOLVED FURTHER, that the Secretary insert a copy of the bylaws in the corporate records book and see that a copy of the bylaws is kept at the corporation's principal office as required by law.

ELECTION OF OFFICERS

The Chairperson then announced that the next item of business was the election of officers. Upon each motion made by Julia, and seconded by Lil, the following persons were unanimously elected to the offices shown after their names:

Julia Schriber - President
Alex Okun - Vice President
Susan Carolin - Secretary
Lillith Nover - Treasurer
Suzette Ledford – Member-at-Large

COMPENSATION OF OFFICERS

There followed a discussion concerning the compensation to be paid by the corporation to its officers. Upon motion duly made by Julia and seconded by Lil, it was unanimously: RESOLVED, that the following annual salaries be paid to the officers of this corporation:

President	\$ 0
Vice President	\$ 0
Secretary	\$ 0
Treasurer	\$ 0
Member-at-Large	\$ 0

PRINCIPAL OFFICE

After discussion as to the exact location of the corporation's principal office for the transaction of business in the county named in the bylaws, upon motion duly made by Julia and seconded by Lil, it was unanimously:

RESOLVED, that the principal office for the transaction of business of the corporation

shall be at 6990 Carroll Road, Suite B, in San Diego, California.

BANK ACCOUNT

Upon motion duly made by Julia and seconded by Lil, it was:

RESOLVED, that the funds of this corporation shall be deposited with the San Diego County Credit Union in Sorrento Valley.

RESOLVED FURTHER, that the Treasurer of this corporation be and hereby is authorized and directed to establish an account with said bank and to deposit the funds of this corporation therein.

RESOLVED FURTHER, that any officer, employee, or agent of this corporation be and is authorized to endorse checks, drafts, or other evidences of indebtedness made payable to this corporation, but only for the purpose of deposit.

RESOLVED FURTHER, that all checks, drafts, and other instruments obligating this corporation to pay money shall be signed on behalf of this corporation by any two of the following:

Julia Schriber

Susan Carolin

Lil Nover

RESOLVED FURTHER, that said bank be and hereby is authorized to honor and pay all checks and drafts of this corporation signed as provided herein.

RESOLVED FURTHER, that the authority hereby conferred shall remain in force until revoked by the Board of Directors of this corporation and until written notice of such revocation shall have been received by said bank.

CORPORATE CERTIFICATES

The President then presented to the meeting proposed director, sponsor, membership, or other forms of corporate certificates for approval by the board. Upon motion duly made by Julia and seconded by Lil, it was unanimously:

RESOLVED, that the form of certificates presented to this meeting are hereby adopted for use by this corporation and the Secretary is directed to attach a copy of each form of

certificate to the minutes of this meeting.

ISSUANCE OF MEMBERSHIPS

The board next took up the matter of issuance of memberships in the corporation. Upon motion duly made by Julia and seconded by Lil, it was unanimously:

RESOLVED, that upon making application for membership in writing and upon payment of first annual dues, members shall be admitted to the corporation and shall be entitled to all rights and privileges and subject to all the obligations, restrictions, and limitations applicable to such membership in the corporation as set forth in the articles of incorporation and bylaws of the corporation and subsequent amendments and changes thereto, and subject to any further limitations as resolved from time to time by the Board of Directors. The membership fees shall be \$20 for individual, \$15 for senior (60 years or older), \$50 for commercial business, or \$30 for non-profit membership.

RESOLVED FURTHER, that the Secretary of the corporation shall record the name and address of each member in the membership book of the corporation and, upon the termination of any membership in accordance with the termination procedures specified in the bylaws of the corporation, the Secretary shall record the date of termination of such membership in the membership book.

Since there was no further business to come before the meeting, on motion duly made by Julia and seconded by Lil, the meeting was adjourned.

Dated: 9/5/13

Susan Carolin, Secretary