

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

COPY

DEPARTMENT OF THE TREASURY

JUL 31 2007

Date:

ASHLYN DYER FOUNDATION
C/O LARA KOLLIOS
555 CALIFORNIA ST FLR 26
SAN FRANCISCO, CA 94104-0000

Employer Identification Number:
20-8515284
DLN:
17053183051037
Contact Person:
RAMACHANDRAN MANOHAR ID# 31344
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
November 15, 2006
Contribution Deductibility:
Yes
Advance Ruling Ending Date:
December 31, 2010

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. During your advance ruling period, you will be treated as a public charity. Your advance ruling period begins with the effective date of your exemption and ends with advance ruling ending date shown in the heading of the letter.

Shortly before the end of your advance ruling period, we will send you Form 8734, Support Schedule for Advance Ruling Period. You will have 90 days after the end of your advance ruling period to return the completed form. We will then notify you, in writing, about your public charity status.

Please see enclosed Information for Exempt Organizations Under Section 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

Letter 1045 (DO/CG)

ASHLYN DYER FOUNDATION

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

A handwritten signature in black ink that reads "Robert Choi". The signature is written in a cursive style with a large, prominent initial "R".

Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Information for Organizations Exempt Under Section 501(c)(3)
Statute Extension

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INFORMATION FOR ORGANIZATIONS EXEMPT UNDER SECTION 501(c)(3)

WHERE TO GET FORMS AND HELP

You can obtain forms and instructions by calling toll free 1-800-829-3676, through the Internet Web Site at www.irs.gov, and at local tax assistance centers.

You can obtain additional information about most topics discussed below through our customer service function by calling toll free 1-877-829-5500, or on our Web Site at www.irs.gov/eo. In addition, you should sign up for Exempt Organization's EO Update, a regular e-mail newsletter that highlights new information posted on the charities pages of irs.gov. To subscribe, go to www.irs.gov/eo and click on "EO Newsletter."

NOTIFY US ON THESE MATTERS

If you change your name, address, purposes, operations or sources of financial support, please inform our TE/GE EO Determinations Office at the following address: Internal Revenue Service, P.O. Box 2508, Cincinnati, Ohio 45201. If you amend your organizational document or by-laws, or dissolve, provide the EO Determinations Office with a copy of the amended documents. Please use your employer identification number on all returns you file and in all correspondence with the Internal Revenue Service.

FILING REQUIREMENTS

In your exemption letter, we indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If your exemption letter states that you are not required to file Form 990, you are exempt from these requirements. Otherwise, if your gross receipts are normally more than \$25,000, you must file Form 990 or Form 990-EZ with the Ogden Submission Processing Center, Ogden, UT 84201-0027.

You are eligible to file Form 990-EZ if your gross receipts are normally between \$25,000 and \$100,000, and your total assets are less than \$250,000. You must file the complete Form 990 if your gross receipts are over \$100,000, or your total assets are over \$250,000. The Form 990 instructions show how to compute your "normal" receipts.

Form 990 Schedule A is required for both Form 990 and Form 990-EZ.

Organizations With Gross Receipts of \$25,000 or Less

For tax periods beginning after December 31, 2006, you must file an annual electronic notice if your gross receipts are normally \$25,000 or less. Alternatively, you may file a complete Form 990 Package if we send one to you.

Exception: Section 509(a)(3) supporting organizations must file Form 990 or

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Form 990-EZ even if gross receipts are normally \$25,000 or less. However, supporting organizations of religious groups with gross receipts that are normally \$5,000 or less may file an annual electronic notice instead of Form 990 or Form 990-EZ.

Due Date of Return or Annual Electronic Notice

Your return or annual electronic notice is due by the 15th day of the fifth month after the end of your annual accounting period. There are penalties for failing to file a complete return timely. For additional information on penalties, see the Form 990 instructions or call our toll free number.

Revocation of Tax-Exempt Status

For tax periods beginning after December 31, 2006, your tax-exempt status will be revoked as of the filing due date of the third year if you fail to file for three consecutive years Form 990, Form 990-EZ, or the annual electronic notice.

If your tax-exempt status is revoked because you failed to file for three consecutive years, you must reapply for exemption and pay the appropriate user fee.

UNRELATED BUSINESS INCOME TAX RETURN

If you receive more than \$1,000 annually in gross receipts from a regular trade or business, you may be subject to Unrelated Business Income Tax and required to file Form 990-T, Exempt Organization Business Income Tax Return. There are several exceptions to this tax:

1. Income you receive from the performance of your exempt activity,
2. Income from fundraisers conducted by volunteer workers, or where donated merchandise is sold, and
3. Income from routine investments such as certificates of deposit, savings accounts, or stock dividends.

There are special rules for income derived from real estate or other investments purchased with borrowed funds. This income is called "debt financed" income. For additional information regarding unrelated business income tax, see Publication 598, Tax on Unrelated Business Income of Exempt Organizations, or call our toll free number shown above.

PUBLIC INSPECTION OF APPLICATION AND INFORMATION RETURN

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return, or the date the return is filed. This rule also applies to any Form 990-T filed after August 17, 2006. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. You must also provide copies

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of these documents to any individual, upon written or in person request, without charge other than reasonable fees for copying and postage.

You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or call our toll free number shown above.

FUNDRAISING

Contributions to you are deductible only to the extent that they are gifts and no consideration is received in return. Depending on the circumstances, ticket purchases and similar payments in conjunction with fundraising events may not qualify as fully deductible contributions.

CONTRIBUTIONS OF \$250 OR MORE

Donors must have written substantiation from the charity for any charitable contribution of \$250 or more. Although it is the donor's responsibility to obtain written substantiation from the charity, you can assist donors by providing a written statement listing any cash contribution or describing any donated property.

This written statement must be provided at the time of the contribution. There is no prescribed format for the written statement. Letters, postcards and electronic (e-mail) or computer-generated forms are acceptable.

The donor is responsible for the valuation of donated property. However, your written statement must provide a sufficient description to support the donor's contribution.

For contributions of cash, a check or other monetary gift made on or after January 1, 2007, a donor cannot claim a tax deduction unless the donor maintains a record of the contribution in the form of either a bank record (such as a cancelled check) or a written communication from the charity (such as a receipt or letter) showing the name of the charity, the date of the contribution, and the amount of the contribution.

For additional information regarding donor substantiation, see Publication 1771, Charitable Contributions - Substantiation and Disclosure Requirements. For information about the valuation of donated property, see Publication 561, Determining the Value of Donated Property.

CONTRIBUTIONS OF MORE THAN \$75 AND
CHARITY PROVIDES GOODS OR SERVICES

You must provide a written disclosure statement to donors who receive goods or services from you in exchange for contributions in excess of \$75.

Contribution deductions are allowable to donors only to the extent their contributions exceed the value of the goods or services received in exchange.

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Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as fully deductible contributions, depending on the circumstances. If you conduct fundraising events such as benefit dinners, shows, membership drives, etc., where something of value is received, you are required to provide a written statement informing donors of the fair market value of the specific items or services you provided in exchange for contributions of more than \$75.

You should provide the written disclosure statement in advance of any event, determine the fair market value of any benefit received, determine the amount of the contribution that is deductible, and state this information in your fundraising materials such as solicitations, tickets, and receipts. The amount of the contribution that is deductible is limited to the excess of any money (and the value of any property other than money) contributed by the donor less the value of goods or services provided by the charity. Your disclosure statement should be made, no later than, at the time payment is received. Subject to certain exceptions, your disclosure responsibility applies to any fundraising circumstances where each complete payment, including the contribution portion, exceeds \$75. For additional information, see Publication 1771 and Publication 526, Charitable Contributions.

EXCESS BENEFIT TRANSACTIONS

Excess benefit transactions are governed by section 4958 of the Code. Excess benefit transactions involve situations where a section 501(c)(3) organization provides an unreasonable benefit to a person who is in a position to exercise substantial influence over the organization's affairs. If you believe there may be an excess benefit transaction in which you are involved, you should report the transaction on Form 990 or 990-EZ. For information on how to correct and report this transaction, see the instructions for Form 990 and Form 990-EZ, or call our toll free number shown above.

EMPLOYMENT TAXES

If you have employees, you are subject to income tax withholding and the social security taxes imposed under the Federal Insurance Contribution Act (FICA). You are required to withhold Federal income tax from your employee's wages and you are required to pay FICA on each employee who is paid more than \$100 in wages during a calendar year. To know how much income tax to withhold, you should have a Form W-4, Employee's Withholding Allowance Certificate, on file for each employee. Organizations described in section 501(c)(3) of the Code are not required to pay Federal Unemployment Tax Act (FUTA) tax.

Employment taxes are reported on Form 941, Employer's Quarterly Federal Tax Return. The requirements for withholding, depositing, reporting and paying employment taxes are explained in Circular E, Employer's Tax Guide, (Publication 15), and Employer's Supplemental Tax Guide, (Publication 15-A). These publications explain your tax responsibilities as an employer.

CHURCHES

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Churches may employ both ministers and church workers. Employees of churches or church-controlled organizations are subject to income tax withholding, but may be exempt from FICA taxes. Churches are not required to pay FUTA tax. In addition, although ministers are generally common law employees, they are not treated as employees for employment tax purposes. These special employment tax rules for members of the clergy and religious workers are explained in Publication 517, Social Security and Other Information for Members of the Clergy and Religious Workers. Churches should also consult Publications 15 and 15-A. Publication 1828, Tax Guide for Churches and Religious Organizations, also discusses the various benefits and responsibilities of these organizations under Federal tax law.

PUBLIC CHARITY STATUS

Every organization that qualifies for tax-exemption as an organization described in section 501(c)(3) is a private foundation unless it falls into one of the categories specifically excluded from the definition of that term [referred to in section 509(a)(1), (2), (3), or (4)]. In effect, the definition divides these organizations into two classes, namely private foundations and public charities.

The Code section under which you are classified as a public charity is shown in the heading of your exemption letter. This determination is based on the information you provided and the request you made on your Form 1023 application. Please refer to Publication 557 for additional information about public charity status.

GRANTS TO INDIVIDUALS

The following information is provided for organizations that make grants to individuals. If you begin an individual grant program that was not described in your exemption application, please inform us about the program.

Funds you distribute to an individual as a grant must be made on a true charitable basis in furtherance of the purposes for which you are organized. Therefore, you should keep adequate records and case histories that demonstrate that grants to individuals serve your charitable purposes. For example, you should be in a position to substantiate the basis for grants awarded to individuals to relieve poverty or under a scholarship or education loan program. Case histories regarding grants to individuals should show names, addresses, purposes of grants, manner of selection, and relationship (if any) to members, officers, trustees, or donors of funds to you.

For more information on the exclusion of scholarships from income by an individual recipient, see Publication 970, Tax Benefits for Education.

Part X Public Charity Status (Continued)

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

(Signature of Officer, Director, Trustee, or other authorized official)

Bruce Dyer

(Type or print name of signer)

President and Chairperson

(Type or print title or authority of signer)

6-12-07

(Date)

For IRS Use Only

IRS Director, Exempt Organizations

JUL 31 2007

(Date)

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).
- (i) (a) Enter 2% of line 8, column (e) on Part IX-A, Statement of Revenues and Expenses.
- (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
- (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A, Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.
- (b) For each year amounts are included on line 9 of Part IX-A, Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A, Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.
- 7 Did you receive any unusual grants during any of the years shown on Part IX-A, Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. Yes No

**Application for Recognition of Exemption
 Under Section 501(c)(3) of the Internal Revenue Code**

OMB No. 1545-0056
 Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at www.irs.gov for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document)		2 c/o Name (if applicable)	
Ashlyn Dyer Foundation			
3 Mailing address (Number and street) (see instructions)	Room/Suite	4 Employer identification Number (EIN)	
2002 East San Juan Ave.		20-8515284	
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 - 12)	
Phoenix, AZ, 85016		December	
6 Primary contact (officer, director, trustee, or authorized representative)		b Phone: (602) 956-7085	
a Name: Bruce Dyer		c Fax: (optional) (602) 522-1681	
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9a Organization's website: www.ashlyndyer.com			
b Organization's email: (optional)			
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY)		02 / 06 / 2007	
12 Were you formed under the laws of a foreign country? If "Yes," state the country.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing certification of filing with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. Yes No
- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. Yes No
- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. Yes No
- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. Yes No
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. Yes No
- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. Yes No

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): **Articles of Inc., p. 1, Art. II**
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. **Articles of Inc., p. 2, Art. V**
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: _____

Part IV Narrative Description of Your Activities

Using an attachment, describe your *past, present, and planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual compensation, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Bruce Dyer	President and Chairperson	2002 East San Juan Ave. Phoenix, AZ, 85016	None
Marsha Dyer	Vice Chairperson	2002 East San Juan Ave. Phoenix, AZ, 85016	None
Joseph Harper	Secretary and Treasurer	One Maritime Plaza, Suite 1575 San Francisco, CA 94111	None
Dr. Geoffrey Manley	Director	1001 Potrero Avenue Room 101 San Francisco, CA 94110	None
See Att. for Additional Directors			

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

b List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Not Applicable			

c List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Not Applicable			

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

- 2a Are any of your officers, directors, or trustees **related** to each other through **family** or **business relationships**? If "Yes," identify the individuals and explain the relationship. Yes No
 - b Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. Yes No
 - c Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. Yes No
-
- 3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.
 - b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. Yes No
-
- 4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.
- a Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? Yes No
 - b Do you or will you approve compensation arrangements in advance of paying compensation? Yes No
 - c Do you or will you document in writing the date and terms of approved compensation arrangements? Yes No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- d Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? Yes No
- e Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- f Do you or will you record in writing both the information on which you relied to base your decision and its source? Yes No
- g If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.

- 5a Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. Yes No
- b What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?

Note: A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.

- 6a Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- b Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No

- 7a Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. Yes No
- b Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. Yes No

- 8a Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. Yes No
- b Describe any written or oral arrangements that you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.

- 9a Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. Yes No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. Yes No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. Yes No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. Yes No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. Yes No

Part VII Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. Yes No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. Yes No

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. Yes No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. Yes No
- b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. Yes No
- 3a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. Yes No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. Yes No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

Part VIII Your Specific Activities (Continued)

- 4a Do you or will you undertake fundraising? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) Yes No
- | | |
|---|--|
| <input checked="" type="checkbox"/> mail solicitations | <input type="checkbox"/> phone solicitations |
| <input checked="" type="checkbox"/> email solicitations | <input checked="" type="checkbox"/> accept donations on your website |
| <input checked="" type="checkbox"/> personal solicitations | <input type="checkbox"/> receive donations from another organization's website |
| <input type="checkbox"/> vehicle, boat, plane, or similar donations | <input type="checkbox"/> government grant solicitations |
| <input type="checkbox"/> foundation grant solicitations | <input type="checkbox"/> Other |
- Attach a description of each fundraising program.
- b Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. Yes No
- c Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. Yes No
- d List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.
- e Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. Yes No
-
- 5 Are you affiliated with a governmental unit? If "Yes," explain. Yes No
-
- 6a Do you or will you engage in economic development? If "Yes," describe your program. Yes No
- b Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.
-
- 7a Do or will persons other than your employees or volunteers develop your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. Yes No
- b Do or will persons other than your employees or volunteers manage your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. Yes No
- c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.
-
- 8 Do you or will you enter into joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. Yes No
-
- 9a Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. Yes No
- b Do you provide child care so that parents or caretakers of children you care for can be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). Yes No
- c Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). Yes No
- d Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). Yes No
-
- 10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. Yes No

Part VIII Your Specific Activities (Continued)

- 11 Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. Yes No
-
- 12a Do you or will you operate in a foreign country or countries? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. Yes No
- b Name the foreign countries and regions within the countries in which you operate.
- c Describe your operations in each country and region in which you operate.
- d Describe how your operations in each country and region further your exempt purposes.
-
- 13a Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. Yes No
- b Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. Yes No
- d Identify each recipient organization and any relationship between you and the recipient organization.
- e Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f Describe your selection process, including whether you do any of the following:
- (i) Do you require an application form? If "Yes," attach a copy of the form. Yes No
- (ii) Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. Yes No
- g Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
-
- 14a Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. Yes No
- b Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. Yes No
- d Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. Yes No
- e Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. Yes No
- f Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. Yes No

Part VIII Your Specific Activities (Continued)

- 15 Do you have a **close connection** with any organizations? If "Yes," explain. Yes No
- 16 Are you applying for exemption as a **cooperative hospital service organization** under section 501(e)? If "Yes," explain. Yes No
- 17 Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501(f)? If "Yes," explain. Yes No
- 18 Are you applying for exemption as a **charitable risk pool** under section 501(n)? If "Yes," explain. Yes No
- 19 Do you or will you operate a **school**? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. Yes No
- 20 Is your main function to provide **hospital or medical care**? If "Yes," complete Schedule C. Yes No
- 21 Do you or will you provide **low-income housing** or housing for the **elderly or handicapped**? If "Yes," complete Schedule F. Yes No
- 22 Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. Yes No

Note: Private foundations may use Schedule H to request advance approval of individual grant procedures.

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

A. Statement of Revenues and Expenses

Type of revenue or expense	Current tax year		3 prior tax years or 2 succeeding tax years		(e) Provide Total for (a) through (d)
	(a) From 1/1/07 To 12/31/07	(b) From 1/1/08 To 12/31/08	(c) From 1/1/09 To 12/31/09	(d) From To	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	421,760	15,000	15,000	
	2 Membership fees received	0	0	0	
	3 Gross investment income	5,000	21,388	21,407.40	
	4 Net unrelated business income	0	0	0	
	5 Taxes levied for your benefit	0	0	0	
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	0	0	0	
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)	0	0	0	
	8 Total of lines 1 through 7	426,760	36,388	36,407.40	
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	0	0	0	
	10 Total of lines 8 and 9	426,760	36,388	36,407.40	
11 Net gain or loss on sale of capital assets (attach schedule and see instructions)	0	0	0		
12 Unusual grants	0	0	0		
13 Total Revenue Add lines 10 through 12	426,760	36,388	36,407.40		
Expenses	14 Fundraising expenses	15,000	20,000	20,000	
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	0	15,000	15,000	
	16 Disbursements to or for the benefit of members (attach an itemized list)	0	0	0	
	17 Compensation of officers, directors, and trustees	0	0	0	
	18 Other salaries and wages	0	0	0	
	19 Interest expense	0	0	0	
	20 Occupancy (rent, utilities, etc.)	0	0	0	
	21 Depreciation and depletion	0	0	0	
	22 Professional fees	0			
	23 Any expense not otherwise classified, such as program services (attach itemized list)	0	0	0	
	24 Total Expenses Add lines 14 through 23	15,000	35,000	35,000	

Part IX Financial Data (Continued)

B. Balance Sheet (for your most recently completed tax year)

		Year End: 2007
		(Whole dollars)
Assets		
1	Cash	426,760
2	Accounts receivable, net	0
3	Inventories	0
4	Bonds and notes receivable (attach an itemized list)	0
5	Corporate stocks (attach an itemized list)	0
6	Loans receivable (attach an itemized list)	0
7	Other investments (attach an itemized list)	0
8	Depreciable and depletable assets (attach an itemized list)	0
9	Land	0
10	Other assets (attach an itemized list)	0
11	Total Assets (add lines 1 through 10)	426,760
Liabilities		
12	Accounts payable	(15,000)
13	Contributions, gifts, grants, etc. payable	0
14	Mortgages and notes payable (attach an itemized list)	0
15	Other liabilities (attach an itemized list)	0
16	Total Liabilities (add lines 12 through 15)	(15,000)
Fund Balances or Net Assets		
17	Total fund balances or net assets	426,760
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	411,760
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

- 1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions. Yes No
- b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.
- 2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. Yes No
- 3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. Yes No
- 4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? Yes No
- 5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.
 The organization is not a private foundation because it is:
 - a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.
 - b 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B.
 - c 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.
 - d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

Part X Public Charity Status (Continued)

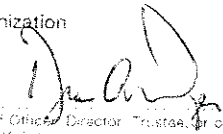
- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization


Signature of Officer, Director, Trustee, or other authorized official

Bruce Dyer
(Type or print name of signer)

6-12-07
(Date)

President and Chairperson
(Type or print title or authority of signer)

For IRS Use Only

IRS Director, Exempt Organizations

(Date)

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).

- (i) (a) Enter 2% of line 8, column (e) on Part IX-A, Statement of Revenues and Expenses.
- (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
- (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A, Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.
- (b) For each year amounts are included on line 9 of Part IX-A, Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A, Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

- 7 Did you receive any unusual grants during any of the years shown on Part IX-A, Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. Yes No

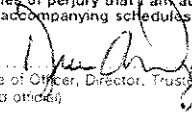
Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of gross receipts over a 4-year period. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? Yes No
 If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).
 If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change).
- 3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here


(Signature of Officer, Director, Trustee, or other authorized officer)

Bruce Dyer
(Type or print name of signer)

6-12-07
(Date)

President and Chairperson
(Type or print title or authority of signer)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

PART II, Line 1

Organizational Structure

**Articles of Incorporation with Certification of
Filing Attached**

There have been no amendments to the Ashlyn Dyer Foundation's Articles of
Incorporation



01772948

AZ CORPORATION COMMISSION
FILED

ARTICLES OF INCORPORATION
OF

NOV 15 2008

FILE NO. 1325528

ASHLYN DYER FOUNDATION

We, the undersigned, desiring to form a nonprofit corporation under the laws of the State of Arizona, do hereby associate ourselves together for that purpose, and adopt the following Articles of Incorporation.

ARTICLE I

Name: The name of the Corporation is Ashlyn Dyer Foundation.

ARTICLE II

Purpose: This nonprofit corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and including the conduct of any or all lawful affairs which nonprofit corporations are authorized to conduct under the laws of the State of Arizona.

ARTICLE III

Initial Affairs: The general nature and the character of affairs which the corporation initially intends to conduct is to distribute information to the public about Traumatic Brain Injury and to raise funds for the purpose of and to support the increased level of awareness of Traumatic Brain Injury.

ARTICLE IV

Limitations: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that

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the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles II and III. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

Dissolution: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The disposition of assets shall be subject to any designations or restrictions originally placed on the assets if acquired by donation. Any assets not disposed of as set forth in

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this Article shall be disposed of as ordered by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for the above stated purposes.

ARTICLE VI

Board of Directors: The Board of Directors shall consist of not less than three (3) Directors. The persons who are to serve as Directors until the first annual election of directors or until their successors are elected and qualified are:

- (1) Bruce Dyer, 2002 E. San Juan Ave., Phoenix, AZ 85016
- (2) Marsha Dyer, 2002 E. San Juan Ave., Phoenix, AZ 85016
- (3) Joseph Harper, One Maritime Plaza, Suite 1575, San Francisco, CA 94111

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

ARTICLE VII

Liability of Directors: Pursuant to A.R.S. Section 10-2342A(8) or any successor provision, no director shall have any personal liability to this corporation for monetary damages for breach of fiduciary duty as a director.

Pursuant to A.R.S. Section 10-2317D or any successor provision, no director shall have any civil liability for any act or omission taken in good faith in the director's official capacity (and not caused by the director's willful, wanton or grossly negligent conduct).

ARTICLE VIII -13255128

Known Place of Business: The street address of the known place of business of the Corporation is: 2002 E. San Juan Ave., Phoenix, AZ 85016.

ARTICLE IX

Statutory Agent: The name and address of the initial Statutory Agent is Bruce Dyer, 2002 E. San Juan Ave., Phoenix, AZ 85016.

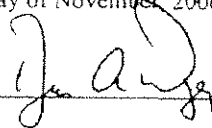
ARTICLE X

Incorporator: The name and address of the incorporator is: Bruce Dyer, 2002 E. San Juan Ave., Phoenix, AZ 85016. All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

ARTICLE XI

Members: The corporation will not have members.

IN WITNESS WHEREOF, the undersigned incorporator has affixed his signature as of this 9th day of November, 2006.



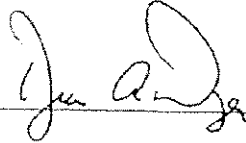
Bruce Dyer

PHONE: (602) 956-7085 FAX: (602) 522-1681

-13255128

ACCEPTANCE OF APPOINTMENT STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 9th day of November, 2006.



Bruce Dyer

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

Ashlyn Dyer Foundation

EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
(a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
(b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
(c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any other corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
(a) Was incorporated
(b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is December 31

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Bruce Dyer DATE November 2, 2006 BY _____ DATE _____
TITLE Incorporator (Bruce Dyer) TITLE _____

BY _____ DATE _____ BY _____ DATE _____
TITLE _____ TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If more than four incorporators, please attach remaining signatures on a separate sheet of paper.

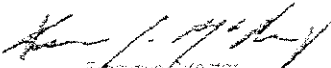
If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.



STATE OF ARIZONA
CORPORATION COMMISSION

I hereby certify this to be a true
and complete copy of the document filed
in this office and admitted to record in
File No. 13d-25178


Executive Director

Dated: 3/1/12 By: M. [Signature]



**AFFIDAVIT OF PUBLICATION
for Corporation Commission**

ARIZONA CAPITOL TIMES

P.O. Box 2260
Phone: (602) 258-7026

Phoenix, AZ 85002
Fax: (602) 258-2504

ASHLYN DYER FOUNDATION

ARTICLES OF INCORPORATION OF ASHLYN DYER FOUNDATION

We, the undersigned, desiring to form a nonprofit corporation under the laws of the State of Arizona, do hereby associate ourselves together for that purpose, and adopt the following Articles of Incorporation.

ARTICLE I Name: The name of the Corporation is Ashlyn Dyer Foundation.

ARTICLE II Purpose: This nonprofit corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and including the conduct of any or all lawful affairs which nonprofit corporations are authorized to conduct under the laws of the State of Arizona.

ARTICLE III Initial Affairs: The general nature and the character of affairs which the corporation publicly intends to conduct is to distribute information to the public about Traumatic Brain Injury and to raise funds for the purpose of and to support the increased level of awareness of Traumatic Brain Injury.

ARTICLE IV Limitations: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that compensation for the corporation shall be authorized and empowered to pay services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles I and II. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V Dissolution: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The disposition of assets shall be subject to any designations or restrictions originally placed on the assets if acquired by donation. Any assets not disposed of as set forth in this Article shall be disposed of as ordered by the Superior Court of the county in which the principal offices of the corporation is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for the above stated purposes.

ARTICLE VI Board of Directors: The Board of Directors shall consist of not less than three (3) Directors. The persons who are to serve as Directors until the first annual election of directors or until their successors are elected and qualified are: (1) Bruce Dyer, 2602 E. San Juan Ave., Phoenix, AZ 85016; (2) Marlene Dyer, 3002 E. San Juan Ave., Phoenix, AZ 85016; (3) Joseph Barber, One Meridian Plaza, Suite 1570, San Francisco, CA 94111. The number of persons to serve on the board of directors thereafter shall be fixed by the bylaws.

STATE OF ARIZONA)
County of Maricopa) ss

I, Ginger Lamb as Vice President and Publisher of the Arizona Capitol Times, am authorized as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The Arizona Capitol Times is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. The notice will be/has been published 3 consecutive times in the newspaper listed above.

DATES OF PUBLICATION:
12/15/2006, 12/22/2006, 12/29/2006

THE NAME OF THE CORPORATION: ASHLYN DYER FOUNDATION

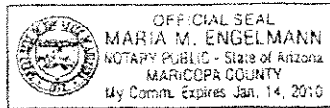
CORPORATE FILE NUMBER: 1325512-8

TYPE OF DOCUMENT: ARTICLES OF INCORPORATION

AUTHORIZED
SIGNATURE: _____

SUBSCRIBED AND SWORN TO BEFORE ME
ON THE 15th day of December, 2006

NOTARY SIGNATURE: _____



RECEIVED
DEC 18 2006

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

ARIZONA CAPITOL TIMES

P.O. Box 2260 Phoenix, AZ 85002
Phone: (602) 258-7026 Fax: (602) 258-2504

ARTICLE VII Liability of Directors: Pursuant to A.R.S. Section 10-2342A(B) or any successor provision, no director shall have any personal liability to this corporation for monetary damages for breach of fiduciary duty as a director. Pursuant to A.R.S. Section 10-2317D or any successor provision, no director shall have any civil liability for any act or omission taken in good faith in the director's official capacity (and not caused by the director's willful, wanton or grossly negligent conduct).

ARTICLE VIII Known Place of Business: The street address of the known place of business of the Corporation is: 2002 E. San Juan Ave., Phoenix, AZ 85016

ARTICLE IX Statutory Agent: The name and address of the initial Statutory Agent is Bruce Dyer, 2002 E. San Juan Ave., Phoenix, AZ 85016.

ARTICLE X Incorporator: The name and address of the incorporator is: Bruce Dyer, 2002 E. San Juan Ave., Phoenix, AZ 85016. All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

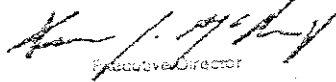
ARTICLE XI Members: The corporation will not have members.
IN WITNESS WHEREOF, the undersigned incorporator has affixed his signature as of the 8th day of November, 2006 /s/ Bruce Dyer. PHONE: (602) 258-7026 FAX: (602) 522-1681.
ACCEPTANCE OF APPOINTMENT STATUTORY AGENT. The undersigned hereby acknowledges and accepts the appointment as statutory agent of the aforementioned corporation effective the 8th day of November, 2006. /s/ Bruce Dyer.
12/15, 15222, 72/29, 2006 edition Arizona Capitol Times

RECEIVED
DEC 18 2006
ARIZONA CORP COMMISSION
CORPORATIONS DIVISION



STATE OF ARIZONA
CORPORATION COMMISSION

I hereby certify this to be a true
and complete copy of the document filed
in this office and approved to record in
File No. 13255728


Executive Director

Dated: 3/16/17 By: Murphy

PART II, Line 5

Organizational Structure

**Bylaws and Initial Board Meeting Minutes
Showing Date of Adoption Attached**

CORPORATE BYLAWS OF
ASHLYN DYER FOUNDATION,

an Arizona nonprofit corporation

ARTICLE I
CORPORATION

1.1 Corporate Name: The name of this corporation shall be Ashlyn Dyer Foundation, an Arizona nonprofit corporation (the "Corporation").

1.2 Corporate Purposes: The purposes for which the Corporation is organized are exclusively charitable, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Internal Revenue Code"), and in furtherance of those purposes, the Corporation is established for the purposes set forth in its Articles of Incorporation. In such capacity, the Corporation may:

1.2.1 Operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law in the course of which operation:

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

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

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

1.2.2 Subject to section 1.2.1, conduct such other business which nonprofit corporations incorporated under the laws of the State of Arizona may lawfully conduct

1.3 Corporate Offices: The Corporation shall have and continuously maintain in this state a known place of business and a statutory agent whose office address is identical with such known place of business, and may have other offices within or without the State of Arizona as the Board of Directors (the "Board") may from time to time determine.

1.4 Corporate Subsidiaries and Affiliates: The Corporation may have such subsidiaries and affiliates, either nonprofit or for profit as the Board may determine for the purpose of conducting such business or operations consistent with the Corporation's purposes.

1.5 Corporate Dissolution: In the event the Board has approved the dissolution of this Corporation, the Board, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of this Corporation pursuant to a plan of distribution adopted by the Board to such organization or organizations, selected by the Board, which are organized and operated exclusively for charitable, educational and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. The disposition of assets shall be subject to any designations or restrictions originally placed on the assets if acquired by donation. Any such assets not so disposed of shall be disposed of as ordered by a court of competent jurisdiction in the county in which the principal office of this Corporation is then located, for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for the above stated purposes.

ARTICLE II

MEMBERS

This Corporation shall have no members.

ARTICLE III

BOARD OF DIRECTORS

3.1 Powers of Board of Directors: The policy making powers of this Corporation shall be vested in the Board of Directors, which shall act as this Corporation's Board of Directors with all authority provided by Arizona law, and which shall have charge, control and management of the policies, property, affairs and funds of this Corporation and shall alone determine compliance with this Corporation's stated purposes; and shall have the power and authority to do and perform all acts or functions not inconsistent with these Bylaws or this Corporation's Articles of Incorporation. Each person serving as a member of the Board of Directors is herein referred to as a "director."

3.2 Qualifications of Directors: The Board of this Corporation shall be composed of (i) the Chief Executive Officer of the Corporation who shall serve ex officio

with vote; and (ii) those persons elected by the then existing members of the Board. At all times, a majority of those serving on the Board shall not be members of the same family. Unless otherwise advised by counsel to the Corporation, those persons who shall be considered family members shall include a spouse, ancestors, children, grandchildren, great grandchildren, and spouses of children, grandchildren, and great grandchildren. A brother or sister of an individual is not a member of the family for this purpose. A legally adopted child of an individual will be treated as a child by blood

3.3 Number:

3.3.1 Active Directors: The Board of the Corporation shall consist of not less than five (5) nor more than nine (9) directors.

3.3.2 Life Directors: Directors whose terms of office have expired may be appointed by the Board of Directors to life director status for an indefinite period. Life Directors shall be entitled to attend all meetings of the Board of Directors (except executive sessions of the board) and may participate therein without vote.

3.4 Classes: The Board of Directors shall be divided into three (3) classes of approximately equal size so that approximately one-third (1/3) of such directors' terms shall expire each year.

3.5 Term; Maximum Terms: Directors shall be elected for a term of three (3) years. Directors shall be eligible to serve a maximum of three (3) consecutive three (3) full calendar year terms; the Chief Executive Officer of this Corporation may serve an unlimited number of consecutive terms while so employed. Terms shall generally run from January 1 through December 31 ("calendar year"), however a person may be elected to serve as a director beginning at any date during a calendar year. For purposes of calculating calendar years, if a director serves during all or any portion of a calendar year, that service shall constitute one full calendar year.

3.6 Election: Directors shall be elected by the Board. The election shall be by a majority of those directors present at a duly called meeting at which a quorum is present. Directors so elected shall hold office until their successors have been elected and qualified, unless the vacancy is a result of resignation or the director's inability to serve, in which event it shall be effective immediately.

3.7 Vacancies: Vacancies on the Board due to death, resignation or other cause shall be filled in the same manner as the election of directors. The service of a person elected to fill a vacancy shall not be limited to service for the remainder of the unexpired term of the director whose position was vacant, but rather the person so elected shall be elected to a full 3-year calendar term in the same manner as provided under section 3.5.

3.8 Resignation: Any director may resign at any time by giving written notice of such resignation to the Chairperson of the Board.

3.9 Removal: Any director of this Corporation who, over a period of two (2) years does not participate in at least seventy-five percent (75%) of the meetings of the Board and at least seventy-five percent (75%) of that director's committee assignments (unless such absences have been excused by the Chairperson) shall be removed as a member of the Board by following the procedure set forth in this Section 3.9. In addition, any director may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors of this Corporation present at any duly called meeting of the Board. Written notice of the removal of a director of this Corporation shall be given by the Chairperson of the Board of Directors to the director so removed.

3.10 Annual Meeting of the Board: The annual meeting of the Board shall be held at the principal office of this Corporation or at such place on such date as may be designated from time to time by the Chairperson of the Board. The annual meeting of the Board shall be held at such hour as may be designated in the notice of meeting, for the purposes of electing directors and transacting such other business as may come before the meeting.

3.11 Regular Meetings of the Board: In addition to the annual meeting, the Board shall hold additional meetings at the Request of the Chairperson of the Board at the principal office of this Corporation or such other convenient locations as may be designated by the Chairperson of the Board.

3.12 Notice of Board Meeting: Written notice of all Board meetings shall be mailed by first class mail at least three (3) business days before or delivered to each director at least one (1) day before the date of the meeting, which notice shall state generally the nature of the business to be taken up at the meeting.

3.13 Waiver of Notice: Whenever any notice is required to be given to any member or director of this Corporation under the provisions of Arizona law or under the provisions of the Articles of Incorporation or Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance or participation of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.14 Informal Action by Directors: Waiver of notice of any Board meeting or any action required to be taken at a meeting of the Board or any committee, or any other action which may be taken at a meeting of the Board or committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by at least a majority of directors then serving. Any consent signed by the number of directors which meets the requirements above shall have the same effect as if the action were taken at a regular board meeting, and may be stated as such in any document filed with the Arizona Corporation Commission or with anyone else. It is recognized that electronic communications and other methods of communication are

changing, and it is the intent of the Board that any means of such communication which is approved by the Corporation for communication shall be valid, including email, electronic signature, facsimile, etc. provided that there is a method for ascertaining that the person so communicating is indeed the person who should be communicating.

3.15 Meeting by Conference Telephone or Other Means of

Communication: Members of the Board or of any committee of the Board may participate in and act at any meeting of such board or committee by means of which all persons participating in the meeting can hear each other, provided that a majority of such members consent in writing to the recording of such communications and provided that such recording is in fact made and becomes a part of the official corporate records. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

3.16 Quorum at Board Meetings: For all meetings of the Board, a quorum shall be a simple majority of the directors then serving, who shall be present in person. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more directors.

3.17 Manner of Acting: The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by laws or these Bylaws.

3.18 Adjournment: A majority of the directors present at a meeting, whether or not a quorum is present, may adjourn any directors' meetings to another time and place.

3.19 Procedure at Meetings: Roberts Rules of Order Revised (latest edition) shall generally govern procedure at all meetings of the Board and its committees on matters not covered expressly by these Bylaws.

3.20 Committees of the Board of Directors/Reports of Subsidiaries:

3.20.1 General Statement of Purpose:

A. The Board recognizes that it is responsible for developing, maintaining, altering and otherwise determining the policies that will govern the Corporation and its activities. The Board may, by resolution adopted by a majority of the active directors then in office or amendment to these Bylaws, create additional Committees, each consisting of two (2) or more members of the Board, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the members of the Board. The Board reserves for itself the right to raise and decide any issues, whether or not the issue is within the purview of a committee or subcommittee.

B. Committees shall report their activities to the Board as a part of its regular or special agenda.

3.20.2 **Committees Generally:** Committees of the Board shall be standing or special. Every committee shall consist of at least one (1) member of the Board, and may also include nonboard members. Unless otherwise provided in these Bylaws, the Chairperson of the Board of Directors shall appoint all committee chairmen and committee members annually for one-year terms. Pursuant to A.R.S. Section 10-3825, the Chairperson shall submit the appointments to the Board, and such appointments shall be effective (retroactively or prospectively, as the case may be) upon receipt of a majority vote of the Board approving the appointments. Members appointed by the Chairperson may serve on committees prior to formal Board approval, so that the Chairperson need not submit each name when appointed, but may submit the slate of committee members on an annual or other periodic basis. Actions taken by committee members pending formal approval shall still be valid as if the member had prior approval. The Chairperson of the Board may also remove any committee member, with or without cause at any time.

3.20.3 **Committee Procedures Generally:** Each committee shall record minutes of its deliberations, recommendations and conclusions and shall promptly deliver a copy of such minutes to the secretary of this Corporation. Reasonable notice of the meetings of any committee shall be given to the members thereof and to the Chairperson of the Board and the President, each of whom shall have the right to attend and participate in the deliberations of the committee. The Chairperson of the Board, the President or the committee chairperson may invite to any committee meeting such individuals as they may select who may be helpful to the deliberations of the committee. A majority of the members of each committee shall constitute a quorum for the transaction of business. The act of a majority of the members of any committee at a meeting at which a quorum is present shall be the action of the committee. Each committee may operate through the establishment of one or more subcommittees to be composed of such members of the committee and to have such duties and responsibilities as shall be delegated to the subcommittee by the committee. Each committee may adopt rules for its own operations and that of its subcommittees not inconsistent with these Bylaws or the policies of the Board. The Chairperson of the Board and President shall be an ex officio voting member of each committee. In calculating whether the quorum requirements are met, they shall be counted in the denominator and numerator of the calculation only if they are present; if not present, they shall not be included in either the numerator or the denominator and thus not counted in the number necessary to constitute a quorum if not present.

3.20.4 **Statutory Limitations on Committee Authority:** In addition to the limitations set forth under Section 3.20.1 and such limitations as the Board may adopt from time to time, in accordance with the provisions of A.R.S. Section 10-3825, no committee shall have authority to take any of the following actions:

- A. Fill vacancies on the Board of Directors or any committee.
- B. Adopt, amend or repeal these Bylaws.

C. Fix the compensation of directors for serving on the Board or any committee.

3.20.5 **Special Committees:** Special committees may be created or terminated at any time by resolution of the Board or by appointment of the Chairperson of the Board. A special committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the tasks for which created, a special committee shall stand discharged.

ARTICLE IV

OFFICERS OF THE CORPORATION

4.1 Designation of Corporate Officers: The officers of this Corporation shall be a Chairperson of the Board; President; one or more Vice Chairmen; a Secretary; a Treasurer; and other such officers as the Board may from time to time elect. Any two or more offices may be held by the same person, except that the same person may not serve as both President and Secretary at the same time.

4.2 Nomination of Officers; Election:

4.2.1 The President and the Vice-Chairperson (if applicable) shall be elected by the Board at the Board's annual meeting. In those instances when the Board determines that it should elect a Vice Chairperson, it shall have the right, but not the obligation, to have that person designated as a 'chairperson-elect', in which event that person shall be expected to serve as Chairperson upon the expiration of the Chairperson's term. The Board also reserves the right not to designate a "chairperson-elect".

4.2.2 The President shall appoint those persons he deems necessary to serve as Vice Chairperson, Treasurer and Secretary, or for any other office as the Board may from time to time elect.

4.3 Term of Office; Maximum Terms: The Chairperson shall hold office for a period of three (3) years. If he takes office in the last year of his term on the board, then the second year of the term of chairperson shall be conditioned upon being re-elected for an additional term as a member of the Board. All other officers of this Corporation shall hold office for a period of one (1) year or until their successors have been duly elected and qualified. Officers shall be eligible to serve a maximum of three (3) consecutive one-year terms but may serve an unlimited number of nonconsecutive terms; provided, however, that officers who are employees of this Corporation may serve an unlimited number of consecutive terms while so employed.

4.4 Removal: Chairperson or Vice-Chairperson may be removed, with or without cause, at any time, by a vote of not less than fifty-one percent (51%) of the directors then serving.

4.5 Duties of Chairperson of the Board: The Chairperson of the Board shall have all the duties which that position would customarily require, including chairing all meetings of the Board and all other duties assigned to the Chairperson under these Bylaws or by Board resolution.

4.5.1 Duties of the President: The President shall be the Chief Executive Officer of this Corporation, shall be the direct executive representative of the Board in the management of this Corporation and shall be an ex officio voting member of the Board and of all committees of the Board. The President shall be an experienced and competent manager, and shall have all the duties and authority which such position would customarily require, either directly or through his management structure.

4.6 Duties of the Vice Chairperson: The Vice Chairperson shall perform such duties and have such responsibilities as may be prescribed from time to time by the Chairperson of the Board.

4.7 Duties of the Secretary: The Secretary shall act as secretary of this Corporation and the Board; shall send or cause to be sent appropriate notices or waivers of notice regarding Board meetings; shall prepare or cause to be prepared agenda and other materials for all meetings of the Board; shall certify as to actions taken by the Board; shall act as official custodian of all records, reports and minutes of this Corporation, the Board of Directors and Board committees; shall be responsible for the keeping of adequate records of all meetings of the Board, and shall perform such other duties as are customarily performed by or required of corporate secretaries.

4.8 Duties of the Treasurer: The Treasurer shall have custody and control of all funds of this Corporation and shall have such duties as are customarily performed by or required of corporate treasurers, including giving a bond when requested by the Board. The Treasurer shall ensure that a true and accurate accounting of the financial transactions of this Corporation is made periodically to the Board, and that all accounts payable are presented to such representatives as the Board may designate for authorization of payment.

ARTICLE V

CORPORATE OPERATIONS

The Corporation may conduct its operations in whatever manner it deems appropriate, including without limitation, the use of operating divisions, councils and such other operating systems and structures as are adopted by the Board from time to time. Any such divisions, councils, systems and structures shall have such roles, responsibilities, duties and authority established by the Board from time to time; and, shall be composed of persons who have the qualifications and experience required by the Board from time to time.

ARTICLE VI

FISCAL MATTERS

6.1 Fiscal Year: The fiscal year of this Corporation shall commence on January 1 of each year and shall end on December 31 of the same year.

6.2 Contracts: The President, Vice Chairperson and/or express designees of the Chairperson of the Board are authorized to execute contracts, agreements, mortgages, subordinations and instruments on behalf of this Corporation. In addition, the Board may authorize other officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Corporation, with such authority being either general or confined to specific instances.

6.3 Capital Expenditures, Loans and Indebtedness. Except as otherwise provided in these Bylaws, no expenditures, loans or indebtedness may be made or incurred unless such amounts are included in the annual capital or operating budgets or within certain dollar limits set by resolution of the Board from time to time, or as otherwise approved by the Board.

6.4 Checks, Drafts, Etc: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of this Corporation or to this Corporation, shall be signed or endorsed by such other officer or officers, agent or agents of this Corporation and in such manner as shall from time to time be determined by the Board.

6.5 Deposits: All funds of this Corporation not otherwise employed shall be deposited from time to time to the credit of this Corporation in such banks, trust companies or other depositories as the Board may elect.

6.6 Gifts: Any contribution, gift, bequest or devise for the general or special purpose of this Corporation may be accepted on behalf of the Corporation by the Chairperson of the Board, any other officer, or the Board.

ARTICLE VII

INDEPENDENT BOARD OR COMMITTEES

The Board of Directors of this Corporation is hereby authorized to create or cause to be created any boards or committees independent of this Corporation composed of members of the community or otherwise which may be required by any statute, law, rule or regulation or any governmental authority having jurisdiction over or administration of any facility or service provided or anticipated to be provided by the Corporation in conjunction with its health care service to the public.

ARTICLE VIII

CONFLICTS OF INTEREST

The Board shall adopt a policy regarding conflicts of interest, which shall apply to all directors, officers and such other persons as designated by the Board.

ARTICLE IX

INDEMNIFICATION

9.1 General Provisions: To the extent not specifically prohibited by law, the Corporation shall indemnify every director, officer, employee, agent or any other person, whether a director or former director of this Corporation, who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that he is or was serving at the request of the Corporation as a director, officer, employee or agent of this Corporation or of another corporation, partnership, joint venture, trust or other enterprise, affiliated with this Corporation ("Affiliated Entity") against all expenses (including attorneys' fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of this Corporation or Affiliated Entity and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of this Corporation or Affiliated Entity and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

9.2 Nonexclusiveness, Heirs: The indemnification provided by this Article shall not be deemed exclusive of, but rather in addition to, any other rights to which those seeking indemnification may be entitled as a matter of law or under the Articles of Incorporation, these Bylaws, any agreement, any insurance purchased by the Corporation, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall also continue beyond the time such person is no longer associated with this Corporation or Affiliated Entity if the course of action arose while he was so associated, and shall inure to the benefit of the heirs, executors and administrators of such a person.

9.3 Provisions Independent. The provisions of Sections this Article are independent of and in addition to the rights of any director or former director to rely upon the provisions of A.R.S. Section 10-3850 through 10-3857 or any amendment thereof or successor thereto. Any director or former director may rely upon the rights provided by

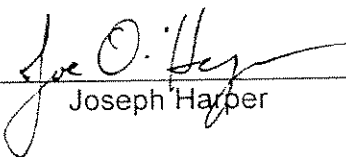
the foregoing provisions of this Article and such statutes notwithstanding the revocation of the foregoing statutes or the determination by a court of competent jurisdiction of the invalidity of such statutes.

ARTICLE X
AMENDMENTS

These Bylaws may be amended by a simple majority vote of the Board of Directors of this Corporation at the annual meeting or any regular or special meeting of the Board; provided, however, that a description of the proposed amendment shall have been published in or provided with the notice of the meeting; and provided further that, to the extent permitted by Arizona law, during the period beginning with the date of incorporation of the Corporation and continuing for seven years thereafter, Article X and Section 3.2 of these Bylaws, (except for the first sentence of Section 3.2) may not be amended by such process or otherwise. Following such seven year period, the whole of Section 3.2 and Article X may be amended by a simple majority vote of the Board of Directors as provided above if the Corporation is then qualified as a public charity within the meaning of Internal Revenue Code Sections (x) 509(a)(2) or (y) both 170(b)(1)(A)(vi) and 509(a)(1), and has so qualified continuously during the period prior to the date of such proposed amendment.

ADOPTED by the Board of Directors at its meeting on Feb 6, 2007.

SECRETARY OF THE CORPORATION:



Joseph Harper

ASHLYN DYER FOUNDATION

MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS

February 6, 2007

The first meeting of the Board of Directors of **Ashlyn Dyer Foundation**, an Arizona nonprofit public benefit corporation (the "Corporation"), was held by teleconference on February 6, 2007, at 9:00 a.m.

1. Call Meeting to Order

Bruce Dyer called the meeting to order at 9:01AM Pacific Time. Joseph Harper recorded the minutes.

2. Persons Present

The following Directors, constituting a quorum of the Board of Directors named by the Incorporator in the Articles of Incorporation, were present: Bruce Dyer, Marsha Dyer and Joseph Harper. The following persons were also present: Lara Kollios. Bruce Dyer was chosen to serve as Temporary Chairperson, and Joseph Harper to serve as Temporary Secretary, of the meeting.

3. Waiver of Notice and Consent to the Holding of the Meeting

The Chairperson announced that the meeting had been called to transact business which was essential to the organization of the Corporation. The Secretary confirmed each Director present signed a Waiver of Notice of Meeting. The Chairperson directed the Secretary to insert the Waiver of Notice in the minute book of the Corporation with the minutes of this meeting.

4. Quorum

The Chairperson stated that the meeting had been duly called and convened, that a quorum of the directors was present, and that the meeting was open for the transaction of business.

5. Ratification of Actions of the Incorporator

The Chairperson summarized the actions taken by the Incorporator. The following resolution was duly proposed and adopted:

RESOLVED, that all actions of Bruce Dyer, as Incorporator, taken for and on behalf of this Corporation since its organization are hereby ratified, approved and confirmed as acts and deeds of the Corporation.

6. Resignation of the Incorporator

The following resolutions were duly proposed and adopted:

WHEREAS, the Bruce Dyer, as incorporator (the "Incorporator") has resigned as Incorporator of this Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the recently tendered resignation of February 6, 2007 as Incorporator of this Corporation is hereby accepted and shall take effect immediately.

7. Articles of Incorporation

The Articles of Incorporation of the Corporation as filed with the Arizona Corporation Commission, Corporations Division of the State of Arizona were presented to the meeting and reviewed by the Directors. The Articles of Incorporation were duly published for three weeks in *The Arizona Capital Times*, the final publication appearing on December 29, 2006. The following resolution was duly proposed and adopted:

RESOLVED, that the Secretary of the Corporation is hereby authorized and instructed to insert in the minute book of the Corporation a copy of the Articles of Incorporation as filed with the Arizona Corporation Commission, Corporations Division on November 15, 2006, and certified by such Secretary of State.

8. Confirmation of Agent for Service of Process

Upon recommendation of the Chairperson, the following resolution was duly proposed and adopted:

RESOLVED, that Bruce Dyer is named as the registered office and agent for service of process in the Articles of Incorporation of the Corporation and is hereby confirmed as the Corporation's agent for the purpose of service of process.

9. Adoption of Bylaws

The Bylaws of the Corporation adopted by the Incorporator were presented to the meeting and reviewed by the Directors. The following resolutions were duly proposed and adopted:

RESOLVED, that the Bylaws in the form attached hereto as Exhibit A (the "Bylaws") are hereby approved and confirmed as the Bylaws of this Corporation; and

RESOLVED FURTHER, that the Secretary of the Corporation is hereby authorized and instructed to insert a duly adopted copy in the minute book of the Corporation, and to further cause a copy thereof, as they may be amended from time to time, to be kept and maintained at the principal office of the Corporation.

10. Number of Directors

Upon recommendation of the Chairperson, the following resolution was duly proposed and adopted:

RESOLVED, that pursuant to Article III, Section 3.3 of the Bylaws of the Corporation, the Board of Directors of the Corporation shall consist of not less than five (5) Directors, until changed by resolution of the Board or by an amendment of the Bylaws adopted by the Member of the Corporation.

11. Election of the Directors

The Chairperson stated that one of the purposes of the meeting was the election of Directors of the Corporation in accordance with the Bylaws. The following resolution was duly proposed and adopted:

RESOLVED, that the following persons are hereby elected as Directors of the Corporation, to serve for a maximum of three years.

Bruce Dyer

Marsha Dyer

Joseph Harper

Cindy McCain

Geoffrey Manley

Sharon Harper

Pete Kuehner

Brian Wilhite

12. Election of Board Officers

The Chairperson stated that one of the purposes of the meeting was the election of Board Officers of the Corporation in accordance with the Bylaws. The following resolutions were duly proposed and adopted:

RESOLVED, that Bruce Dyer is hereby elected Chairperson until his/her successors have been duly elected or until his/her earlier death, resignation, or removal.

RESOLVED, that Bruce Dyer is hereby elected President until his/her successors have been duly elected or until his/her earlier death, resignation, or removal.

13. Appointment of Board Officers

The Chairperson stated that one of the purposes of the meeting was the appointment of Board Officers of the Corporation by the Chairperson in accordance with the Bylaws. The following resolutions were duly proposed and adopted

RESOLVED, that Marsha Dyer is hereby appointed as the Vice Chairperson by the President until his/her successors have been duly elected or appointed or until his/her earlier death, resignation, or removal.

RESOLVED, that Joseph Harper is hereby appointed Secretary by the President until his/her successors have been duly appointed or until his/her earlier death, resignation, or removal.

RESOLVED, that Joseph Harper is hereby appointed as the Treasurer by the President until his/her successors have been duly appointed or until his/her earlier death, resignation, or removal.

14. Conflict of Interest Policy

Upon recommendation of the Chairperson, the following resolution was duly proposed and adopted:

RESOLVED, that Conflict of Interest Policy for the Corporation, attached hereto as Exhibit B, is hereby adopted.

15. Federal Tax Exempt Status

After a discussion regarding the tax-exempt status of the Corporation, the following resolution was duly proposed and adopted:

RESOLVED, that the officers are, and each one of them is, hereby authorized and directed for and on behalf of the Corporation to execute and file such documents as may be necessary or appropriate to secure from the Internal Revenue Service a determination letter of the tax exempt status of the Corporation under federal law.

16. State and Local Charitable Registrations

After a discussion regarding the possible state and local charitable registration requirements applicable to the Corporation, the following resolution was duly proposed and adopted:

RESOLVED, that the officers are, and each one of them is, hereby authorized and directed for and on behalf of the Corporation to execute and file such documents as may be necessary or appropriate to comply with any applicable state and local charitable registration requirements.

17. Principal Office

Upon recommendation of the Chairperson, the following resolution was duly proposed and adopted:

RESOLVED, that the principal office for the Corporation shall be located at 2002 East San Juan Ave., Phoenix, AZ 85016, or such other place within or without this State of Arizona as determined by the Board of Directors.

18. Bank Depository

The Chairperson suggested the advisability of opening one or more corporate bank accounts for the Corporation. After discussion, the following resolutions were duly proposed and adopted:

RESOLVED, that each of the Chairperson, Secretary and Vice Chairperson of the Corporation are, and each of them hereby is, authorized and directed to select Wells Fargo Bank (the "Bank") or such other financial institution, as may be required from time to time, for deposit of corporate funds;

RESOLVED FURTHER, that the standard resolutions required by such Bank or financial institution for opening such accounts are hereby adopted in their entirety as if set out in full herein;

RESOLVED FURTHER, that any checks, drafts, or other instruments for payment of money, endorsed on behalf of this Corporation for deposit with or collection by said Bank or financial institution, may be so endorsed in the name of the Corporation by written or stamped endorsement, without designation or signature of the person making such endorsement;

RESOLVED FURTHER, that the Secretary of the Corporation is hereby authorized and directed to certify to said Bank or financial institution that these resolutions have been duly adopted, and are in conformity with the Articles of Incorporation, and to further certify to said Bank or financial institution the names and specimen signatures of the present officers and/or individuals of the Corporation authorized to sign on such account, and, if and when any change be made in the personnel of such officers, the fact of such change and the name and specimen signature of each new authorized signatory.

RESOLVED FURTHER, that said Bank or financial institution is required and authorized to honor, receive, certify, or pay any instrument signed or endorsed in accordance with these resolutions and the certification provided for by these resolutions then in effect, including any such instrument drawn or endorsed to the personal order of, or presented for negotiation by, any officer signing or endorsing the same; and

RESOLVED FURTHER, that these resolutions and each certification herein provided for shall remain in full force and effect, and said Bank or financial institution is authorized and requested to rely and act thereon until it shall receive at its office, either a certified copy of a further resolution of the Board of Directors amending or rescinding these resolutions or a further certification of the names and signatures of the officers authorized to sign on such account.

19. Employer Identification Number, Withholding and Other Taxes

Upon recommendation of the Chairperson, the following resolution was duly proposed and adopted:

RESOLVED, that the proper officers of this Corporation are, and each of them hereby is, authorized and directed for and on behalf of the corporation to take all actions they deem necessary or advisable to secure federal and state employer identification numbers, if required, and to comply with all such laws regulating payroll reporting, withholding, and taxes.

20. Expenses of Incorporation and Organization

The Chairperson pointed out that the Corporation had incurred certain expenses in conjunction with its incorporation and organization under the Not For Profit Corporations Law of the State of Arizona. The following resolution was then duly proposed and adopted:

RESOLVED, that each of the directors, the Chairperson, Secretary, and the Vice Chairperson of this Corporation are hereby authorized and directed to pay and reimburse any expenses of the incorporation and organization of this Corporation.

21. Omnibus Resolutions

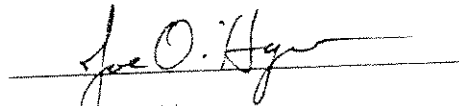
Upon recommendation of the Chairperson, the following resolutions were duly proposed and adopted:

RESOLVED, that the officers of this Corporation are, and each of them hereby is, authorized and directed for and on behalf of the Corporation to execute and deliver such other documents and to take any and all actions as each of them deems necessary or advisable, within or outside the State of Arizona, in order to carry out the full intent of the foregoing resolutions; such determination being conclusively presumed by the officers' execution and delivery of any such document; and

RESOLVED FURTHER, that all prior acts or actions taken or to be taken by the officers of this Corporation in connection herewith are hereby ratified and approved.

22. Adjournment

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



Joseph O. Harper
Secretary of the Meeting

PART I. Identification of Applicant.

Line 7:

Lara Kollios, CA Bar # 235395
Jones Day
555 California Street, 26th Floor
San Francisco, CA 94104
Telephone: (415) 875-5837
Facsimile: (415) 875-5700

Completed Form 2848, *Power of Attorney and Declaration of Representative*, attached hereto as Exhibit A.

PART IV. Narrative Description of Your Activities.

Ashlyn Dyer Foundation ("The Foundation") is a public benefit nonprofit corporation organized and operated exclusively for charitable and educational purposes. Specifically, The Foundation will educate the public and raise awareness of Traumatic Brain Injury ("TBI"). The Foundation also aims to increase research funding relating to TBI in an effort to improve TBI care.

The Foundation honors the memory of Ashlyn Dyer, who died March 12, 2006 as a result of TBI. Most Americans are unaware of the devastating personal and financial impact of TBI. Over 50,000 people die from TBI every year and at least 5.3 million Americans are living with disabilities from TBI. TBI is the leading cause of death of persons between the ages of one and 45. The costs associated with TBI are an estimated 56.3 billion dollars per year. Despite the widespread and devastating personal and financial impact of TBI, research funds are limited. Only 0.3% of the National Institute of Health's budget is spent on TBI. The Foundation will raise awareness of TBI in an effort to get research funding to match the burden of the disease.

The Foundation has many educational and fundraising activities planned. On April 1, 2007, there was a 10 mile and 10 kilometer run in San Francisco, California. Half of the proceeds from run registration fees went to The Foundation. The other half of the proceeds went to support The Guardsman, a 501(c)(3) non-profit organization devoted to advancing at-risk youth in the greater San Francisco area. See Ex. A. To raise public awareness of TBI, there was a booth at the start and finish of the run that distributed informational brochures concerning TBI and the goals of The Foundation. See Ex. B. The same brochures were distributed to race participants in their registration packet. The run will be an annual event, April 1 being the inaugural race. The Foundation paid a portion of the costs associated with the run, including permit fees, printing fees and administration fees. The Foundation anticipated raising approximately \$10,000 from the April 1 event.

The Foundation has a website (www.ashlyndyer.com) that contains information regarding TBI. See Ex. C. For example, the website includes a slide presentation about TBI given by Dr. Geoffrey Manley. Ex. D. Dr. Manley is the Chief of Neurotrauma at San Francisco General Hospital and Medical Center and a Director and Principle Investigator of the Brain and Spinal Injury Center. See Ex. E. Dr. Manly is also a Director of The Foundation and is dedicated to its purpose of increasing research funding for and public awareness of TBI. The Foundation also intends to accept public donations through the website after receipt of an advanced ruling accepting The Foundation's public charity status.

Other educational events planned for 2007 include a fundraising dinner in Phoenix, Arizona, featuring speeches about TBI. The Foundation will distribute informational brochures at organized races in California and Arizona. The Foundation will provide information to budget decision makers within organizations such as the National Institute of Health, about the widespread effects of TBI and the funding

discrepancies between research for TBI and other diseases, such as HIV, which receive disproportionate funding compared to that allocated to TBI. The Foundation will pay for educational and fundraising costs such as printing informational brochures, logistical and other expenses for public speakers, and website upkeep.

The Foundation plans to contribute funds to organizations that focus on the research and treatment of TBI. The Foundation will only contribute to other 501(c)(3) organizations. Specifically, The Foundation intends to make contributions to the Neurotrauma Program at Barrow Neurological Institute of St Joseph's Hospital and Medical Center in Phoenix Arizona. See Ex. F. Barrow Neurological Institute provides a comprehensive interdisciplinary neurotrauma program. Through a coordinated research effort, the institution collects and analyzes data relating to the care of TBI patients. Barrow Neurological Institute at St. Joseph's Hospital and Medical Center is the only American College of Surgeons-verified Level I Trauma service in the State of Arizona. Barrow Neurological Institute permits The Foundation to earmark its contribution specifically for the Neurotrauma Program and TBI research and treatment through donations to the Barrow Neurological Foundation. Ex. G. Marsha Dyer, the Vice President and Board Member of The Foundation, has toured the facilities at Barrow and spoke with various individuals regarding planned contributions. The Foundation does not have a "relationship" with the Neurotrauma Program at Barrow Neurological Institute as defined by the Instructions for Form 1023, Part VIII, line 13d.

The Foundation also plans to contribute to the University of California San Francisco Brain and Spinal Injury Center ("BASIC"). Ex. H. BASIC researches TBI, emphasizing active collaboration among basic and clinical researchers and across disciplines and departments. It is headquartered at San Francisco General Hospital, the only Level 1 Trauma Center in the City and County of San Francisco. Dr. Geoffrey Manley, a Board Member of The Foundation, is a Director and Principle Investigator at BASIC. The Foundation can earmark its contributions to BASIC through donations to the University of California San Francisco Foundation. Ex. I. The Foundation does not have a "relationship" with BASIC as defined by the Instructions for Form 1023, Part VIII, line 13d.