

BYLAWS, RULES, TENENTS OF TRUTH
CONFLICT OF INTEREST POLICY & ARTICLES OF INCORPORATION



Hard copy of these Bylaws are available for request: connect@thesanctuaryofgrace.com

TSG BYLAWS

September 5, 2023

The pronouns “they” and “their” are used in these Bylaws and Rules in place of the singular gender pronouns “he,” “she,” “his,” and “hers,” and refer to a single individual unless the context indicates otherwise.

ARTICLE I Name

Name

The name of this organization shall be The Sanctuary of Grace. Also to be referred as, The Sanctuary and abbreviated as TSG. Incorporated in January 21,2022. The Initial Organizational Meeting was held, February 24, 2022 at 6:00pm.

ARTICLE II Principles

Principles

We, The Sanctuary of Grace affirm and promote:

- Infinite-Innate-Intelligence- We all from one single Source.
- Souls are infinite and reincarnate in multidimensional universes.
- Deliberate, Intentional Co-Creation with God / Source / Universe.
- *Quantum Spirituality*- or Quantum Physics based Faith.
- *AND Consciousness*- The evolution of Duality
- Revering Life- Honoring all people, all forms of life, and the planet that sustains us.
- Emotional Guidance Systems- Intentionally focused loving, accepting and forgiving, can raise the overall vibratory state for current and/or past grief.
- Recognizing and honoring the higher truths in all the World's religions

ARTICLE III Purposes

Purposes

The purpose of The Sanctuary of Grace is charitable and social welfare; including the relief of the distressed, advancement of religion, and the erection of public buildings.

ARTICLE IV General Assembly

General Assembly

Meetings of the Sanctuary

Each meeting of the Sanctuary for the conduct of business shall be called a General Assembly.

Powers and Duties

General Assemblies shall make overall policy for carrying out the purposes of the Sanctuary and shall direct and control its affairs.

General Assembly

A General Assembly shall be held at such time during each fiscal year of the Sanctuary as the Board of Trustees shall determine.

Place of Meeting

Each General Assembly shall be held at such place in the United States as the Board of Trustees shall determine. Assembly may be deemed present in person to participate in and vote at General Assembly by means of remote communication.

Notice of Meetings

Notice of each General Assembly shall be given not less than sixty days before the date thereof in such form and manner as the Board of Trustees shall determine. Such notice shall state the place, date, and hour of the meeting. Notice of each General Assembly shall indicate at whose direction it is being called.

Voting

Voting at each regular and special General Assembly shall be Community Members and trustees. Each delegate and trustee shall have only one vote, even if present in more than one capacity. Proxy voting is prohibited except when the amendment being processed is an amendment of the articles of organization.

Tentative Agenda for Regular General Assemblies

The Board of Trustees shall prepare a Tentative Agenda for each General Assembly which shall include:

- (a) reports and other matters required by these Bylaws to be submitted to the General Assembly;
- (b) proposed amendments to these Bylaws which are submitted as prescribed in
- (c) items referred by the preceding General Assembly;
- (d) Business Resolutions and proposed amendments to Bylaws
- (e) all proposed amendments to Rules and all Business Resolutions

Agenda Rules

General Assemblies shall adopt rules relating to the agenda.

Rules of Procedure

Rules of procedure for the conduct of the meeting shall be adopted at each General Assembly.

ARTICLE V Committees of the Sanctuary

Committees of the Sanctuary

The standing committees of the Sanctuary shall be:

- (a) the Governance Committee
- (b) the Fiscal Management Committee;
- (c) the Spiritual Education Committee;
- (d) the Community Welfare Committee; and
- (e) the Construction and Maintenance Committee

Election and Appointment

(a) Elected members. Elected members of all standing committees of the Sanctuary shall take office at the close of the General Assembly at which they are elected and shall serve until their successors are elected and qualified, except as otherwise provided herein.

(b) Appointed members. The terms of any appointed members of standing committees of the Sanctuary shall begin at the close of the regular General Assembly. The Board of Trustees shall make each appointment no later than 14 days after the beginning of the term. Appointed members shall take office upon the effective date of their appointments and shall serve until their successors are appointed and qualified, except as otherwise provided herein.

Qualifications of Committee Members

To serve as a member of a standing committee of the Sanctuary, a person must be a Community Member of the Assembly in good standing. No member of a standing committee of the Sanctuary, except a member serving ex officio, may, during the term of office, serve as trustee or leader of, or hold any salaried position in, the Sanctuary.

Removal of Committee Member

An elected member of a standing committee of the Sanctuary may be removed by a three-fourths vote of the Board of Trustees at a meeting at which not less than three-fourths of the Board is present, if in the opinion of the Board the member is incapacitated or unable to carry

out the duties of the office or otherwise for good cause. An appointed member of a standing committee of the Sanctuary may be removed at will by a majority vote of the Board of Trustees.

Vacancies

A vacancy created by the death, disqualification, resignation, or removal of an elected or appointed member of a standing committee of the Sanctuary shall be filled by majority vote of the Board of Trustees. An individual appointed to fill a vacancy in an elected position shall serve until the vacancy is filled by regular or special election. An individual appointed to fill a vacancy in an appointed position shall serve for the balance of the unexpired term, and until a successor is appointed and qualified. An elected member of a standing committee of the Sanctuary in office for more than one-half of a full term shall be deemed to have completed a full term for the purposes of re-election.

ARTICLE VI Governance Committee

Governance Committee

The Governance Committee shall consist of the Board of Trustees, three elected members and two members appointed by the Board of Trustees. Each term shall be four years. The elected members shall be elected at the regular General Assembly held two years prior to the expiration of a President's term. The terms of appointed members shall begin at the close of the regular General Assembly at which members were elected. After serving a term in office, a member shall not be eligible for re-election until after an interim of at least 2 years. The Committee shall be responsible for arrangements for General Assembly and programs and meetings to be held in connection therewith. It is also responsible for creating, maintaining, and enforcing overall ethics and balanced practices. It may establish subcommittees of its members and may delegate part or all of its powers to them.

Additional Committee

Additional committees may be created by any General Assembly by adoption of a resolution which shall state the membership, terms, qualification, method of selection, and duties thereof.

Presiding Leader

Each committee shall elect a presiding leader from among its members at its first meeting following the regular General Assembly in each odd-numbered year. In the absence of such election the Board of Trustees may designate a temporary presiding leader from among members of the committee.

Time and Place of Meetings

Each committee shall hold meetings at such times and places as it may determine.

Call and Notice of Meetings

Meetings of committees may be called by the presiding leader and shall be called by the presiding leader at the request of a majority of the members of the entire committee. Notice of committee meetings shall be given in writing not less than ten nor more than sixty days before the meeting and shall state the time and place of the meeting.

Board of Trustees

Responsibility

The Board of Trustees shall conduct the affairs of the Sanctuary and, subject to these Bylaws, shall carry out the Sanctuary's policies and directives as provided by law.

Powers

The Board of Trustees shall act for the Sanctuary between General Assemblies.

Community Membership

The Board of Trustees shall consist of:

- (a) the Director, the President, and Vice President
- (b) Two trustees; and

Term

(a) Trustees shall take office immediately after the close of the General Assembly at which they are elected, and shall serve for terms of three years and until their successors are elected and qualified. Any partial term of more than two years shall be considered a full term for purposes of this, no trustee may serve more than two successive full terms. However, a trustee may at any time become one of the elected leaders of the Sanctuary and serve as long in that office as

if such trustee had not previously been a trustee. No person who has served as an elected leader for a full term or as a trustee for two full terms shall thereafter be elected a trustee without an interim of at least two years.

Qualifications of Trustees

Each elected trustee shall be a Community Member in good standing, and regularly attending TSG events. A trustee who ceases to meet these qualifications shall be disqualified and the office declared vacant.

Resignation and Removal of Trustees

A trustee may at any time resign by giving written notice to the Board of Trustees. Such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery. A trustee may be removed by a three-fourths vote of the entire Board at a meeting at which not less than three-fourths of the entire Board is present if in the opinion of the Board such trustee is incapacitated or unable to carry out the duties of the office or otherwise for good cause.

Vacancies

A vacancy created by the death, disqualification, resignation, or removal of a trustee shall be filled by majority vote of the remaining trustees. An individual appointed to fill a vacancy shall serve until the vacancy is filled by regular or special election.

Place of Meeting

The Board of Trustees shall hold its meetings at such places as the Board may determine.

Regular Meetings

Regular meetings of the Board of Trustees shall be held at such times as the Board may determine. No fewer than two regular meetings of the Board shall be held during each fiscal year of the Sanctuary.

Special Meetings

Special meetings of the Board of Trustees may be called by the Director, President, Vice President and or trustees. Notice of special meetings shall be given in writing not less than five nor more than sixty days before the meeting and shall state the agenda, time and place of the meeting.

Waiver of Notice

Notice of a meeting need not be given to any trustee who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

Quorum

A majority plus one of the entire voting membership of the Board of Trustees shall constitute a quorum for the transaction of business.

Compensation

Except for the President, members of the Board of Trustees shall not receive compensation for their services but shall be reimbursed as determined by the Board of Trustees for the expenses reasonably incurred by them in the performance of their duties.

Annual Report

The Governance shall on behalf of the Board of Trustees present an annual report of its activities at each regular General Assembly.

ARTICLE VII Committees

The standing committees of the Board of Trustees shall be:

- (a) the Fiscal Management Committee;
- (b) the Spiritual Education Committee;
- (c) the Community Welfare Committee; and
- (d) the Construction and Maintenance Committee

Appointment and Term of Office

Except as otherwise provided, the terms of members of standing committees of the Board of Trustees shall be two years beginning at the close of the regular General Assembly. Members shall be appointed no later than days after the beginning of the term. Members shall take office upon the effective date of their appointment and shall serve until their successors are appointed and qualified.

Removal of Committee Member

Standing committee members appointed by the Board of Trustees serve at the pleasure of the Board and may be removed by it at any time.

Vacancies

A vacancy on any committee of the Board among members appointed by the Board of Trustees shall be filled by it.

Committee Leader

The Board of Trustees shall appoint one member of each standing committee of the Board to be its presiding leader.

The Fiscal Management Committee

The Fiscal Management Committee shall manage and audit the overall financial matters of the Sanctuary, including all debtors and creditors. This committee shall prepare all necessary financial documents for general and special meetings for complete transparency. This committee is responsible for the overall maintenance of the tax exempt status. The Committee shall consist of no fewer than three members as follows:

- (a) persons appointed by the Board, none of whom are members of the Board or hold a salaried position with the Sanctuary;
- (b) the Financial Advisor

The Spiritual Education Committee

The Spiritual Education Committee shall manage overall ministry messages and promotional marketing. Committee is responsible for weekly religious congregational meetings and events. The Committee shall consist of no fewer than three members as follows:

- (a) persons appointed by the Board, with qualifying educational background;
- (b) Ordained Minister

The Community Welfare Committee

The Community Welfare Committee shall manage overall ministry associated with mental and emotional wellbeing of the distressed. Committee is responsible for programs, events, and therapeutic tools to aid in relief. Committee works closely with grant programs and writers. The

Committee shall consist of no fewer than three members, persons appointed by the Board, with qualifying backgrounds including, health and wellness industry.

The Construction and Maintenance Committee

The Construction and Maintenance Committee shall manage overall real property, lease holds or any land affiliated with the Sanctuary, its buildings and the maintenance therein. The Committee shall consist of no fewer than three members. Persons appointed by the Board, with qualifying construction and maintenance backgrounds.

Time and Place of Meetings

Each standing committee of the Board shall hold meetings at such times and places as it may determine.

Call and Notice of Meetings

Meetings of standing committees of the Board may be called by the presiding leader and shall be called by the presiding leader at the request of a majority of the members of the entire committee. Unless the Board of Trustees otherwise provides, notice of meetings of each standing committee shall be given in such a manner and within such time as the standing committee determines.

ARTICLE VIII Leaders of the Sanctuary

Leaders of the Sanctuary

(a) Elected Leaders. The elected leaders of the Sanctuary shall be a Director, a President, and a Vice President.

(b) Appointed Non-Salaried Leaders. The appointed non-salaried leaders of the Sanctuary may include leaders that the Board of Trustees appoint.

(c) Appointed Salaried Leaders. The appointed salaried leaders of the Sanctuary shall include a Financial Advisor, and may include one or more Committee members or industry expert.

Control by Board of Trustees

All leaders shall be subject to the direction and control of the Board of Trustees. All appointed leaders shall be appointed by the Board of Trustees and shall serve at its pleasure.

Term of Office

Elected Leaders

The elected leaders shall be elected at a regular General Assembly. The President shall take office no later than 14 days after the close of such General Assembly. All other leaders shall take office immediately after the close of such General Assembly.

Director

The Director shall serve a term in perpetuity, until their successor is elected and qualified. Director must hold an Ordination and have at least 10,000 hours of education, experience and serving the distressed. Must also be in good standing with the Sanctuary and a community member. The Director may resign at any time by giving written notice to the Governance Committee. This resignation will take effect at the time specified in the written notice. If no effective time is specified, the resignation will take effect immediately when it is received.

President

The President shall serve for a term of four years and until their successor is elected, qualified and takes office. No President shall serve more than two terms; and any partial term of more than three years served by reason of appointment and/or election to office, shall be considered a full term.

Vice President

The Vice President shall serve for a term of four years and until their successor is elected, qualified and takes office. No Vice President shall serve more than two terms; and any partial term of more than three years served by reason of appointment and/or election to office, shall be considered a full term.

Appointed Non-Salaried Leaders

The appointed non-salaried leaders shall serve for one or more terms of two years and until their successors are appointed and qualified.

Qualification of Leaders

Each leader of the Sanctuary shall be a community member. If a leader ceases to be a member in good standing, such leader shall be disqualified and the office declared vacant.

Removal of Leaders

(a) Elected Leaders. An elected leader may be removed by a three-fourths vote of the entire Board of Trustees at a meeting at which not less than three-fourths of the entire Board is present if in the opinion of the Board such leader is incapacitated or unable to carry out the duties of the office. The President or Vice President may also be removed by such a vote of the Board if it determines that such removal is in the best interests of the Sanctuary.

(b) Appointed Leaders. An appointed leader may be removed by the Board of Trustees at any time.

Resignation

Any leader may resign at any time by giving written notice to the Director, who shall immediately forward copies to the Board of Trustees. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then upon delivery.

Vacancies

(a) Elected Leaders. A vacancy created by the death, disqualification, resignation, or removal of an elected leader shall be filled by majority vote of the Board of Trustees. An individual appointed to fill a vacancy shall serve until the vacancy is filled by regular or special election. If the position of Director is deemed vacant

(b), the Board may, but shall not be obligated to, appoint as Director any remaining individual(s) who had been serving in the position of Director when the position was deemed vacant, and may do so either as a sole appointment or with one or more other individuals.

(c) Appointed Non-Salaried Leaders. A vacancy created by the death, disqualification, resignation, or removal of an appointed non-salaried leader may be filled by the Board of Trustees for the balance of the unexpired term.

Reports by Leaders

The Director, the President, the Financial Advisor, and The Fiscal Management Committee shall each make an annual report to each regular General Assembly.

ARTICLE IX Nominations and Elections

Elective Positions

The elective positions of the Sanctuary are those of the elected leaders, the trustees, and the elected members of the standing committees of the Sanctuary. No person shall hold more than one elective position at a time whether by election or appointment. Ex officio positions for the purposes of this Bylaw provision shall be deemed part of the elected position from which the ex officio position is derived.

Nomination Procedures

The nomination procedures set forth in these Bylaws and the Rules adopted hereunder are exclusive, and no person who is not nominated in accordance with such procedures can be elected to any elective position.

Notice by Governance Committee

On or before August of each year, the Governance Committee shall notify all community members in writing of the elective positions and vacancies to be filled at the next regular General Assembly.

Nomination by Governance Committee

(a) The Governance Committee shall submit one or more nominations for each elective position to be filled, except Director, President, and Vice President, including positions to be filled by special election. With respect to Board positions, the Governance Committee shall designate the position number for which each person is being nominated.

(b) The Governance Committee shall endeavor to nominate individuals so that the membership of the Board of Trustees and each elected committee reflects the full diversity of the Sanctuary, especially in regard to historically marginalized communities, but also balancing amongst size of Assembly, lay and ordained, geography, age (including young adults), and gender, among others. The Governance Committee shall consult with groups and organizations, to help inform the Governance process.

(d) The Governance Committee shall issue a report with its nominations on or before March of the year in which the nominees will be candidates for election. Nominations shall be filed with the Governance of the Sanctuary and distributed to all community members.

Nomination of Director, President and Vice President

(a) Director. The Board of Trustees and The Directorial Search Committee shall submit one or more nominations for the office of Director for an election at the end of a Director term or for a special election. The report of the Board of Trustees shall be announced by November of the year before the General Assembly at which there is to be a Director election, except in the case of a special election, in which case the report of the Board of Trustees shall be announced by December of the year before the election.

(b) President. The Presidential Search Committee shall submit no fewer than two nominations for the office of President for an election at the end of a presidential term or for a special election. The report of the Presidential Search Committee shall be announced by November of the year before the General Assembly at which there is to be a presidential election, except in the case of a special election, in which case the report of the Presidential Search Committee shall be announced by December of the year before the election.

(c) Vice President. The Presidential Search Committee shall submit no fewer than two nominations for the office of Vice President for an election at the end of a presidential term or for a special election. The report of the Presidential Search Committee shall be announced by November of the year before the General Assembly at which there is to be a presidential election, except in the case of a special election, in which case the report of the Presidential Search Committee shall be announced by December of the year before the election.

Nomination by Petition

(a) For Director President and Vice President. A nomination for the office of Director, President, and Vice President for a regular or special election, may be by petition signed by no fewer than fifty percent of members of the Sanctuary. Such a petition shall be filed with the Governance of the Sanctuary, only in such form as the Governance may prescribe, not later than February of the year of the election and not earlier than the preceding December.

(b) For other Elective Positions. A nomination for any elective position, for a regular or special election, may be by petition signed by not less than fifty percent of members. Such a petition shall be filed with the Governance of the Sanctuary, only in such form as the Governance may prescribe, not later than February of the year of the election and not earlier than the preceding December.

Qualifications of Nominees

Each person nominated for an elective position at large shall be a community member in good standing of the Sanctuary. No person shall be nominated for more than one such elective position. If a person is nominated for more than one such elective position, the Governance of the Sanctuary shall so notify such person in writing and such person shall have twenty days from the date of the notice to select one nomination which is acceptable. In the absence of a timely selection, all such nominations shall be void and the person shall be so notified in writing by the Governance.

Vacancy in Nominations

If all persons nominated for an elective position at large die, decline to serve or are disqualified after the time has expired for making any further nominations, or if no valid and timely nomination is made, the position shall be filled after the final adjournment of the regular General Assembly at which the election would have been held in the same manner as if the position had been filled by election and had then become vacant.

Supervision of Elections

The Governance Committee shall supervise all elections for elective positions at large. The Governance may appoint a committee of tellers to count ballots and perform other routine duties. The Governance shall decide any question arising during such an election concerning:

- (a) the interpretation of any provision of these Bylaws or of Rules made hereunder relating to election procedures;
- (b) any procedural problem relating to the election which is not covered by these Bylaws or by the Rules; or
- (c) the interpretation of the intent of a voter in marking the ballot.

The decision of the Governance may be changed by a two-thirds vote of the Board of Trustees. The Governance shall remain neutral in the election and shall not engage in electioneering, except for advocacy of their own candidacy for offices for which they are nominated.

Conduct of Elections at Large

- (a) Election by Ballot. Voting shall be by ballot, except that if only one person has been validly nominated for an elective position at large the persons so nominated shall be declared elected

and no voting shall be required. Delegates will have access to electronic voting onsite at General Assembly or remotely.

(b) Eligible Voters. Votes shall be cast only by Community Member to the regular General Assembly at which the election is held and by trustees. No person shall cast more than one vote.

(c) Mail Ballots. Accredited delegates may cast their ballots as paper ballots by mail, if they request to do so. Mail ballots can be requested through the Governance, and shall be requested at least forty-five days prior to the General Assembly at which the election is being held. A mail ballot that is returned must be received by the Governance by the last business day before the close of voting at General Assembly in order to be counted.

(d) Electronic Voting. Accredited delegates may vote electronically either onsite at General Assembly or remotely. The Governance shall designate the electronic voting period in the General Assembly meeting announcement and may add more time if justified. Electronic voting systems must be auditable, accessible, and secure.

Counting of Ballots

(a) Singular Positions. If there is more than one duly nominated candidate for a single position, not including the candidates for the position of Director, President, and Vice President, the candidate receiving the greatest number of votes is elected.

(b) Multiple Positions of the Same Kind. If there is more than one such elective position of the same kind to be filled, the candidates respectively receiving the greatest number of votes are elected.

(c) Director, President, and Vice President, Voting. For the position of Director, President, and Vice President, if there are two duly nominated candidates, the candidate receiving the greater number of votes will be elected. If there are more than two duly nominated candidates a ranked vote will be held in which voters indicate their ranked choices for candidates. If no candidate receives a majority of the first-choice votes cast, the candidate receiving the lowest first-choice vote shall be eliminated and the ballots cast for such candidate shall be redistributed in accordance with the second choice indicated thereon. This process shall be repeated until one candidate receives a majority of all votes cast or until only two candidates remain, at which time the one receiving the greater number of votes is elected.

Special Elections

If a vacancy occurs more than 180 days before the expiration of the term of an elected leader, an elected member of a standing committee of the Sanctuary, or a trustee, a special election shall be held to fill the balance of the unexpired term. The special election shall be held at the next regular General Assembly.

Rules for Nominations and Elections

Rules relating to nomination and election procedures shall be adopted by a General Assembly. Such rules shall be applicable to elections held after the close of the General Assembly at which they are adopted.

ARTICLE X Finance and Contracts

Annual Budget

The annual budget of the Sanctuary shall be adopted and may subsequently be amended by the Board of Trustees. A budget or budgets for the coming year or years shall be presented to each regular General Assembly for its consideration and such recommendation of financial priorities as the General Assembly may wish to make.

Election and Duties of the Financial Governance

The Financial Governance shall be elected by the Board from among its members. The Financial Governance facilitates the Board's conversations in order to fulfill its financial responsibilities.

Duties of Financial Advisor

The Financial Advisor shall advise the Director, President, and Vice President, and the Board of Trustees on financial policy and shall assist the Board in long-range planning by reviewing the sources of funds, the application of funds designated for specific purposes, the balance between foreseeable income and proposed expenditures, and the overall financial welfare of the Sanctuary. From time to time the Financial Advisor shall report to the President and the Board findings and recommendations respecting the current financial affairs of the Sanctuary and long-range planning.

Duties of the Fiscal Management Committee

The Fiscal Management Committee shall have custody of the corporate seal and the funds and other properties of the Sanctuary and shall have the usual duties of the treasurer of a corporation. The Fiscal Management Committee or the Board of Trustees may from time to time delegate or assign specified duties and authority; and any person, firm, organization or corporation dealing with the Sanctuary may assume that any act performed by an Assistant to The Fiscal Management Committee, including the execution, sealing and delivery of any document, has been performed pursuant to an effective delegation or assignment of authority as aforesaid, and the Sanctuary shall be bound accordingly. The Committee shall also oversee the annual audit of the financial statements of the Sanctuary by an independent certified public accounting firm and monitor the establishment and implementation of accounting policies and internal controls. Specific duties of the Committee shall be set forth in a charter adopted by the Board, which may be amended by the Board from time to time.

ARTICLE XI Raising of Funds

Raising of Funds

The Sanctuary shall raise capital and operating funds to carry out its purposes.

Responsibility for Funds Held by the Sanctuary

Director and Board of Trustees

The Director and Board of Trustees shall have ultimate responsibility for investing the funds held by the Sanctuary.

Contracts and Securities

The Director, President, Vice President, and leaders of The Fiscal Management Committee, and Assistants to The Fiscal Management Committee may sign and attest deeds, mortgages, contracts, and other documents to which the Sanctuary is a party.

Pension System

The Sanctuary shall establish and maintain a pension system for ministers in fellowship with the Sanctuary.

Fiscal Year

The fiscal year of the Sanctuary shall be from January 2023 to December 2024.

Corporate Seal

The seal of the Sanctuary shall be in such form as the Board of Trustees shall approve.

Indemnification of Trustees, Leaders, Employees, and Volunteers

The Sanctuary, to the extent legally permissible, shall indemnify any trustee, leader, employee of the Sanctuary or volunteer elected by a General Assembly or appointed by the Board of Trustees of the Sanctuary to serve the Sanctuary, or persons formerly holding such positions, against all liabilities and expenses (including court costs, attorneys' fees, and the amount of any judgment or reasonable settlement, fines and penalties) actually and necessarily incurred by any such person, subsequent to the adoption hereof, in connection with the defense of any claim asserted or threatened to be asserted against any such person, or any action, suit or proceeding in which any such person may be involved as a party, by reason of being or having been such trustee, leader, employee or volunteer or by reason of any action alleged to have been taken or omitted by any such person as such trustee, leader, employee or volunteer, except with respect to any matter as to which they shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of the Sanctuary; provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification therefore shall be approved:

(a) by a majority vote of a quorum consisting of disinterested

trustees;

(b) if such quorum cannot be obtained, then by a majority vote of a committee of the Board of Trustees consisting of all the disinterested trustees;

(c) if there are not two or more disinterested trustees in office, then by a majority of the trustees then in office, provided they have obtained a written finding by independent legal counsel appointed by a majority of the trustees to the effect that, based upon a reasonable investigation of the relevant facts as described such opinion, the person to be indemnified appears to have

acted in good faith and in the reasonable belief that their action was in the best interests of the Sanctuary;

(d) if not resolved by (a), (b) or (c), above, by a court of competent jurisdiction.

If authorized in the same manner specified above for compromise payments, expenses, including attorneys' fees actually and necessarily incurred by any such person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Sanctuary in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual of their good faith belief that they have met the standard of conduct necessary for indemnification under this and (b) an undertaking by such individual to repay the amount so paid to the Sanctuary if such person shall be adjudicated to be not entitled to indemnification under this, which undertaking may be accepted without reference to the financial ability of such person to make repayment. The right of indemnification herein provided shall inure to the benefit of the heirs, executors and administrators of each such trustee, leader, employee or volunteer and shall not be deemed exclusive of any other rights to which any such person may be entitled under any statute, bylaw, agreement, vote of members or otherwise or to which any such person might have been entitled were it not for this provision. As used in this document an "interested" trustee or leader is one against whom in such capacity the proceeding in question, or other proceeding on the same or similar grounds, is then pending.

ARTICLE XII Rules

Adoption and Amendment of Rules by General Assemblies

A General Assembly may adopt Rules not inconsistent with these Bylaws. Adoption or amendment of Rules by a General Assembly shall be by two-thirds vote. Each Rule adopted by a General Assembly shall be identified by a "G" preceding its Rule number. A General Assembly may amend or repeal Rules adopted by prior General Assemblies or by the Board of Trustees, if the proposed Rules or amendments have been placed on the agenda. Rules and amendments thereto shall be submitted for inclusion on the agenda in the same manner as other resolutions.

Adoption and Amendment of Rules by the Board of Trustees

The Board of Trustees may adopt Rules not inconsistent with these Bylaws and with Rules adopted by General Assemblies and may amend or repeal its Rules.

Adoption and Amendment of Bylaws

Such proposals must be placed on the agenda of a regular General Assembly and approved preliminarily by a majority vote at such regular General Assembly. Following such preliminary approval, the proposal to amend, repeal or add a new "A" Bylaw shall be placed on the agenda of the next regular General Assembly for final adoption. Final adoption shall require a two-thirds vote. The text of a proposed amendment which has been approved by one General Assembly, may be amended at any time prior to final adoption. If the Director rules that the amendment to the proposal is substantive, final adoption shall only be by a subsequent General Assembly except that any such proposal that has been under consideration for final approval at three successive regular General Assemblies shall not be subject to substantive amendment and shall be submitted to a vote for final approval at the third such regular General

Assembly

Such a proposal which, on any vote for final adoption, receives a majority but not a two-thirds vote, shall be placed on the agenda of the next regular General Assembly, at which it may be finally adopted if it receives the requisite approval. If the proposal is not passed by a two-thirds vote at the third regular General Assembly at which it is considered for final approval, neither the proposal nor another proposal that is substantively similar shall be placed on the agenda of the next regular General a two-thirds vote of the General Assembly.

RULES of the SANCTUARY OF GRACE

Principles and Purposes Rule

Democratic Process

Because the Sanctuary is committed to the use of the democratic process, because accessibility and information are vital to countering systemic and institutional oppression and because openness and trust are characteristics of a healthy religious community, the Board shall establish policies to allow for the maximum transparency and authenticity of its proceedings, commissions and task forces, consistent with their effective functioning. These policies shall include:

(a) providing advance notice of dates and locations of regular business meetings, and making agendas, reports and minutes available promptly;

(b) providing avenues for comment on issues on the meetings' agendas;

(c) accommodating observers at regular business meetings, with the exception of executive sessions.

Implementing this rule shall be the responsibility of the Board of Trustees. The Board shall designate a specific person or committee to whom comments about adherence to this rule may be addressed.

Non-discrimination

The Sanctuary declares and affirms its special responsibility to that of its member to promote the full engagement and inclusion of persons in all of its and their activities and in the full range of human experience without regard to race, age, religious preference (belief or creed) ethnicity, gender expression, gender identity, sex, disability, affectional or sexual orientation, family and relationship structures, language, citizenship status, and or economic status.

General Assembly Notice of Meetings

Mailing of Notice

Notice of each regular and special General Assembly shall be given not less than sixty days before the date thereof to each community member and trustee. Such notice shall be given by the Governance Committee.

Content of Notice

Such notice shall contain the date, time, and place where the General Assembly is to be held and shall state only that the business to be transacted will be set forth in the official agenda issued in accordance with the Bylaws. Such agenda need not accompany the notice. The original of such notice shall be signed by the Governance or Recording Governance and be made a part of the minutes of the General Assembly to which it pertains. The signature of the Governance Committee on copies of any such notice may be printed or typewritten.

Voting

Recording the Vote on Resolutions

The vote on resolutions shall be recorded as having been adopted:

- (a) unanimously; or
- (b) by a vote of two-thirds or more; or
- (c) by a specified vote for or against.

When any resolution is reported by the Sanctuary, the recorded vote on each resolution shall be included.

Agenda

The Board of Trustees must publish the final language for all items on the final agenda at least seven days before the start of the General Assembly. The Board of Trustees and or Director may also include any additional amendments it proposes.

Schedule and Ballot Voting on Agenda Items

Delegates will use electronic or paper ballots to vote on items on the General Assembly agenda. These ballots must individually verify delegate credentials. The agenda will list when items will be considered for discussion and voting, which must be during a scheduled business

session. Ballot voting will remain open for at least one hour after the end of the business session when the items on the ballot are considered. The Director will determine the composition of each ballot.

Rules of Procedure

Adoption of Rules of Procedure

The Board of Trustees shall offer rules of procedure for adoption at the first session of each General Assembly.

Vacancies

A vacancy created by the death, disqualification, resignation, or removal of an elected or appointed member of a standing committee of the Sanctuary shall be filled by majority vote of the Board of Trustees. An individual appointed to fill a vacancy in an elected position shall serve until the vacancy is filled by regular or special election. An individual appointed to fill a vacancy in an appointed position shall serve for the balance of the unexpired term, and until a successor is appointed and qualified. An elected member of a standing committee of the Sanctuary in office for more than one-half of a full term shall be deemed to have completed a full term for the purposes of re-election.

Nominations and Elections

Nomination by Governance Committee.

Report of the Governance Committee.

(a) Any person who applies to the Governance Committee for nomination for the position of Financial Advisor or trustee shall submit by the application deadline a one-page statement of qualifications.

(b) The report of the Governance Committee may be mailed to community members, and trustees either electronically or in hard copy. The report shall promptly be posted on the Sanctuary's website. The report shall include the statement of qualifications submitted by each nominee for Financial Advisor or trustee.

Counting of Ballots

Tie Vote-Elected Committee Position

If a tie vote occurs in filling an elected position when only one person is to be elected and when ranked voting is not being used, or occurs in filling a slate when the slate cannot be completed without resolving the tie, then a candidate or candidates shall be eliminated by random draw to determine the winner.

Tie Vote- Ranked Voting

Should there be a tie for the fewest number of first preference votes, including mail ballots, then among these, the candidate with the fewest number of second preference votes shall be eliminated. Should a tie persist, the procedure shall continue with third preference votes, et cetera. Should a tie still persist, the candidate with the fewest number of original first preference votes, shall be eliminated. Should a tie still persist, the procedures shall continue with original second preference votes, et cetera. Should a tie still persist, a candidate shall be eliminated by random draw.

Write-ins Prohibited

In any election, the use of stickers or the writing in of the name of any person shall not be permitted and no vote so attempted shall be counted.

Mail Ballots

A mailed paper ballot shall be counted only if accompanied by a valid credential of the person casting the ballot.

Voting at General Assembly

A person shall be qualified to vote at General Assembly only if that person presents to the Governance of the Sanctuary or those employed by them a valid credential plus a badge issued to that person and containing the same name as the name on the credential.

Campaigns for Elective Office

Each candidate for an at-large elective position may submit to the Sanctuary a campaign statement. The Sanctuary will post electronically the statements of all candidates. Notice of the posting shall be distributed to the community members with the absentee ballots and electronically, and to the delegates as a part of the final agenda.

Length of Campaigns for Director, President and Vice President

(a) Non-public planning for campaigns for President and Director, such as strategic, organizational or communications meetings, shall not begin earlier than October of the year preceding the election.

(b) Active campaigning, including public announcements or communication, virtual or in person public meetings, rallies, or events, and solicitation of endorsements, shall not begin until a nomination has been announced or November of the year preceding these elections.

(c) Active campaigning during GA is permitted only during the General Assembly at which the Director, President, and Vice President is elected. Active and passive campaigning for Director, President, and Vice President during any other General Assembly is prohibited.

Campaign Finances Disclosures and Limitations

Candidates for Director, President, and Vice President are limited to spending no more than \$1,000 on their campaign for election. No single donor, including the candidate themselves and any organization or group, may contribute more than \$100 in total, to a presidential campaign. In kind donations of greater than \$100 equivalent cash value are reportable, but do not count against these totals.

All candidates for at-large elective positions shall keep detailed and accurate records of:

(a) their campaign expenses (stated in United States dollars) by categories of travel, postage, telephone, printing and other such categories as seem appropriate.

No candidate for any elective position shall solicit or knowingly accept any contribution that is given through a tax-exempt entity with the purpose of conferring tax-exempt status to the contribution to which it would not otherwise be entitled. Such exempt entities include but are not limited to community members.

The names of contributors shall be disclosed. Each such report shall identify by name any community member of the Sanctuary and any other tax exempt organization (including specifically, but without limitation to, any minister's discretionary fund or similar account) that has made any contribution to the campaign and shall state the amount of each such contribution. Such reports shall be filed with the Governance of the Sanctuary. A preliminary report shall be due at the close of the first day of the regular General Assembly at which the election occurs. A final report shall be due days thereafter. The Governance shall, upon written request from a

Community member furnish such information from these reports as requested. These reports shall be made available for inspection at the principal offices of the Sanctuary and shall be brought by the Governance to the next General Assembly and made available for inspection there by any delegate.

Separation of Campaigns from Conduct of Official Business

(a) When running for office, candidates shall be prohibited from engaging in any electioneering or campaigning during the conduct of official business of the Sanctuary.

(b) Financial accounting and bookkeeping procedures shall be established which make it explicit that no monies of the Sanctuary were used in the financing of a candidate's campaigning or electioneering activities.

Annual Budget

Presentation of Sanctuary Budget

At each regular General Assembly, the Board of Trustees shall present budgets for both the Current Fiscal Year and the Succeeding Fiscal Year.

Expense Categories

(a) Expense estimates in budgets presented by the Board shall be broken down by major categories or functions in such manner as the Board shall determine.

(b) The Current Fiscal Year budget shall contain a separate expense category provision for contingencies.

Estimated Income

Income amounts in the budget for the Current Fiscal Year shall represent the Board's best estimates of income from all sources. Income from the Annual Fund as so estimated shall be an amount which is not more than percent greater than the actual Annual Fund income of the fiscal year preceding the Current Fiscal Year. In the budget for the Succeeding Fiscal Year, income from the Annual Fund shall be estimated at an amount which represents the Board's best estimate of the achievable results for such year.

Procedures for Budget Consideration

Any action by a General Assembly with respect to budgets shall be taken under the following procedure:

(a) A budget hearing shall be held as part of the General Assembly program at a time when the Assembly is not in formal business session.

(b) Main motions concerning budgets which are to be made in a formal business session shall be filed in writing with a person or persons designated by the Director as early as possible prior to or during the General Assembly but in any event on or before the day prior to the Business Session at which the proposed motion will be in order for adoption. The Director shall take such steps as the Director considers practical to advise delegates and other persons or bodies as early as possible, preferably in writing, of the contents of the motions so filed.

(c) Any action with respect to the budget for the Current Fiscal Year calling for increased spending in any category shall provide for equivalent reductions in other categories of spending and specify the categories in which such reductions are to be made.

Board of Trustees Report

At each General Assembly the Board of Trustees shall make an accounting of its actions taken since the preceding General Assembly with respect to any budget votes of the preceding General Assembly.

Contracts and Securities

The Director may sign and attest deeds, mortgages, contracts, and other documents to which the Sanctuary is a party.

Performance of Acts

When the last day for the performance of any act required under the Bylaws or Rules falls on a Saturday, Sunday, or a day which is a legal holiday in the place where the act is to be performed, the act may be performed on the next succeeding business day.

TENETS OF TRUTH of the SANCTUARY OF GRACE

TENET OF DIVINE ONENESS:

All created from a single divine Source, we share an interconnectedness that inextricably creates a Oneness. Physically we may seem separate however our connection links us to an infinite innate intelligence.

TENET OF VIBRATION:

Everything tangible and intangible moves; has a vibration and a frequency, an energetic signature, unique to each atom, object, thought, word, belief, emotion or action. It is noteworthy, that attuning to faster moving, higher energetic frequency (Love, Empowerment, Joy, Freedom, and Appreciation) is to tap into a higher way of living.

TENET OF PERPETUAL TRANSMUTATION

Energy can neither be created nor destroyed, yet it can change from one state to another. The rate at which the energy vibrates, or frequency, can be transmuted or transformed, to include; the ethereal becoming physical, perspectives shifting, pain subsiding, and the releasing of heavy emotions.

TENET OF MIRRORING:

Our thoughts, feelings, words, and actions produce energy or varying frequency, which, in turn, attract like frequencies. Lower level energies attract lower level energy and higher level energies attract higher level energy. Your current state is a reflection of your previous energetic state, you have attracted your present existence into manifestation.

TENET OF RHYTHM:

Everything flows, has a cycle; the pendulum-swing is in constant affect. These universal rhythms form seasons, stages of development, the tides, and patterns. Living, thinking, acting while being in the flow feels easy and peaceful, going against the flow feels arduous and stressful.

TENET OF CAUSE & EFFECT:

For every effect there is a cause and for every cause there is an effect, hence life is not based on coincidences, chance, accidents or luck. How you react to everything is determining how you feel on a moment to moment basis.

TENET OF FREE WILL:

In a life of unlimited potentiality, we were gifted Free Choice. We have the ability to control our thoughts, emotions, actions with focused intention, hence control the reactions or effects.

TENET OF INTENTION:

Intentional thoughts breed inspired action, moving you closer to your highest vision of cultivating a life you desire. Something as simple as the intention of love and thankfulness towards a sip of water, will change its molecular structure and will encourage the body to hydrate optimally.

TENET OF COMPASSION:

Recognizing our deep interconnectedness, and that what hurts you, hurts me, speaks to allowing tenderness and compassion into all of our thoughts and actions. The Golden Rule or “do unto others as you would want done onto you,” can be found as a pillar of truth and connecting commonality in most Religions.

TENET OF EXPANSION:

The Universe requires constant expansion, progress and growth. It is typically through contrast or experiencing polarity that we can experience the most expansion, or evolution, in consciousness.

TENET OF GENDER:

Creation requires a balance of both masculine and feminine energy. Everything and everyone has both energies regardless of sex or gender. Suppression, denial and rejection to these energies can lead to an unbalanced, less conscious way of being.

TENET OF RELATIVITY:

There is no right, there is no wrong it is based on the perception of the observer, it is all relative.

CONFLICT OF INTEREST POLICY of the SANCTUARY OF GRACE

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (The Sanctuary of Grace) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of The Sanctuary of Grace or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which The Sanctuary of Grace has a transaction or arrangement,
 - b. A compensation arrangement with The Sanctuary of Grace or with any entity or individual with which The Sanctuary of Grace has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which The Sanctuary of Grace is negotiating a transaction or arrangement.
- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether The Sanctuary of Grace can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in The Sanctuary of Grace's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from The Sanctuary of Grace for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from The Sanctuary of Grace for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from The Sanctuary of Grace, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: a. Has received a copy of the conflicts of interest policy,

- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands The Sanctuary of Grace is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Article VII Periodic Reviews

To ensure The Sanctuary of Grace operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to The Sanctuary of Grace's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, The Sanctuary of Grace may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.



Secretary of State
Articles of Incorporation of a
Nonprofit Religious Corporation

ARTS-RE

IMPORTANT — Read Instructions before completing this form.

Filing Fee — \$30.00

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

Note: A separate California Franchise Tax Board application is required to obtain tax exempt status. For more information, go to ftb.ca.gov.

This Space For Office Use Only

1. **Corporate Name** (Go to www.sos.ca.gov/business/be/name-reservations for general corporate name requirements and restrictions.)

The name of the corporation is The Sanctuary of Grace

2. **Business Addresses** (Enter the **complete** business addresses. Item 2a cannot be a P.O. Box or "in care of" an individual or entity.)

a. Initial Street Address of Corporation - Do not enter a P.O. Box	City (no abbreviations)	State	Zip Code
4378 Tuolumne Place	Carlsbad	CA	92010
b. Initial Mailing Address of Corporation, if different than item 2a	City (no abbreviations)	State	Zip Code

3. **Service of Process** (Must provide either Individual OR Corporation.)

INDIVIDUAL — Complete Items 3a and 3b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation)	Middle Name	Last Name	Suffix
Tricia	Michele	Yeomans	
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box	City (no abbreviations)	State	Zip Code
4378 Tuolumne Place	Carlsbad	CA	92010

CORPORATION — Complete Item 3c. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) — Do not complete Item 3a or 3b

4. **Purpose Statement**

This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law exclusively for religious purposes.

5. **Additional Statements** (The following statements are for tax-exempt status in California. See Instructions and Filing Tips.)

- a. The specific purpose of this corporation is to be charitable; relieve distress, advance religion, erect public buildings.
- b. This corporation is organized and operated exclusively for **religious** purposes within the meaning of Internal Revenue Code section 501(c)(3).
- c. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- d. The property of this corporation is irrevocably dedicated to the purposes in **Article 4** hereof and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- e. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **charitable, educational and/or religious** purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

6. **Read and Sign Below** (This form must be signed by each incorporator. See Instructions. Do not include a title.)

Signature Tricia M. Yeomans

Tricia M. Yeomans

Type or Print Name