

Articles of Incorporation

AUG 03 2010

Article I

The name of the corporation is Educate. Advocate.

Article II

- A. This corporation is a nonprofit **Public Benefit Corporation** and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for **public and charitable** purposes.
- B. The specific purpose of this corporation is to serve the local special needs community and their families with resources and programs, for charitable and educational purposes, and not for profit.

Article III

The name and address in the State of California of this corporation's initial agent for service of process is:

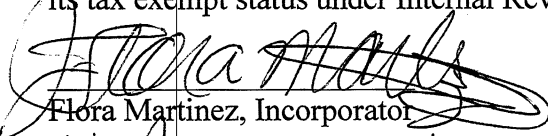
Flora Martinez
 9970 Lindero Avenue
 Montclair, CA 91763

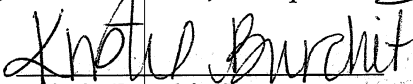
Article IV

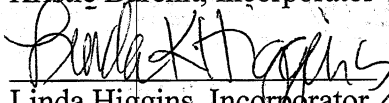
- A. This corporation is organized and operated exclusively for **charitable** purposes within the meaning of the Internal Revenue Code section 501(c)(3).
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the 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.

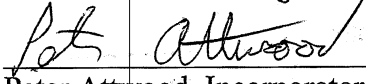
Article V

The property of this corporation is irrevocably dedicated to **charitable** purposes 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. Upon the dissolution or winding up of the 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** purposes and which has established its tax exempt status under Internal Revenue Code section 501(c)(3.)


 Flora Martinez, Incorporator


 Kristie Burchit, Incorporator


 Linda Higgins, Incorporator


 Peter Attwood, Incorporator



I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

AUG 13 2010 *CB*

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

BYLAWS
Of
Educate.Advocate.

Article I
Name and Purposes

Section 1.01. Name. The name of the organization is Educate.Advocate.

Section 1.02. Purpose. The Corporation is organized for the charitable and educational purposes based on the following seven goals:

1. To assist and support any parent and caregivers with any concerns for their child with special needs in the area surrounding San Bernadino and Riverside county in California. Our monthly guest presentations focus on: special education, regional center, department of developmental services, health and human services, medical insurance and other fields of significance which directly affect our families.
2. To have meetings that looks for solutions rather than focus solely on problems.
3. To help unite parents and support one another rather than divide us.
4. To give a calendar of events for parents and caregivers from areas surrounding San Bernadino and Riverside counties, California to participate in special education, regional center, department of developmental services, health and human services, medical insurance and other fields of significance which directly affect our families.
5. To provide advocacy services to parents in need. This will soon include a day of Advocacy training in the Inland Empire, CA.
6. To have quarterly family field trips with trained helpers available. All events are open to all regardless of severity of disability/special needs or non disability! We encourage inclusion!
We have available currently a monthly "bouncer" event in Rancho Cucamonga, CA open to all!
7. To educate parents, physicians and the surrounding community of the potential environmental triggers which may hinder the healing of our children and our families.

Article II - Board of Directors

Section 2.01 Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 2.02. Number, Selection, and Tenure. The board shall consist of not less than three (3) directors. Each director shall hold office for a term of three (3) years. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration date of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director. Directors will elect their successors. The board of directors will elect successors of board members. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

Section 2.03. Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

Section 2.04. Regular Meetings. The Board of Directors shall hold at least 4 (4) regular meetings per calendar year. Meetings shall be such dates, times and places, as the Board shall determine.

Section 2.05. Special Meetings. Meetings shall be at such dates, times and places, as the Board shall determine.

Section 2.06. Notice. Meetings may be called by the Chairperson or at the request of any two (2) directors by notice emailed, mailed, telephoned, or telegraphed to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 2.07. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 2.08 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee to be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving a specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 2.09. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 2.10. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons, which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees; establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

Section 2.11. Nominating Committee. There shall be a Nominating Committee, composed of the President and at least two (2) other members of the Board of Directors. Each member of the committee shall have one (1) vote and decision shall be made by the majority.

Section 2.12. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.

ARTICLE III – AUTHORITY AND DUTIES OF OFFICERS

Section 3.01. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of President.

Section 3.02. Appointment of Office. The officers of the Corporation shall be elected by the Board of Directors at a regular meeting of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, but shall not exceed three (3) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary of the Board of a written notification.

Section 3.04 Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 2.08 whenever the Board's judgment the best interest of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3.05. President. The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and

shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 3.06. The Vice-President shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

Section 3.07. The Secretary shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The Secretary shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 3.08. The Treasurer shall report to the Board of Directors at each regular meeting on the status of the Council's finances. The Treasurer will ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 3.09. Paid Staff. The Board of Directors may hire such paid staff, as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

ARTICLE IV- INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of his/her being or having been a member of the Board, officer, or employee of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights such as members of the Board, officer or employee is entitled.

ARTICLE V – ADVISORY BOARDS AND COMMITTEES

Section 5.01. Establishment. The Board of Directors may establish one or more Advisory Boards or Committees.

Section 5.02. Size, Duration, and Responsibilities. The size, duration and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

ARTICLE VI – FINANCIAL ADMINISTRATION

Section 6.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 – December 31 but may be changed by resolution of the Board of Directors.

Section 6.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officers or agent or agents of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 6.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents for the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 6.04. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested or reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE VII – BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE VIII – AMENDMENT OF THE BYLAWS

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These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 2.08.