

**UNANIMOUS WRITTEN CONSENT**

**OF**

**THE BOARD OF DIRECTORS**

**OF**

**CYDF USA, INC.**

**(A California Nonprofit Public Benefit Corporation)**

The undersigned, constituting all of the members of the Board of Directors of **CYDF USA, INC., A California Nonprofit Public Benefit Corporation** (the "Corporation"), hereby unanimously approve by written consent, as permitted by Section 5211(b) of the California Nonprofit Corporation Law, adoption of the following resolutions:

**ELECTION OF OFFICERS**

RESOLVED, that the following persons are elected as officers of the Corporation to serve until their successors are duly elected and qualified:

**Name /Officer**

Antonio M. Mendoza, President  
Elmer V. Bonifacio, Vice President  
Lourdes David-Tanquilut, Treasurer  
Easter Marie M. Serrano, Secretary

**BYLAWS**

WHEREAS, the directors of this corporation have not yet adopted any bylaws for the corporation; and

WHEREAS, the best interests of this corporation will be served by the adoption of bylaws;

THEREFORE, BE IT RESOLVED that the bylaws attached hereto are adopted as the bylaws of this corporation.

RESOLVED FURTHER that the secretary of this corporation is authorized and directed to execute a certificate of the adoption of those bylaws and to insert those bylaws as so certified in the book of minutes of this corporation, and to see that a copy of the bylaws, similarly certified, is kept at the principal office for the transaction of business of this corporation.

## **AGENT FOR SERVICE OF PROCESS**

RESOLVED, that **ANTONIO M. MENDOZA**, named in the Articles of Incorporation as this Corporation's agent for service of process, be confirmed as such until his successor is duly appointed.

## **CORPORATE SEAL AND MINUTE BOOK**

RESOLVED, that the Secretary is authorized but not required to adopt a corporate seal, consisting of a circle having on its circumference the name of the corporation, and the words and figures, "INCORPORATED", the date of incorporation and "CALIFORNIA"; and

RESOLVED FURTHER, that a minute book to be established by the Secretary be and hereby is adopted as the form of minute book of the Corporation.

## **BANK ACCOUNTS AND INVESTMENTS**

RESOLVED, that the **President and Treasurer** of this Corporation, acting individually or jointly on behalf of the Corporation, are authorized to open such accounts and make such investment decisions as may be necessary or appropriate for the conduct of this Corporation's business, that all resolutions required by the depository institutions with respect to such accounts are hereby adopted, and that the Co-Chairperson or Treasurer of this Corporation is authorized to certify to any financial institution the adoption of the resolutions in the form used by that institution.

RESOLVED FURTHER, that checks of the Corporation shall be signed by either the Executive Director or Treasurer of this Corporation.

## **ACCOUNTING YEAR**

RESOLVED, that the Corporation hereby adopts a fiscal year ending **May 31st**.

## **STATEMENT BY DOMESTIC NONPROFIT CORPORATION**

RESOLVED, that any officer of the Corporation be and hereby is authorized and directed to prepare an annual information statement in compliance with Section 6210 of the California Nonprofit Corporation Law and submit it to the California Secretary of State for filing; and

RESOLVED FURTHER, that the Secretary of the Corporation is directed to insert a copy of that statement in the minute book following these minutes.

## PRINCIPAL OFFICE LOCATION

RESOLVED, that the **San Francisco County, California**, is designated and fixed as the county in which the principal office for the transaction of the business of this Corporation shall be located, unless and until changed by resolution of this board.

## EXEMPTIONS FROM FEDERAL AND STATE TAXES

The Board of Directors hereby authorizes and instructs **ANTONIO M. MENDOZA, acting as President** of the Corporation, to submit to the California Franchise Tax Board an application requesting that the corporation be exempt from payment of state corporate franchise and income taxes as a charitable organization under Section 23701(d) of the California Revenue and Taxation Code.

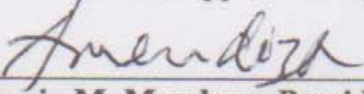
The Board of Directors hereby authorizes and instructs **ANTONIO M. MENDOZA, acting as President of the Corporation**, to submit to the Internal Revenue Service an application requesting that the corporation be exempt from payment of federal corporate income taxes as a charitable organization under Section 501(c)(3) of the Internal Revenue Code, and further that the corporation be awarded an advance ruling period by the Internal Revenue Service in regards the Corporation's foundation status.

## EMPLOYER IDENTIFICATION NUMBER

The Board of Directors hereby authorizes and instructs **ANTONIO M. MENDOZA, acting as President** of the Corporation, to secure an Employer Identification Number by preparing and submitting a Form SS-4 to the IRS. (**EIN: 42-1756180**)

This Consent may be executed in multiple counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one document.

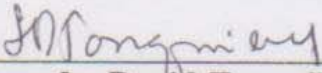
IN WITNESS WHEREOF, each of the undersigned has executed this Consent on the date set forth opposite his or her name below.

  
\_\_\_\_\_  
**Antonio M. Mendoza, President**

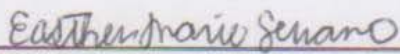
Dated: April 29, 2008

N/A  
\_\_\_\_\_  
**Elmer V. Bonifacio, Vice President - Deceased**

Dated: \_\_\_\_\_

  
\_\_\_\_\_  
**Lourdes David-Tanquilut, Treasurer**

Dated: April 29, 2008

  
\_\_\_\_\_  
**Easter Marie M. Serrano, Secretary**

Dated: May 1, 2008

  
\_\_\_\_\_  
**Genesis S. Cruz, Member**

Dated: May 1, 2008