

**WAIVER OF NOTICE AND CONSENT TO HOLDING
OF FIRST MEETING OF INCORPORATOR AND DIRECTORS**

OF

**LAS POSITAS COLLEGE
VITICULTURE & ENOLOGY FOUNDATION
A California Nonprofit Public Benefit Corporation**

The undersigned, being the Incorporator named in the Articles of Incorporation of the above named California Corporation duly formed by the filing of said Articles of Incorporation in the office of the California Secretary of State, and desiring to hold the first meeting of the Incorporator and the Directors of said Corporation for the purpose of completing the organization of its affairs, HEREBY WAIVES NOTICE OF SAID MEETING AND CONSENTS to the holding thereof at 3000 Campus Hill Drive, Livermore, California on April 19, 2018, for the purpose of adopting Bylaws, electing officers, adopting a form of corporate seal, transacting such other business as may be brought before the meeting; and does hereby further agree that any business transacted at said meeting shall be as valid and legal and of the same force and effect as though said meeting were held after notice duly given.

DATED: April 19, 2018


David Everett
Incorporator

**MINUTES OF THE FIRST ORGANIZATIONAL
MEETING OF THE INCORPORATOR
AND DIRECTORS**

OF

**LAS POSITAS COLLEGE
VITICULTURE & ENOLOGY FOUNDATION
A California Nonprofit Public Benefit Corporation**

David Everett, being the Incorporator named in the Articles of Incorporation of the above named Corporation, duly formed by the filing of said Articles of Incorporation in the office of the California Secretary of State, hereby resigns as Incorporator, however, the members desire to hold the first organizational meeting for the purpose of completing the organization of its affairs, in accordance with the powers conferred upon Incorporators by Section 210 of the General Corporation Law, held such meeting at 3000 Campus Hill Drive, Livermore, California on April 19, 2018, at 4:00 p.m.

Present at this session of the meeting were David Everett, Meredith Sarboraria, Norman Petermeier, Neal Ely, Nan Ho, Roanna Bennie, and Diane Brady.

On motion by the Incorporator, David Everett was elected temporary Chairman, and Neal Ely was elected temporary Secretary of the meeting.

ARTICLES OF INCORPORATION FILED

Temporary Chairman Everett stated that the original Articles of Incorporation had been filed in the office of the California Secretary of State as official file number 4146476 on April 13, 2018.

Temporary Chairman Everett next presented to the meeting a certified copy of the Articles of Incorporation and the temporary Secretary was directed to insert it in the Book of Minutes of the corporation.

BYLAWS

The matter of the adoption of Bylaws for the regulation of the affairs of the Corporation was next considered. Temporary Chairman Everett presented to the meeting a form of Bylaws which were duly considered and discussed. On motion duly made by the Temporary Chairman Everett, Seconded by Temporary Secretary Ely, the following resolutions were adopted:

RESOLVED: That the Bylaws presented to this meeting and discussed thereat be, and the same hereby are, adopted as and for the Bylaws of the Corporation.

RESOLVED FURTHER: That the temporary Secretary be and hereby is authorized and directed to execute a certificate of the adoption of said Bylaws and to insert said Bylaws as so certified in the Book of Minutes of the Corporation, and to see that a copy of said Bylaws, similarly certified, is kept at the principal office for the transaction of business of the Corporation, in accordance with Section 213 of the California Corporations Code.

Ayes: 7

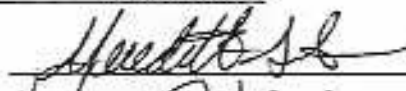
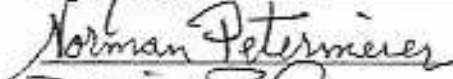
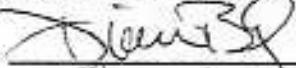
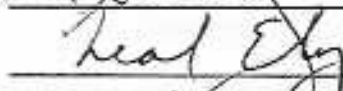

Noes: 0

Abstentions: 0

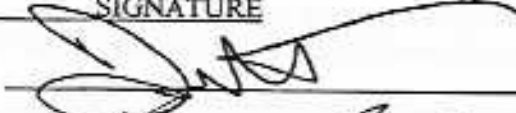

ELECTION OF DIRECTORS

Temporary Chairman Everett stated that the Bylaws adopted by the Corporation provide that there shall be not less than three (3) Directors and not more than eleven (11).

Temporary Chairman Everett thereupon recognized the Incorporator who, upon his own motion, appointed the following persons as the first At Large Directors of the Corporation to serve until successors are duly elected pursuant to the Bylaws, or until resignation or removal, as the case may be, and effective upon their acceptance of their position, to exercise the powers of further organization and direction of the Corporation. Each of the newly elected At Large Directors signified their acceptance by executing these minutes where indicated.

<u>DIRECTOR</u>	<u>TERM ENDING</u>	<u>SIGNATURE</u>
Meredith Sarboraria	4/18/2019	
Norman Petermeier	4/18/2020	
Diane Brady	4/18/2020	
Neal Ely	4/18/2021	
Nan Ho	4/18/2021	

Temporary Chairman Everett noted that Article III, Section 3 of the Bylaws provides for two (2) ex-officio members of the Board of Directors and that **David Everett** would serve in his capacity as Wine and Viticulture Program Director of Las Positas College; that **Roanna Bennie** would serve in her capacity as President of Las Positas College. Each of the newly elected ex-officio Directors shall signify their acceptance by executing these minutes where indicated.

<u>DIRECTOR</u>	<u>TERM ENDING</u>	<u>SIGNATURE</u>
David Everett	n/a	
Roanna Bennie	n/a	

RESIGNATION OF THE INCORPORATOR

Incorporator Everett, having completed the necessary steps in organizing the Corporation, submitted his resignation prior to holding the first meeting of the corporation.

Temporary Chairman Everett confirmed that Incorporator Everett's tasks had been accomplished and upon a motion duly made by Director Ely seconded by Director Petermeier, said resignation was accepted by the Board.

Ayes: 7
 Noes: 0
 Abstentions: 0

ELECTION OF OFFICERS

The meeting then proceeded to the election of officers. Upon nominations and a motion duly made by Director Ho and seconded by Director Brady, the following persons were duly elected to the offices indicated:

President:	David Everett
Vice-President:	Meredith Sarboraria
Treasurer:	Norman Petermeier
Secretary:	Neal Ely

Each officer so elected being present accepted his or her office, and thereafter, the President presided at the meeting and the Secretary acted as the Secretary of the meeting.

Ayes: 7
 Noes: 0
 Abstentions: 0

ORGANIZATIONAL EXPENSE

President Everett next suggested the Corporation provide for the payment of expenses of

incorporation and organization of the Corporation. Thereafter, upon a motion duly made by Director Bennie and seconded by Director Ely, said payment of organizational expenses was accepted by the Board and the following resolution adopted:

RESOLVED: That the Treasurer of the Corporation be and hereby is authorized and directed to pay the expenses of incorporation and organization of the Corporation.

Ayes: 7
Noes: 0
Abstentions: 0

ACCOUNTING YEAR

President Everett next suggested that the meeting consider the adoption of an accounting year, either fiscal or calendar, so that the Franchise Tax Board and Internal Revenue Service could be notified thereof. President Everett also suggested that the Corporation apply for State and Federal tax identification numbers. Thereafter, upon a motion duly made by Director Ho and seconded by Director Sarboraria, the following resolutions were adopted by the Board.

RESOLVED: That this Corporation adopt a fiscal accounting year beginning July 1 and ending June 30.

RESOLVED FURTHER: That the Treasurer of the Corporation is authorized and instructed to apply for and obtain State and Federal taxpayer identification numbers for the corporation.

Ayes: 7
Noes: 0
Abstentions: 0

EXEMPTION FROM TAXES

President Everett next advised the meeting that the Corporation needs to obtain a ruling from the California State Franchise Tax Board declaring it to be exempt from state franchise taxes pursuant to Revenue and Taxation Code Section 23701d. President Everett suggested that the Corporation should apply for a similar ruling from the Internal Revenue Service pursuant to Internal Revenue Code Section 501(c)(3). Thereafter, upon a motion duly made by Director Bennie and seconded by Director Brady, the following resolution was adopted by the Board:

RESOLVED: That the Treasurer of the Corporation is authorized and instructed to prepare, submit and obtain a ruling on the exempt organization status of the Corporation from the Internal Revenue Service pursuant to Internal Revenue Code Section 501(c)(3) with the assistance of tax consultants.

Ayes: 7
Noes: 0
Abstentions: 0

PRINCIPAL OFFICE LOCATION

In order to fix the principal office of the Corporation for the transaction of the business of the Corporation the following resolution was adopted by the Board, upon a motion duly made by Director Ely and seconded by Director Petermeier:

RESOLVED: That 3000 Campus Hill Drive, Livermore, California be and the same hereby is designated and fixed as the principal executive office of the Corporation for the transaction of the business of the Corporation in the State of California.

Ayes: 7
Noes: 0
Abstentions: 0

AUTHORIZATION TO CONTRACT

To authorize certain Directors to contract and obligate the Corporation, in the ordinary course of business, the following resolution was adopted by the Board upon a motion duly made by Director Ho and seconded by Director Bennie.

RESOLVED: That the President of Las Positas College and the Wine and Viticulture Program Director are authorized to sign contracts and obligations on behalf of the Corporation.

Ayes: 7
Noes: 0
Abstentions: 0

OFFICERS AUTHORIZED TO APPLY FOR GRANTS, RECEIVE AND MANAGE FUNDING, PROPERTY, AND GIFTS

To authorize the officers to apply for grants, receive funding, property and gifts, the following resolution was adopted by the Board upon a motion duly made by Director Everett and seconded by Director Sarboraria.

RESOLVED: That each of the Corporation's officers or their designees are authorized to apply for grants, receive funds, property and gifts of any kind to promote the purposes of the Corporation.

Ayes: 6
Noes: 0
Abstentions: 1 (Brady)

MASTER OPERATING AGREEMENT

Secretary Ely next presented to the meeting the form of a Master Operating Agreement necessary for the Corporation to operate certain facilities on the Livermore campus of Las Positas College and function as an auxiliary corporation of Las Positas College

After a full discussion and upon a motion duly made by Director Ely and seconded by Director Petermeier, the following resolutions were adopted by the Board.

RESOLVED: That the Corporation's President is authorized to execute the Master Operating Agreement with Las Positas College in the form attached to these minutes in order to properly function as an auxiliary corporation and to operate the Livermore campus' vineyard and winemaking facilities, subject to changes recommended by the College's legal counsel.

RESOLVED FURTHER: That the Secretary of the Corporation is instructed to place a true and correct copy thereof in the Book of Minutes of the Corporation immediately following the minutes of this meeting.

Ayes: 6
Noes: 0
Abstentions: 0

BANK RESOLUTION

To provide for a depository for the funds of the Corporation and to authorize certain officers to deal with the corporate funds, the following resolutions were duly adopted upon a motion made by Director Everett and seconded by Director Brady, the following resolution was adopted by the Board.

RESOLVED: That this Corporation open an account or accounts with a bank located in Alameda County as selected by the officers of the Corporation.

RESOLVED FURTHER: That until such authority is revoked by sealed notification to said financial institution of such action by the Board of Directors of this Corporation, the then current President of Las Positas College and the Vice President of Business are the two persons acting jointly, authorized to execute checks and other items for and on behalf of the Corporation with respect to such financial institution. The Board acknowledges that **Roanna Bennie** is the current President of Las Positas College and **Diane Brady** is the current Vice President of Business.

Ayes: 6
Noes: 0
Abstentions: 0

STATEMENT BY DOMESTIC NONPROFIT CORPORATION

Secretary Ely next presented to the meeting a filed Statement by Domestic Nonprofit Corporation advising the meeting that it is a form required to be filed annually which specifies:

- (a) The names and addresses of the Corporation's officers.
- (b) The address of the Corporation's principal office, and
- (c) The name and address of the Corporation's agent for service of process.

After a full discussion and upon a motion duly made by Director Bennie and seconded by Director Ely, the following resolutions were adopted by the Board.

RESOLVED: That Corporation approves the Statement of Information.

RESOLVED FURTHER: That the Secretary of the Corporation is instructed to place a true and correct copy thereof in the Book of Minutes of the Corporation immediately following the minutes of this meeting.

Ayes: 6
Noes: 0
Abstentions: 0

APPLICATION FOR EMPLOYER IDENTIFICATION NUMBER

Secretary Ely next presented to the meeting a filed Application for Employer Identification Number advising the meeting that it is a form required to be filed to obtain a taxpayer identification with the Internal Revenue Service for the Corporation:

After a full discussion and upon a motion duly made by Director Sarboraria and seconded by Director Petermeier, the following resolutions were adopted by the Board.

RESOLVED: That Corporation approves the Application for Employer Identification Number.

RESOLVED FURTHER: That the Secretary of the Corporation is instructed to place a true and correct copy thereof in the Book of Minutes of the Corporation immediately following the minutes of this meeting.

Ayes: 6
Noes: 0
Abstentions: 0

LICENSING

In order to obtain the appropriate licenses to act as a bonded winery under California and Federal law, the following resolution was duly adopted by the Board upon a motion duly made by Director Ely and seconded by Director Petermeier, the following resolution was adopted by the Board.

RESOLVED, that the Officers are authorized and instructed to do all things necessary and proper to apply and obtain on behalf of the Corporation all licenses and permits to do business in California as a bonded winery.

Ayes: 6
Noes: 0
Abstentions: 0

SIGNING AUTHORITY FOR LICENSING

In order to authorize execution of documents submitted on the Corporation's behalf to various government agencies to obtain licensing as a bonded winery, the following resolution was duly adopted by the Board upon a motion duly made by Director Bennie and seconded by Director Brady, the following resolution was adopted by the Board.

RESOLVED, each Director and Officer of the Corporation is authorized to sign, or to appoint a person authorized to sign, all documents unless otherwise specified, submitted on the Company's behalf to the Federal Alcohol and Tobacco Tax and Trade Bureau, the California Alcohol Beverage Control Department, the California Department of Food and Agriculture, the California Board of Equalization, the Federal Food and Drug Administration, and any other government agencies, as may be necessary to be licensed as a bonded winery.

Ayes: 6
Noes: 0
Abstentions: 0

POWER OF ATTORNEY

In order to authorize Brian F. Simas to be the true and lawful attorneys in fact for the Corporation and in their names to execute all applications, notices, bonds, and other instruments, claims, offers in compromise, letters, writings, and papers, and to do all acts for them in dealing with the Alcohol and Tobacco Tax and Trade Bureau, the following resolution was duly adopted by the Board upon a motion duly made by Director Ely and seconded by Director Bennie, the following resolution

was adopted by the Board.

RESOLVED, Brian F. Simas is appointed the true and lawful attorney in fact for the Company and in his name to execute all applications, notices, bonds, and other instruments, claims, offers in compromise, letters, writings, and papers, and to do all acts for the Company in dealing with the Alcohol and Tobacco Tax and Trade Bureau, and authorizes the said attorneys in fact to receive on the Company's behalf any and all notices, papers and letters from the said Bureau in connection with all such matters, hereby giving and granting the said attorney in fact full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises, with full power of substitution and revocation, hereby ratifying and confirming all that said attorney shall lawfully do or cause to be done by virtue hereof. Further, that said attorney shall have the power to execute and revoke powers of attorney conferring like powers, in whole or in part.

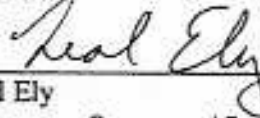
Ayes: 6

Noes: 0

Abstentions: 0

ADJOURNMENT

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.



Neal Ely
Temporary Secretary / Secretary

Attest:



David Everett
Temporary Chairman / President