

S.K. SEYMOUR, LLC
1776 BROADWAY
OAKLAND, CALIFORNIA 94612

April 12, 2012

Mr. Arturo Sanchez
Deputy City Administrator
City Hall
Oakland, California 94612

Dear Mr. Sanchez:

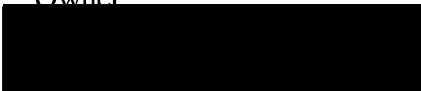
I hereby request that the city approve Oakland Community Partners, a nonprofit corporation run by my former employees, to assume the medical cannabis dispensary permit of Coffeeshop Blue Sky, to continue operating it in that name.

Sincerely,

 4/12/12

Richard Lee

Owner





State of California

Secretary of State

L

STATEMENT OF INFORMATION (Limited Liability Company)

Filing Fee \$20.00. If amendment, see instructions.

IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. LIMITED LIABILITY COMPANY NAME (Please do not alter if name is preprinted.)

200602810173
S.K. SEYMOUR, LLC
1624 FRANKLIN 504
OAKLAND CA 94612

This Space For Filing Use Only

DUE DATE: 01/31/2008

FILE NUMBER AND STATE OR PLACE OF ORGANIZATION

2. SECRETARY OF STATE FILE NUMBER

200602810173

3. STATE OR PLACE OF ORGANIZATION

CA

NO CHANGE STATEMENT



If there has been no change in any of the information contained in the last Statement of Information filed with the Secretary of State, check the box and proceed to Item 13.

If there have been any changes to the information contained in the last Statement of Information filed, or no Statement of Information has been previously filed, this form must be completed in its entirety.

COMPLETE ADDRESSES FOR THE FOLLOWING (Do not abbreviate the name of the city. Items 4 and 5 cannot be P.O. Boxes.)

4. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE

CITY AND STATE

ZIP CODE

5. CALIFORNIA OFFICE WHERE RECORDS ARE MAINTAINED (DOMESTIC ONLY)

CITY

STATE

ZIP CODE

CA

NAME AND COMPLETE ADDRESS OF THE CHIEF EXECUTIVE OFFICER, IF ANY

6. NAME

ADDRESS

CITY AND STATE

ZIP CODE

NAME AND COMPLETE ADDRESS OF ANY MANAGER OR MANAGERS, OR IF NONE HAVE BEEN APPOINTED OR ELECTED, PROVIDE THE NAME AND ADDRESS OF EACH MEMBER (Attach additional pages, if necessary.)

7. NAME

ADDRESS

CITY AND STATE

ZIP CODE

8. NAME

ADDRESS

CITY AND STATE

ZIP CODE

9. NAME

ADDRESS

CITY AND STATE

ZIP CODE

AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and Item 11 must be completed with a California address. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 11 must be left blank.)

10. NAME OF AGENT FOR SERVICE OF PROCESS

11. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL

CITY

STATE

ZIP CODE

CA

TYPE OF BUSINESS

12. DESCRIBE THE TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY

13. THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT.

RICHARD LEE

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

SIGNATURE

TITLE

DATE

LLC-12R (REV 07/2006)

APPROVED BY SECRETARY OF STATE



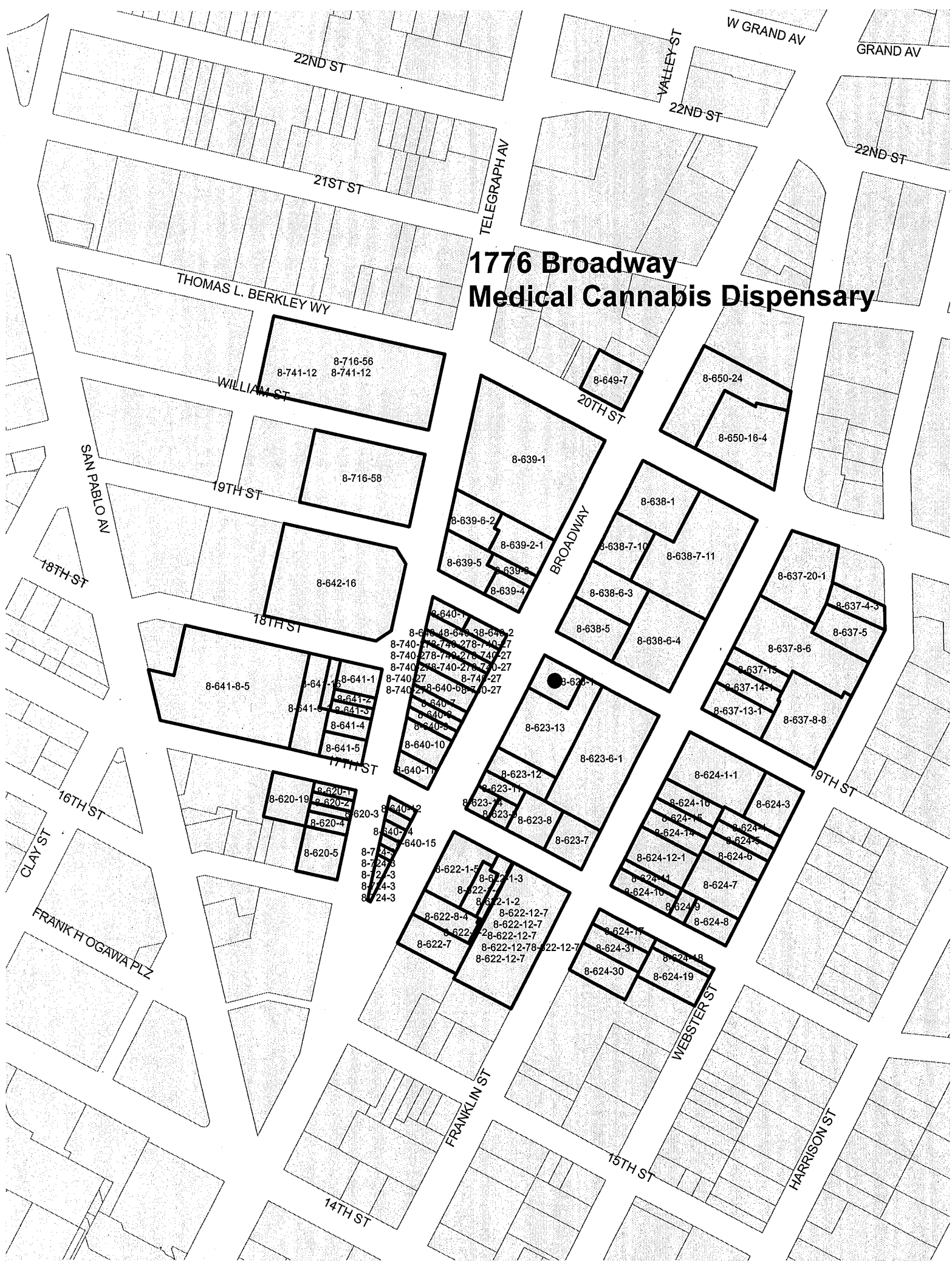
MEDICAL CANNABIS DISPENSARY
INFORMATION
(PLEASE PRINT)

Today's date:		City ID #
DISPENSARY INFORMATION:		
Legal name under which the Dispensary will be operating: OAKLAND COMMUNITY PARTNERS		
Federal Tax ID#: 45-5036368	State Employer ID#:	
Corp/LLC/LLP# (if applicable):		
Physical address of proposed Dispensary location (P.O. Box will not satisfy this requirement): 1776 Broadway OAKLAND, CA. 94612		
Physical description (e.g. one story commercial building) of proposed Dispensary location: 1776		
Property Owner Name: Ted Dancy	Property Owner Telephone Number: 510.832.5199	
Property Owner Address: 1305 FRANKLIN OAK. CA.		
Assessor Parcel Number:	Zoning District:	
CHECK ONE: With regard to the above property, the Dispensary applicant:		
☐ Owns	☐ Has signed Lease on (date) _____	☒ Has option to lease
Onsite Telephone Number (if one already exists):		
FAX Number (if one already exists):		

List information for person authorized to accept Service of Process on behalf of the Dispensary:

Name: PARACORP INCORPORATED		
Address (PO Box(es) will not satisfy this requirement): 2804 GATEWAY OAKS DRIVE,		
Phone Number(s) where person can be reached 24 hours a day:		
Home:	Cell: 415.205.7450	Work:

**1776 Broadway
Medical Cannabis Dispensary**

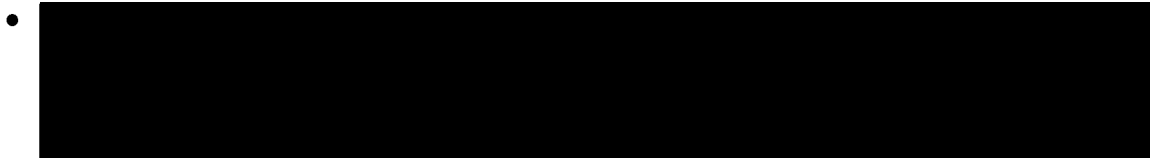
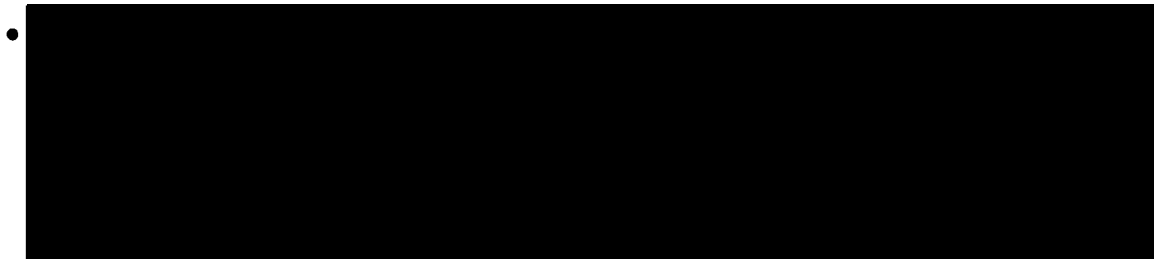


Oakland Community Partnership Security Overview

The OCP is committed to providing our clients and staff with a safe and secure service facility. Human life, public safety and security are paramount in providing our services. In order to fulfill this commitment, the development of a comprehensive security plan ensued.

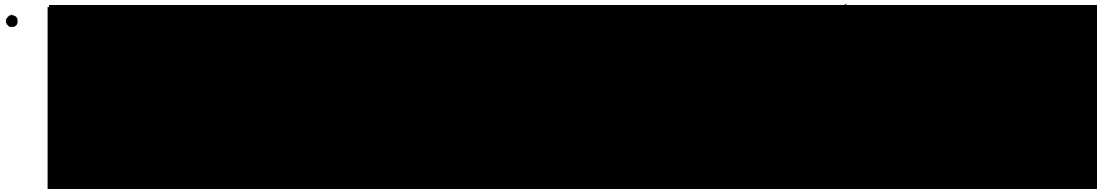
The OCP facility incorporates a multi-faceted security plan, which includes the following:

- A comprehensive Risk, Mitigation and Response Protocol, carefully developed to ensure clients and staff thrive in a safe and secure environment. Re-evaluation of facility protocols is constant and updated as necessary.



- A state of the art card key system, programed for specific staff access to authorized areas of the facility. The issuance of card keys to each staff person ensures electronic access only to authorized secure areas, while providing digital evidence of the cards use for future review. Deactivation of the card keys is immediate, when authorized by facility management.

- A hand-held radio system ensures constant communications between management, staff and security personnel.



Michael Glen Investigations

Phone: (925) 787-2489 • E-Mail: MGInvestigations@Comcast.net

June 11, 2012

To whom it may concern,

On June 7th 2012, I was retained by the Oakland Community Partnership (OCP) to conduct an investigative review of their current security plan and provide a critical incident protocol. In preparing this review, current and proposed business operations for the OCP including, renovations and the present site were taken into consideration, along with perceived/anticipated risks relative to product and currency.

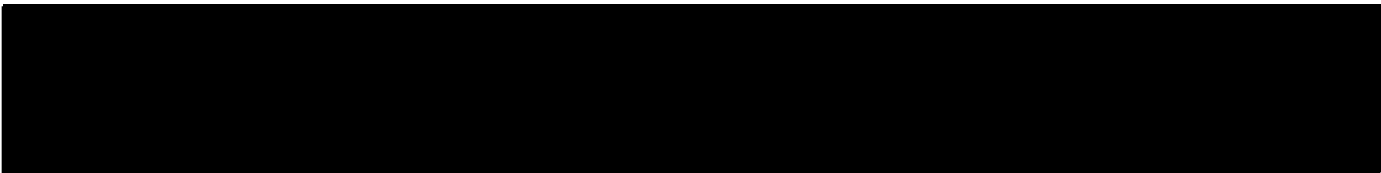
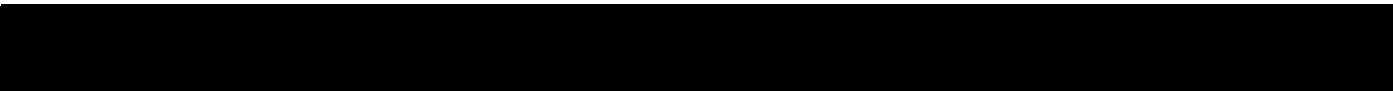
The Oakland Community Partnership (OCP) currently provides medical cannabis services to qualified clients from their facility at 1776 Broadway in Oakland California, which recently was the home of the Oaksterdam Museum. Upon meeting with the representative of the OCP, Timothy Sherwood, I conducted an inspection of the site in his presence.

The front double doors of the facility are currently locked and not utilized for customers. These doors have large glass windows on both sides, affording a wide view of the facility from the outside and a good view of the intersection of 19th and Broadway from the inside.



The OCP only admits clients who have a current doctor's recommendation and a valid California ID card.

OCP representatives currently have a uniformed armed guard at the rear entrance during regular business hours.



[REDACTED]

[REDACTED]

[REDACTED]

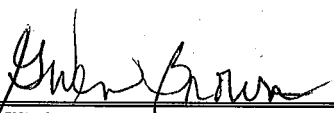
According to the OCP representatives, the facility will soon be renovated with the following changes:

[REDACTED]

CERTIFICATE OF MAIL DEPOSIT FOR PUBLIC NOTICES

I certify that on May 8, 2012 the notices called under the Oakland Zoning and Subdivision Regulations for the following cases were placed into the U.S. Mail system:

<i>CASE FILE NO:</i>	<i>STREET ADDRESS:</i>
1.	1776 BROADWAY
2.	
3.	
4.	
5.	
6.	
7.	
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11.	
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13.	
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15.	
16.	
17.	
18.	
19.	
20.	


(NAME OF PERSON PLACING NOTICES IN MAIL)

5/8/12
(DATE)

**MEDICAL CANNABIS DISPENSARY****INFORMATION**

(PLEASE PRINT)

District 3
4x

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Property Owner Address: 1305 Franklin OAK. CA.			
Assessor Parcel Number:		Zoning District:	
CHECK ONE: With regard to the above property, the Dispensary applicant:			
☐ Owns		☐ Has signed Lease on (date) _____	
		☒ Has option to lease	
Onsite Telephone Number (if one already exists):			
FAX Number (if one already exists):			

List information for person authorized to accept Service of Process on behalf of the Dispensary:

Name: PARACORP INCORPORATED		
Address (PO Box(es) will not satisfy this requirement): 2804 GATEWAY OAKS DRIVE,		
Phone Number(s) where person can be reached 24 hours a day:		
Home:	Cell: 415.205.7450	Work:



CARRY

MEDICAL CANNABIS DISPENSARY REGISTRATION FORM OWNER / MANAGER INFORMATION (PLEASE PRINT)

To be completed for each owner and manager—(as defined under Chapter 5.80 of the Oakland Municipal Code)

Today's date: <u>4-17-12</u>		City ID #:	
PARTNER/OWNER/MANAGER INFORMATION			
Last Name: <u>RICHARDS</u>		First: <u>LARRY</u>	Middle: <u>Michael</u>
Alias(es):		Date of Birth: [REDACTED]	
Height: <u>6'4"</u>	Weight: <u>210</u>	Hair: <u>gray</u>	Eyes: <u>Blue</u>
Mailing Address:		Gender: <u>MALE</u>	
Residence Address (P.O. Box will not satisfy this requirement): [REDACTED]			
City: [REDACTED]		State: <u>CA</u>	Zip Code: [REDACTED]
Telephone number(s) (where individual can be reached 24 hrs a day): [REDACTED]			
California DL/ID Number: [REDACTED]		Other Government Photo ID Number (if applicable):	
*Attach copy of a valid government issued photo identification card of license			

RESIDENCE HISTORY

If at above residence is less than ten (10) years, list prior residence addresses you have had for the past ten (10) years. Attach additional pages if necessary.

Number and Street Name: [REDACTED]			
City: [REDACTED]	State: <u>CA</u>	Zip: [REDACTED]	
Length of Stay: <u>6 years</u>			
Contact Person:		Phone:	

Number and Street Name: [REDACTED]			
City: [REDACTED]	State: <u>CA</u>	Zip: [REDACTED]	
Length of Stay: <u>8 years</u>			
Contact Person:		Phone:	

Number and Street Name:			
City:	State:	Zip:	
Length of Stay:			
Contact Person:		Phone:	

EMPLOYMENT HISTORY

Beginning with your current employment, list your work history for the previous ten (10) years. Attach a separate sheet of paper to complete your list if necessary.

Company Name: S.K. Seymour LLC DBA Coffeeshop Blue Sky		
Address: P.O. Box 1168		
City: Oakland	State: CA	Zip: 94605
Phone Number: 510-489-9346	Supervisor/Contact Name: Richard Lee	
Dates of Employment: 2-25-02 to 4-2-12		
Description of Job Duties: General Manager		
Reason Left Employment? Business closed		

Company Name:		
Address:		
City:	State:	Zip:
Phone Number:	Supervisor/Contact Name:	
Dates of Employment:		
Description of Job Duties:		
Reason Left Employment?		

Company Name:		
Address:		
City:	State:	Zip:
Phone Number:	Supervisor/Contact Name:	
Dates of Employment:		
Description of Job Duties:		
Reason Left Employment?		

CRIMINAL HISTORY

List all criminal convictions, other than infraction traffic violations, the jurisdiction of the conviction, and the circumstances thereof. Attach additional pages if necessary.

Crime:	Date of Crime:
Jurisdiction:	
Circumstances:	

Crime:	Date of Crime:
Jurisdiction:	
Circumstances:	

Crime:	Date of Crime:
Jurisdiction:	
Circumstances:	

COLLECTIVE HISTORY

Using a separate sheet of paper, provide a detailed explanation of your involvement with any other Collective.

This includes, but not limited to: the name and address of the collective; the capacity in which you were involved with the collective; whether the collective is or was the subject of any criminal investigation or prosecution, civil investigation, administrative action or civil lawsuit; whether you or the collective with which you are or were associated has ever been denied, or is in the process of being denied, registration, a permit, a license or any other authorization to operate in any other city, county or state; and whether you or the collective with which you are or were associated has ever had a registration, license, permit or any other authorization to operate in any other city, county or state suspended or revoked, and the reasons therefore.



Cyrus

MEDICAL CANNABIS DISPENSARY
REGISTRATION FORM
OWNER / MANAGER INFORMATION
(PLEASE PRINT)

To be completed for each owner and manager—(as defined under Chapter 5.80 of the Oakland Municipal Code)

Today's date:		City ID #:	
PARTNER/OWNER/MANAGER INFORMATION			
Last Name: Saghebi		First: Cyrus	
Alias(es):		Middle:	
Date of Birth:			
Height: 5'11	Weight: 239	Hair: Brown	Eyes: Brown
Gender: M			
Mailing Address:			
Residence Address (P.O. Box will not satisfy this requirement):			
City:		State: CA	Zip Code:
Telephone number(s) (where individual can be reached 24 hrs a day):			
California DL/ID Number:		Other Government Photo ID Number (if applicable):	
*Attach copy of a valid government issued photo identification card of license			

RESIDENCE HISTORY
If at above residence is less than ten (10) years, list prior residence addresses you have had for the past ten (10) years. Attach additional pages if necessary.

Number and Street Name:			
City:	State: CA	Zip:	
Length of Stay: 5 months			
Contact Person:		Phone:	

Number and Street Name:			
City:	State: CA	Zip:	
Length of Stay: 2 years			
Contact Person: George Newkirk		Phone: 510-418-8332	

Number and Street Name:			
City:	State: CA	Zip:	
Length of Stay: 2 years			
Contact Person: N/A foreclosed on landlord		Phone: N/A	

EMPLOYMENT HISTORY

Beginning with you current employment, list your work history for the previous ten (10) years. Attach a separate sheet of paper to complete your list if necessary.

Company Name: ^{DBA} Blue Sky Coffee shop, SK Seymour, LLC		
Address: 1734 Broadway		
City: Oakland	State: CA	Zip: 94612
Phone Number: 510 459 7346	Supervisor/Contact Name: Richard Lee	
Dates of Employment: 10/2001		
Description of Job Duties:		
Reason Left Employment? Dea Raid		

Company Name: 420 CC		
Address: N/A		
City: Los Angeles	State: CA	Zip: 90035
Phone Number: N/A Closed	Supervisor/Contact Name: N/A	
Dates of Employment: 2007		
Description of Job Duties: Owner		
Reason Left Employment? Landlord Pressure		

Company Name:		
Address:		
City:	State:	Zip:
Phone Number:	Supervisor/Contact Name:	
Dates of Employment:		
Description of Job Duties:		
Reason Left Employment?		

CRIMINAL HISTORY

List all criminal convictions, other than infraction traffic violations, the jurisdiction of the conviction, and the circumstances thereof. Attach additional pages if necessary.

Crime:	Date of Crime:
Jurisdiction:	
Circumstances:	

Crime:

Date of Crime:

Jurisdiction:

Circumstances:

Crime:

Date of Crime:

Jurisdiction:

Circumstances:

COLLECTIVE HISTORY

Using a separate sheet of paper, provide a detailed explanation of your involvement with any other Collective.

This includes, but not limited to: the name and address of the collective; the capacity in which you were involved with the collective; whether the collective is or was the subject of any criminal investigation or prosecution, civil investigation, administrative action or civil lawsuit; whether you or the collective with which you are or were associated has ever been denied, or is in the process of being denied, registration, a permit, a license or any other authorization to operate in any other city, county or state; and whether you or the collective with which you are or were associated has ever had a registration, license, permit or any other authorization to operate in any other city, county or state suspended or revoked, and the reasons therefore.



MEDICAL CANNABIS DISPENSARY
REGISTRATION FORM
OWNER / MANAGER INFORMATION
(PLEASE PRINT)

To be completed for each owner and manager—(as defined under Chapter 5.80 of the Oakland Municipal Code)

Today's date:		City ID #:	
PARTNER/OWNER/MANAGER INFORMATION			
Last Name: <u>SHERWOOD</u>		First: <u>Timothy</u>	Middle: <u>C</u>
Alias(es):		Date of Birth: [REDACTED]	
Height: <u>6'2</u>	Weight: <u>185</u>	Hair: <u>Br.</u>	Eyes: <u>Br.</u> Gender: <u>M</u>
Mailing Address:			
Residence Address (P.O. Box will not satisfy this requirement) [REDACTED]			
City: [REDACTED]		State: <u>CA</u>	Zip Code: [REDACTED]
Telephone number(s) (where individual can be reached 24 hrs a day) [REDACTED]			
California DL/ID Number: [REDACTED]		Other Government Photo ID Number (if applicable):	
*Attach copy of a valid government issued photo identification card of license			

RESIDENCE HISTORY

If at above residence is less than ten (10) years, list prior residence addresses you have had for the past ten (10) years. Attach additional pages if necessary.

Number and Street Name: [REDACTED]			
City: [REDACTED]	State: <u>CA</u>	Zip: [REDACTED]	
Length of Stay: <u>6 yrs.</u>			
Contact Person: <u>myself</u>		Phone: [REDACTED]	
Number and Street Name: [REDACTED]			
City: [REDACTED]	State: <u>CA</u>	Zip: [REDACTED]	
Length of Stay: <u>4 yrs</u>			
Contact Person: <u>?</u>		Phone:	
Number and Street Name:			
City:	State:	Zip:	
Length of Stay:			
Contact Person:		Phone:	

EMPLOYMENT HISTORY

Beginning with your current employment, list your work history for the previous ten (10) years. Attach a separate sheet of paper to complete your list if necessary.

Company Name: SK Seymour, LLC DBA Coffeeshop Blue Sky		
Address: 1731 Broadway		
City: OAKLAND	State: CA	Zip: 94612
Phone Number: 510.459.9346	Supervisor/Contact Name: RICHARD LEE	
Dates of Employment: 11.24.02 ~ 4.2.12		
Description of Job Duties: GENERAL MANAGER, Product Buyer		
Reason Left Employment? CLOSED		

Company Name:		
Address:		
City:	State:	Zip:
Phone Number:	Supervisor/Contact Name:	
Dates of Employment:		
Description of Job Duties:		
Reason Left Employment?		

Company Name:		
Address:		
City:	State:	Zip:
Phone Number:	Supervisor/Contact Name:	
Dates of Employment:		
Description of Job Duties:		
Reason Left Employment?		

CRIMINAL HISTORY

List all criminal convictions, other than infraction traffic violations, the jurisdiction of the conviction, and the circumstances thereof. Attach additional pages if necessary.

Crime:	Date of Crime:
Jurisdiction:	
Circumstances:	

Crime:	Date of Crime:
Jurisdiction:	
Circumstances:	

Crime:	Date of Crime:
Jurisdiction:	
Circumstances:	

COLLECTIVE HISTORY
Using a separate sheet of paper, provide a detailed explanation of your involvement with any other Collective. This includes, but not limited to: the name and address of the collective; the capacity in which you were involved with the collective; whether the collective is or was the subject of any criminal investigation or prosecution, civil investigation, administrative action or civil lawsuit; whether you or the collective with which you are or were associated has ever been denied, or is in the process of being denied, registration, a permit, a license or any other authorization to operate in any other city, county or state; and whether you or the collective with which you are or were associated has ever had a registration, license, permit or any other authorization to operate in any other city, county or state suspended or revoked, and the reasons therefore.

BYLAWS
OF
OAKLAND COMMUNITY PARTNERS
A California Nonprofit Mutual Benefit Corporation

ARTICLE 1. OFFICES

Section 1.1. Principal Executive Office.

The Board of Directors shall fix the location of the principal executive office of the Corporation at any place within or outside the State of California.

Section 1.2. Other Offices.

Branch or subordinate offices may be established at any time and at any place by the Board of Directors.

ARTICLE 2. MEMBERS

Section 2.1. Classification of Members.

The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The Corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of non-voting members; the class or classes shall have such rights and obligations as the Board finds appropriate.

Section 2.2. Effect of No Voting Members.

Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights that would otherwise vest under the Nonprofit Corporation Law in the members shall vest in the Directors.

ARTICLE 3. DIRECTORS

Section 3.1. Number. Residency.

The Corporation shall have no fewer than one nor more than eleven Directors, with the exact number of Directors to be fixed by a resolution adopted by the Board of Directors. Collectively Directors shall be known as the Board of Directors.

Section 3.2. Terms of Office.

Each Director shall hold office for life until the earlier of death, resignation, or removal of such Director.

Section 3.3. Nomination.

Any natural person may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Section 3.4. Election.

The Directors shall be elected at meetings of the Board of Directors or as prescribed in Section 3.7 of these Bylaws. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each director may cast one vote.

Section 3.5. Compensation.

Directors and members of committees of the Board may be compensated for their services or reimbursed for expenses, as fixed or determined by resolution of the Board of Directors. This section shall not be construed to preclude any Director from serving the Corporation in any other capacity, as an officer, agent, employee, or otherwise, or from receiving compensation for those services.

Section 3.6. Meetings.

(a) Call of Meetings.

Special meetings of the Board may be called by the President or the Secretary or any Director. Regular meetings of the Board may be held without notice at such time and place as the Board may fix.

(b) Place of Meetings.

All meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting, or if not so designated, at the principal office of the Corporation.

(c) Notice of Meetings.

Notice of the time and place of meetings requiring notice shall be given to each Director by (a) first-class mail, postage prepaid; (b) personal delivery of written notice; (c) telephone, including a voice messaging system or other system of technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to each Director's contact information shown on the Corporation's records. Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before a meeting. Notices given by other means shall be sent at least forty-eight 48 hours before the time set for the meeting.

(d) Notice Exceptions.

Notice of the meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting, or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of such notice either before or at the Commencement of the meeting.

(e) Quorum.

A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business except as hereinafter provided.

(f) Transactions of the Board.

Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as required by law, the Articles, or these Bylaws.

(g) Conduct of Meetings.

The President of the Corporation, or any Director selected by the Directors present, shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary of the Board. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting. Meetings shall be governed by "Robert's Rules of Order," as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

(h) Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 3.7. Action Without Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Section 3.8. Removal of Directors.

(a) Removal for Cause.

The Board of Directors may, but shall not be required to, declare vacant any office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of a court;
- (2) The Director has been found by a final order or judgment of any court to have breached duties imposed by Sections 5230 through 5239 of the Corporations Code on directors who perform functions with respect to assets held in charitable trust; or
- (3) The Director has failed to attend three (3) consecutive meetings of the Board.

(b) Removal Without Cause.

Any Director may be removed without a cause if such removal is approved by the Board of Directors within the meaning of Section 5032 of the Corporations Code.

Section 3.9. Resignation of Director.

Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director shall not resign where the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

Section 3.10. Vacancies on the Board.

(a) Causes.

Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of any election to elect the full number of Directors authorized. Any reduction in the authorized number of Directors shall not, by itself, result in any Director being removed.

(b) Filling Vacancies by Directors.

Vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in the office is less than a quorum, by (1) the unanimous written consent of the Directors then in the office; (2) the affirmative vote of a majority of Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in these Bylaws; or (3) a sole remaining Director.

Section 3.11. Committees.

(a) The Board may, by resolution adopted by a majority of the number of Directors then in office, provided that a quorum is present, create one or more committees, each constituted of two or more Directors, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with the respect to:

(1) The filling of vacancies on the Board or on any committee that has authority of the Board.

(2) The fixing of compensation of the Directors for serving on the Board or on any committee.

(3) The amendment or repeal of these Bylaws or the adoption of new Bylaws.

(4) The amendment or repeal of any resolution of the Board that by its express terms is not so amendable or repealable.

(5) The appointment of committees of the Board or the members thereof.

(6) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

(7) With respect to any assets held in charitable trust, the approval of any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Section 5233 of the Corporations Code.

(b) Subsection (a) shall not apply to any committee that does not exercise the authority of the Board.

(c) Unless these Bylaws otherwise provide, the Board may delegate to any committee powers as authorized by Section 5210 of the Corporations Code, but may not delegate the powers set forth in paragraphs (1) through (7) of subsection (a) of this Bylaw section.

(d) Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions. Minutes of each meeting shall be kept and shall be filed with the corporate records.

ARTICLE 4. OFFICERS

Section 4.1. Number and Titles.

The officers of the Corporation shall be a President, a Secretary, a Chief Financial Officer, and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable the corporation to sign instruments. Any number of offices may be held by the same person.

Section 4.2. Appointment and Removal of Officers.

The officers shall be chosen by and serve at the pleasure of the Board, subject to the

rights, if any, of an officer under any contract of employment. Officers may be removed with or without cause by the Board of Directors by the affirmative vote of a majority of all of the Directors.

Section 4.3. Resignation of Officers.

Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

Section 4.4. Responsibilities of Officers.

(a) President.

Subject to the control of the Board, the President shall be the Chief Executive Officer and general manager of the Corporation. The President shall supervise, direct, and control the Corporation's activities, affairs, and officers. The President shall have such other powers and duties as the board may designate.

(b) Secretary.

The Secretary shall keep or cause to be kept a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; and the names of persons present at meetings.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board that these Bylaws require to be given. The Secretary shall keep or cause to be kept a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board may designate.

(c) Chief Financial Officer.

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The books of account shall be open to inspection by any Director at all reasonable times.

The Chief Financial Officer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the

Board may designate; (ii) disburse the Corporation's funds as the Board may order; (iii) render to the President and the Board, when requested, an account of all transactions and of the financial condition of the Corporation; and (iv) have such other powers and perform such other duties as the Board may designate.

If required by the Board, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, disability, resignation, retirement, or removal from office.

ARTICLE 5. CORPORATE RECORDS AND REPORTS

Section 5.1. Keeping Records.

The Corporation shall keep adequate and correct records of account and minutes of the proceedings of the Board and committees of the Board. The minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form. The Corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date.

Section 5.2. Annual Report.

The Board shall cause an annual report to be prepared not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The report shall contain a balance sheet as of the end of the fiscal year, an income statement, and a statement of changes in financial position for the fiscal year. The annual report shall be furnished to all Directors. This Section shall not apply if the Corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

Section 5.3. Annual Statement of Transactions and Indemnifications.

As part of the annual report, or as a separate document if no annual report is issued, the Corporation shall annually prepare and furnish to its Directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the Corporation's fiscal year:

(a) Any transaction (i) to which the Corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which any Director or

Officer of the Corporation had a direct or indirect material financial interest (a mere common directorship is not a material financial interest).

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.

(b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the Corporation, unless the loan, guaranty, indemnification, or advance is not subject to Corporations Code section 7235(a).

ARTICLE 6. BYLAW CONSTRUCTION AND CHANGES

Section 6.1 Construction and Definitions.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 6.2. Bylaw Changes.

Bylaws may be adopted, amended, or repealed by the Board of Directors.

CERTIFICATE OF SECRETARY

OF

OAKLAND COMMUNITY PARTNERS

A California Nonprofit Mutual Benefit Corporation

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising nine pages, constitute the Bylaws of said Corporation as duly adopted by the Board of Directors thereof on 04/12, 2012.

Dated: 04/12/12

Cyrus Safi
Secretary

RESOLUTIONS OF THE SOLE DIRECTOR OF
OAKLAND COMMUNITY PARTNERS
A California Nonprofit Mutual Benefit Corporation

The undersigned, the sole director of Oakland Community Partners, a California nonprofit mutual benefit corporation (the Corporation), consents to his appointment as initial Director and adopts the following resolutions:

Articles of Incorporation Filed

WHEREAS, the Articles of Incorporation were filed by the office of the Secretary of State of California on December 13, 2010;

RESOLVED, that a certified copy of the Articles of Incorporation will be located in the Corporation's records.

Bylaws

WHEREAS, the undersigned has reviewed the Bylaws of the Corporation;

RESOLVED, that the Bylaws are hereby approved by the Board of Directors; and

RESOLVED FURTHER, that a certified copy of the Bylaws will be located in the Corporation's records.

Number of Directors

WHEREAS, the undersigned wishes to establish the authorized number of Directors, under Section 3.1. of the Bylaws;

RESOLVED, that the number of Directors of the Corporation shall be fixed at one; and

RESOLVED FURTHER, that Timothy Sherwood is elected as the sole Director of the Corporation.

Designation of Replacement Director

WHEREAS, under California law, if the Corporation were to have no Directors, new Directors would be appointed by the superior court;

RESOLVED, that if for any reason Timothy Sherwood were to become unable to serve as the sole Director of the Corporation, Salwa Ibrahim would become the Director, with full power and authority to exercise such position.

Appointment of Officers

WHEREAS, the Corporation presently has no officers;

RESOLVED, that the following persons are appointed to the indicated offices as officers of the Corporation:

Timothy Sherwood	President
Cyrus Zaghebi	Secretary
Larry Richards	Chief Financial Officer;

RESOLVED FURTHER, that the President will also hold the title of Executive Director.

Designation of Principal Executive Office

WHEREAS, it is necessary to designate a principal executive office for the Corporation, and under Section 1.1. of the Bylaws the Board of Directors shall fix the location of the principal executive office;

RESOLVED, that 2804 Gateway Oaks Drive, Suite 200, Sacramento, California 95833 is designated as the principal executive office of this corporation.

Agent for Service of Process

WHEREAS, the Articles of Incorporation name Paracorp Incorporated as the Corporation's initial agent for service of process;

RESOLVED, that Paracorp Incorporated is confirmed as the Corporation's agent for service of process.

Adoption of Corporate Seal

WHEREAS, a proposed seal of the Corporation has been reviewed;

RESOLVED, that the proposed form of corporate seal is adopted as the seal of this Corporation; and

RESOLVED FURTHER, that an impression of the corporate seal of this Corporation shall be affixed hereto under this resolution.

SEAL

Statement of Information

WHEREAS, under the California Corporations Code a nonprofit corporation must file a Statement of Information with the office of the California Secretary of State within 90 days after incorporation and at least biennially thereafter;

RESOLVED, that the Secretary is directed to execute and file with the office of the California Secretary of State, at the times required by law, the Statement of Information required by the Corporations Code to be filed by domestic nonprofit corporations.

Bank Accounts

WHEREAS, it may be necessary or beneficial to establish one or more checking, savings, or investment accounts; and

WHEREAS, a federal employer identification number will be needed for use on certain tax returns and statements;

RESOLVED, that such filings and applications will be made with the Internal Revenue Service as are necessary to obtain for the Corporation an employer identification number;

RESOLVED FURTHER, that the Corporation may establish in its name one or more accounts with one or more banks or other financial institutions and that the Chief Financial Officer may establish such an account or accounts, on terms and conditions as agreed upon with the financial institutions;

RESOLVED FURTHER, that the President, Secretary, and Chief Financial Officer are authorized to endorse checks, drafts, or other evidences of indebtedness made payable to the Corporation;

RESOLVED FURTHER, that all checks, drafts, and other instruments obligating the Corporation to pay money, including instruments payable to officers or other persons authorized to sign them, may be signed on the Corporation's behalf by the President, Secretary, or Chief Financial Officer; and

RESOLVED FURTHER, that the standard form of corporate resolution required by a financial institution for opening a corporate account is adopted as the resolution of the Board of Directors, and the Chief Financial Officer may obtain the necessary signatures, execute the necessary certifications, and take such other steps as needed to open such account.

Fictitious Business Name

WHEREAS, the Corporation is allowed to do business in one or more names other than its

official name, and it will be desirable for the Corporation to do so;

RESOLVED, that the Corporation may do business under the name T.A.C. Therapy and Compassion.

Oakland City Taxes

WHEREAS, S.K. Seymour, LLC, the previous permittee of what will become the Corporation's permit from the City of Oakland, has not yet paid its taxes that will soon be due to the city;

RESOLVED, that the Corporation shall pay the taxes that are due to the City of Oakland for S.K. Seymour, LLC; and

RESOLVED FURTHER, that the Corporation shall reimburse any person who pays such taxes due to the City of Oakland on the Corporation's behalf.

Date: 4.12, 2012



Timothy Sherwood

Date of this notice: 04-12-2012

Employer Identification Number:
45-5036368

Form: SS-4

Number of this notice: CP 575 A

OAKLAND COMMUNITY PARTNERS
2804 GATEWAY OAKS DR STE 200
SACRAMENTO, CA 95833

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 45-5036368. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 940	01/31/2013
Form 944	01/31/2013
Form 1120	04/12/2012

After our review of your information, we have determined that you have not filed tax returns for the above-mentioned tax period(s) dating as far back as 2011. Please file your return(s) by 04/27/2012. If there is a balance due on the return(s), penalties and interest will continue to accumulate from the due date of the return(s) until it is filed and paid. If you were not in business or did not hire any employees for the tax period(s) in question, please file the return(s) showing you have no liabilities.

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

IMPORTANT INFORMATION FOR S CORPORATION ELECTION:

If you intend to elect to file your return as a small business corporation, an election to file a Form 1120-S must be made within certain timeframes and the corporation must meet certain tests. All of this information is included in the instructions for Form 2553, *Election by a Small Business Corporation*.

If you are required to deposit for employment taxes (Forms 941, 943, 940, 944, 945, CT-1, or 1042), excise taxes (Form 720), or income taxes (Form 1120), you will receive a Welcome Package shortly, which includes instructions for making your deposits electronically through the Electronic Federal Tax Payment System (EFTPS). A Personal Identification Number (PIN) for EFTPS will also be sent to you under separate cover. Please activate the PIN once you receive it, even if you have requested the services of a tax professional or representative. For more information about EFTPS, refer to Publication 966, *Electronic Choices to Pay All Your Federal Taxes*. If you need to make a deposit immediately, you will need to make arrangements with your Financial Institution to complete a wire transfer.

The IRS is committed to helping all taxpayers comply with their tax filing obligations. If you need help completing your returns or meeting your tax obligations, Authorized e-file Providers, such as Reporting Agents (payroll service providers) are available to assist you. Visit the IRS Web site at www.irs.gov for a list of companies that offer IRS e-file for business products and services. The list provides addresses, telephone numbers, and links to their Web sites.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

IMPORTANT REMINDERS:

- * Keep a copy of this notice in your permanent records. **This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you.**
- * Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- * Refer to this EIN on your tax-related correspondence and documents.

If you have questions about your EIN, you can call us at the phone number or write to us at the address shown at the top of this notice. If you write, please tear off the stub at the bottom of this notice and send it along with your letter. If you do not need to write us, do not complete and return the stub. Thank you for your cooperation.

Keep this part for your records.

CP 575 A (Rev. 7-2007)

Return this part with any correspondence so we may identify your account. Please correct any errors in your name or address.

CP 575 A

9999999999

Your Telephone Number Best Time to Call
() -

DATE OF THIS NOTICE: 04-12-2012

EMPLOYER IDENTIFICATION NUMBER: 45-5036368

FORM: SS-4

NOBOD

INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023
|||

OAKLAND COMMUNITY PARTNERS
2804 GATEWAY OAKS DR STE 200
SACRAMENTO, CA 95833