

MINUTES OF ORGANIZATIONAL MEETING

CAMP PENDLETON HISTORICAL SOCIETY, INC.

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

The Incorporators named in the Articles of Incorporation of the above named Corporation held a meeting at the time, on the day and at the place set forth herein below for the purpose of completing the organization of said Corporation:

Time: 10:30 AM.
Date: December 29, 2005
Place: 931 Anza Ave., Ste A
Vista, CA 92084-4513

Present at said meeting were the following Incorporators:

Richard B. Rothwell
James L. Williams
Joe J. Kirkpatrick

Others present were:

Daniel S. Hapke, Jr., Attorney-at-Law, Advising

On motion and by unanimous vote, Richard B. Rothwell was elected temporary Chairman of the Meeting and then presided over the meeting. Joe J. Kirkpatrick was elected temporary Secretary of the Meeting and so acted.

ARTICLES OF INCORPORATION

The Chairman stated that the original Articles of Incorporation had been filed in the Office of the California Secretary of State on November 15, 2005. The Chairman presented to the meeting a certified copy of said Articles of Incorporation showing filing as stated and the Secretary was directed to insert said copy into the Record Book of the Corporation.

BYLAWS

The matter of the adoption of Bylaws for the regulation of the Corporation was next considered. The Chairman presented to the meeting a form of Bylaws and recommended that the same be adopted as Bylaws of the Corporation. The Bylaws were considered and discussed and, on motion duly made, seconded, and carried. The following resolutions were adopted:

WHEREAS, Bylaws for the regulation of the affairs of this Corporation have not yet been adopted; and

WHEREAS there has been presented to this meeting a form of Bylaws for the regulation of the affairs of this Corporation; and

WHEREAS, it is deemed to be in the best interests of this Corporation and its shareholders that said Bylaws be adopted as and for the Bylaws of this Corporation; and

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WHEREAS, the undersigned Incorporators are empowered pursuant to Section 210 of the California Corporations Code to adopt Bylaws of the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws presented to this meeting be the same and, by written consent of all three Incorporators, are hereby adopted as and for the Bylaws of the Corporation.

RESOLVED FURTHER, that the 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 Record Book of this Corporation and to see that a copy of said Bylaws, similarly certified, is kept at the principal office for the transaction of business of this Corporation, in accordance with Section 213 of the California Corporations Code (CCC).

ELECTION OF DIRECTORS

The meeting then proceeded to the election of Directors of the Corporation. The Chairman stated that the Bylaws of the Corporation provide that the authorized number of Directors of the Corporation shall be no less than three (3) and no more than fifteen (15) until changed by an amendment to said Bylaws; and, that pursuant to the authority granted to the Incorporators of the Corporation under Section 210 of the California Corporations Code, said Incorporators are empowered to elect the first Directors of the Corporation. Accordingly, Incorporators, in the exercise of said power and authority, duly nominated to the Board of Directors of the Corporation the following persons:

Richard B. Rothwell
James L. Williams
Joe J. Kirkpatrick
Anne Estes
Steve Fisher

The Bylaws allowing for staggered terms, Anne Estes and Steve Fisher are appointed for a one-year term. Richard B. Rothwell, James L. Williams and Joe J. Kirkpatrick are elected for two-year terms.

Incorporators, upon motion and second, unanimously elected all nominees to the Board of Directors.

ELECTION OF OFFICERS

The meeting then proceeded to the election of Officers of the Corporation, the Bylaws allowing four (4): President, Vice President, Secretary, and Financial Officer. Nominees for all offices except Secretary were present. Joe J. Kirkpatrick agreed to act as Secretary until such time as nominees were identified. Accordingly, the Directors, upon motion duly made, seconded and unanimously carried, elected the following persons to the offices shown:

Richard B. Rothwell, President
James L. Williams, Vice President
Joe J. Kirkpatrick, Secretary, Acting
Joe J. Kirkpatrick, Financial Officer

All of said persons being present each accepted their respective office.

CALIFORNIA AND FEDERAL TAX EXEMPTIONS

The President then voiced the intentions of the Board of Directors that, upon application to the California

Franchise Tax Board, the Corporation would be determined to be exempt from payment of state corporate franchise taxes as a nonprofit charitable organization under Section 23701(d) of the California Revenue and Taxation Code per Franchise Tax Board.

The President also voiced the Board's intention that, upon application to the Internal Revenue Service, the Corporation would be determined to be exempt from payment of federal corporate income taxes as a nonprofit public benefit organization under Section 501(c)(3) of the Internal Revenue Code.

The President advised that said applications must be filed within twenty-seven (27) months of the end of the month of incorporation. Upon motion duly made and seconded, it was unanimously

RESOLVED, that the Financial Officer to assume responsibility for the preparation of these documents with the cooperation of all members of the Board.

RESOLVED FURTHER that the Financial Officer present the draft federal and California applications to the Board of Directors no later than the first meeting after July 1, 2006.

CORPORATE SEAL

The Secretary presented to the meeting for adoption a proposed form of raised embossed seal of the Corporation consisting of two (2) concentric circles with the words: "Camp Pendleton Historical Society" and the words and figures "INCORPORATED, November 15, 2005, CALIFORNIA", in the form and figures as follows:

CAMP PENDLETON HISTORICAL SOCIETY, INC.

On motion duly made, seconded and carried, the following resolution was adopted:

RESOLVED, that the corporate seal in the form, words, and figures presented to this meeting be, and the same hereby is adopted as the seal of this Corporation, and the Secretary of the Corporation is directed to acquire said Seal and place an impression thereof in the space next to this resolution.

PRINCIPAL OFFICE

The President stated that per Article II, Section 2.1. of the Bylaws, the Corporation's principal office for the transaction of business is his personal residence at 1047 Park Hill Lane, Escondido, San Diego County, California 92025, and, that such location could be changed by resolution of the Board of Directors.

The President then stated that per Article II, Section 2.2. the Financial Officer's office would be at 931 Anza Avenue, Suite A, Vista, CA 92084, and, that the location of other offices would be announced.

BANK ACCOUNT

The Financial Officer discussed the options considered for banking institutions and recommended that Pacific Marine Credit Union be chosen. Upon motion duly made and seconded, it was

RESOLVED, that the funds of this corporation shall be deposited with Pacific Marine Credit Union.

RESOLVED FURTHER, that the Financial Officer of this Corporation be and hereby is authorized and directed to establish an account with said bank and to deposit the funds of this Corporation therein.

RESOLVED FURTHER, that any officer, employee, or agent of this Corporation be and is authorized to endorse checks, drafts, or other evidences of indebtedness made payable to this Corporation, but only for the purpose of deposit.

RESOLVED FURTHER, that all checks, drafts, and other instruments obligating this Corporation to pay money shall be signed on behalf of this Corporation in conformance with Article XIX, Section 19.2. of the Bylaws of this Corporation, that is, all such instruments shall be signed by the Financial Officer and countersigned by the President, or the Vice President, or the Secretary with the prior approval of the President.

RESOLVED FURTHER, that said bank be and hereby is authorized to honor and pay all checks and drafts of this Corporation signed as provided herein.

RESOLVED FURTHER that the authority hereby conferred shall remain in force until revoked by the Board of Directors of this Corporation and until written notice of such revocation shall have been received by said bank.

RESOLVED FURTHER that the Secretary of this Corporation be and hereby is authorized to certify as to the continuing authority of these resolutions, the persons authorized to sign on behalf of this Corporation, and the adoption of said bank's standard form of resolution, provided that said form does not vary materially from the terms of the foregoing resolutions.

COMMITTEE ASSIGNMENTS

The President, in conformance with Article VIII of the Bylaws, made the following assignments to standing committees.

Joe J. Kirkpatrick -- Finance Committee, Chair
Anne Estes -- Development Committee, Chair
James L. Williams -- Development Committee
Steve Fisher -- Development Committee

TAX IDENTIFICATION NUMBER

The Financial Officer presented a completed IRS Form SS-4, Application for Employer Identification Number, to the President for his approval and signature. The President approved and signed said form.

PENDING BUSINESS

The Financial Officer advised the President and the Vice President that, upon clarification of the requirements for opening an account with Pacific Marine Credit Union (PMCU), and the drafting of the Corporation's application for said account, he would request the presence of said officers at the PMCU main office aboard Camp Pendleton for the purpose of signing said application and concomitant signature cards.

**APPROVAL AND DISTRIBUTION OF MINUTES
OF THIS MEETING**

The President directed the Secretary to prepare the minutes of this meeting for the review and signature of the Temporary Chairman, the President, and the three Incorporators, and the aforementioned Certification of the Secretary; and, that, after the approval and signing of said minutes, that, copies of said minutes be distributed to all Directors by mail or electronic means.

ADJOURNMENT

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

Richard B. Ross

Temporary Chairman

Richard B. Ross

President

Richard B. Ross

Incorporator

James J. Williams

Incorporator

Joseph A. Kirkpatrick

Incorporator

ATTEST:

Joseph A. Kirkpatrick
Temporary Secretary

Joseph A. Kirkpatrick
Secretary, Acting