

1 Gina M. Austin (SBN 246833)
E-mail: *gaustin@austinlegalgroup.com*
2 Tamara M. Leetham (SBN 234419)
E-mail: *tamara@austinlegalgroup.com*
3 AUSTIN LEGAL GROUP, APC
3990 Old Town Ave, Ste A-112
4 San Diego, CA 92110
Phone: (619) 924-9600
5 Facsimile: (619) 881-0045

6 Attorneys for Defendants
Point Loma Patients Consumer Cooperative,
7 Golden State Greens, LLC, Far West Management, LLC
Far West Operating, LLC, and Far West Staffing, LLC

8 MATTHEW B. DART (Bar No. 216429)

DART LAW

9 12526 High Bluff Dr., Suite 300
10 San Diego, CA 92101
Tel: 858.792.3616
11 Fax: 858.408.2900

12 Attorneys for Defendants 419 Consulting,
Adam Knopf, and Justus Henkes IV

13 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
14 **COUNTY OF SAN DIEGO**

16 KARL BECK, individually and on behalf
of all other similarly situated California
17 residents,

18 Plaintiff,

19 vs.

20 POINT LOMA PATIENTS CONSUMER
COOPERATIVE CORPORATION, a
21 California corporation, ADAM KNOPF, an
individual, JUSTUS H. HENKES IV, an
22 individual, 419 CONSULTING INC, a
California corporation, GOLDEN STATE
23 GREENS LLC, a California LLC, FAR
WEST MANAGEMENT LLC, a
24 California LLC, FAR WEST
OPERATING, LLC, a California LLC,
25 FAR WEST STAFFING LLC, a California
LLC, and DOES 1-50;

26 Defendants.
27
28

ELECTRONICALLY FILED
Superior Court of California,
County of San Diego

12/22/2017 at 08:00:00 AM

Clerk of the Superior Court
By Lee McAlister, Deputy Clerk

CASE NO. 37-2017-00037524-CU-BT-CTL

**DECLARATION OF ADAM KNOPF IN
SUPPORT OF DEFENDANTS' JOINT
OPPOSITION TO PLAINTIFF'S MOTION
PURSUANT TO CALIFORNIA
CORPORATIONS CODE §§ 12603-12607
FOR PRODUCTION OF RECORDS,
APPOINTMENT OF INDEPENDENT
ACCOUNTANT AND AWARD OF
ATTORNEYS FEES AND COSTS**

[Imaged File]

Judge: Hon. Joel Wohlfeil
Dept.: 73
Date: January 5, 2018
Time: 9:00 a.m.

Complaint Filed: October 6, 2017
Trial Date: Not Set

1 I, Adam Knopf, declare as follows:

2 1. I am a defendant in this action, am over the age of 18, and have personal
3 knowledge of the facts stated in this declaration, except as to those facts stated upon information
4 and belief, which facts I believe to be true. If called as a witness, I would testify competently
5 thereto. I make this declaration in support of Defendants' Joint Opposition To Plaintiff's Motion
6 Pursuant To Corporations Code §§ 12603-12607 For Production Of Records; Appointment Of
7 Independent Accountant; And Award Of Attorney Fees And Costs ("Opposition").
8

9 2. I am involved with several separate businesses in the medical marijuana industry.
10 My colleague, and co-defendant, Justus Henkes, is involved in certain aspects of certain of these
11 businesses, in varying capacities, which include Point Loma Patients Consumer Cooperative
12 Corporation, Golden State Greens, Far West Operating, LLC, Far West Management, LLC, and
13 Far West Staffing, LLC. The corporate structure and business purpose of each entity is discussed
14 below.

15 3. Defendant 419 Consulting is my business, which I explain below.

16 My Relationship With Justus Henkes

17 4. I have known Justus Henkes for many years and know that he is an accountant
18 with diverse clientele, including companies in the cannabis space.

19 5. As described below, when the City of San Diego ("City") passed an ordinance
20 permitting medical marijuana dispensaries, I decided to submit an application. I asked Justus if
21 he would perform accounting services for the medical marijuana dispensary if the permit was
22 approved and he agreed.
23

24 6. As described below, Justus did become the accountant and that business
25 relationship evolved over time into several business ventures in the cannabis industry.

26 Point Loma Patients Consumer Cooperative

27 7. I am the Chief Executive Officer ("CEO") for defendant Point Loma Patients
28 Consumer Cooperative ("PLPCC"), a properly licensed medical marijuana dispensary, and have

1 been its CEO since formation. I am also a member of PLPCC's board of directors

2 8. As PLPCC's CEO, I am responsible for acquiring and maintaining a working
3 knowledge of PLPCC's corporate history and governance procedures, and past and present
4 structural changes. I also communicate with Justus Henkes, who advises on PLPCC's corporate
5 and accounting matters. I am also familiar with how it was structured, the time and expense
6 involved in opening it, the time and expense involved in hiring employees and running its day-to-
7 day operations.

8
9 9. In the early part of 2014, the City passed an ordinance permitting a limited number
10 of medical marijuana dispensaries to operate in approved zones if the City approved a conditional
11 use permit ("CUP"). On learning this information, I decided to go through the application process
12 to open a medical marijuana dispensary.

13 10. In April 2014, to start the CUP application process, I identified a property at 3452
14 Hancock Street that appeared to meet the City's zoning criteria and I formed a company named
15 Point Loma Patients Consumer Cooperative Corporation ("PLPCC") to submit the CUP
16 application. (A true and correct copy of PLPCC's articles of incorporation are attached as Exhibit
17 "1" and incorporated by reference.)

18 11. As I understood it, a medical marijuana dispensary was required to have a certain
19 corporate structure and to that end, PLPCC was formed as a California consumer cooperative
20 corporation. (See Ex. 1.) PLPCC's articles of incorporation also make clear that the proprietary
21 interests of each member would be unequal and the rules by which proprietary interests would be
22 determined by PLPCC's bylaws. (Id.)

23
24 12. Attached as Exhibit "2" to my declaration are PLPCC's bylaws ("Bylaws").

25 a. Article XI of the Bylaws state PLPCC "shall acquire, hold and manage
26 such property for the benefit of the members, Associate or otherwise, collectively and which
27 product shall be for the sole use and benefit [sic] members. Each member and Associate member
28 shall have the right to obtain and use such property only so long as they are members or Associate

1 member of the Corporation and payment of their pro rata share of the costs of operation of the
2 Corporation..."

3 b. Article XI of the Bylaws requires Associate members and Members to
4 contribute funds to provide for the costs of providing medical marijuana, paying employment
5 expenses, paying operating costs, for costs and expenses advanced by the corporation and other
6 debt or obligation incurred by the Corporation on its behalf or for its benefit. (See Ex. 2, pg. 20.)

7 c. Article X of the Bylaws create a category called "Associate" members and
8 define "Associate" members as "qualified patients, primary care givers or a person(s) with an
9 identification card as defined by Health and Safety Code sections 11362.5 and 11362.7 et seq.
10 who purchase or acquire medical marijuana, in whatever form, from the corporation or who
11 cultivate, manufacture, process, deliver and or otherwise provide medical marijuana, in whatever
12 form, to the Corporation for the benefit, purchase and or use of the members or other non-
13 member patrons or handle its members' or Associate member' products or services or whose
14 products or services are marketed,, processed, or handled by the corporation." Associate members
15 are not personally liable under any judgment of a court, or in any other manner, for any debt
16 obligation, or liability of the Corporation.

17 d. The Bylaws exclude Associate members from Article I (membership),
18 Article II (shares), Article III (termination of membership), Article IV (membership meetings and
19 members), Article V (directors), Article VI (officers), Article VIII (inspection rights), Articles IX
20 (surplus allocations and distributions), being issued shares, at Article I, Section 1.01 state that
21 PLPCC shall have one (1) class of members but that an "Associate" member as defined in Article
22 X is excluded from the Article I's provisions. (See Ex. 2, pg. 2.)

23 e. The Bylaws also exclude "Associate" members from Article II, related to
24 share issuance and ownership including the right to dividends or patronage distributions, if made.

25 13. On April 23, 2014, on behalf of PLPCC, I submitted a "General Application" to
26 the City for a conditional use permit for a medical marijuana consumer cooperative. (A true and
27
28

1 correct copy of the general application is attached as Exhibit "3" and incorporated by reference.)

2 14. In March 2015, the City Planning Commission approved PLPCC's CUP
3 application.

4 15. Around this time, PLPCC had to file a statement of information. Justus remained
5 PLPCC's accountant and agreed to become the registered agent for service of process. This is
6 evidenced by PLPCC's March 30, 2015 statement of information, attached as Exhibit "4" to my
7 declaration.

8 16. On April 3, 2015, PLPCC's CUP was recorded with the San Diego County
9 recorder as document number 2015-0157638. (A true and correct copy is attached as Exhibit "5")
10 and incorporated by reference.)

11 17. In August 2015, PLPCC opened. In order to streamline management and
12 operations and provide for the general welfare of patrons, PLPCC entered into a customer
13 relationship with a company named Far West Operating, LLC ("FWO"). FWO manages
14 PLPCC's staffing and employment services in exchange for payment from PLPCC. PLPCC and
15 FWO have been engaged in this business relationship since opening. PLPCC has no ownership
16 interest in FWO, and FWO has no ownership interest in PLPCC.

17 18. Approximately one year later, PLPCC applied for an amendment to the CUP
18 which would expand its original 832 square foot space to 1,503 square feet.

19 19. On September 14, 2016, the City's Development Services Department made its
20 report to the City Hearing Officer recommending approval of the amendment to the CUP. (A true
21 and correct copy of the report is attached as Exhibit "6" and incorporated by reference.) In this
22 report, it was noted on page 2 that there had been no active code enforcement cases related to
23 dispensary operations.

24 20. On September 24, 2016, the amendment to the CUP was approved.

25 21. On September 30, 2016, the Amendment to the CUP was recorded with the San
26 Diego County recorder as document number 2016-0523756. (A true and correct copy is attached
27
28

1 as Exhibit "7" and incorporated by reference.)

2 22. At some point thereafter, Justus, who had been providing accounting services to
3 PLPCC via Far West Operating, was briefly identified as PLPCC's Chief Financial Officer. This
4 was reflected on PLPCC's July 18, 2017 statement of information.

5 23. However, the designation of Justus as CFO was in error, and was corrected shortly
6 afterwards in PLPCC's December 18, 2017 statement of information, attached as "Exhibit 8."

- 7 24. PLPCC has significant operating costs and other debt and expenses that include:
- 8 a. Costs of acquisition, cultivation, processing, transporting, distribution, and/or
9 delivery of medical marijuana to PLPCC's members;
 - 10 b. Salary and other compensation for services rendered to PLPCC;
 - 11 c. Costs associated with rent, utilities, or other fixed or variable costs and or
12 expenses associated with 3452 Hancock;
 - 13 d. Costs and expenses advanced on behalf of PLPCC.

14 25. It cost hundreds of thousands of dollars to submit the CUP application, complete
15 the build out and tenant improvements, and then to amend the CUP. PLPCC borrowed money to
16 pay its costs as it was a non-operational dispensary for almost a year and a half from the initial
17 application to the date it opened (April 2014 to August 2015) but required significant capital to
18 make it to opening day.

19 26. PLPCC has been open for just over two years. Although it is not required to
20 declare dividends or "patronage distributions," it has not been in a position to do so since
21 opening.

22 27. PLPCC has had no code enforcement or other law enforcement issues and has
23 operated lawfully since it opened.

24 28. PLPCC has no subsidiaries or ownership interests in any other corporation.

25 29. In or about March 2015, when the Planning Commission approved PLPCC's CUP
26 application, I began to focus on day to day operations and the best way to manage the dispensary
27
28

1 and began discussing this with Justus.

2 30. During the CUP application process, and prior to opening, I met many local and
3 out of state individuals who were involved with cannabis in states where medical and recreational
4 marijuana was permitted. I took the opportunity to discuss their operations, including things that
5 worked and things that did not.

6 31. Through this process, Justus and I learned there was a business need we could fill
7 not only for PLPCC, but for other dispensaries, by providing employment and staffing services.
8 In order to develop this business model, we formed FWO.

9
10 Far West Operating, LLC

11 32. On May 27, 2015, FWO was formed. (A true and correct copy of the articles of
12 incorporate are attached as Exhibit "9" and incorporated by reference.) Justus agreed to be
13 FWO's registered agent and accountant.

14 33. I am FWO's manager. This is evidenced by a statement of information filed by
15 FWO on June 24, 2015 (Exhibit "10") and May 16, 2017 (Exhibit "11").

16 34. As FWO's manager, I am responsible for acquiring and maintaining a working
17 knowledge of FWO's corporate history and governance procedures, and past and present
18 structural changes. I also work with Justus Henkes on FWO's financial matters. I am also
19 familiar with how FWO is structured, the time and expense involved in opening it, the time and
20 expense involved in hiring employees and running its day-to-day operations.

21 35. When Justus and I agreed to the concept of FWO, we also decided it would make
22 sense to form at least two wholly owned subsidiaries to handle different operational aspects. We
23 agreed that one wholly owned subsidiary would provide management services and a second
24 wholly owned subsidiary would provide staffing services.

25 36. Defendant Far West Management, LLC was formed as FWO's wholly owned
26 subsidiary to handle management services and defendant Far West Staffing, LLC was formed as
27 FWO's wholly owned subsidiary to handle staffing services. True and correct copies of Far West
28

1 Management's articles of organization and statements of information are attached as Exhibit "12"
2 and incorporated by reference. True and correct copies of Far West Staffing, LLC's articles of
3 organization and statements of information are attached as Exhibit "13" and incorporated by
4 reference.

5 37. FWO began providing management and staffing services to PLPCC when it
6 opened in August 2015. PLPCC pays FWO a reasonable rate for FWO's services. The
7 individuals FWO manages and uses to staff PLPCC are all Associate members of PLPCC, which
8 in turn provides for the general welfare of PLPCC's patrons.

9 38. FWO uses Far West Management in providing its staffing and management
10 services but has never utilized Far West Staffing, although Far West Staffing is still an active
11 California limited liability company.

12 39. FWO has its own corporate books and records and accounting. FWO's accounting
13 information includes that of its active subsidiary, Far West Management.

14 40. FWO does not have an exclusivity agreement with PLPCC and it is free to provide
15 its services to any other cannabis (or non-cannabis) business.

16 41. FWO has no ownership interest in PLPCC and its relationship with PLPCC is a
17 customer relationship for services in exchange for fair and reasonable payment.

18 Golden State Greens

19 42. Justus and I have other business ventures in the cannabis industry including
20 Golden State Greens.

21 43. On September 8, 2016, we formed Golden State Greens in anticipation that
22 California voters would approve recreational use and with the idea that we would develop a brand
23 we could then license use of the name to other cannabis businesses. True and correct copies of
24 Golden State Greens, LLC's articles of organization and statements of information are attached as
25 Exhibit "14" and incorporated by reference.

26 44. In 2017, PLPCC and Golden State Greens agreed that PLPCC would begin using
27
28

1 the trade name "Golden State Greens Point Loma."

2 45. Golden State Greens has no ownership interest in PLPCC, it has its own corporate
3 books and records and accounting.

4 46. Golden State Greens does not have an exclusivity agreement with PLPCC and it is
5 free to provide its services to any other cannabis business.

6 419 Consulting, Inc.

7
8 47. Defendant 419 Consulting, Inc. is my personal business. It does not own, and is
9 not owned by any of the other entity defendants.

10 I declare under penalty of perjury the foregoing is true and correct. Executed in San
11 Diego, California, on December 21, 2017.

12
13 
14 Adam Knopf

15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT 1

3669504

FILED *DSM*

Secretary of State
State of California

1 CC APR 24 2014

**ARTICLES OF INCORPORATION OF
POINT LOMA PATIENTS CONSUMER COOPERTIVE CORPORATION**

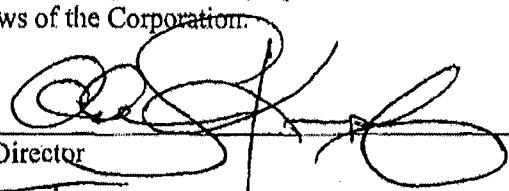
ARTICLE 1. The name of the Corporation is the POINT LOMA PATIENTS CONSUMER COOPERATIVE CORPORATION.

ARTICLE 2. This Corporation is a cooperative corporation organized under the California Consumer Cooperative Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

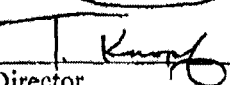
ARTICLE 3. The name and address in the State of California of this Corporations' initial agent for service of process is Adam Knopf, 2188 Balfour Ct., San Diego, CA 92109.

The initial street and mailing address for this Corporation is 3452 Hancock Street, San Diego, CA 92110.

ARTICLE 4. The voting rights of each member of the Corporation are equal, and each member is entitled to vote. ~~The~~ The proprietary interests of each member of the Corporation are unequal, and the rules by which the proprietary interests are determined shall be prescribed in the Bylaws of the Corporation.



Director



Director



**State of California
Secretary of State**

AA
LLA
N

Statement of Information

(Domestic Nonprofit, Credit Union and Consumer Cooperative Corporations)

Filing Fee: \$20.00. If this is an amendment, see instructions.
IMPORTANT - READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

FILED
Secretary of State
State of California
JUL 18 2014

1. CORPORATE NAME

POINT LOMA PATIENTS CONSUMER COOPERATIVE CORPORATION

2. CALIFORNIA CORPORATE NUMBER

3669504

26/20/CC
This Space for Filing Use Only

Complete Principal Office Address (Do not abbreviate the name of the city. Item 3 cannot be a P.O. Box.)

3. STREET ADDRESS OF PRINCIPAL OFFICE IN CALIFORNIA, IF ANY	CITY	STATE	ZIP CODE
3452 Hancock Street	San Diego	CA	92110
4. MAILING ADDRESS OF THE CORPORATION	CITY	STATE	ZIP CODE
3452 Hancock Street	San Diego	CA	92110

Names and Complete Addresses of the Following Officers (The corporation must list these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

5. CHIEF EXECUTIVE OFFICER/	ADDRESS	CITY	STATE	ZIP CODE
Adam Knopf	2188 Balfour Ct.	San Diego	CA	92037
6. SECRETARY	ADDRESS	CITY	STATE	ZIP CODE
Gia Rose Strata	3452 Hancock Street	San Diego	CA	92110
7. CHIEF FINANCIAL OFFICER/	ADDRESS	CITY	STATE	ZIP CODE
Sandra Snyder	3452 Hancock Street	San Diego	CA	92110

Agent for Service of Process If the agent is an individual, the agent must reside in California and Item 9 must be completed with a California street address, a P.O. Box address is not acceptable. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1505 and Item 9 must be left blank.

8. NAME OF AGENT FOR SERVICE OF PROCESS	Adam Knopf		
9. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL	CITY	STATE	ZIP CODE
2188 Balfour Ct.	San Diego	CA	92037

Common Interest Developments

10. Check here if the corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act, (California Civil Code section 4000, et seq.) or under the Commercial and Industrial Common Interest Development Act, (California Civil Code section 6500, et seq.). The corporation must file a Statement by Common Interest Development Association (Form SI-CID) as required by California Civil Code sections 5405(a) and 6760(a). Please see instructions on the reverse side of this form.

11. THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT.

July 8, 2014 Adam Knopf Pres. 

DATE TYPE/PRINT NAME OF PERSON COMPLETING FORM TITLE SIGNATURE

EXHIBIT 2

**POINT LOMA PATIENTS CONSUMER COOPERATIVE CORPORATION
BYLAWS**

WHEREAS, On November 6, 1996, the people of the State of California enacted the Compassionate Use Act of 1996 (hereinafter the “act”) codified in Section 11362.5 of the Health and Safety Code, in order to allow seriously ill residents of the state, who have the oral or written approval or recommendation of a physician, to use marijuana for medical purposes without fear of criminal liability under Sections 11357 and 11358 of the Health and Safety Code.

WHEREAS, To clarify the scope of the application of the act and facilitate the prompt identification of qualified patients in order to avoid unnecessary arrest and prosecution of these individuals and provide needed guidance to law enforcement officers, the legislature enacted Senate Bill 420 (hereinafter S.B. 420), codified in California Health and Safety Code Section 11362.7 et. seq.

WHEREAS, it is the declared intent of the legislature by enacting S.B.420 to, inter alia, enhance the access of patients and caregivers to medical marijuana through collective, cooperative cultivation projects.

WHEREAS, California Health and Safety Code Section 11362.775 states that Qualified patients, persons with valid identification cards, and the designated Primary Caregivers of qualified patients and persons with identification cards, who associate within the State of California in order collectively or cooperatively to cultivate marijuana for medical purposes, shall not solely on the basis of that fact be subject to state criminal sanctions under Sections 11357, 11358, 11359, 11360, 11366, 11366.5, or 11570 of the California Health and Safety Code.

WHEREAS, it is the intent by these Bylaws, to operate, and maintain an association of qualified medical marijuana patients as a California Consumer Cooperative for the purposes of inter alia, cultivating, acquiring and or distributing marijuana to qualified patients for medical purposes pursuant to California Health and Safety Code Sections 11362.7 et. seq. and

specifically pursuant to California Health and Safety Code Sections 11362.775 and for those additional purposes set forth herein below.

WHEREAS, it is the intent by these Bylaws that any member here after joining the Association shall be qualified patients pursuant to California Health and Safety Code Section 11262.5 and 11326.7 et. seq. who hereafter may become members or Associate members, be bound by these Bylaws any by-laws, rules, or membership requirements of the Corporation hereafter adopted.

ARTICLE I. MEMBERSHIP

Section 1.01. Classification of Members.

The Point Loma Patients Consumer Cooperative Corporation (herein after "Corporation) shall have one (1) class of members. However, Associate member as defined in Article X are excluded from the provisions of this Article and the sections contained therein.

Section 1.02. Membership Qualifications.

Any person, subject to the approval by the Board of Directors by majority vote, who is a qualified patient pursuant to Health and Safety Code Sections 11362 5 and 11362.7 et. seq, may become and remain a member of this Corporation by:

- (a) Complying with such uniform conditions as may be prescribed by the Board of Directors;
- (b) If a natural person, being a resident of California.

Section 1.03. Membership Application.

An applicant eligible for and desiring admission to membership in the Corporation shall file a written application for admission in whatever form and containing whatever information the Board of Directors shall prescribe.

Section 1.04. Acceptance of Members.

Applications for membership shall be reviewed by the Board of Directors or by a Membership Committee duly authorized by resolution to admit members. The application shall be accepted unless rejected in writing within thirty (30) days for reasons satisfactory to the Board. If accepted, the applicant shall be admitted to membership and shall be allowed to vote

and hold office. If rejected, the applicant shall be entitled to a refund of any amounts paid for membership fees and shares.

Section 1.05. **Transfers Prohibited.**

No member may transfer his or her membership or any right arising therefrom.

Section 1.07. **Bylaws and Articles to Prospective Members.**

Each prospective member, upon application for membership, shall receive a copy of the Articles of Incorporation, Bylaws, and disclosure document of the Corporation.

Section 1.08. **Shareholders and Members.**

“Shareholder” and “member” and their plurals shall be synonymous terms throughout these Bylaws.

ARTICLE II. SHARES

Section 2.01. **Share Issuance.**

The Corporation is not required to issues shares. However, should State law allow, shares may be issued for money paid in an amount as is determined from time to time by the Board of Directors and as share dividends, patronage refunds, or other changes affecting outstanding shares. However, dividends, patronage refunds or profits derived from the business of the Corporation shall be distributed only in accordance with and by authority of California law. However, Associate member as defined in Article X are excluded from the provisions of this Article and the sections contained therein.

Section 2.02. **Share Ownership.**

Share ownership entitles a member to only one (1) vote in the affairs of the Corporation, irrespective of the total number of shares a member owns, and to all the rights of membership as described by statute, the Articles of Incorporation, and these Bylaws. Pursuant to Subsection (b) of Section 9.03 of these Bylaws, the Directors may declare non-cumulative dividends on shares not to exceed any maximum rate established by statute.

Section 2.03. **Share Receipt and Disclosure Document.**

(a) Nothing in this section shall restrict the Corporation from issuing identity cards or similar devices to members or Associate members which serve to identify members and or Associate members qualifying to use the products, facilities or services of the Corporation, or who provide such products or services.

(b) Except as provided in Subsection (c) of this Bylaw section, prior to issuing a share, the Corporation shall provide the purchaser of a share with a "disclosure document." The disclosure document may be a prospectus, offering, circular, brochure, or similar document, a specimen copy of the share certificate, or a receipt that the Corporation proposes to issue. The disclosure document shall contain the information required by Section 12401 of the California Corporations Code.

(c) The Corporation shall issue a receipt or written advice of purchase to anyone purchasing a share upon the member's first purchase of a share. No disclosure document need be provided to an existing member prior to the purchase of additional shares if that member has previously been provided with a disclosure document which is accurate and correct as of the date of the purchase of additional shares.

Section 2.04. Prohibition on Transfer of Shares.

No shares of this Corporation may be assigned or transferred. Any attempted assignment or transfer shall be wholly void and shall confer no rights on the intended assignee or transferee.

Section 2.05. Partial Withdrawal.

A member having a monetary amount in his or her share account in excess of a monetary amount to be determined from time to time by the Board of Directors may cause the Corporation to purchase his or her excess share amount upon written request to the Board. Subject to Section 2.06 of these Bylaws, the Board must, within one (1) year of such request, pay the amount the member requests in cash or other property or both. The exact form of payment is within the discretion of the Board.

Section 2.06. Insolvency Delay.

The Corporation shall delay the purchase of the shares as described in Sections 2.05 and 3.04 of these Bylaws if the Corporation, in making such purchase is, or as a result thereof would be, likely to be unable to meet its liabilities (except those whose payment is otherwise adequately provided for) as they mature.

Section 2.07. Unclaimed Equity Interests.

Any share of a member, together with any accrued and unpaid dividends and patronage distributions related to that member, that would otherwise escheat to the State of California as unclaimed personal property shall instead become the property of the Corporation if the Corporation gives at least sixty (60) days' prior notice of the proposed transfer to the affected member by (1) first-class or second-class mail to the last address of the member shown on the Corporation's records, and (2) by publication in a newspaper of general circulation in the county in which the Corporation has its principal office. No shares or amounts shall become the property of the Corporation under this section of the Bylaws if written notice objecting to the transfer is received by the Corporation from the affected member prior to the date of the proposed transfer.

ARTICLE III. TERMINATION OF MEMBERSHIP

Section 3.01. Voluntary Withdrawal.

A member shall have the right to resign from the Corporation and terminate his or her membership by filing with the Secretary of the Corporation a written notice of resignation. The resignation shall become effective immediately without any action on the part of the Corporation. However, Associate member as defined in Article X are excluded from the provisions of this Article and the sections contained therein.

Section 3.02. Death or Dissolution.

A membership shall immediately terminate upon the death of a member or the dissolution of a member that is an organization.

Section 3.03. Expulsion.

(a) A member may for failure to comply with these Bylaws, rules, or regulations of the Corporation, or for any other justifiable reason, be expelled from the Corporation by resolution adopted by a two-thirds (2/3) vote of all members of the Board of Directors. Expulsion shall become effective immediately unless the Board shall, in the resolution, fix another time. On expulsion the name of the member expelled shall be stricken from the membership register and all of his or her rights shall cease except as provided in Section 3.04 of these Bylaws.

(b) Prior to expulsion of a member, the Board of Directors shall give such member at least fifteen (15) days notice prior thereto and the reasons thereof. Such member shall have the opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of expulsion by the Board.

(c) The notice required pursuant to Subsection (b) of this section of these Bylaws may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last known address of the member shown on the Corporation's records.

Section 3.04. Settlement of Share Interest.

If a membership is terminated for any reason set forth in this Article of the Bylaws, the share interest held by the member shall be purchased by the Corporation, subject to Section 2.06 of these Bylaws, within one (1) year of the date of termination to the extent of the paid-up value of the member's shares **Error! Reference source not found.** on such date. The Board of Directors, in so settling the member's share interest, shall have the right to set off any and all indebtedness of the member to the Corporation.

The paid-up value of the member's share interest is the monetary amount of such interest (including fractional shares) that the member has been issued in accordance with Section 2.01 of these Bylaws.

ARTICLE IV. MEMBERSHIP MEETINGS AND MEMBERS

Section 4.01. Location.

Meetings of members shall be held at the principal office of the Corporation. However, Associate member as defined in Article X are excluded from the provisions of this Article and the sections contained therein.

Section 4.02. Regular Annual Meetings.

A regular meeting of members shall be held annually on the first Monday in March at 10:00 p.m. for the purpose of transacting any proper business, including the election of Directors that may come before the meeting. If the day fixed for the regular meeting falls on a legal holiday, the meeting shall be held at the same time and place on the next day.

Section 4.03. Special Meetings.

Special meetings of members for any lawful purpose may be called by the Board of Directors, the President, or by five percent (5%) or more of the members.

Section 4.04. Time for Notice of Meetings.

Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who is entitled to vote on the record date for notice of the meeting. In the case of a specially called meeting of members, within twenty (20) days after receipt of a written request, the Secretary shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board of Directors not less than thirty-five (35) nor more than ninety (90) days after receipt of the request.

Section 4.05. Method of Giving Notice.

Notice shall be given either personally or by mail or other written communication to the address of a member appearing on the books of the Corporation or provided by the member. If no address appears or is given, notice shall be given at the principal office of the Corporation.

Section 4.06. Record Date for Notice.

The record date for determining the members entitled to notice of any meeting of members is thirty (30) days before the date of the meeting.

Section 4.07. Contents of Notice.

The notice shall state the place, date, and time of the meeting. The notice of a regular meeting shall state any matters that the Board of Directors, at the time of giving notice, intends to present for action by the members. The notice of a special meeting shall state the general nature of the business to be transacted. The notice of any meeting at which Directors are to be elected shall include the names of all nominees at the time of giving notice.

Section 4.08. Waivers, Consents, and Approvals.

The transactions of a meeting, whether or not validly called and noticed, are valid if a quorum is present and each of the absent members who is entitled to vote, either before or after the meeting, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall constitute a waiver of notice of and presence at the meeting, unless the member objects at the beginning of the meeting. However, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice but not included, if an objection is made at the meeting.

Section 4.09. Quorum at Meeting.

The lesser of two hundred fifty (250) members or members representing five percent (5%) of the voting power shall constitute a quorum at a meeting of members. Any Bylaw amendment to increase the quorum may be adopted only by approval of the members. When a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting and entitled to vote shall be the act of the members, unless provided otherwise by these Bylaws or the law. The only matters that may be voted upon at any regular meeting actually attended by less than one-third (1/3) of the voting power are matters notice of the general nature of which was given pursuant to the first sentence of Section 4.04 of these Bylaws.

Section 4.10. Loss of Quorum at Meeting.

The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if the action taken, other than adjournment, is approved by at least a majority of the members required to constitute a quorum. However, Associate member as defined in Article X are excluded from the provisions of this Article and the sections contained therein.

Section 4.11. Adjournment for Lack of Quorum.

In the absence of a quorum, any meeting of members may be adjourned by the vote of a majority of the votes represented in person, but no other business may be transacted except as provided in Section 4.10 of these Bylaws.

Section 4.12 **Adjourned Meetings.**

The corporation may transact any business at an adjourned meeting that could have been transacted at the original meeting. When a meeting is adjourned to another time or place, no notice is required if the time and place are announced at the original meeting. If the adjournment is for more than forty-five (45) days or if a new record date is fixed, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.

Section 4.13. **Voting of Memberships.**

(a) Each member of the Corporation is entitled to one (1) vote on each matter submitted to a vote of the members.

(b) If a membership stands of record in the names of two (2) or more persons whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, persons entitled to vote under a agreement, or otherwise, or if two (2) or more persons have the same fiduciary relationship respecting the same membership, unless the Secretary is given written notice to the contrary and furnished with a copy of the instrument or order appointing them or creating the relationship, the vote of one (1) joint holder will bind all, when only one (1) votes, and the vote of the majority will bind all, when more than one (1) joint holder votes.

(c) The record date for determining the members entitled to vote at a meeting or cast written ballots is twenty (20) days before the date of the meeting or the day on which the first ballot is mailed or solicited.

(d) Cumulative voting **Error! Reference source not found.** shall not be permitted for any purpose.

(e) Voting by proxy shall not be permitted for any purpose.

Section 4.14. **Use of Written Ballots at Meetings.**

A combination of written ballot and personal voting may be used at any regular or special meeting of members, and may be used for the election of Directors. Prior to the meeting, the Board of Directors may authorize distribution of a written ballot to every member entitled to vote. The ballots shall be distributed in a manner consistent with the provisions of Sections 4.05, 4.17(b), and 4.19 of these Bylaws. When ballots are distributed, the number of members voting at the meeting by written ballot shall be deemed present at the meeting for purposes of determining a quorum but only with respect to the proposed actions referred to in the ballots.

Section 4.15. **Contents of Written Ballot Used at Meetings.**

Any written ballot used at a meeting shall set forth the proposed action to be taken, provide an opportunity to specify approval or disapproval of the proposed action, and state that unless revoked by the member voting in person, the ballot will be counted if received by the Corporation on or before the time of the meeting.

Section 4.16. Action by Ballot Without Meeting.

Any action that may be taken at any regular or special meeting, including election of Directors, may be taken without a meeting through distribution of a written ballot to every member entitled to vote on the matter. The Secretary shall cause a vote to be taken by written ballot on any action or recommendation proposed in writing by at least twenty percent (20%) of the members.

Section 4.17. Written Ballot Used Without Meeting.

(a) Any ballot used without a meeting shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation.

(b) The form of written ballot distributed to ten (10) or more members shall afford an opportunity to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time of distribution, to be acted on by the ballot. The form must also provide that whenever the person solicited specifies a choice with respect to any matter, the vote will be cast in accordance with that choice.

(c) A written ballot cannot be revoked. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 4.18. Solicitation of Written Ballots.

Ballots shall be solicited in a manner consistent with Sections 4.05, 4.17(b), and 4.19 of these Bylaws. The solicitations shall indicate the number of responses needed to meet the quorum requirement and specify the time by which the ballot must be received to be counted. Ballots other than for the election of Directors shall state the percentage of approvals necessary to pass the measure.

Section 4.19. Withholding Vote.

In an election of Directors, any form of written ballot which names the candidates for Director and which the member has marked "withhold" (or otherwise indicated that the authority to vote in the election of Directors is withheld) shall not be used for voting in that election.

Section 4.20. Appointment of Inspectors of Election.

In advance of any meeting of members, the Board of Directors may appoint inspectors of election to act at the meeting and any adjournment. If inspectors are not appointed or if any appointed persons fail to appear or refuse to act, the chairperson of the meeting may and, on the request of any member, shall, appoint inspectors at the meeting.

Section 4.21. **Duties of Inspectors of Election.**

The inspectors shall determine the number of memberships outstanding and the voting power of each, the number represented at the meeting, and the existence of a quorum. They shall receive votes, ballots, and consents, hear and determine all challenges and questions regarding the right to vote, count and tabulate all votes and consents, determine when the polls will close, and determine the result. They may do those acts which are proper to conduct the election or vote with fairness to all members. The inspectors shall perform these duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

ARTICLE V. DIRECTORS

Section 5.01. **Number.**

The corporation shall have at least three and no more than five Directors, collectively known as the Board of Directors. However, Associate member as defined in Article X are excluded from the provisions of this Article and the sections contained therein. An Associate member, unless they are also a member not excluded by these bylaws, are ineligible to be elected or act as a Director.

Section 5.02. **Qualifications.**

The Directors of the Corporation shall be members of the Corporation and residents of California.

Section 5.03. **Nomination.**

(a) The Board of Directors shall prescribe reasonable nomination and election procedures for the election of Directors given the nature, size, and operations of the Corporation. The procedures shall include: (1) a reasonable means of nominating persons for election as Directors, (2) a reasonable opportunity for a nominee to communicate the nominee's qualifications and the reasons for the nominee's candidacy to the members, (3) a reasonable opportunity for all nominees to solicit votes, (4) a reasonable opportunity for all the members to choose among the nominees.

(b) When the Corporation distributes any material soliciting a vote for any nominee for Director in any publication owned or controlled by the Corporation, it shall make available to each other nominee, in the same material, an equal amount or space with equal prominence to be

used by the nominee for a purpose reasonably related to the election. The Corporation shall mail within ten (10) business days to all members any material related to the election which a nominee for Director has furnished, upon written request and payment of mailing costs by the nominee, or allow the nominee to obtain the names, addresses, and voting rights of members within five (5) business days after the request.

Section 5.04. **Election.**

The Directors shall be elected at the annual meetings or by written ballot in accordance with Sections 4.16–4.19 of these Bylaws. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected.

Section 5.05. **Terms of Office.**

The terms of office for Directors shall be **two years**. Each Director shall hold office until the expiration of the term for which elected and until the election and qualification of a successor.

Section 5.06. **Compensation.**

The Directors shall serve without compensation except that they shall be paid their actual and necessary expenses incurred in serving the Corporation.

Section 5.07. **Call of Meetings.**

Meetings of the Board of Directors may be called by the President, any Vice-President, the Secretary, or any two Directors.

Section 5.08. **Place of Meetings.**

Meetings of the Board of Directors may be held at any place designated in the notice of the meeting, or, if not stated in a notice, by resolution of the Board.

Section 5.09. **Presence at Meetings.**

Directors may participate at meetings of the Board through the use of conference telephone or other communications equipment, as long as all participating Directors can hear one another. Participation by communications equipment constitutes presence at the meeting.

Section 5.10. **Regular Meetings.**

Regular meetings of the Board of Directors shall be held, without call or notice, at the principal office of the Corporation immediately following the annual meeting of members, as set forth in Section 4.02 of these Bylaws.

Section 5.11. **Special Meetings and Notice.**

Special meetings shall be held on four (4) days' notice by first-class mail or forty-eight (48) hours notice delivered personally or by telephone or telegraph. Notice of regular or special meetings need not be given to any Director who signs a waiver of notice, a written consent to holding the meeting, or an approval of the minutes (either before or after the meeting), or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to that Director. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 5.12. **Quorum at Meetings.**

A majority of the authorized number of Directors constitutes a quorum for the transaction of business.

Section 5.13. **Acts of Board at Meetings.**

Unless provided otherwise in the Articles of Incorporation, these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present is the act of the Board. A meeting at which a quorum is 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 the meeting or a greater number required by the Articles, these Bylaws, or by law.

Section 5.14. **Adjournment of Meetings.**

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

Section 5.15. **Action Without Meeting.**

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

Section 5.16. **Executive Committees.**

(a) The Board of Directors may create one or more committees to serve at its pleasure by resolution adopted by a majority of the number of Directors then in office when a quorum is present. Each committee shall consist of two (2) or more Directors appointed by a majority vote of the Directors then in office.

(b) Any executive committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to the following actions:

(1) The approval of any action for which the approval of the members or a majority of all members is required by law:

(2) The filling of vacancies on the Board or in any committee that has the authority of the Board;

(3) The fixing of compensation of the Directors for serving on the Board or on any committee;

(4) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(5) The amendment or repeal of any resolution of the Board which by its express terms are not amendable or repealable:

(6) The appointment of committees of the Board or the members of such committees:

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

Section 5.17. Resignation of Directors.

Any Director may resign effective upon written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If a resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 5.18. Removal of Directors.

Any or all Directors may be removed without cause by the members. If the Corporation has fewer than fifty (50) members, the removal shall be approved by an affirmative vote or written ballot of a majority of all the votes entitled to be cast. If the Corporation has fifty (50) or more members, the removal shall be approved or ratified by the affirmative vote of a majority of all the votes represented and voting at a duly held meeting at which a quorum is present, or by written ballot, or by the affirmative vote or written ballot of any greater proportion of the votes as required in these Bylaws or by law.

Section 5.19. Cause of Vacancies on Board.

Vacancies on the Board of Directors shall exist on the death, resignation, termination of membership, or removal of a Director; whenever the authorized number of Directors is increased; whenever the Board declares an office vacant pursuant to Section 5.20 of these Bylaws; and on the failure of the members to elect the full number of Directors authorized.

Section 5.20. Declaration of Vacancies.

The Board of Directors may declare vacant the office of any Director whose eligibility for election has ceased, who has been declared of unsound mind by a final order of court, who is convicted of a felony, or who has not attended **five or more** consecutive regular or special meetings of the Board.

Section 5.21. **Filling Vacancies on Board.**

Except for vacancies created by removal of a Director pursuant to Section 5.18 of these Bylaws, vacancies may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. Vacancies created by the removal of a Director may be filled only by approval (as defined by Section 12224 of the California Corporations Code) of the members. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

ARTICLE VI. OFFICERS

Section 6.01. **Titles.**

The officers of the Corporation shall be a President, Secretary, Chief Financial Officer, and any other officers with such titles and duties as determined by the Board of Directors and as may be necessary to enable it to sign instruments. The President is the Chief Executive Officer of the Corporation. The same person may hold any number of offices. The President shall be chosen from among the Directors elected by the membership of the Corporation.

Section 6.02. **Appointment and Resignation.**

The officers shall be chosen by the Board of Directors and serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. However, Associate member as defined in Article X are excluded from the provisions of this Article and the sections contained therein. Associate member, unless they are also a member not excluded by these bylaws, are ineligible to be appointed or act as an officer of the Corporation.

ARTICLE VII. CORPORATE RECORDS AND REPORTS

Section 7.01. **Required Records.**

The Corporation shall keep adequate and correct books and records of account and minutes of the proceedings of its members, Board of Directors, and committees of the Board. It shall also keep a record of the members, including the names, addresses, and number of shares

held by each. 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.

Section 7.02. Annual Report.

(a) For fiscal years in which the Corporation has, at any time, more than twenty-five (25) members, the Corporation shall notify each member yearly of the member's right to receive an annual financial report. The Board of Directors shall promptly cause the most recent annual report to be sent to a member on written request. The annual report shall be prepared no later than one hundred twenty (120) days after the close of the Corporation's fiscal year.

(b) The annual report shall contain in appropriate detail all of the following: (1) 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; (2) a statement of the place where the names and addresses of the current members are located; and (3) the statement required by Section 7.03 of these Bylaws.

(c) The annual report shall be accompanied by any pertinent report by independent accountants, or, if there is no such report, by the certificate of an authorized officer of the Corporation that the statements were prepared without audit from the books and records of the Corporation.

Section 7.03. Annual Statement of Transactions and Indemnifications.

In addition to the annual report described in Section 7.02 of these Bylaws, the Corporation shall furnish annually (pursuant to Section 12592 of the California Corporations Code) to its members and Directors a statement of the transactions and indemnifications to interested persons. If the Corporation does not issue an annual report pursuant to Section 7.02 of these Bylaws, such statement shall be mailed or delivered to members within one hundred twenty (120) days after the close of the fiscal year.

ARTICLE VIII. INSPECTION RIGHTS

Section 8.01. Articles and Bylaws.

The corporation shall keep at its principal office in California the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the Corporation has no office in California, it shall furnish on the written request of any member a copy of the Articles or Bylaws as amended to date. Associate member as defined in Article X are excluded from the provisions of this Article and the sections contained therein and specifically have no right to inspect or copy the documents, lists, books or records as mentioned in this Article and sections contained therein.

Section 8.02. Books and Records.

The accounting books and records and minutes of proceedings of the members, the Board of Directors, and committees of the Board shall be open to inspection on the written demand of any member at any reasonable time, for a purpose reasonably related to that person's interests as a member.

Every Director has the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the Corporation.

Section 8.03. Inspection of Membership List.

(a) Subject to the Corporation's right to set aside a member's demand for inspection pursuant to Section 12601 of the California Corporations Code and the power of the court to limit inspection rights pursuant to Section 12602 of the California Corporations Code, and unless the Corporation provides a reasonable alternative pursuant to Section 8.03(c) of these Bylaws, a member may do either or both of the following:

(1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on making a written demand five (5) business days in advance which states the purpose for which the inspection rights are requested;

(2) Obtain from the Secretary, upon written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled, or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified as the date as of which the list is to be compiled.

(b) The rights set forth in Subsection (a) of this Bylaw section may be excised by any member or members possessing five percent (5%) or more of the voting power for a purpose reasonably related to the members' interest as members. The Corporation may deny access to the membership list where it reasonably believes that the information therein will be used for another purpose or where the Corporation provides a reasonable alternative pursuant to Section 8.03(c) of these Bylaws.

(c) The Corporation may within ten (10) days after receiving a demand, deliver a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 8.03(a) of these Bylaws shall be a reasonable alternative, unless the Corporation fails to do the things that it offered to do within a reasonable time after acceptance of the offer. Any rejection of the offer shall be in writing and indicate the reasons the proposed alternative does not meet the proper purpose of the demand.

ARTICLE IX. SURPLUS ALLOCATIONS AND DISTRIBUTIONS

Section 9.01. Fiscal Year.

The fiscal year of the Corporation shall end at the close of the business day on the last day of the month of December of each year.

Section 9.02. Surplus and Patronage Defined.

(a) "Surplus" shall be defined as the excess of revenues and gains over expenses and losses for a fiscal year. Such surplus shall be determined in accordance with generally accepted accounting principles and shall be computed without regard to any patronage refunds, capital allocations, dividends, or income tax.

(b) "Patronage" shall be defined as measured by the volume or value, or both, of a patron's purchases of such products from, and use of such services furnished by, the corporation, and by such products and services provided by the patron to the corporation for marketing.

Section 9.03. Annual Allocations and Distributions of Surplus.

(a) Before any dividends or patronage refunds are distributed for each fiscal year, any surplus should first be allocated to any deficit in the accounting of "retained earnings" of the Corporation.

(b) After any deficit in retained earnings has been eliminated, the Board of Directors may declare a dividend upon shares at a rate not to exceed any maximum rate established by Section 12451 of the California Corporations Code (taking into account any other "distributions" as defined by Section 12235 of the California Corporations Code). No such dividends shall be cumulative.

(c) The Directors may then uniformly distribute all the remaining surplus attributed to patronage of the members of the Corporation to such members as described in the following paragraphs of this subsection of these Bylaws. For the purposes of this subsection of the Bylaws, the remaining patronage surplus shall be computed consistent with Subchapter T of the Internal Revenue Code, related Treasury Regulations, and related court and other relevant interpretations. However, Associate member as defined in Article X are excluded from the provisions of this Article and the sections contained therein.

(1) Any remaining patronage surplus attributed to the members and to be distributed to them shall be the total remaining patronage surplus attributed to both member and non-member business (but reduced by dividends on shares and any allocations to eliminate a deficit in retained earnings) multiplied by the ratio of member patronage to total patronage.

(2) A member is entitled to a patronage refund, if such is distributed, in the amount of the remaining patronage surplus, as determined by Paragraph (1) of this subsection of these Bylaws,

multiplied by the ratio of such member's patronage with the Corporation to the patronage of all members with the Corporation.

(d) Any dividends declared or patronage refunds paid or allocated pursuant to this section of the Bylaws may be in the form of shares in whole or in part, subject to Subsections (e) and (f) of this section of these Bylaws.

(e) If a member owns three hundred dollars (\$300.00) or more in shares as of the end of the fiscal year for which dividends are declared or patronage refunds are to be paid or allocated, such member shall receive all of her or his dividends and patronage refunds in cash. The three hundred dollar (\$300.00) amount shall be known as a member's "Fair Share."

(f) If the cash payment to a member for such member's dividends and patronage refunds together would total less than one dollar (\$1.00), the Board of Directors shall distribute such dividends and patronage refunds to the member wholly in shares.

(g) Each person who becomes a member of this Corporation consents to include in his or her gross income for federal income tax purposes the amount of any patronage refund paid to him or her by this Corporation in money or by written notice of allocation (as defined in the Internal Revenue Code), except to the extent that such a patronage refund is not income to the member because (i) it is attributable to the purchase of personal, living, or family items, or (ii) it should properly be treated as an adjustment to the tax basis of property previously purchased. The term "patronage refund," as used herein, shall have the same meaning as the term "patronage dividend," as used in the Internal Revenue Code.

(h) For the purpose of allocating and distributing any annual surplus, the entire operations of the Corporation shall be considered as a unit; provided that by resolution of the Board of Directors, the Corporation may distribute patronage refunds on the basis of the business transacted by each of the departments or divisions into which the operations of the Corporation shall be divided by the Board for the purpose of such allocation.

ARTICLE X. ASSOCIATE MEMBER

Section 10.01 Associate member:

(a) Pursuant to Corporations Code Section 7333(a) a corporation may refer to persons associated with it as "members" even though such persons are not members within the meaning of Section 5056; but references to members in this part mean members as defined in Section 5056.

(b) Pursuant to Corporations Code Section 7333(b) a corporation may benefit, serve, or assist persons who are not members within the meaning of Section 5056 for such consideration, if any, as the board may determine or as is authorized or provided for in the articles or bylaws.

(c) Associate members shall not be considered members within the meaning of Corporations Code Section 5056 and shall have no rights to which a member would be entitled under Section 5056.

(d) An Associate member shall be defined as those qualified patients, primary care givers or a person(s) with an identification card as defined by Health and Safety Code Sections 11362.5 and 11362.7 et. seq. who purchase or acquire medical marijuana, in whatever form, from the corporation or who cultivate, manufacture, process, deliver and or otherwise provide medical marijuana, in whatever form, to the Corporation for the benefit, purchase and or use of the members or other non-member patrons or handle its members' or Associate member' products or services or whose products or services are marketed, processed, or handled by the corporation.

(e) The Corporation is authorized to associate with, and designate an Associate member, for those purposes as mentioned in this Article and sections contained therein, those persons as mentioned in this Article and sections contained therein.

(f) No person may be an Associate member of the Corporation who is not a natural person and who is not a qualified patient, a person with an identification card or primary care giver as defined by Health and Safety Code Sections 11362.5 and 11362.7 et. seq.

(g) Any Associate member associated or affiliated with the Corporation shall be bound by any rules, or membership requirements as set forth by the Corporation.

(h) No person who is deemed an Associate Member of the Corporation shall be personally liable under any judgment of a court, or in any other manner, for any debt obligation, or liability of the Corporation, whether that liability or obligation arises in contract, tort, or otherwise, solely by reason of being a Non-member Patron of the Association.

(i) An Associate member under this section, for the purpose of acquiring the products, goods and or services of the Corporation or providing, products, goods or services as described herein, may be designated as an Associate member or, in the alternative, member of the Corporation for such limited purpose(s). However, such designation shall in no way confer any rights, duties or obligations under Section 5056 of the Corporations Code.

(j) A member of the Corporation as defined by Section 5056 may also be an Associate member of the Corporation and retain all the rights, duties and obligations conferred by that section and shall not, solely as a result of being an Associate member, be denied the rights conferred by Section 5056.

ARTICLE XI: AUTHORIZATION TO CONDUCT MEDICAL MARIJUANA ACTIVITIES AND ASSOCIATED COSTS

Section 11.01

(a) The Bylaws as stated herein authorize the execution of a collective or cooperative medical marijuana cultivation project(s) as authorized by Health and Safety Code Section 11362.7, Section 1(b)(3) and or 11362.775 (hereinafter "Project"), and any contracts or agreements attendant thereto, by the Corporation. By these Bylaws, the product(s) of such project(s) is and shall become the collective property of the Corporation and its members, Associated or otherwise, that the Corporation shall acquire, hold and manage such property for the benefit of the members, Associate or otherwise, collectively and which product shall be for the sole use and benefit its members. Each member and Associate member shall have the right to obtain and use such property only so long as they are members or Associate members of the Corporation and payment of their pro rata share of the costs of operation of the Corporation as

represented by that portion of the such property acquired, from time to time, by that member, or Associated member is received by the Corporation.

Each member and or Associate member shall contribute to the project their time, effort, labor, advice, support (financial or otherwise), technical or administrative assistance according to ability, expertise, knowledge, technical training, or experience of the member on an as needed basis upon the reasonable request of the Corporation.

By the Bylaws herein stated, one or more members, Associate or otherwise, may cultivate medical marijuana for the benefit of the Corporation and that the costs and expenses associated with such cultivation and processing and or distribution to members, Associate or otherwise, shall be borne by the Corporation through its members on a pro rata basis.

(b) Members, Associate or otherwise, shall contribute funds to the project(s), on a pro rata basis, which shall be accomplished by payment to the Corporation. Any pro rata payment to the Corporation is used to insure continued operation of the Corporation and that any such transaction in no way constitutes commercial promotion.

Such funds paid to the Corporation on a pro rata basis shall be that amount necessary to provide for the (1) costs of acquisition, cultivation, processing, transporting, distribution and or delivery of medical marijuana by the Corporation to its members, (2) for salary and other compensation for services rendered to the Corporation and or its members by the President or other employees of the Corporation, (3) for costs associated with rent, utilities, or other fixed or variable costs and or expenses associated with any location operated by, for or on behalf of the Corporation (4) for costs and expenses advanced on behalf of the Corporation, (5) for such other debt or obligation incurred by the Corporation on its behalf and for its benefit, and (6) reserve funds for potential civil or criminal liabilities of the Corporation and or the Directors, Officers or employees thereof. The amount of any reserve fund for potential civil or criminal liabilities may be determined by the Board of Directors.

Each pro rata payment as mentioned above may be deferred until such time as the member acquires his or her medical marijuana from the Corporation. Acquisition of medical marijuana by the Corporation may occur on a regular, irregular or periodic basis, depending on the needs of each member, and that the pro rata contribution of each acquiring member shall be paid upon acquisition of each members, or Associated member's physicians recommended or lawfully possessable amount as they occur.

Indigent or low income qualified members may obtain medical marijuana at discounted cost based upon need and ability to pay. Indigent and low income members may be required to provide to the Corporation, an income and expense declaration signed under penalty of perjury. The Corporation shall, in his or her reasonable discretion, compute that members pro rata share that bears a reasonable relation to the member's ability to pay. The difference between the pro rata payment by non-indigent members and indigent or low income members shall be borne by the Corporation.

ARTICLE XII VERIFICATION AND NON DIVERSION

Section 12.01

(a)The Corporation shall verify each member's or Associate member's physician recommendation upon application for membership or within 72 hours thereof. A failure of the Corporation to verify each member's physician recommendation shall be grounds for denial or termination of member's membership in the Corporation.

(b) No medical marijuana shall be distributed to a member or Associate member without verification by the Corporation. Distribution and or resale of medical marijuana acquired through the Corporation to any non- member, or any person who is not an Associate member of the Corporation, shall result in immediate termination of membership from the Corporation. No officer, director or employee shall knowingly allow diversion, sale, acquisition or delivery of medical marijuana, in whatever form, to a non-member or Associate member as defined in Article X herein.

ARTICLE XIII BANK RESOLUTION

Section 13.01

The President of the Corporation, or his or her authorized agent, shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the by the President. The President, in his or her discretion, is authorized hereby to provide for a depository for the funds of the Corporation, is further authorized to deal with Corporation funds, add or delete signatories to any account held in the name of the Corporation, except that the Treasurer shall be a signatory with the President on any account held in the name of the Association. Until such authority is revoked by sealed notification to said bank by a successor President, the Governing Board of the Association, if so formed, or the Alternate Board, the President or Treasurer named herein are authorized to execute checks and other items for and on behalf of the Association.

Said account shall be governed by applicable banking laws, customs and Clearing House regulations and by the rules printed charge schedule of the bank. If the account is a checking account, the bank is requested to prepare and mail the monthly bank statement and cancelled checks, if available, to the mailing address of the Association shown on the bank records.

ARTICLE XIV. BYLAW CHANGES

Section 14.01 **Bylaw Changes by the Board.**

The Bylaws shall be adopted, amended, or repealed by the Board of Directors unless the action would:

(a) materially and adversely affect the rights or obligations of members as to voting dissolution, redemption, transfer, distributions, patronage distributions, patronage, property rights, or rights to repayment of contributed capital;

(b) increase or decrease the number of members or shares authorized in total or for any class;

(c) effect an exchange, reclassification, or cancellation of all or part of the memberships or shares,

(d) authorize a new class of memberships or shares,

(c) change the number of Directors or establish a variable number of Directors;

(f) extend the term of a Director beyond that for which the Director was elected or increase the terms of the Directors;

(g) allow all or any portion of the Directors to hold office by virtue of designation or selection rather than by election by the members: and

(h) allow the Board to fill vacancies occurring in the Board by reason of the removal of Directors.

Section 10.02. Bylaw Changes by the Members.

Where the Board of Directors is denied the right to adopt, amend, or repeal these Bylaws pursuant to Section 10.01 of these Bylaws, these Bylaws shall be adopted, amended, or repealed by approval of the members. Associate member as defined in Article X are excluded from the provisions of this Article and the sections contained therein and specifically shall have no right to adopt, amend or repeal these Bylaws.

CERTIFICATE OF SECRETARY OF POINT LOMA PATIENTS CONSUMER COOPERATIVE

I hereby certify that I am the duly elected and acting Secretary of this Corporation and that the foregoing Bylaws constitute the Bylaws of this Corporation, as duly adopted by the Board of Directors on _____, 20__.

Dated: _____, 20__.

Secretary

EXHIBIT 3



City of San Diego
Development Services
 1222 First Ave., MS-302
 San Diego, CA 92101
 (619) 446-5000

THE CITY OF SAN DIEGO

General Application

FORM DS-3032
 AUGUST 2013

Part I (Must be completed for all permits/approvals)

1. Approval Type: *Separate electrical, plumbing and/or mechanical permits are required for projects other than single-family residences or duplexes* Electrical/Plumbing/Mechanical Sign Structure Grading Public Right-of-Way; Subdivision Demolition/Removal Development Approval Vesting Tentative Map Tentative Map Map Waiver Other: CUP

2. Project Address/Location: *Include Building or Suite No.* **3452 Hancock Street, San Diego, CA 92110** **Project Title:** 3452 Hancock MMCC **Project No.:** *For City Use Only* 368344

Legal Description: *(Lot, Block, Subdivision Name & Map Number)* Lot Nos. 37,38, Block 1, Resub. PL 277, Aschoff & Kellys Sub., Map No. 578 **Assessor's Parcel Number:** 441-581-12-00

Existing Use: House/Duplex Condominium/Apartment/Townhouse Commercial/Non-Residential Vacant Land
Proposed Use: House/Duplex Condominium/Apartment/Townhouse Commercial/Non-Residential Vacant Land

Project Description:
Conditional Use Permit for a Medical Marijuana Consumer Cooperative. Approximately 831 SF tenant improvement and parking lot striping.

3. Property Owner/Lessee Tenant Name: *Check one* Owner Lessee or Tenant **Telephone:** (619) 886-4251 **Fax:** (858) 230-6139
Point Loma Patients Consumer Cooperative

Address: 2188 Balfour Ct. **City:** San Diego **State:** CA **Zip Code:** 92109 **E-mail Address:** adamearth73@gmail.com

4. Permit Holder Name - This is the property owner, person, or entity that is granted authority by the property owner to be responsible for scheduling inspections, receiving notices of failed inspections, permit expirations or revocation hearings, and who has the right to cancel the approval (in addition to the property owner). SDMC Section 113.0103.

Name: Point Loma Patients Consumer Cooperative **Telephone:** (619) 886-4251 **Fax:** (858) 230-6139

Address: 2188 Balfour Ct. **City:** San Diego **State:** CA **Zip Code:** 92109 **E-mail Address:** adamearth73@gmail.com

5. Licensed Design Professional (if required): (check one) Architect Engineer **License No.:** C-19371

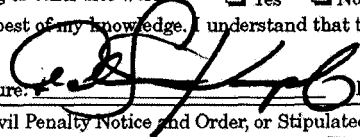
Name: Michael R. Morton **Telephone:** (619) 857-8144 **Fax:** _____

Address: 3956 30th Street **City:** San Diego **State:** CA **Zip Code:** 92104 **E-mail Address:** abhay@techne-us.com

6. Historical Resources/Lead Hazard Prevention and Control (not required for roof mounted electric-photovoltaic permits, deferred fire approvals, or completion of expired permit approvals) -

- a. Year constructed for all structures on project site: 01/01/1959
- b. HRB Site # and/or historic district if property is designated or in a historic district (if none write N/A): N/A
- c. Does the project include any permanent or temporary alterations or impacts to the exterior (cutting-patching-access-repair, roof repair or replacement, windows added-removed-repaired-replaced, etc)? Yes No
- d. Does the project include any foundation repair, digging, trenching or other site work? Yes No

I certify that the information above is correct and accurate to the best of my knowledge. I understand that the project will be distributed/reviewed based on the information provided.

Print Name: Adam Knopf **Signature:**  **Date:** 04/23/2014

7. Notice of Violation - If you have received a Notice of Violation, Civil Penalty Notice and Order, or Stipulated Judgment, a copy must be provided at the time of project submittal. Is there an active code enforcement violation case on this site? No Yes, copy attached

8. Applicant Name: *Check one* Property Owner Authorized Agent of Property Owner Other Person per M.C. Section 112.0102

Point Loma Patients Consumer Cooperative **Telephone:** (619) 886-4251 **Fax:** (858) 230-6139
Address: 2188 Balfour Ct. **City:** San Diego **State:** CA **Zip Code:** 92109 **E-mail Address:** adamearth73@gmail.com

Applicant's Signature: I certify that I have read this application and state that the above information is correct, and that I am the property owner, authorized agent of the property owner, or other person having a legal right, interest, or entitlement to the use of the property that is the subject of this application (Municipal Code Section 112.0102). I understand that the applicant is responsible for knowing and complying with the governing policies and regulations applicable to the proposed development or permit. The City is not liable for any damages or loss resulting from the actual or alleged failure to inform the applicant of any applicable laws or regulations, including before or during final inspections. City approval of a permit application, including all related plans and documents, is not a grant of approval to violate any applicable policy or regulation, nor does it constitute a waiver by the City to pursue any remedy, which may be available to enforce and correct violations of the applicable policies and regulations. I authorize representatives of the city to enter the above-identified property for inspection purposes. I have the authority and grant City staff and advisory bodies the right to make copies of any plans or reports submitted for review and permit processing for the duration of this project.

Signature:  **Date:** 04/23/2014

Printed on recycled paper. Visit our web site at www.sandiego.gov/development-services.
 Upon request, this information is available in alternative formats for persons with disabilities.

EXHIBIT 4



**State of California
Secretary of State**

118

N

Statement of Information

(Domestic Nonprofit, Credit Union and Consumer Cooperative Corporations)

Filing Fee: \$20.00. If this is an amendment, see instructions.
IMPORTANT - READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

FILED
Secretary of State
State of California

MAR 30 2015

1. CORPORATE NAME

POINT LOMA PATIENTS CONSUMER COOPERATIVE CORPORATION

2. CALIFORNIA CORPORATE NUMBER

C3669504

NK

This Space for Filing Use Only

Complete Principal Office Address (Do not abbreviate the name of the city. Item 3 cannot be a P.O. Box.)

3. STREET ADDRESS OF PRINCIPAL OFFICE IN CALIFORNIA, IF ANY	CITY	STATE	ZIP CODE
3452 Hancock Street	San Diego	CA	92110

4. MAILING ADDRESS OF THE CORPORATION	CITY	STATE	ZIP CODE
5666 La Jolla Blvd #155	La Jolla	CA	92037

Names and Complete Addresses of the Following Officers (The corporation must list these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

5. CHIEF EXECUTIVE OFFICER/	ADDRESS	CITY	STATE	ZIP CODE
Adam Knopf	5666 La Jolla Blvd #155	La Jolla	CA	92037

6. SECRETARY	ADDRESS	CITY	STATE	ZIP CODE
Tiffany Knopf	5666 La Jolla Blvd #155	La Jolla	CA	92037

7. CHIEF FINANCIAL OFFICER/	ADDRESS	CITY	STATE	ZIP CODE
Adam Knopf	5666 La Jolla Blvd #155	La Jolla	CA	92037

Agent for Service of Process If the agent is an individual, the agent must reside in California and Item 9 must be completed with a California street address, a P.O. Box address is not acceptable. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1505 and Item 9 must be left blank.

8. NAME OF AGENT FOR SERVICE OF PROCESS
Justus H. Henkes IV, CPA

9. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL	CITY	STATE	ZIP CODE
7742 Herschel Ave Ste K	La Jolla	CA	92037

Common Interest Developments

10. Check here if the corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act, (California Civil Code section 4000, et seq.) or under the Commercial and Industrial Common Interest Development Act, (California Civil Code section 6500, et seq.). The corporation must file a Statement by Common Interest Development Association (Form SI-CID) as required by California Civil Code sections 5405(a) and 6760(a). Please see instructions on the reverse side of this form.

11. THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT.

03-27-15	Justus H. Henkes IV	CPA	
DATE	TYPE/PRINT NAME OF PERSON COMPLETING FORM	TITLE	SIGNATURE

EXHIBIT 5

DOC# 2015-0157638

APR 03 2015 11:19 AM

OFFICIAL RECORDS
Ernest J. Dronenburg, Jr.,
SAN DIEGO COUNTY RECORDER
FEES: \$72.00

RECORDING REQUESTED BY
CITY OF SAN DIEGO
DEVELOPMENT SERVICES
PERMIT INTAKE, MAIL STATION 501

PROJECT MANAGEMENT
PERMIT CLERK
MAIL STATION 501

129
10

SPACE ABOVE THIS LINE FOR RECORDER'S USE

INTERNAL ORDER NUMBER: 24004654

**CONDITIONAL USE PERMIT NO. 1377388
3452 HANCOCK - MMCC PROJECT NO. 368344
PLANNING COMMISSION**

This Conditional Use Permit No. 1377388 is granted by the Planning Commission of the City of San Diego to SINNER BROTHERS, INC, Owner and POINT LOMA PATIENTS CONSUMER COOPERATIVE, Permittee, pursuant to San Diego Municipal Code [SDMC] section 126.0305. The 0.15-acre site is located at 3452 Hancock Street in the IS-1-1 Zone, Airport Influence Area (San Diego International Airport) and Coastal Height Limitation Overlay Zone within the Midway/Pacific Highway Corridor Community Plan Area. The project site is legally described as: Lots 37 and 38, Block 1 of the Resubdivision of Pueblo Lot 277, commonly known as Ascoff and Kelly's Subdivision, Map No. 578, January 12, 1889.

Subject to the terms and conditions set forth in this Permit, permission is granted to Owner/Permittee to operate a Medical Marijuana Consumer Cooperative (MMCC) and subject to the City's land use regulations described and identified by size, dimension, quantity, type, and location on the approved exhibits [Exhibit "A"] dated March 19, 2015, on file in the Development Services Department.

The project shall include:

- a. Operation of a Medical Marijuana Consumer Cooperative (MMCC) in an 832 square foot tenant space within an existing, 1,503 square foot, one-story building on a 0.15-acre site;
- b. Existing landscaping (planting, irrigation and landscape related improvements);
- c. Existing off-street parking;

ORIGINAL

- d. Public and private accessory improvements determined by the Development Services Department to be consistent with the land use and development standards for this site in accordance with the adopted community plan, the California Environmental Quality Act [CEQA] and the CEQA Guidelines, the City Engineer's requirements, zoning regulations, conditions of this Permit, and any other applicable regulations of the SDMC.

STANDARD REQUIREMENTS:

1. This permit must be utilized within thirty-six (36) months after the date on which all rights of appeal have expired. If this permit is not utilized in accordance with Chapter 12, Article 6, Division 1 of the SDMC within the 36 month period, this permit shall be void unless an Extension of Time has been granted. Any such Extension of Time must meet all SDMC requirements and applicable guidelines in effect at the time the extension is considered by the appropriate decision maker. This permit must be utilized by March 19, 2018.
2. This Conditional Use Permit [CUP] and corresponding use of this MMCC shall expire on March 19, 2020.
3. In addition to the provisions of the law, the MMCC must comply with; Chapter 4, Article 2, Division 15 and Chapter 14, Article 1, Division 6 of the San Diego Municipal Code.
4. No construction, occupancy, or operation of any facility or improvement described herein shall commence, nor shall any activity authorized by this Permit be conducted on the premises until:
 - a. The Owner/Permittee signs and returns the Permit to the Development Services Department.
 - b. The Permit is recorded in the Office of the San Diego County Recorder.
 - c. A MMCC Permit issued by the Development Services Department is approved for all responsible persons in accordance with SDMC, Section 42.1504.
5. While this Permit is in effect, the MMCC shall be used only for the purposes and under the terms and conditions set forth in this Permit unless otherwise authorized by the appropriate City decision maker.
6. This Permit is a covenant running with the MMCC and all of the requirements and conditions of this Permit and related documents shall be binding upon the Owner/Permittee and any successor(s) in interest.
7. The continued use of this Permit shall be subject to the regulations of this and any other applicable governmental agency.

8. Issuance of this Permit by the City of San Diego does not authorize the Owner/Permittee for this Permit to violate any Federal, State or City laws, ordinances, regulations or policies including, but not limited to, the Endangered Species Act of 1973 [ESA] and any amendments thereto (16 U.S.C. § 1531 et seq.).

9. The Owner/Permittee shall secure all necessary building permits. The Owner/Permittee is informed that to secure these permits, substantial building modifications and site improvements may be required to comply with applicable building, fire, mechanical, and plumbing codes, and State and Federal disability access laws.

10. Construction plans shall be in substantial conformity to Exhibit "A." Changes, modifications, or alterations to the construction plans are prohibited unless appropriate application(s) or amendment(s) to this Permit have been granted.

11. All of the conditions contained in this Permit have been considered and were determined necessary to make the findings required for approval of this Permit. The Permit holder is required to comply with each and every condition in order to maintain the entitlements that are granted by this Permit.

If any condition of this Permit, on a legal challenge by the Owner/Permittee of this Permit, is found or held by a court of competent jurisdiction to be invalid, unenforceable, or unreasonable, this Permit shall be void. However, in such an event, the Owner/Permittee shall have the right, by paying applicable processing fees, to bring a request for a new permit without the "invalid" condition(s) back to the discretionary body which approved the Permit for a determination by that body as to whether all of the findings necessary for the issuance of the proposed permit can still be made in the absence of the "invalid" condition(s). Such hearing shall be a hearing de novo, and the discretionary body shall have the absolute right to approve, disapprove, or modify the proposed permit and the condition(s) contained therein.

12. The Owner/Permittee shall defend, indemnify, and hold harmless the City, its agents, officers, and employees from any and all claims, actions, proceedings, damages, judgments, or costs, including attorney's fees, against the City or its agents, officers, or employees, relating to the issuance of this permit including, but not limited to, any action to attack, set aside, void, challenge, or annul this development approval and any environmental document or decision. The City will promptly notify Owner/Permittee of any claim, action, or proceeding and, if the City should fail to cooperate fully in the defense, the Owner/Permittee shall not thereafter be responsible to defend, indemnify, and hold harmless the City or its agents, officers, and employees. The City may elect to conduct its own defense, participate in its own defense, or obtain independent legal counsel in defense of any claim related to this indemnification. In the event of such election, Owner/Permittee shall pay all of the costs related thereto, including without limitation reasonable attorney's fees and costs. In the event of a disagreement between the City and Owner/Permittee regarding litigation issues, the City shall have the authority to control the litigation and make litigation related decisions, including, but not limited to, settlement or other disposition of the matter. However, the Owner/Permittee shall not be required to pay or perform any settlement unless such settlement is approved by Owner/Permittee.

PLANNING/DESIGN REQUIREMENTS:

13. The use within the 832 square foot tenant space shall be limited to the MMCC and any use permitted in the IS-1-1 Zone.
14. Consultations by medical professionals shall not be a permitted accessory use at the MMCC.
15. Lighting shall be provided to illuminate the interior of the MMCC, facade, and the immediate surrounding area, including any accessory uses, parking lots, and adjoining sidewalks. Lighting shall be hooded or oriented so as to deflect light away from adjacent properties.
16. Security shall include operable cameras and a metal detector to the satisfaction of Development Services Department. This facility shall also include alarms and two armed security guards to the extent the possession of a firearm is not in conflict with 18 U.S.C. § 922(g) and 27 C.F.R. § 478.11. Nothing herein shall be interpreted to require or allow a violation of federal firearms laws. The security guard shall be licensed by the State of California. One security guard must be on the premises 24 hours a day, seven days a week, the other must be present during business hours. The security guard should only be engaged in activities related to providing security for the facility, except on an incidental basis. The cameras shall have and use a recording device that maintains the records for a minimum of 30 days.
17. The Owner/Permittee shall install bullet resistant glass, plastic, or laminate shield at the reception area to protect employees.
18. The Owner/Permittee shall install bullet resistant armor panels in walls around the safe room and adjoining walls with other tenants.
19. The name and emergency contact phone number of an operator or manager shall be posted in a location visible from outside of the MMCC in character size at least two inches in height.
20. The MMCC shall operate only between the hours of 7:00 a.m. and 9:00 p.m., seven days a week.
21. The use of vending machines which allow access to medical marijuana except by a responsible person, as defined in San Diego Municipal Code Section 42.1502, is prohibited. For purposes of this section and condition, a vending machine is any device which allows access to medical marijuana without a human intermediary.
22. The Owner/Permittee or operator shall maintain the MMCC, adjacent public sidewalks, and areas under the control of the owner or operator, free of litter and graffiti at all times. The owner or operator shall provide for daily removal of trash, litter, and debris. Graffiti shall be removed within 24 hours.
23. Medical marijuana shall not be consumed anywhere within the 0.15-acre site.

24. The Owner/Permittee or operator shall post anti-loitering signs near all entrances of the MMCC.

25. All signs associated with this development shall be consistent with sign criteria established by City-wide sign regulations and shall further be restricted by this permit. Sign colors and typefaces are limited to two. Ground signs shall not be pole signs. A sign is required to be posted on the outside of the MMCC and shall only contain the name of the business.

TRANSPORTATION REQUIREMENTS:

26. No fewer than 8 parking spaces (including 1 van accessible space) shall be maintained on the property at all times in the approximate locations shown on Exhibit "A". All on-site parking stalls and aisle widths shall be in compliance with requirements of the City's Land Development Code and shall not be converted and/or utilized for any other purpose, unless otherwise authorized in writing by the Development Services Department.

POLICE DEPARTMENT RECOMMENDATION:

27. The San Diego Police Department recommends that a Crime Prevention Through Environmental Design (CPTED) review be requested by their department and implemented for the MMCC.

INFORMATION ONLY:

- The issuance of this discretionary use permit alone does not allow the immediate commencement or continued operation of the proposed use on site. The operation allowed by this discretionary use permit may only begin or recommence after all conditions listed on this permit are fully completed and all required ministerial permits have been issued and received final inspection.
- Any party on whom fees, dedications, reservations, or other exactions have been imposed as conditions of approval of this Permit, may protest the imposition within ninety days of the approval of this development permit by filing a written protest with the City Clerk pursuant to California Government Code-section 66020.
- This development may be subject to impact fees at the time of construction permit issuance.

APPROVED by the Planning Commission of the City of San Diego on March 19, 2015 and Resolution No. PC-4667.

Conditional Use Permit No.1377388/PTS No. 368344
Date of Approval: March 19, 2015

AUTHENTICATED BY THE CITY OF SAN DIEGO DEVELOPMENT SERVICES
DEPARTMENT




Edith Gutierrez
Development Project Manager

**NOTE: Notary acknowledgment
must be attached per Civil Code
section 1189 et seq.**

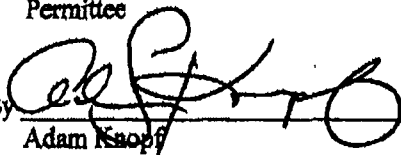
**The undersigned Owner/Permittee, by execution hereof, agrees to each and every condition of
this Permit and promises to perform each and every obligation of Owner/Permittee hereunder.**

SINNER BROTHERS, INC
Owner

By 

John Rickards
President

POINT LOMA PATIENTS CONSUMER
COOPERATIVE
Permittee

By 

Adam Knopf
Permittee

**NOTE: Notary acknowledgments
must be attached per Civil Code
section 1189 et seq.**

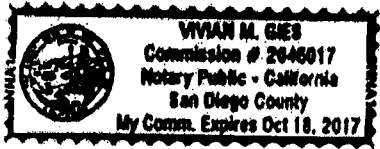
CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Diego)
On April 3, 2015 before me, Vivian M. Gies, Notary Public
Date Here Insert Name and Title of the Officer
personally appeared Edith Gutierrez
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Vivian M. Gies
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: PTS 368344/3452 Hancock/CUP Document Date: _____

Number of Pages: _____ Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- Corporate Officer — Title(s): _____
- Partner — Limited General
- Individual Attorney in Fact
- Trustee Guardian or Conservator
- Other: _____

Signer Is Representing: _____

Signer's Name: _____

- Corporate Officer — Title(s): _____
- Partner — Limited General
- Individual Attorney in Fact
- Trustee Guardian or Conservator
- Other: _____

Signer Is Representing: _____

ORIGINAL

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Diego)
On 4.2.15 before me, Quinlin R. Holmes, Notary Public
Date Here Insert Name and Title of the Officer
personally appeared John RICKARDS AND
Adam KROFT
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) he/she subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.
Signature [Handwritten Signature]
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document
Title or Type of Document: Cold Home Use Permit Document Date: DATE OF APPROVAL
Number of Pages: 6 Signer(s) Other Than Named Above: N/A 3.19.15
Capacity(ies) Claimed by Signer(s)
Signer's Name: AS ABOVE Signer's Name: N/A
[] Corporate Officer -- Title(s): [] Corporate Officer -- Title(s):
[] Partner -- [] Limited [] General [] Partner -- [] Limited [] General
[] Individual [] Attorney in Fact [] Individual [] Attorney in Fact
[] Trustee [] Guardian or Conservator [] Trustee [] Guardian or Conservator
[] Other: [] Other:
Signer is Representing: N/A Signer is Representing:

ORIGINAL

EXHIBIT 6



THE CITY OF SAN DIEGO

Report to the Hearing Officer

HEARING DATE: September 14, 2016 REPORT NO. HO 16-058
SUBJECT: 3452 HANCOCK MMCC AMENDMENT, PROCESS THREE
PROJECT NUMBER: 470362
OWNER/APPLICANT: SINNER BROTHERS, INC. / Point Loma Patients Consumer Cooperative,
Adam Knopf

SUMMARY:

Issue: Should the Hearing Officer approve an amendment to Conditional Use Permit No. 1377388 to allow an approved Medical Marijuana Consumer Cooperative (MMCC) to increase its square footage from 832 square feet to 1,503 square feet within an existing building located at 3452 Hancock Street within the Midway-Pacific Highway Corridor Community area?

Staff Recommendation: APPROVE Conditional Use Permit No. 1655718, an amendment to Conditional Use Permit No. 1377388.

Community Planning Group Recommendation: On April 20, 2016, the Midway Community Planning Group voted 6-1-2 to approve the project with no conditions.

Environmental Review: The project was determined to be exempt pursuant to California Environmental Quality Act (CEQA) Guidelines Section 15303 (New Construction or Conversion of Small Structures) and an appeal of the CEQA determination was filed on May 23, 2016 (Attachment 6). The City Council denied the CEQA appeal on July 26, 2016.

BACKGROUND

The 0.15-acre site is located at 3452 Hancock Street in the IS-1-1 Zone, Airport Influence Area (San Diego International Airport), and Coastal Height Limitation Overlay Zone within the Midway-Pacific Highway Corridor Community Plan and Local Coastal Program Land Use Plan. The site is designated Light Industrial within the Midway/Pacific Highway Corridor Community Plan (Attachments 1-3). MMCCs, classified as commercial services, are consistent with the community plan.

On March 19, 2015, the Planning Commission approved Conditional Use Permit No. 1377388 to allow the operation of an 832-square-foot MMCC within an existing 1,503-square-foot building (Attachment 10). Point Loma Patients Consumer Cooperative opened in August 2015.

DISCUSSION

The existing 832-square-foot MMCC is proposing to expand into the adjacent 671-square-foot tenant space, currently used as an office, occupying the entire 1,503-square-foot building. The 1,503-square-foot MMCC would require two off-street parking spaces based on the rate of one space per 1,000 square feet of building per San Diego Municipal Code Section 142.0530. The proposed MMCC is providing eight on-site parking spaces, which includes one accessible space.

The project is in compliance with San Diego Municipal Code (SDMC) Section 141.0614 which requires a 1,000-foot separation, measured between property lines, from: public parks, churches, child care centers, playgrounds, libraries, minor-oriented facilities, other medical marijuana consumer cooperatives, residential care facilities, and schools. Additionally the site is more than 100 feet from a residential zone (Attachments 11-12).

The existing MMCC is required to provide interior and exterior lighting, security cameras, alarms and two security guards and these conditions remain and are included in the proposed amended permit. The hours of operation are limited 7:00 a.m. to 9:00 p.m. seven days a week. The MMCCs must also comply with SDMC Chapter 4, Article 2, Division 15 which includes background checks on responsible persons for the MMCC and guidelines for lawful operation.

Since opening one year ago, Code Enforcement Division has had no active enforcement cases for 3452 Hancock Street.

CONCLUSION

Staff is recommending approval of the proposed expansion of the existing MMCC. The project meets all applicable MMCC development regulations and is consistent with the recommended land use.

ALTERNATIVES

1. Approve Conditional Use Permit No. 1655718, an amendment to Conditional Use Permit No. 1377388, PTS No. 470362, with modifications.
2. Deny Conditional Use Permit No. 1655718, an amendment to Conditional Use Permit No. 1377388, PTS No. 470362, if the findings required to approve the project cannot be affirmed.

Respectfully submitted,


Edith Gutierrez, Development Project Manager

Attachments:

1. Aerial Photograph
2. Project Location Map
3. Community Plan Land Use Map
4. Draft Permit with Conditions
5. Draft Resolution with Findings
6. Environmental Exemption
7. Community Planning Group Recommendation
8. Ownership Disclosure Statement
9. Project Plans
10. Condition Use Permit No. 1377388, PTS 368344
11. 1000 Foot Radius Map
12. 1000 Foot Radium Map Spreadsheet

EXHIBIT 7



Sep 30, 2016 12:06 PM
OFFICIAL RECORDS
Ernest J. Dronenburg, Jr.,
SAN DIEGO COUNTY RECORDER
FEES: \$48.00

PAGES: 12

RECORDING REQUESTED BY
CITY OF SAN DIEGO
DEVELOPMENT SERVICES
PERMIT INTAKE, MAIL STATION
501

PROJECT MANAGEMENT
PERMIT CLERK
MAIL STATION 501

12

INTERNAL ORDER NUMBER: 24006474

SPACE ABOVE THIS LINE FOR RECORDER'S USE

CONDITIONAL USE PERMIT NO. 1655718
AMENDMENT TO CONDITIONAL USE PERMIT NO. 1377388 - PROJECT NO. 368344
3452 HANCOCK STREET MMCC AMENDMENT - PROJECT NO. 470362
HEARING OFFICER

This Conditional Use Permit No. 1655718, amendment to Conditional Use Permit No. 1377388 is granted by the Hearing Officer of the City of San Diego to SINNER BROTHERS, INC, Owner, and Point Loma Patients Consumer Cooperative, Permittee, pursuant to San Diego Municipal Code [SDMC] section 126.0305. The 0.15-acre site is located at 3452 Hancock Street in the IS-1-1 Zone, Airport Influence Area (San Diego International Airport), and Coastal Height Limitation Overlay Zone within the Midway/Pacific Highway Corridor Community Plan area. The project site is legally described as: Lots 37-40, Block 1 of the Resubdivision of Pueblo Lot 277, commonly known as Ascoff and Kelly's Subdivision, Map No. 578, January 12, 1889.

Subject to the terms and conditions set forth in this Permit, permission is granted to Owner/Permittee to operate a Medical Marijuana Consumer Cooperative and subject to the City's land use regulations described and identified by size, dimension, quantity, type, and location on the approved exhibits [Exhibit "A"] dated September 14, 2016, on file in the Development Services Department.

The project shall include:

- a. Operation of a Medical Marijuana Consumer Cooperative (MMCC) in a 1,503-square-foot, one-story building;
- b. Existing landscaping (planting, irrigation and landscape related improvements);
- c. Existing off-street parking;
- d. Public and private accessory improvements determined by the Development Services Department to be consistent with the land use and development standards for this site in accordance with the adopted community plan, the California Environmental Quality Act

[CEQA] and the CEQA Guidelines, the City Engineer's requirements, zoning regulations, conditions of this Permit, and any other applicable regulations of the SDMC.

STANDARD REQUIREMENTS:

1. This permit must be utilized within thirty-six (36) months after the date on which all rights of appeal have expired. If this permit is not utilized in accordance with Chapter 12, Article 6, Division 1 of the SDMC within the 36 month period, this permit shall be void unless an Extension of Time has been granted. Any such Extension of Time must meet all SDMC requirements and applicable guidelines in effect at the time the extension is considered by the appropriate decision maker. This permit must be utilized by September 29, 2019.
2. This Conditional Use Permit [CUP] and corresponding use of this site shall expire on September 29, 2021.
3. In addition to the provisions of the law, the MMCC must comply with; Chapter 4, Article 2, Division 15 and Chapter 14, Article 1, Division 6 of the San Diego Municipal Code.
4. No permit for the construction, occupancy, or operation of any facility or improvement described herein shall be granted, nor shall any activity authorized by this Permit be conducted on the premises until:
 - a. The Owner/Permittee signs and returns the Permit to the Development Services Department; and
 - b. The Permit is recorded in the Office of the San Diego County Recorder.
5. While this Permit is in effect, the subject property shall be used only for the purposes and under the terms and conditions set forth in this Permit unless otherwise authorized by the appropriate City decision maker.
6. This Permit is a covenant running with the subject property and all of the requirements and conditions of this Permit and related documents shall be binding upon the Owner/Permittee and any successor(s) in interest.
7. The continued use of this Permit shall be subject to the regulations of this and any other applicable governmental agency.
8. Issuance of this Permit by the City of San Diego does not authorize the Owner/Permittee for this Permit to violate any Federal, State or City laws, ordinances, regulations or policies including, but not limited to, the Endangered Species Act of 1973 [ESA] and any amendments thereto (16 U.S.C. § 1531 et seq.).
9. The Owner/Permittee shall secure all necessary building permits. The Owner/Permittee is informed that to secure these permits, substantial building modifications and site improvements

may be required to comply with applicable building, fire, mechanical, and plumbing codes, and State and Federal disability access laws.

10. Construction plans shall be in substantial conformity to Exhibit "A." Changes, modifications, or alterations to the construction plans are prohibited unless appropriate application(s) or amendment(s) to this Permit have been granted.

11. All of the conditions contained in this Permit have been considered and were determined necessary to make the findings required for approval of this Permit. The Permit holder is required to comply with each and every condition in order to maintain the entitlements that are granted by this Permit.

If any condition of this Permit, on a legal challenge by the Owner/Permittee of this Permit, is found or held by a court of competent jurisdiction to be invalid, unenforceable, or unreasonable, this Permit shall be void. However, in such an event, the Owner/Permittee shall have the right, by paying applicable processing fees, to bring a request for a new permit without the "invalid" condition(s) back to the discretionary body which approved the Permit for a determination by that body as to whether all of the findings necessary for the issuance of the proposed permit can still be made in the absence of the "invalid" condition(s). Such hearing shall be a hearing de novo, and the discretionary body shall have the absolute right to approve, disapprove, or modify the proposed permit and the condition(s) contained therein.

12. The Owner/Permittee shall defend, indemnify, and hold harmless the City, its agents, officers, and employees from any and all claims, actions, proceedings, damages, judgments, or costs, including attorney's fees, against the City or its agents, officers, or employees, relating to the issuance of this permit including, but not limited to, any action to attack, set aside, void, challenge, or annul this development approval and any environmental document or decision. The City will promptly notify Owner/Permittee of any claim, action, or proceeding and, if the City should fail to cooperate fully in the defense, the Owner/Permittee shall not thereafter be responsible to defend, indemnify, and hold harmless the City or its agents, officers, and employees. The City may elect to conduct its own defense, participate in its own defense, or obtain independent legal counsel in defense of any claim related to this indemnification. In the event of such election, Owner/Permittee shall pay all of the costs related thereto, including without limitation reasonable attorney's fees and costs. In the event of a disagreement between the City and Owner/Permittee regarding litigation issues, the City shall have the authority to control the litigation and make litigation related decisions, including, but not limited to, settlement or other disposition of the matter. However, the Owner/Permittee shall not be required to pay or perform any settlement unless such settlement is approved by Owner/Permittee.

PLANNING/DESIGN REQUIREMENTS:

13. The use within the 1,503-square-foot building shall be limited to the MMCC and any use permitted in the IS-1-1 Zone.

14. Consultations by medical professionals shall not be a permitted accessory use at the MMCC.

15. Lighting shall be provided to illuminate the interior of the MMCC, facade, and the immediate surrounding area, including any accessory uses, parking lots, and adjoining sidewalks. Lighting shall be hooded or oriented so as to deflect light away from adjacent properties.

16. Security shall include operable cameras and a metal detector to the satisfaction of Development Services Department. This facility shall also include alarms and two armed security guards to the extent the possession of a firearm is not in conflict with 18 U.S.C. § 922(g) and 27 C.F.R. § 478.11. Nothing herein shall be interpreted to require or allow a violation of federal firearms laws. The security guards shall be licensed by the State of California. One security guard must be on the premises 24 hours a day, seven days a week, the other must be present during business hours. The security guards should only be engaged in activities related to providing security for the facility, except on an incidental basis. The cameras shall have and use a recording device that maintains the records for a minimum of 30 days.

17. The Owner/Permittee shall install bullet resistant glass, plastic, or laminate shield at the reception area to protect employees.

18. The Owner/Permittee shall install bullet resistant armor panels or solid grouted masonry block walls, designed by a licensed professional, in the reception area and vault room.

19. The name and emergency contact phone number of an operator or manager shall be posted in a location visible from outside of the MMCC in character size at least two inches in height.

20. The MMCC shall operate only between the hours of 7:00 a.m. and 9:00 p.m., seven days a week.

21. The use of vending machines which allow access to medical marijuana except by a responsible person, as defined in San Diego Municipal Code Section 42.1502, is prohibited. For purposes of this section and condition, a vending machine is any device which allows access to medical marijuana without a human intermediary.

22. The Owner/Permittee or operator shall maintain the MMCC, adjacent public sidewalks, and areas under the control of the owner or operator, free of litter and graffiti at all times. The owner or operator shall provide for daily removal of trash, litter, and debris. Graffiti shall be removed within 24 hours.

23. Medical marijuana shall not be consumed anywhere within the 0.15-acre site.

24. The Owner/Permittee or operator shall post anti-loitering signs near all entrances of the MMCC.

25. All signs associated with this development shall be consistent with sign criteria established by City-wide sign regulations and shall further be restricted by this permit. Sign colors and typefaces are limited to two. Ground signs shall not be pole signs. A sign is required to be posted on the outside of the MMCC and shall only contain the name of the business.

TRANSPORTATION REQUIREMENTS:

26. No fewer than eight (8) parking spaces, including one (1) accessible space shall be maintained on the property at all times in the approximate locations shown on Exhibit "A". All on-site parking stalls and aisle widths shall be in compliance with requirements of the City's Land Development Code and shall not be converted and/or utilized for any other purpose, unless otherwise authorized in writing by the Development Services Department.

POLICE DEPARTMENT RECOMMENDATION:

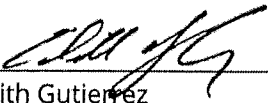
27. The San Diego Police Department recommends that a Crime Prevention Through Environmental Design (CPTED) review be requested by their department and implemented for the MMCC.

INFORMATION ONLY:

- The issuance of this discretionary use permit alone does not allow the immediate commencement to expand operation of the adjacent site. The expansion allowed by this discretionary use permit may only begin after all conditions listed on this permit are fully completed and all required ministerial permits have been issued and received final inspection.
- Any party on whom fees, dedications, reservations, or other exactions have been imposed as conditions of approval of this Permit, may protest the imposition within ninety days of the approval of this development permit by filing a written protest with the City Clerk pursuant to California Government Code-section 66020.
- This development may be subject to impact fees at the time of construction permit issuance.

APPROVED by the Hearing Officer of the City of San Diego on September 14, 2016 and HO-6959.

AUTHENTICATED BY THE CITY OF SAN DIEGO DEVELOPMENT SERVICES DEPARTMENT

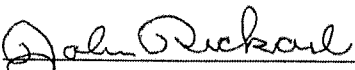


Edith Gutierrez
Development Project Manager

**NOTE: Notary acknowledgment
must be attached per Civil Code
section 1189 et seq.**


The undersigned Owner/Permittee, by execution hereof, agrees to each and every condition of
this Permit and promises to perform each and every obligation of Owner/Permittee hereunder.

SINNER BROTHERS, INC.
Owner

By 

John Rickards
President

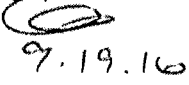
**POINT LOMA PATIENTS CONSUMER
COOPERATIVE**
Permittee

By 

Adam Knopf
President

**NOTE: Notary acknowledgments
must be attached per Civil Code
section 1189 et seq.**

**SEE ATTACHMENT
FOR NOTARIZATION**


9.19.16

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Diego)

On September 29, 2016 before me, Vivian M. Gies, Notary Public
Date Here Insert Name and Title of the Officer

personally appeared _____
Name(s) of Signer(s)
Edith Gutierrez

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Vivian M. Gies
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document PTS #470362/3452 Hancock Street MMCC Amendment

Title or Type of Document: CUP #1655718 Document Date: _____

Number of Pages: _____ Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

Corporate Officer — Title(s): _____

Partner — Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer Is Representing: _____

Signer's Name: _____

Corporate Officer — Title(s): _____

Partner — Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer Is Representing: _____

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

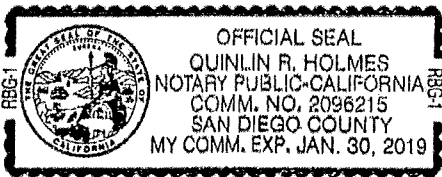
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of San Diego)
On 9-19-16 before me, Quinlin R. Holmes, Notary Public
Date Here Insert Name and Title of the Officer
personally appeared Adam S. Knopf AND
Name(s) of Signer(s)
John Rickards

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature [Handwritten Signature]
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: Conditional Use Permit Document Date: 9-19-16
Number of Pages: 6 Signer(s) Other Than Named Above: N/A

Capacity(ies) Claimed by Signer(s)

Signer's Name: As Above
 Corporate Officer — Title(s): _____
 Partner — Limited General
 Individual Attorney In Fact
 Trustee Guardian or Conservator
 Other: _____
Signer Is Representing: N/A

Signer's Name: As Above
 Corporate Officer — Title(s): _____
 Partner — Limited General
 Individual Attorney In Fact
 Trustee Guardian or Conservator
 Other: _____
Signer Is Representing: N/A

HEARING OFFICER
RESOLUTION NO. HO-6959
CONDITIONAL USE PERMIT NO. 1655718
AMENDMENT TO CONDITIONAL USE PERMIT NO. 1377388 – PROJECT NO. 368344
3452 HANCOCK STREET MMCC AMENDMENT - PROJECT NO. 470362

WHEREAS, SINNER BROTHERS, INC, Owner and POINT LOMA PATIENTS CONSUMER COOPERATIVE, Permittee, filed an application with the City of San Diego for a permit to operate a Medical Marijuana Consumer Cooperative (MMCC) in an 1,503-square-foot, one-story building (as described in and by reference to the approved Exhibits "A" and corresponding conditions of approval for the associated Permit No. 1655718), on portions of a 0.15-acre site;

WHEREAS, the project site is located at 3452 Hancock Street in the IS-1-1 Zone, Airport Influence Area (San Diego International Airport) and Coastal Height Limitation Overlay Zone within the Midway/Pacific Highway Corridor Community Plan Area;

WHEREAS, the project site is legally described as Lots 37 and 38, Block 1 of the Resubdivision of Pueblo Lot 277, commonly known as Ascoff and Kelly's Subdivision, Map No. 578, on January 12, 1889;

WHEREAS, on September 14, 2016, the Hearing Officer of the City of San Diego considered Conditional Use Permit No. 1655718 pursuant to the Land Development Code of the City of San Diego;

WHEREAS, on May 12, 2016, the City of San Diego, as Lead Agency, through the Development Services Department, made and issued an Environmental Determination that the project is exempt from the California Environmental Quality Act (CEQA) (Public Resources Code section 21000 et. seq.) under CEQA Guidelines Section 15303 (New Construction or Conversion of Small Structures); and the Environmental Determination was appealed to City Council, which heard and denied the appeal on July 25, 2016, pursuant to Resolution No. 310637;

NOW, THEREFORE, BE IT RESOLVED by the Hearing Officer of the City of San Diego as follows:

That the Hearing Officer adopts the following written Findings, dated September 14, 2016.

FINDINGS:

Conditional Use Permit Approval- Section §126.0305

1. The proposed development will not adversely affect the applicable land use Plan.

The proposed project is a request for a Conditional Use Permit to expand an existing MMCC from 832 square feet to 1,503 square feet. The 0.15-acre site is located at 3452 Hancock Street in the IS-1-1 Zone, Airport Influence Area (San Diego International Airport) and Coastal Height Limitation

ORIGINAL

Overlay Zone within the Midway/Pacific Highway Corridor Community Plan Area. All of the surrounding parcels are also within the IS-1-1 zone.

The site is designated Light Industrial within the Midway/Pacific Highway Corridor Community Plan. The Midway/Pacific Highway Corridor Community Plan area includes a variety of commercial uses such as retail shopping centers, discount stores, adult entertainment uses, hotels, motels, restaurants and both heavy and light industrial uses. This community portion contains little residential development. The use to the north is commercial services, to the west and east is office and to the south is auto repair. The surrounding uses are allowed in the IS-1-1 Zone, are consistent with Light Industrial designation of the community plan and compatible uses with MMCCs.

The proposed MMCC, classified as commercial services is consistent with the community plan and therefore, will not adversely affect the applicable land use plan.

2. The proposed development will not be detrimental to the public health, safety, and welfare.

The existing 832-square-foot MMCC is proposing to expand to the adjacent 671-square-foot tenant space for a total of 1,503 square feet. The 671-square-foot tenant space is currently being used as an office. The expansion will require an interior redesign that will require a ministerial building permit. The tenant improvement building permit will require compliance with the California Building Code, Plumbing Code, Mechanical Code, Electrical Code, Fire Code and all adopted referenced standards. No public improvements are proposed or required for the project site.

The City of San Diego conducted an environmental review of this site in accordance with the California Environmental Quality Act (CEQA) guidelines. The project was determined to be categorically exempt from CEQA pursuant to Section 15303 (New Construction or Conversion of Small Structures).

MMCCs are restricted to four per Council District, 36 city-wide, within commercial and industrial zones in order to minimize the impact on the City and residential neighborhoods. MMCCs require compliance with San Diego Municipal Code (SDMC), section 141.0614 which require a 1,000 foot separation, measured between property lines, from: public parks, churches, child care centers, playgrounds, libraries, minor-oriented facilities, other medical marijuana consumer cooperatives, residential care facilities, and schools. There is also a minimum distance requirement of 100 feet from a residential zone. In addition to minimum distance requirements, MMCCs prohibit consultations by medical professionals on site and do not allow certain types of vending machines. Security requirements include interior and exterior lighting, operable cameras, metal detector, alarms, and armed security guards. The security guards must be licensed by the State of California and at least one must be on the premises 24 hours a day, seven days a week. Hours of operation are limited from 7:00 a.m. to 9:00 p.m. seven days a week. MMCC's must also comply with SDMC Chapter 4, Article 2, Division 15 which provides guidelines for lawful operation.

The project requires compliance with the development conditions in effect for the subject property as described in Conditional Use Permit No. 1655718. The Conditional Use Permit is valid for five years, however may be revoked if the use violates the terms, conditions, lawful requirements, or provisions of the permit.

ORIGINAL

The referenced regulations and conditions have been determined as necessary to avoid adverse impact upon the health, safety and general welfare of persons patronizing, residing or working within the surrounding area and therefore, the proposed MMCC will not be detrimental to the public health, safety and welfare.

3. The proposed development will comply with the regulations of the Land Development Code including any allowable deviations pursuant to the Land Development Code.

The proposed project is a request for a Conditional Use Permit to expand an existing MMCC from 832 square feet to 1,503 square feet. The 0.15-acre site is in the IS-1-1 Zone and was developed in 1975 per Building Permit No. A09820. The expansion will require an interior redesign that will require a ministerial building permit. The tenant improvement building permit will require compliance with the California Building Code, Plumbing Code, Mechanical Code, Electrical Code, Fire Code and all adopted referenced standards. No public improvements are proposed or required for the project site. The existing MMCC is consistent with the land use designation.

MMCCs are allowed in the IS-1-1 Zone with a Conditional Use Permit (CUP). The CUP requires MMCCs to comply with SDMC, section 141.0614 which requires a 1,000 foot separation, measured between property lines, from: public parks, churches, child care centers, playgrounds, libraries, minor oriented facilities, other medical marijuana consumer cooperatives, residential care facilities, and schools. There is also a minimum distance requirement of 1 00 feet from a residential zone. In addition to minimum distance requirements, MMCCs prohibit consultations by medical professionals on site and do not allow certain types of vending machines. Security requirements include interior and exterior lighting, operable cameras, metal detector, alarms, and armed security guards. The security guards must be licensed by the State of California and at least one must be on the premises 24 hours a day, seven days a week. Hours of operation are limited from 7:00 a.m. to 9:00p.m. seven days a week. MMCC's must also comply with SDMC Chapter 4, Article 2, Division 15 which provides guidelines for lawful operation.

The existing MMCC and proposed expansion is consistent with the Light Industrial designation of the community plan. The proposed expansion of the exiting MMCC meets all development regulations, no deviations are requested, and the permit as conditioned assures compliance with all the development regulations of the San Diego Municipal Code. The proposed MMCC therefore complies with the regulations of the Land Development Code.

4. The proposed use is appropriate at the proposed location.

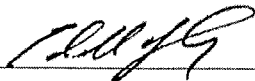
The proposed project is a request for a Conditional Use Permit to expand an existing MMCC from 832 square feet to 1,503 square feet. The 0.15-acre site is in the IS-1-1 Zone and designated Light Industrial within the Midway/Pacific Highway Corridor Community Plan. The Midway/Pacific Highway Corridor Community Plan area includes a variety of commercial uses such as retail stores, adult entertainment uses, hotels, motels, restaurants and both heavy and light industrial uses. This community portion contains little residential development. The proposed MMCC, classified as commercial services, is consistent with the community plan.

ORIGINAL

MMCCs are allowed in the IS-1-1 Zone with a Conditional Use Permit (CUP). The CUP requires MMCCs to comply with SDMC, section 141.0614 which requires a 1,000 foot separation, measured between property lines, from: public parks, churches, child care centers, playgrounds, libraries, minor oriented facilities, other medical marijuana consumer cooperatives, residential care facilities, and schools. There is also a minimum distance requirement of 100 feet from a residential zone. In addition to minimum distance requirements, MMCCs prohibit consultations by medical professionals on site and do not allow certain types of vending machines. Security requirements include interior and exterior lighting, operable cameras, metal detector, alarms, and armed security guards. The security guards must be licensed by the State of California and at least one must be on the premises 24 hours a day, seven days a week. Hours of operation are limited from 7:00 a.m. to 9:00p.m. seven days a week. MMCC's must also comply with SDMC Chapter 4, Article 2, Division 15 which provides guidelines for lawful operation.

The San Diego Municipal code limits MMCCs to commercial and industrial zones and the number of MMCCs to only four per Council District, 36 city-wide, in order to minimize the impact on the City and residential neighborhoods. The surrounding parcels are also in the IS-1-1 Zone, are consistent with Light Industrial designation of the community plan and contain compatible uses with MMCCs. Therefore, the proposed MMCC is an appropriate use at the proposed location.

BE IT FURTHER RESOLVED that, based on the findings hereinbefore adopted by the Hearing Officer, Conditional Use Permit No. 1655718 an Amendment To Conditional Use Permit No. 1377388 is hereby GRANTED by the Hearing Officer to the referenced Owner/Permittee, in the form, exhibits, terms and conditions as set forth in Permit No. 1655718, a copy of which is attached hereto and made a part hereof.



Edith Gutierrez
Development Project Manager
Development Services

Adopted on: September 14, 2016

IO#: 24006474

ORIGINAL

EXHIBIT 8



**State of California
Secretary of State**

N

Statement of Information

(Domestic Nonprofit, Credit Union and General Cooperative Corporations)

**Filing Fee: \$20.00. If this is an amendment, see instructions.
IMPORTANT – READ INSTRUCTIONS BEFORE COMPLETING THIS FORM**

FT02692

FILED

**In the office of the Secretary of State
of the State of California**

DEC-18 2017

1. CORPORATE NAME

POINT LOMA PATIENTS CONSUMER COOPERATIVE CORPORATION

2. CALIFORNIA CORPORATE NUMBER

C3669504

This Space for Filing Use Only

Complete Principal Office Address (Do not abbreviate the name of the city. Item 3 cannot be a P.O. Box.)

3. STREET ADDRESS OF PRINCIPAL OFFICE IN CALIFORNIA, IF ANY CITY STATE ZIP CODE
3452 HANCOCK STREET, SAN DIEGO, CA 92110

4. MAILING ADDRESS OF THE CORPORATION CITY STATE ZIP CODE
ADAM KNOPF 3452 HANCOCK STREET, SAN DIEGO, CA 92110

Names and Complete Addresses of the Following Officers (The corporation must list these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

5. CHIEF EXECUTIVE OFFICER/ ADDRESS CITY STATE ZIP CODE
ADAM KNOPF 3452 HANCOCK STREET, SAN DIEGO, CA 92110

6. SECRETARY ADDRESS CITY STATE ZIP CODE
ADAM KNOPF 3452 HANCOCK STREET, SAN DIEGO, CA 92110

7. CHIEF FINANCIAL OFFICER/ ADDRESS CITY STATE ZIP CODE
ADAM KNOPF 3452 HANCOCK STREET, SAN DIEGO, CA 92110

Agent for Service of Process If the agent is an individual, the agent must reside in California and Item 9 must be completed with a California street address, a P.O. Box address is not acceptable. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1505 and Item 9 must be left blank.

8. NAME OF AGENT FOR SERVICE OF PROCESS [Note: The person designated as the corporation's agent MUST have agreed to act in that capacity prior to the designation.]
ADAM KNOPF

9. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL CITY STATE ZIP CODE
3452 HANCOCK STREET, SAN DIEGO, CA 92110

Common Interest Developments

10. Check here if the corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act, (California Civil Code section 4000, et seq.) or under the Commercial and Industrial Common Interest Development Act, (California Civil Code section 6500, et seq.). The corporation must file a Statement by Common Interest Development Association (Form SI-CID) as required by California Civil Code sections 5405(a) and 6760(a). Please see instructions on the reverse side of this form.

11. THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT.

12/18/2017 ADAM KNOPF CEO
DATE TYPE/PRINT NAME OF PERSON COMPLETING FORM TITLE SIGNATURE

EXHIBIT 9

LLC-1

Articles of Organization of a Limited Liability Company (LLC)

201514810147

To form a limited liability company in California, you can fill out this form, and submit for filing along with:

- A \$70 filing fee.
- A separate, non-refundable \$15 service fee also must be included, if you drop off the completed form.

Important! LLCs in California may have to pay a minimum \$800 yearly tax to the California Franchise Tax Board. For more information, go to https://www.ftb.ca.gov.

LLCs may not provide "professional services," as defined by California Corporations Code sections 13401(a) and 13401.3.

Note: Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs.

FILED Secretary of State State of California

MAY 27 2015

This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm.

LLC Name (List the proposed LLC name exactly as it is to appear on the records of the California Secretary of State.)

FAR WEST OPERATING, LLC

Proposed LLC Name

The name must include: LLC, L.L.C., Limited Liability Company, Limited Liability Co., Ltd. Liability Co. or Ltd. Liability Company; and may not include: bank, trust, trustee, incorporated, inc., corporation, or corp., insurer, or insurance company. For general entity name requirements and restrictions, go to www.sos.ca.gov/business/be/name-availability.htm.

Purpose

The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

LLC Addresses

7742 Herschel Ave., Suite K La Jolla CA 92037
Initial Street Address of Designated Office in CA - Do not list a P.O. Box City (no abbreviations) State Zip

Initial Mailing Address of LLC, if different from 3a City (no abbreviations) State Zip

Service of Process (List a California resident or a California registered corporate agent that agrees to be your initial agent to accept service of process in case your LLC is sued. You may list any adult who lives in California. You may not list an LLC as the agent. Do not list an address if the agent is a California registered corporate agent as the address for service of process is already on file.)

Justus H. Henkes IV

Agent's Name

7742 Herschel Ave., Suite K La Jolla CA 92037
Agent's Street Address (if agent is not a corporation) - Do not list a P.O. Box City (no abbreviations) State Zip

Management (Check only one.)

- The LLC will be managed by:
[] One Manager [] More Than One Manager [x] All Limited Liability Company Member(s)

This form must be signed by each organizer. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are made part of these articles of organization.

Organizer - Sign here

Arden Anderson

Print your name here

Make check/money order payable to: Secretary of State

Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.

By Mail

Secretary of State
Business Entities, P.O. Box 944228
Sacramento, CA 94244-2280

Drop-Off

Secretary of State
1500 11th Street., 3rd Floor
Sacramento, CA 95814

EXHIBIT 10



State of California
Secretary of State

L

16

STATEMENT OF INFORMATION
(Limited Liability Company)

Filing Fee \$20.00. If this is an amendment, see instructions.

IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

FILED
Secretary of State
State of California

JUN 24 2015

1. LIMITED LIABILITY COMPANY NAME

Far West Operating LLC

This Space For Filing Use Only

File Number and State or Place of Organization

2. SECRETARY OF STATE FILE NUMBER **201514810147**

3. STATE OR PLACE OF ORGANIZATION (If formed outside of California)

No Change Statement

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

If there has been no change in any of the information contained in the last Statement of Information filed with the California Secretary of State, check the box and proceed to Item 15.

Complete Addresses for the Following (Do not abbreviate the name of the city. Items 5 and 7 cannot be P.O. Boxes.)

5. STREET ADDRESS OF PRINCIPAL OFFICE CITY STATE ZIP CODE
7742 Herschel Ave Ste K La Jolla, CA 92037

6. MAILING ADDRESS OF LLC, IF DIFFERENT THAN ITEM 5 CITY STATE ZIP CODE

7. STREET ADDRESS OF CALIFORNIA OFFICE CITY STATE ZIP CODE
7742 Herschel Ave Ste K La Jolla CA 92037

Name and Complete Address of the Chief Executive Officer, If Any

8. NAME ADDRESS CITY STATE ZIP CODE
Adam Knopf 7742 Herschel Ave Ste K La Jolla, CA 92037

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.)

9. NAME ADDRESS CITY STATE ZIP CODE
Adam Knopf 7742 Herschel Ave Ste K La Jolla, CA 92037

10. NAME ADDRESS CITY STATE ZIP CODE
Justus H Henkes IV 7742 Herschel Ave Ste K La Jolla, CA 92037

11. NAME ADDRESS CITY STATE ZIP CODE

Agent for Service of Process If the agent is an individual, the agent must reside in California and Item 13 must be completed with a California address, a P.O. Box is not acceptable. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1505 and Item 13 must be left blank.

12. NAME OF AGENT FOR SERVICE OF PROCESS
Justus H Henkes IV

13. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL CITY STATE ZIP CODE
7742 Herschel Ave Ste K La Jolla, CA CA 92037

Type of Business

14. DESCRIBE THE TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY
Consulting, Business Management, Operations, and Land Use

15. THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT.

06-22-15 Justus H Henkes IV CPA, Manager

DATE TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM TITLE SIGNATURE

EXHIBIT 11



**Secretary of State
Statement of Information**
(Limited Liability Company)

29

LLC-12

BC

17-749762

FILED
Secretary of State
State of California
MAY 16 2017

IMPORTANT — Read instructions before completing this form.

Filing Fee — \$20.00

Copy Fees — First page \$1.00; each attachment page \$0.50;
Certification Fee — \$5.00 plus copy fees

26/20 CC
This Space For Office Use Only

1. Limited Liability Company Name (Enter the exact name of the LLC. If you registered in California using an alternate name, see instructions.) Far West Operating, LLC	
2. 12-Digit Secretary of State File Number 201514810147	3. State, Foreign Country or Place of Organization (only if formed outside of California) CA

4. Business Addresses			
a. Street Address of Principal Office - Do not list a P.O. Box 7734 Herschel Ave., Ste L	City (no abbreviations) La Jolla	State CA	Zip Code 92037
b. Mailing Address of LLC , if different than item 4a	City (no abbreviations)	State	Zip Code
c. Street Address of California Office , if item 4a is not in California - Do not list a P.O. Box	City (no abbreviations)	State CA	Zip Code

5. **Manager(s) or Member(s)**
If no managers have been appointed or elected, provide the name and address of each member. At least one name and address must be listed. If the manager/member is an individual, complete items 5a and 5c (leave item 5b blank). If the manager/member is an entity, complete items 5b and 5c (leave item 5a blank). Note: The LLC cannot serve as its own manager or member. If the LLC has additional managers/members, enter the name(s) and addresses on Form LLC-12A (see instructions).

a. First Name , if an individual - Do not complete item 5b Adam	Middle Name	Last Name Knopf	Suffix
b. Entity Name - Do not complete item 5a			
c. Address 7734 Herschel Ave., Ste L	City (no abbreviations) La Jolla	State CA	Zip Code 92037

6. **Service of Process** (Must provide either Individual OR Corporation.)
INDIVIDUAL — Complete items 6a and 6b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation) Justus	Middle Name	Last Name Henkes	Suffix
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box 7734 Herschel Ave., Ste L	City (no abbreviations) La Jolla	State CA	Zip Code 92037

CORPORATION — Complete item 6c only. Only include the name of the registered agent Corporation.
c. **California Registered Corporate Agent's Name** (if agent is a corporation) — Do not complete item 6a or 6b

7. Type of Business a. Describe the type of business or services of the Limited Liability Company Business to Business Management Services

8. Chief Executive Officer, if elected or appointed			
a. First Name Adam	Middle Name	Last Name Knopf	Suffix
b. Address 7734 Herschel Ave., Ste L	City (no abbreviations) La Jolla	State CA	Zip Code 92037

9. **The information contained herein, including any attachments, is true and correct.**

05/12/2017 Justus Henkes, IV CFO
Date Type or Print Name of Person Completing the Form Title

Return Address (Optional) (For communication from the Secretary of State related to this document, or if purchasing a copy of the filed document, enter the name of a person or company and the mailing address. This information will become public when filed. SEE INSTRUCTIONS BEFORE COMPLETING.)

Name: [Justus Henkes, IV]
Company: Far West Operating, LLC
Address: 7734 Herschel Ave., Ste L
City/State/Zip: [La Jolla, CA 92037]

EXHIBIT 12

Alex Padilla
California Secretary of State

Business Search - Entity Detail

The California Business Search is updated daily and reflects work processed through Monday, December 18, 2017. Please refer to document [Processing Times](#) for the received dates of filings currently being processed. The data provided is not a complete or certified record of an entity. Not all images are available online.

201514810089 FAR WEST MANAGEMENT, LLC

Registration Date: 05/27/2015
Jurisdiction: CALIFORNIA
Entity Type: DOMESTIC
Status: ACTIVE
Agent for Service of Process: JUSTUS HENKES
 7764 HERSCHEL AVE STE L
 LA JOLLA CA 92037
Entity Address: 7764 HERSCHEL AVE STE L
 LA JOLLA CA 92037
Entity Mailing Address: 7764 HERSCHEL AVE STE L
 LA JOLLA CA 92037
LLC Management Member Managed

A Statement of Information is due EVERY ODD-NUMBERED year beginning five months before and through the end of May.

Document Type	↕	File Date	↕	PDF
SI-COMPLETE		05/16/2017		
SI-COMPLETE		06/24/2015		
REGISTRATION		05/27/2015		

* Indicates the information is not contained in the California Secretary of State's database.

Note: If the agent for service of process is a corporation, the address of the agent may be requested by ordering a status report.

- For information on checking or reserving a name, refer to [Name Availability](#).
- If the image is not available online, for information on ordering a copy refer to [Information Requests](#).
- For information on ordering certificates, status reports, certified copies of documents and copies of documents not currently available in the Business Search or to request a more extensive search for records, refer to [Information Requests](#).
- For help with searching an entity name, refer to [Search Tips](#).
- For descriptions of the various fields and status types, refer to [Frequently Asked Questions](#).

[Modify Search](#) [New Search](#) [Back to Search Results](#)

LLC-1

Articles of Organization of a Limited Liability Company (LLC)

201514810089

To form a limited liability company in California, you can fill out this form, and submit for filing along with:

- A \$70 filing fee.
- A separate, non-refundable \$15 service fee also must be included, if you drop off the completed form.

Important! LLCs in California may have to pay a minimum \$800 yearly tax to the California Franchise Tax Board. For more information, go to https://www.ftb.ca.gov.

LLCs may not provide "professional services," as defined by California Corporations Code sections 13401(a) and 13401.3.

Note: Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs.

FILED Secretary of State State of California MAY 27 2015

lcc This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm.

LLC Name (List the proposed LLC name exactly as it is to appear on the records of the California Secretary of State.)

1 FAR WEST MANAGEMENT, LLC

Proposed LLC Name

The name must include: LLC, L.L.C., Limited Liability Company, Limited Liability Co., Ltd. Liability Co. or Ltd. Liability Company; and may not include: bank, trust, trustee, incorporated, inc., corporation, or corp., insurer, or insurance company. For general entity name requirements and restrictions, go to www.sos.ca.gov/business/be/name-availability.htm.

Purpose

2 The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

LLC Addresses

3 a. 7742 Herschel Ave., Suite K La Jolla CA 92037
Initial Street Address of Designated Office in CA - Do not list a P.O. Box City (no abbreviations) State Zip

b. Initial Mailing Address of LLC, if different from 3a City (no abbreviations) State Zip

Service of Process (List a California resident or a California registered corporate agent that agrees to be your initial agent to accept service of process in case your LLC is sued. You may list any adult who lives in California. You may not list an LLC as the agent. Do not list an address if the agent is a California registered corporate agent as the address for service of process is already on file.)

4 a. Justus H. Henkes IV Agent's Name

b. 7742 Herschel Ave., Suite K La Jolla CA 92037
Agent's Street Address (if agent is not a corporation) - Do not list a P.O. Box City (no abbreviations) State Zip

Management (Check only one.)

- 5 The LLC will be managed by:
[] One Manager [] More Than One Manager [X] All Limited Liability Company Member(s)

This form must be signed by each organizer. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are made part of these articles of organization.

Organizer - Sign here

Arden Anderson Print your name here

Make check/money order payable to: Secretary of State
Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.

By Mail Secretary of State Business Entities, P.O. Box 944228 Sacramento, CA 94244-2280

Drop-Off Secretary of State 1500 11th Street., 3rd Floor Sacramento, CA 95814



State of California Secretary of State

L

16

STATEMENT OF INFORMATION (Limited Liability Company)

Filing Fee \$20.00. If this is an amendment, see instructions.

IMPORTANT - READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

FILED Secretary of State State of California

JUN 24 2015

1. LIMITED LIABILITY COMPANY NAME

Far West Management LLC

This Space For Filing Use Only

File Number and State or Place of Organization

2. SECRETARY OF STATE FILE NUMBER 201514810089

3. STATE OR PLACE OF ORGANIZATION (If formed outside of California)

No Change Statement

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

[] If there has been no change in any of the information contained in the last Statement of Information filed with the California Secretary of State, check the box and proceed to Item 15.

Complete Addresses for the Following (Do not abbreviate the name of the city. Items 5 and 7 cannot be P.O. Boxes.)

5. STREET ADDRESS OF PRINCIPAL OFFICE CITY STATE ZIP CODE 7742 Herschel Ave Ste K La Jolla, CA 92037

6. MAILING ADDRESS OF LLC, IF DIFFERENT THAN ITEM 5 CITY STATE ZIP CODE

7. STREET ADDRESS OF CALIFORNIA OFFICE CITY STATE ZIP CODE 7742 Herschel Ave Ste K La Jolla CA 92037

Name and Complete Address of the Chief Executive Officer, If Any

8. NAME ADDRESS CITY STATE ZIP CODE Adam Knopf 7742 Herschel Ave Ste K La Jolla, CA 92037

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.)

9. NAME ADDRESS CITY STATE ZIP CODE Adam Knopf 7742 Herschel Ave Ste K La Jolla, CA 92037

10. NAME ADDRESS CITY STATE ZIP CODE Justus H Henkes IV 7742 Herschel Ave Ste K La Jolla, CA 92037

11. NAME ADDRESS CITY STATE ZIP CODE

Agent for Service of Process If the agent is an individual, the agent must reside in California and Item 13 must be completed with a California address, a P.O. Box is not acceptable. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1505 and Item 13 must be left blank.

12. NAME OF AGENT FOR SERVICE OF PROCESS Justus H Henkes IV

13. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL CITY STATE ZIP CODE 7742 Herschel Ave Ste K La Jolla, CA CA 92037

Type of Business

14. DESCRIBE THE TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY Consulting, Business Management, Operations, and Land Use

15. THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT.

06-22-15

Justus H Henkes IV

CPA, Manager

[Signature]

DATE

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

TITLE

SIGNATURE



**Secretary of State
Statement of Information
(Limited Liability Company)**

29

LLC-12

BC

17-749763

FILED

Secretary of State
State of California

MAY 16 2017

IMPORTANT — Read instructions before completing this form.

Filing Fee — \$20.00

Copy Fees — First page \$1.00; each attachment page \$0.50;
Certification Fee — \$5.00 plus copy fees

26/20/CC
This Space For Office Use Only

1. Limited Liability Company Name (Enter the exact name of the LLC. If you registered in California using an alternate name, see instructions.)
Far West Management, LLC

2. 12-Digit Secretary of State File Number
201514810089

3. State, Foreign Country or Place of Organization (only if formed outside of California)

4. Business Addresses

a. Street Address of Principal Office - Do not list a P.O. Box 7734 Herschel Ave., ste L	City (no abbreviations) La Jolla	State CA	Zip Code 92037
b. Mailing Address of LLC, if different than Item 4a	City (no abbreviations)	State	Zip Code
c. Street Address of California Office, if Item 4a is not in California - Do not list a P.O. Box	City (no abbreviations)	State CA	Zip Code

5. Manager(s) or Member(s)
If no managers have been appointed or elected, provide the name and address of each member. At least one name and address must be listed. If the manager/member is an individual, complete Items 5a and 5c (leave Item 5b blank). If the manager/member is an entity, complete Items 5b and 5c (leave Item 5a blank). Note: The LLC cannot serve as its own manager or member. If the LLC has additional managers/members, enter the name(s) and addresses on Form LLC-12A (see instructions).

a. First Name, if an individual - Do not complete Item 5b Adam	Middle Name	Last Name Knopf	Suffix
b. Entity Name - Do not complete Item 5a			
c. Address 7734 Herschel Ave., Ste L	City (no abbreviations) La Jolla	State CA	Zip Code 92037

6. Service of Process (Must provide either Individual OR Corporation.)
INDIVIDUAL — Complete Items 6a and 6b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation) Justus	Middle Name	Last Name Henkes	Suffix
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box 7734 Herschel Ave., Ste L	City (no abbreviations) La Jolla	State CA	Zip Code 92037

CORPORATION — Complete Item 6c only. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) — Do not complete Item 6a or 6b

7. Type of Business
a. Describe the type of business or services of the Limited Liability Company
Business to Business Management Services

8. Chief Executive Officer, if elected or appointed

a. First Name Adam	Middle Name	Last Name Knopf	Suffix
b. Address 7734 Herschel Ave., Ste L	City (no abbreviations) La Jolla	State CA	Zip Code 92037

9. The information contained herein, including any attachments, is true and correct.

05/12/2017 Date
Justus Henkes, IV Type or Print Name of Person Completing the Form
CFO Title
 Signature

Return Address (Optional) (For communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address. This information will become public when filed. SEE INSTRUCTIONS BEFORE COMPLETING.)

Name: [Justus Henkes, IV]
Company: Far West Management, LLC
Address: 7734 Herschel Ave., ste L
City/State/Zip: [La Jolla, CA 92037]

Alex Padilla
 California Secretary of State

Business Search - Entity Detail

The California Business Search is updated daily and reflects work processed through Monday, December 18, 2017. Please refer to document [Processing Times](#) for the received dates of filings currently being processed. The data provided is not a complete or certified record of an entity. Not all images are available online.

C3817660 419 CONSULTING INC.

Registration Date: 08/18/2015
Jurisdiction: CALIFORNIA
Entity Type: DOMESTIC STOCK
Status: ACTIVE
Agent for Service of Process: JUSTUS HENRY HENKES IV
 7742 HERSCHEL AVE STE M
 LA JOLLA CA 92037
Entity Address: 5666 LA JOLLA BLVD STE 155
 LA JOLLA CA 92037
Entity Mailing Address: 5666 LA JOLLA BLVD STE 155
 LA JOLLA CA 92037

A Statement of Information is due EVERY year beginning five months before and through the end of August.

Document Type	↓↑	File Date	↓↑	PDF
SI-COMPLETE		10/26/2015		
REGISTRATION		08/18/2015		

* Indicates the information is not contained in the California Secretary of State's database.

- If the status of the corporation is "Surrender," the agent for service of process is automatically revoked. Please refer to California Corporations Code [section 2114](#) for information relating to service upon corporations that have surrendered.
- For information on checking or reserving a name, refer to [Name Availability](#).
- If the image is not available online, for information on ordering a copy refer to [Information Requests](#).
- For information on ordering certificates, status reports, certified copies of documents and copies of documents not currently available in the Business Search or to request a more extensive search for records, refer to [Information Requests](#).
- For help with searching an entity name, refer to [Search Tips](#).
- For descriptions of the various fields and status types, refer to [Frequently Asked Questions](#).

[Modify Search](#) [New Search](#) [Back to Search Results](#)



State of California Secretary of State

S

Statement of Information

(Domestic Stock and Agricultural Cooperative Corporations)

FEES (Filing and Disclosure): \$25.00.

If this is an amendment, see instructions.

IMPORTANT – READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

F891871

FILED

In the office of the Secretary of State
of the State of California

OCT-26 2015

1. CORPORATE NAME
419 CONSULTING INC.

2. CALIFORNIA CORPORATE NUMBER
C3817660

This Space for Filing Use Only

No Change Statement (Not applicable if agent address of record is a P.O. Box address. See instructions.)

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

If there has been no change in any of the information contained in the last Statement of Information filed with the California Secretary of State, check the box and proceed to Item 17.

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	STATE	ZIP CODE
5666 LA JOLLA BLVD STE 155, LA JOLLA, CA 92037			

5. STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY	CITY	STATE	ZIP CODE
5666 LA JOLLA BLVD STE 155, LA JOLLA, CA 92037			

6. MAILING ADDRESS OF CORPORATION, IF DIFFERENT THAN ITEM 4	CITY	STATE	ZIP CODE

Names and Complete Addresses of the Following Officers (The corporation must list these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

7. CHIEF EXECUTIVE OFFICER/	ADDRESS	CITY	STATE	ZIP CODE
ADAM KNOPF	5666 LA JOLLA BLVD STE 155, LA JOLLA, CA 92037			

8. SECRETARY	ADDRESS	CITY	STATE	ZIP CODE
ADAM KNOPF	5666 LA JOLLA BLVD STE 155, LA JOLLA, CA 92037			

9. CHIEF FINANCIAL OFFICER/	ADDRESS	CITY	STATE	ZIP CODE
ADAM KNOPF	5666 LA JOLLA BLVD STE 155, LA JOLLA, CA 92037			

Names and Complete Addresses of All Directors, Including Directors Who are Also Officers (The corporation must have at least one director. Attach additional pages, if necessary.)

10. NAME	ADDRESS	CITY	STATE	ZIP CODE
ADAM KNOPF	5666 LA JOLLA BLVD STE 155, LA JOLLA, CA 92037			

11. NAME	ADDRESS	CITY	STATE	ZIP CODE

12. NAME	ADDRESS	CITY	STATE	ZIP CODE

13. NUMBER OF VACANCIES ON THE BOARD OF DIRECTORS, IF ANY:

Agent for Service of Process If the agent is an individual, the agent must reside in California and Item 15 must be completed with a California street address, a P.O. Box address is not acceptable. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1505 and Item 15 must be left blank.

14. NAME OF AGENT FOR SERVICE OF PROCESS
JUSTUS HENRY HENKES IV

15. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL	CITY	STATE	ZIP CODE
7742 HERSCHEL AVE STE M, LA JOLLA, CA 92037			

Type of Business

16. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION
CONSULTING - MARKETING, MNGMNT

17. BY SUBMITTING THIS STATEMENT OF INFORMATION TO THE CALIFORNIA SECRETARY OF STATE, THE CORPORATION CERTIFIES THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT.

10/26/2015 JUSTUS HENRY HENKES IV CPA
DATE TYPE/PRINT NAME OF PERSON COMPLETING FORM TITLE SIGNATURE

3817660

ARTS-GS

Articles of Incorporation of a General Stock Corporation

To form a general stock corporation in California, you can fill out this form or prepare your own document, and submit for filing along with:

- A \$100 filing fee.
- A separate, non-refundable \$15 service fee also must be included, if you drop off the completed form or document.

Important! Corporations in California may have to pay a minimum \$800 yearly tax to the California Franchise Tax Board. For more information, go to https://www.ftb.ca.gov.

Note: Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs.

FILED Secretary of State State of California

AUG 18 2015

IPC This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm.

Corporate Name (List the proposed corporate name. Go to www.sos.ca.gov/business/be/name-availability.htm for general corporate name requirements and restrictions.)

The name of the corporation is 419 Consulting Inc.

Corporate Purpose

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

Service of Process (List a California resident or a California registered corporate agent that agrees to be your initial agent to accept service of process in case your corporation is sued. You may list any adult who lives in California. You may not list your own corporation as the agent. Do not list an address if the agent is a California registered corporate agent as the address for service of process is already on file.)

a. Justus H Henkes IV

Agent's Name

b. 7742 Herschel Ave. Ste. K, La Jolla,

CA 92037

Agent's Street Address (If agent is not a corporation) - Do not list a P.O. Box City (no abbreviations) State Zip

Corporate Addresses

a. 5666 La Jolla Blvd. Ste. 155

La Jolla

California

92037

Initial Street Address of Corporation - Do not list a P.O. Box City (no abbreviations) State Zip

b. Initial Mailing Address of Corporation, if different from 4a

City (no abbreviations) State Zip

Shares (List the number of shares the corporation is authorized to issue. Note: Before shares of stock are sold or issued, the corporation must comply with the Corporate Securities Law of 1968 administered by the California Department of Business Oversight. For more information, go to www.dbo.ca.gov or call the California Department of Business Oversight at (866) 275-2677.)

This corporation is authorized to issue only one class of shares of stock.

The total number of shares which this corporation is authorized to issue is 100,000

This form must be signed by each incorporator. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are made part of these articles of incorporation.

Incorporator - Sign here

LegalZoom.com, Inc. by Cheyenne Moseley, Assistant Secretary Print your name here

Make check/money order payable to: Secretary of State Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.

By Mail Secretary of State Business Entities, P.O. Box 944260 Sacramento, CA 94244-2600

Drop-Off Secretary of State 1500 11th Street, 3rd Floor Sacramento, CA 95814

Attachment to the
Articles of Incorporation
of

419 Consulting Inc.

6. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

7. This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders.

8. Any repeal or modification of the foregoing provisions of Sections 6 and 7 by the shareholders of this corporation shall not adversely affect any right or protection of an agent of this corporation existing at the time of such repeal or modification.

EXHIBIT 13

Alex Padilla
California Secretary of State

Business Search - Entity Detail

The California Business Search is updated daily and reflects work processed through Monday, December 18, 2017. Please refer to document [Processing Times](#) for the received dates of filings currently being processed. The data provided is not a complete or certified record of an entity. Not all images are available online.

201514810158 FAR WEST STAFFING, LLC

Registration Date: 05/27/2015
Jurisdiction: CALIFORNIA
Entity Type: DOMESTIC
Status: ACTIVE
Agent for Service of Process: JUSTUS HENKES
 7734 HERSCHEL AVE STE L
 LA JOLLA CA 92037
Entity Address: 7734 HERSCHEL AVE STE L
 LAJOLLA CA 92037
Entity Mailing Address: 7734 HERSCHEL AVE STE L
 LAJOLLA CA 92037
LLC Management: Member Managed

A Statement of Information is due EVERY ODD-NUMBERED year beginning five months before and through the end of May.

Document Type	↕	File Date	↓	PDF
SI-COMPLETE		05/16/2017		
REGISTRATION		05/27/2015		

* Indicates the information is not contained in the California Secretary of State's database.

Note: If the agent for service of process is a corporation, the address of the agent may be requested by ordering a status report.

- For information on checking or reserving a name, refer to [Name Availability](#).
- If the image is not available online, for information on ordering a copy refer to [Information Requests](#).
- For information on ordering certificates, status reports, certified copies of documents and copies of documents not currently available in the Business Search or to request a more extensive search for records, refer to [Information Requests](#).
- For help with searching an entity name, refer to [Search Tips](#).
- For descriptions of the various fields and status types, refer to [Frequently Asked Questions](#).

[Modify Search](#)

[New Search](#)

[Back to Search Results](#)

LLC-1

Articles of Organization of a Limited Liability Company (LLC)

201514810158

To form a limited liability company in California, you can fill out this form, and submit for filing along with:

- A \$70 filing fee.
- A separate, non-refundable \$15 service fee also must be included, if you drop off the completed form.

Important! LLCs in California may have to pay a minimum \$800 yearly tax to the California Franchise Tax Board. For more information, go to https://www.ftb.ca.gov.

LLCs may not provide "professional services," as defined by California Corporations Code sections 13401(a) and 13401.3.

Note: Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs.

FILED Secretary of State State of California

MAY 27 2015

This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm.

LLC Name (List the proposed LLC name exactly as it is to appear on the records of the California Secretary of State.)

1 FAR WEST STAFFING, LLC

Proposed LLC Name

The name must include: LLC, L.L.C., Limited Liability Company, Limited Liability Co., Ltd. Liability Co. or Ltd. Liability Company; and may not include: bank, trust, trustee, incorporated, inc., corporation, or corp., insurer, or insurance company. For general entity name requirements and restrictions, go to www.sos.ca.gov/business/be/name-availability.htm.

Purpose

2 The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

LLC Addresses

3 a. 7742 Herschel Ave., Suite K La Jolla CA 92037

Initial Street Address of Designated Office in CA - Do not list a P.O. Box City (no abbreviations) State Zip

b. Initial Mailing Address of LLC, if different from 3a City (no abbreviations) State Zip

Service of Process (List a California resident or a California registered corporate agent that agrees to be your initial agent to accept service of process in case your LLC is sued. You may list any adult who lives in California. You may not list an LLC as the agent. Do not list an address if the agent is a California registered corporate agent as the address for service of process is already on file.)

4 a. Justus H. Henkes IV

Agent's Name

b. 7742 Herschel Ave., Suite K La Jolla CA 92037

Agent's Street Address (if agent is not a corporation) - Do not list a P.O. Box City (no abbreviations) State Zip

Management (Check only one.)

- 5 The LLC will be managed by:
[] One Manager [] More Than One Manager [x] All Limited Liability Company Member(s)

This form must be signed by each organizer. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are made part of these articles of organization.

Organizer - Sign here

Arden Anderson Print your name here

Make check/money order payable to: Secretary of State

Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.

By Mail

Secretary of State Business Entities, P.O. Box 944228 Sacramento, CA 94244-2280

Drop-Off

Secretary of State 1500 11th Street., 3rd Floor Sacramento, CA 95814



Secretary of State
Statement of Information
(Limited Liability Company)

27

LLC-12

56

17-749722

FILED
Secretary of State
State of California

MAY 16 2017

20/20/CC

This Space For Office Use Only

IMPORTANT — Read instructions before completing this form.

Filing Fee — \$20.00

Copy Fees — First page \$1.00; each attachment page \$0.50;
Certification Fee — \$5.00 plus copy fees

1. Limited Liability Company Name (Enter the exact name of the LLC. If you registered in California using an alternate name, see instructions.)
Far West Staffing, LLC

2. 12-Digit Secretary of State File Number
201514810158

3. State, Foreign Country or Place of Organization (only if formed outside of California)

4. Business Addresses

a. Street Address of Principal Office - Do not list a P.O. Box 7734 Herschel Ave., Ste L	City (no abbreviations) LaJolla	State CA	Zip Code 92037
b. Mailing Address of LLC, if different than Item 4a	City (no abbreviations)	State	Zip Code
c. Street Address of California Office, if Item 4a is not in California - Do not list a P.O. Box	City (no abbreviations)	State CA	Zip Code

5. Manager(s) or Member(s)

If no managers have been appointed or elected, provide the name and address of each member. At least one name and address must be listed. If the manager/member is an individual, complete items 5a and 5c (leave item 5b blank). If the manager/member is an entity, complete items 5b and 5c (leave item 5a blank). Note: The LLC cannot serve as its own manager or member. If the LLC has additional managers/members, enter the name(s) and addresses on Form LLC-12A (see instructions).

a. First Name, if an individual - Do not complete item 5b Adam	Middle Name	Last Name Knopf	Suffix
b. Entity Name - Do not complete item 5a			
c. Address 7734 Herschel Ave., Ste L	City (no abbreviations) La Jolla	State CA	Zip Code 92037

6. Service of Process (Must provide either Individual OR Corporation.)

INDIVIDUAL — Complete items 6a and 6b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation) Justus	Middle Name	Last Name Henkes	Suffix
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box 7734 Herschel Ave., Ste L	City (no abbreviations) La Jolla	State CA	Zip Code 92037

CORPORATION — Complete item 6c only. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) — Do not complete item 6a or 6b

7. Type of Business

a. Describe the type of business or services of the Limited Liability Company
Business to Business Management Services

8. Chief Executive Officer, if elected or appointed

a. First Name Adam	Middle Name	Last Name Knopf	Suffix
b. Address 7734 Herschel Ave., Ste L	City (no abbreviations) La Jolla	State CA	Zip Code 92037

9. The information contained herein, including any attachments, is true and correct.

05/12/2017
Date

Justus Henkes, IV
Type or Print Name of Person Completing the Form

CFO
Title

Signature

Return Address (Optional) (For communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address. This information will become public when filed. SEE INSTRUCTIONS BEFORE COMPLETING.)

Name: [Justus Henkes, IV]
Company: Far West Staffing, LLC
Address: 7734 Herschel Ave., Ste L
City/State/Zip: [La Jolla, CA 92037]

EXHIBIT 14

Alex Padilla
California Secretary of State

Business Search - Entity Detail

The California Business Search is updated daily and reflects work processed through Monday, December 18, 2017. Please refer to document [Processing Times](#) for the received dates of filings currently being processed. The data provided is not a complete or certified record of an entity. Not all images are available online.

201625910162 GOLDEN STATE GREENS LLC

Registration Date: 09/08/2016
Jurisdiction: CALIFORNIA
Entity Type: DOMESTIC
Status: ACTIVE
Agent for Service of Process: JUSTUS H HENKES IV
 7734 HERSCHEL AVE STE L
 LA JOLLA CA 92037
Entity Address: 3446 HANCOCK ST
 SAN DIEGO CA 92110
Entity Mailing Address: 3446 HANCOCK ST
 SAN DIEGO CA 92110
LLC Management Managers

A Statement of Information is due EVERY EVEN-NUMBERED year beginning five months before and through the end of September.

Document Type	↑↓	File Date	↓↑	PDF
SI-COMPLETE		09/18/2017		
SI-COMPLETE		03/16/2017		
REGISTRATION		09/08/2016		

* Indicates the information is not contained in the California Secretary of State's database.

Note: If the agent for service of process is a corporation, the address of the agent may be requested by ordering a status report.

- For information on checking or reserving a name, refer to [Name Availability](#).
- If the image is not available online, for information on ordering a copy refer to [Information Requests](#).
- For information on ordering certificates, status reports, certified copies of documents and copies of documents not currently available in the Business Search or to request a more extensive search for records, refer to [Information Requests](#).
- For help with searching an entity name, refer to [Search Tips](#).
- For descriptions of the various fields and status types, refer to [Frequently Asked Questions](#).

[Modify Search](#)

[New Search](#)

[Back to Search Results](#)



Secretary of State
Articles of Organization
Limited Liability Company (LLC)

LLC-1

201625910162

IMPORTANT — Read Instructions before completing this form.

Filing Fee - \$70.00

Copy Fees - First plain copy free; Additional copies: First page \$1.00 & .50 for each attachment page; Certification Fee - \$5.00

Important! LLCs may have to pay an annual minimum \$800 tax to the California Franchise Tax Board. For more information, go to <https://www.ftb.ca.gov>.

FILED
Secretary of State
State of California

SEP 08 2016

This Space For Office Use Only

1. Limited Liability Company Name (See Instructions – Must contain an LLC ending such as LLC or L.L.C. "LLC" will be added, if not included.)

Golden State Greens LLC

2. Business Addresses

a. Initial Street Address of Designated Office in California - Do not list a P.O. Box	City (no abbreviations)	State	Zip Code
7742 Herschel Ave., Suite M	La Jolla	CA	92037
b. Initial Mailing Address of LLC, if different than item 2a	City (no abbreviations)	State	Zip Code

3. Agent for Service of Process

Item 3a and 3b: If naming an individual, the agent must reside in California and Item 3a and 3b must be completed with the agent's name and complete California street address.

Item 3c: If naming a California Registered Corporate Agent, a current agent registration certificate must be on file with the California Secretary of State and Item 3c must be completed (leave Item 3a-3b blank).

a. California Agent's First Name (if agent is not a corporation)	Middle Name	Last Name	Suffix
Justus	H.	Henkes	IV
b. Street Address (if agent is not a corporation) - Do not list a P.O. Box	City (no abbreviations)	State	Zip Code
7742 Hershcel Ave., Suite M	La Jolla	CA	92037
c. California Registered Corporate Agent's Name (if agent is a corporation) – Do not complete Item 3a or 3b			

4. Management (Select only one box)

The LLC will be managed by:

One Manager More than One Manager All LLC Member(s)

5. Purpose Statement (Do not alter Purpose Statement)

The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

6. The Information contained herein, including in any attachments, is true and correct.

Organizer sign here

Arden Anderson

Print your name here



**Secretary of State
Statement of Information**
(Limited Liability Company) **133** *JK*

LLC-12

17-434921

FILED
Secretary of State
State of California

MAR 16 2017

26/20/17
This Space For Office Use Only

IMPORTANT — Read instructions before completing this form.

Filing Fee — \$20.00

Copy Fees — First page \$1.00; each attachment page \$0.50;
Certification Fee - \$5.00 plus copy fees

1. Limited Liability Company Name (Enter the exact name of the LLC. If you registered in California using an alternate name, see instructions.)

Golden State Greens LLC

2. 12-Digit Secretary of State File Number

201625910162

3. State, Foreign Country or Place of Organization (only if formed outside of California)

4. Business Addresses

a. Street Address of Principal Office - Do not list a P.O. Box 7734 Herschel Ave Ste L	City (no abbreviations) La Jolla	State CA	Zip Code 92037
b. Mailing Address of LLC, if different than item 4a	City (no abbreviations)	State	Zip Code
c. Street Address of California Office, if item 4a is not in California - Do not list a P.O. Box	City (no abbreviations)	State CA	Zip Code

5. Manager(s) or Member(s)

If no managers have been appointed or elected, provide the name and address of each member. At least one name and address must be listed. If the manager/member is an individual, complete items 5a and 5c (leave item 5b blank). If the manager/member is an entity, complete items 5b and 5c (leave item 5a blank). Note: The LLC cannot serve as its own manager or member. If the LLC has additional managers/members, enter the name(s) and addresses on Form LLC-12A (see instructions).

a. First Name, if an individual - Do not complete item 5b Adam	Middle Name	Last Name Knopf	Suffix
b. Entity Name - Do not complete item 5a			
c. Address 7734 Herschel Ave Ste L	City (no abbreviations) La Jolla	State CA	Zip Code 92037

6. Service of Process (Must provide either Individual OR Corporation.)

INDIVIDUAL - Complete items 6a and 6b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation) Justus	Middle Name H	Last Name Henkes	Suffix IV
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box 7734 Herschel Ave Ste L	City (no abbreviations) La Jolla	State CA	Zip Code 92037

CORPORATION - Complete item 6c only. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) - Do not complete item 6a or 6b

7. Type of Business

a. Describe the type of business or services of the Limited Liability Company Real Estate Development

8. Chief Executive Officer, if elected or appointed

a. First Name	Middle Name	Last Name	Suffix
b. Address			
City (no abbreviations)		State	Zip Code

9. The information contained herein, including any attachments, is true and correct.

03-13-17

Date

Justus H Henkes IV

Type or Print Name of Person Completing the Form

CPA

Title

[Handwritten Signature]
Signature

Return Address (Optional) (For communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address. This information will become public when filed. SEE INSTRUCTIONS BEFORE COMPLETING.)

Name: [Justus H Henkes IV]
Company: Justus H Henkes IV Inc
Address: 7734 Herschel Ave Ste L
City/State/Zip: [La Jolla, CA 92037]

17-781943



Secretary of State
Statement of Information
(Limited Liability Company)

LLC-12

141

FILED
Secretary of State
State of California

SEP 18 2017

6/1NF/LLC
This Space For Office Use Only

IMPORTANT — Read instructions before completing this form.

Filing Fee — \$20.00

Copy Fees — First page \$1.00; each attachment page \$0.50;
Certification Fee — \$5.00 plus copy fees

1. Limited Liability Company Name (Enter the exact name of the LLC. If you registered in California using an alternate name, see instructions.)
Golden State Greens LLC

2. 12-Digit Secretary of State File Number
201625910162

3. State, Foreign Country or Place of Organization (only if formed outside of California)

4. Business Addresses

a. Street Address of Principal Office - Do not list a P.O. Box 3446 Hancock Street	City (no abbreviations) San Diego	State CA	Zip Code 92110
b. Mailing Address of LLC, if different than Item 4a	City (no abbreviations)	State	Zip Code
c. Street Address of California Office, if Item 4a is not in California - Do not list a P.O. Box	City (no abbreviations)	State CA	Zip Code

5. Manager(s) or Member(s)
If no managers have been appointed or elected, provide the name and address of each member. At least one name and address must be listed. If the manager/member is an individual, complete Items 5a and 5c (leave Item 5b blank). If the manager/member is an entity, complete Items 5b and 5c (leave Item 5a blank). Note: The LLC cannot serve as its own manager or member. If the LLC has additional managers/members, enter the name(s) and addresses on Form LLC-12A (see instructions).

a. First Name, if an individual - Do not complete Item 5b Adam	Middle Name	Last Name Knopf	Suffix
b. Entity Name - Do not complete Item 5a			
c. Address 5666 La Jolla Blvd #155	City (no abbreviations) La Jolla	State CA	Zip Code 92037

6. Service of Process (Must provide either Individual OR Corporation.)

INDIVIDUAL — Complete Items 6a and 6b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation) Justus	Middle Name H	Last Name Henkes	Suffix IV
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box 7734 Herschel Ave Ste L	City (no abbreviations) La Jolla	State CA	Zip Code 92037

CORPORATION — Complete Item 6c only. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) - Do not complete Item 6a or 6b

7. Type of Business

a. Describe the type of business or services of the Limited Liability Company
Real Estate Development

8. Chief Executive Officer, if elected or appointed

a. First Name	Middle Name	Last Name	Suffix
b. Address		City (no abbreviations)	State Zip Code

9. The information contained herein, including any attachments, is true and correct.

09-15-2017
Date

Justus H Henkes IV
Type or Print Name of Person Completing the Form

CPA
Title

Return Address (Optional) (For communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address. This information will become public when filed. SEE INSTRUCTIONS BEFORE COMPLETING.)

Name: [Justus H Henkes IV]

Company:

Address: 7734 Herschel Ave Ste L

City/State/Zip: [La Jolla, CA 92037]