

**MINUTES OF THE ORGANIZATIONAL ACTIONS  
TAKEN BY THE BOARD OF DIRECTORS  
OF  
CAL MARITIME CORPORATION  
(a California nonprofit public benefit corporation)  
BY UNANIMOUS WRITTEN CONSENT**

The Board of Directors of the above-named California corporation (the “Corporation”), duly formed by the filing of said Articles of Incorporation in the office of the California Secretary of State on the 31st day of July, 2019, and desiring to complete the organization of its affairs, in accordance with the powers conferred by Section 5150 of the General Corporation Law took the following actions.

**ARTICLES OF INCORPORATION FILED**

The original Articles of Incorporation of the Corporation were filed in the office of the California Secretary of State, and are assigned the following filing date and State Corporation filing number.

Official Filing Date: July 31, 2019  
Official Filing Number: 4303952

A certified copy of said Articles of Incorporation, showing filings as stated, is inserted in the Book of Minutes of the Corporation and are attached hereto as Exhibit “A”.

**BYLAWS ADOPTED**

Bylaws are adopted:

RESOLVED, that the Bylaws adopted and certified as and for Bylaws of this Corporation be inserted in the Book of Minutes of this Corporation and are attached hereto as Exhibit “B”., and that a copy of said Bylaws, similarly certified, be kept at the principal office for the transaction of business of this Corporation, in accordance with Section 213 of the California Corporations Code.

**ELECTION OF DIRECTORS**

The Bylaws adopted by the Corporation provide that the number of Directors shall be five (5).

The following persons as the first Directors of the Corporation to serve until successors are duly elected pursuant to the Bylaws, or until resignation or removal, as the case may be, and effective upon their acceptance of their position, to exercise the powers of further organization and direction of the Corporation. Each of the newly elected Directors signified acceptance to the appointment.

Director's Name

Thomas A. Cropper

Dr. Graham Benton

Dr. Larry Bienati

Mike Rodgers

Connor Crutchfield

**ELECTION OF OFFICERS**

RESOLVED, that the following are duly elected to the offices indicated after the names of each until their respective successors are duly elected:

<u>Officer's Name</u>	<u>Office to Which Elected</u>
Franz Lozano	Chair
Larry Bienati	Vice Chair
Mike Rodgers	Secretary
Mark Goodrich	Executive Director
Rabi Joseph	Treasurer/ Chief Financial Officer

Each officer signified acceptance of his office.

**COMPENSATION OF OFFICERS**

RESOLVED, that no officer of the following offices of the Corporation shall be paid, during the period that he holds office or until further resolution of the Board.

RESOLVED FURTHER, that the Corporation is authorized to reimburse any officer for any out-of-pocket expenses paid on behalf of the Corporation.

**AGENT FOR SERVICE OF PROCESS**

RESOLVED, that Mark Goodrich is approved and authorized by the Board to be the designated Agent for Service of Process.

## **CORPORATE SEAL**

RESOLVED, that a seal of the Corporation, consisting of two concentric circles with the name of the Corporation in one circle and the words and figures "Incorporated July 31, 2019" and "California" in the form and figures is adopted in the following form:

(SEAL)

## **ORGANIZATIONAL EXPENSES**

In order to provide for the payment of expenses of incorporation and organization of the Corporation, it is:

RESOLVED, that either the Chair or the Treasurer of this Corporation be, and they hereby are, authorized and directed to pay the expenses of incorporation and organization of this Corporation.

RESOLVED FURTHER, that the expenses of the incorporation, organization and maintenance of the Corporation are authorized to be paid from the assets of the Corporation. The Corporation hereby adopts a system of amortizing its organizational expenditures ratably over a period of sixty (60) months, in accordance with section 248 of the Internal Revenue Code of 1986, as amended (the "Code") and the Treasury Regulations promulgated thereunder.

## **ACCOUNTING YEAR**

RESOLVED, that this Corporation adopt an accounting year as follows:

DATE ACCOUNTING YEAR BEGINS: July 1

DATE ACCOUNTING YEAR ENDS: June 30

provided the Corporation is permitted to use this fiscal year under the Code and the Treasury Regulations promulgated thereunder. The Corporation will be applying for its own Federal Tax Identification Number.

## **CORPORATE ACCOUNTANT**

RESOLVED, that a corporate accountant for the Corporation shall be determined by the Board.

## **ESTABLISHMENT OF THE CORPORATION'S TAX EXEMPTION**

RESOLVED, that the Corporation shall apply for and obtain tax-exemption status under federal law and state law. The officers of the Corporation and any other authorized representatives of the Corporation are hereby authorized and directed to take any and all actions and to execute such documents as may be necessary to apply for tax exempt status. An application shall be made for and on behalf of the Corporation to the IRS. A copy of the application has been presented to the Board.

## **CONFLICT OF INTEREST POLICY**

RESOLVED, that the Board was presented the Conflict of Interest Policy (the "Policy", and attached hereto as Exhibit "C"). The Board has determined that it is in the best interests of the Corporation to approve the Policy, and hereby approved the Policy. The officers of the Corporation are hereby authorized to implement the Policy

## **PRINCIPAL OFFICE LOCATION**

RESOLVED, that 200 Maritime Academy Drive, City of Vallejo, State of California, be, and the same hereby is, designated and fixed as the principal office for the transaction of the business of this Corporation in the County of San Francisco, State of California.

## **OFFICERS AUTHORIZED TO CONTRACT**

To authorize the officers to contract and obligate the Corporation, in the ordinary course of business, the following resolution was, upon motion duly made, seconded and carried, adopted:

RESOLVED, that the following officers of the Corporation, shall execute and deliver any contracts which he or she determines are necessary or appropriate to the Corporation's day-to-day operation of business:

<u>Name of Officer</u>	<u>Office Held</u>
Franz Lozano	Chair
Mark Goodrich	Executive Director
Rabi Joseph	Treasurer

## BANK RESOLUTION

To provide for a depository for the funds of the Corporation and to authorize certain officers to deal with the corporate funds, the following resolutions are duly adopted:

RESOLVED, that this Corporation will establish and open in its name one or more deposit accounts with one or more banks (the "Bank") to be determined by the Board, upon such terms and conditions as may be agreed upon by the Bank, and that any officer of this corporation, and any agents duly authorized by them, shall be and hereby are authorized to establish such account or accounts.

RESOLVED FURTHER, that each of the officers identified below, and any agents duly authorized by either of them hereby are authorized to withdraw funds of this Corporation from said account or accounts upon checks of this Corporation signed as provided herein with signatures duly certified to the Bank by the Secretary of this Corporation; and that the Bank is authorized to honor and pay any and all checks so signed, including those drawn to the individual order of any officer or other persons authorized to sign the same.

RESOLVED FURTHER, that until such authority is revoked by sealed notification to said bank of such action by the Board of Directors of this Corporation,

<u>Name of Officer</u>	<u>Office Held</u>
Franz Lozano	Chair
Mark Goodrich	Executive Director
Rabi Joseph	Treasurer

be, and they are, authorized to execute checks and other items for and on behalf of this Corporation.

## COVERAGE INSURANCE

RESOLVED, that the officers of this Corporation be, and they are hereby, empowered and directed to secure insurance coverage for this Corporation as deemed appropriate.

## STATEMENT OF INFORMATION

RESOLVED, that the Secretary of the Corporation shall file the Statement of Information for a domestic nonprofit corporation required by Corporations Code Section 6210, on the forms provided by the Secretary of the State; and that this statement shall be filed in the office of the Secretary of the State within ninety (90) days after the date on which the Corporation's Articles of Incorporation were filed, and biannually or as

otherwise required after this first filing, as set forth in Corporations Code Section 6210.

After discussion among the Board members, the following resolutions were, upon motion duly made, seconded and unanimously carried:

### LICENSES OR PERMITS

RESOLVED, that, pursuant to any applicable federal, state, county, or municipal requirements, the officers of the Corporation shall obtain all licenses or permits necessary or appropriate to the Corporation's transaction of business.

### QUALIFICATION TO TRANSACT BUSINESS

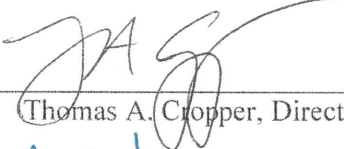
RESOLVED, that the officers of the Corporation shall comply with all applicable requirements necessary to qualify the Corporation to transact business within the State of California.

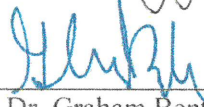
### RESOLUTIONS TO BE EFFECTED

RESOLVED, that the officers of the Corporation shall take any actions and shall deliver any documents which they determine are necessary or appropriate to effect the purposes of the resolutions in this record.


IN WITNESS WHEREOF, the undersigned Directors have executed this Written Consent. The Secretary of the Corporation is directed to file this Written Consent with the Minutes of the proceedings of this Board.

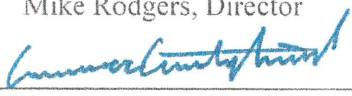
Dated: 09/28/2020, 2020

By:   
Thomas A. Cropper, Director

By:   
Dr. Graham Benton, Director

By: Larry Bienati  
Larry Bienati (Sep 28, 2020 10:46 PDT)  
Dr. Larry Bienati, Director

By:   
Mike Rodgers, Director

By:   
Connor Crutchfield, Director

**CERTIFICATE OF SECRETARY**

I certify that:

I am the Secretary of CAL MARITIME CORPORATION.

The foregoing record is a true and correct copy of the minutes of the First Organizational Actions of the Board of Directors of CAL MARITIME CORPORATION.

DATED: 09/28/2020 \_\_\_\_\_, 2020



\_\_\_\_\_  
Mike Rodgers, Secretary