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## **ATTACHMENT 2**

# **WORLD BUSINESS ACADEMY ARTICLES OF INCORPORATION**

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS  
BUSINESS REGULATION ADMINISTRATION  
CORPORATIONS DIVISION



THIS IS TO CERTIFY that the pages attached hereto constitute a full, true, and complete copy of CERTIFICATE AND ARTICLES OF INCORPORATION OF WORLD BUSINESS ACADEMY LIMITED , AS RECEIVED AND FILED APRIL 6, 1987. \_\_\_\_\_

as the same appears of record in this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this office to be affixed, this the 7<sup>th</sup> day of April A.D. 19 87.

Donald G. Murray  
Director

Henry C. Lee, III  
Acting Administrator

By Vandy L. Jamison Jr.  
Assistant SUPERINTENDENT OF CORPORATIONS

ARTICLES OF INCORPORATION  
WORLD BUSINESS ACADEMY LIMITED

Department of Consumer and Regulatory Affairs  
The Recorder of Deeds, D.C.  
Washington, D.C.

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Non-Profit Corporation Act:

- FIRST:** The name of the Corporation is: World Business Academy Limited.
- SECOND:** The period of duration is perpetual.
- THIRD:** The Corporation is organized for the educational purpose of improving or developing people's capacity to research, analyze and solve problems of significant concern such as global development, security and the environment and for related educational, scientific and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).
- FOURTH:** The Corporation is to have Members who will be designated Trustees.
- FIFTH:** The manner of election and the qualification and rights of Trustees shall be set forth in the Bylaws. Each Trustee shall have the right to one vote.
- SIXTH:** The initial Bylaws of the Corporation shall be adopted by its Trustees. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Trustees, and the exercise of such power shall take place upon furnishing notice of a proposed change or changes in writing to all Trustees not less than thirty days prior to the date of the meeting at which the vote is to be taken.
- SEVENTH:** The Directors shall be known as Governors. The number of Governors of the Corporation shall be not less than seven. The officers of the Corporation shall consist of a Chairman of the Board, President, Secretary, a Treasurer, an Executive Secretary and such other officers as may be provided for in the Corporation bylaws.

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RY: *[Signature]*

**EIGHTH:**

The income and property of the Corporation, from whatever source derived, shall be exclusively and permanently applied toward the purposes set forth in Article Third above. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Trustees, Governors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise be attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as the Trustee shall determine.

**NINTH:**

Upon the dissolution of the Corporation, if such should occur, the Trustees shall, after causing the payment or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the

United States District Court for the District of Columbia for such purposes or to such organization or organizations, as said Court shall determine, which are organized and Coerated exclusively for such purposes.

**TENTH:** The address, including street number, of its initial registered office is 2828 Pennsylvania Ave., N.W., Washington, D.C. 20007, and the name of its registered agent at such address is Bowman Conner & Touhey, A Professional Corporation.

**ELEVENTH:** The number of Governors constituting the initial Board of Governors is 7 and the names and addresses, including street and number of the persons who are to serve as the initial Governors until the first annual meeting or until their successors to be elected and qualified are:

Rinaldo S. Brutoco  
355 Hillsborough Blvd.  
Hillsborough, CA 94010

Robert Colodzin  
2 Tudor City Place  
New York, NY 10017

Robert Egelston  
333 South Hope Street  
Los Angeles, CA 90071

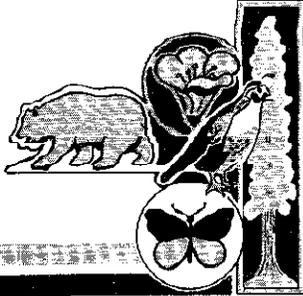
Weldon B. Gibson  
2 Ravenswood Avenue  
Menlo Park, CA 94025

Willis W. Harman  
475 Gate Five Road  
Suite 300  
Sausalito, CA 94965

Ronald Nater  
333 Ravenswood Avenue  
Menlo Park, CA 94025

Jagdish Parikh  
12, K. Dubhash Marg  
Bombay, India





# State of California

OFFICE OF THE SECRETARY OF STATE

## CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

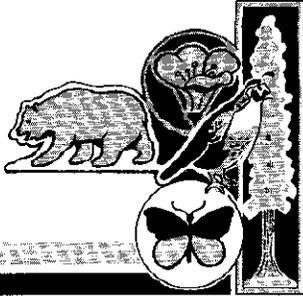
*IN WITNESS WHEREOF*, I execute  
this certificate and affix the Great  
Seal of the State of California this

*March 10 1987*



*March Fong Eu*

Secretary of State



# State of California

OFFICE OF THE SECRETARY OF STATE

SACRAMENTO

CORPORATION NUMBER

**1585271**

## CERTIFICATE OF QUALIFICATION

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 20<sup>th</sup> day of April, 19 87,

WORLD BUSINESS ACADEMY, LIMITED,

a corporation organized and existing under the laws of \_\_\_\_\_

District of Columbia,

*complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California and that as of said date said corporation became and now is fully qualified and authorized to transact intrastate business in the State of California, subject, however, to any licensing requirements otherwise imposed by the laws of this State.*



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 29<sup>th</sup> day of April, 1987

*March Fong Eu*

Secretary of State

1585271

ENDORSED  
FILED  
In the office of the Secretary of State  
of the State of California

APR 20 1987

MARGH FONG EU, Secretary of State

STATEMENT AND DESIGNATION  
BY  
FOREIGN CORPORATION

World Business Academy, Limited, a corporation organized and existing under the laws of the District of Columbia, makes the following Statements and Designation:

1. The address of its principal executive office is 2828 Pennsylvania Avenue N.W., Washington D.C. 20007.

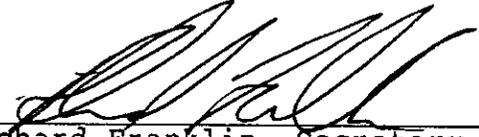
2. The address of its principal office in the State of California is Suite 229 Legaspi Towers, 500 Airport Boulevard, Burlingame, California 94010.

DESIGNATION OF AGENT FOR SERVICE OF PROCESS WITHIN THE STATE OF CALIFORNIA

Richard Nelson, a natural person residing in the State of California, whose complete residence address is One Hotaling Court, Kentfield, California 94904, is designated as its agent upon whom process directed to the corporation may be served within the State of California in the manner provided by law.

3. The undersigned corporation hereby irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the Secretary of State of the State of California if the agent so designated or the agent's successor is no longer authorized to act or cannot be found at the address given.

WORLD BUSINESS ACADEMY, LIMITED

By: 

Richard Franklin, Secretary

MMM/9541-001

**ATTACHMENT 3**

**WORLD BUSINESS ACADEMY  
AMENDED AND RESTATED BYLAWS**

**AMENDED AND RESTATED BYLAWS  
OF  
WORLD BUSINESS ACADEMY, LIMITED  
A District of Columbia Nonprofit Corporation**

**ARTICLE 1. NAME AND LOCATION**

§ 1.1 **Name.** The name of this organization shall be WORLD BUSINESS ACADEMY, LIMITED (the "Academy"), a Nonprofit corporation incorporated in the District of Columbia.

§ 1.2 **Location.** The principal office of the Academy shall be located in Burlingame, California, or in such other locality as may be determined by the Board of Governors. Any such change shall not be considered an amendment to these Amended and Restated Bylaws.

**ARTICLE 2. PURPOSES**

§ 2.1 **Purposes.** The purposes of the Academy shall be:

- a. To conduct research and educate the world business community and the public at large on critical contemporary world problems, and to catalyze change along constructive paths through a network of business leaders;
- b. To present educational programs through publications, video tapes, conferences, public discussion groups, forums, panels, lectures, and similar activities;
- c. To focus on preventing the procurement of irresponsible nuclear energy generators, and/or any other energy generating methodology that has actual or potential damaging effects on the environment, and on reducing economic drivers for environmentally harmful technologies;
- d. To engage in programs to reduce the cost and waste of energy and energy resources and fuels;
- e. To encourage the adoption of all cost-effective conservation measures and discourage unnecessary new generating resources that are expensive and environmentally damaging; and
- f. To conduct related activities.

In order to further and accomplish the foregoing purposes, the Academy and its officers shall be authorized to do any and all lawful acts and things which may be necessary, useful, suitable, and proper for the furtherance or accomplishment of the purposes of the Academy, including participating in regulatory proceedings to further its purpose of preventing the development of irresponsible nuclear resources and/or any other energy generating methodology that has actual or potential damaging effects on the environment.

**§ 2.2 Restrictions on Activities.** The Academy shall conduct all its activities within the restrictions established by Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the Regulations relating thereto, as issued by the Department of the Treasury. No part of the net earnings or assets of the Academy shall inure to the benefit of any governor, officer, trustee or member of the Academy, or other private individual or corporation established for profit. No substantial part of the activities of the Academy shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The Academy shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

### ***ARTICLE 3. BOARD OF GOVERNORS***

**§ 3.1 Authority and Responsibility.** The governing body of the Academy shall be the Board of Governors the ("Board"). The Board shall have supervision, control, and direction of the affairs of the Academy; shall actively prosecute the Academy's objectives; and shall supervise the disbursement of the Academy's funds. The Board may, subject to the Articles of Incorporation and these Amended and Restated Bylaws, adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to one or more organizations, which are within the restrictions of section 501(c)(3) of the IRS code of 1954 as amended, and Regulations relating thereto, as issued by the Department of the Treasury.

**§ 3.2 Number and Term of Office.** The Board shall consist of not less than three (3) nor more than eleven (11) Governors as set from time to time by the Trustees and shall initially be set at five (5). Each Governor must when elected be, and while in office remain a Member in good standing. Each Governor shall be elected for a full term of five years and remain in office thereafter until a successor is duly elected and qualifies except that Members elected to replace a Governor whose full term has not expired (other than the replacements contemplated in§ 3.3) shall be elected only to serve the uncompleted portion of that term. Governors are eligible for reelection.

**§ 3.3 The Initial Governors.** The five Governors of the initial Board shall be elected, nominally, to serve full terms of five years expiring at the annual meeting of Members next succeeding the fifth anniversary of their election. Prior to the first annual meeting of Members, however, the Governors shall select one of them by lot and the one so selected shall resign. The vacancy shall then be filled with the Governor selected by the Trustees serving a full five year term unless sooner removed. On each subsequent annual meeting another original Governor shall be selected by lot and resign and the position filled by the Trustees for a full five year term. A Governor who has been chosen by lot to resign may be reelected to the Board by the Trustees for a full five year term and shall not thereafter be deemed to be an "original" Governor or be required to participate in the lottery to determine resignations. When all of the original

Governors have been replaced (or reelected) the lottery shall cease and the Trustees shall elect Members to be Governors as the term of each Governor expires.

**§ 3.4 Place and Manner of Meeting; Action Without Meeting.** Regular meetings of the Board will be held as determined by the Board. The annual meeting of the Board will be held on the second Wednesday in April in each year, if not a legal holiday, and if a legal holiday, then on the next business day. Special meetings of the Board may be held from time to time upon call of the Chair of the Board, the President or the lesser of any four Governors or a majority of Governors. Members of the Board may act by means of conference telephone network or similar communication methods by which all persons participating in the meeting can hear each other, and without meetings by unanimous written consent to such action signed by all Governors and filed with the Minutes of the Board.

**§ 3.5 Notice of Meeting.** Regular and annual meetings of the Board will be held at the principal office of the Academy without notice. Notice of the time and place of a special meeting shall be served upon each Governor at least ten (10) days in advance by mail, or if by telegraph or other means of instantaneous communication, to each Governor at least seventy-two (72) hours prior to the time of the meeting. No notice need be given to any Governor who actually attends, or who executed and files a written waiver of such meeting, either before or after the meeting.

**§ 3.6 Quorum.** A majority of the Governors then holding office, but in no event more than three (3) Governors, shall constitute a quorum at a meeting. The vote of a majority of those present at a meeting at which a quorum is present shall be sufficient to constitute action of the Board except for actions for which a greater vote may be required by statute, the Articles of Incorporation or these Amended and Restated Bylaws. If, at any meeting, Governors leave and there is less than a quorum, action by a majority of those remaining who are entitled to vote will constitute action by the Board.

**§ 3.7 Compensation of Governors.** Governors may receive reasonable compensation from the Academy for services rendered to the Academy in carrying out one or more of its purposes. Governors may be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel expenses. No more than ten percent (10%) of the Governors sitting on the Board may also receive compensation as officers of the Academy.

**§ 3.8 Voting.** At all meetings of the Board, each Governor shall have one vote.

**§ 3.9 Vacancies.** Trustees may hold a special election or wait until the next annual meeting of Members to fill any vacancies on the Board caused by death, resignation, or otherwise.

**§ 3.10 Removal of Governors.** Any Governor may be removed by vote equal to seventy- five percent of the number of authorized Governors, whether or not cause exists or has been shown.

**§ 3.11 Resignation.** Any Governor may resign from the Board by giving written notice to the Chair. Such resignation shall be effective upon receipt of notice by the Chair or at such later date as specified in the notice.

**§ 3.12 Executive Committee.** The Board may appoint from among the Governors an Executive Committee of not less than a majority of the Governors, one of whom shall be the Chair of the Board, who shall serve as the Committee's Chair. The Executive Committee shall possess and may exercise all the powers of the Board between meetings of the Board. In general, the

Executive Committee shall be responsible for the coordination, planning, and administration of all Academy activities and for such other specific duties as may from time to time be assigned to it by the Board. The Executive Committee shall meet at least four times a year, between regularly scheduled meetings of the Board, and shall report all actions taken by it to the Board at the next meeting of the Board. A majority of the Executive Committee shall constitute a quorum of the Executive Committee.

#### ***ARTICLE 4. MEMBERS***

**§ 4.1 Classes.** The Academy shall have multiple classes of Members as shall be established from time to time, by the Board. The current classes of Members shall be Trustees; Full Members; and Professional Members. No class of Members may be abolished nor may the rights and obligations of a class be changed without the approval of a majority of a quorum of the Members of that class.

**§ 4.2 Trustees.** Trustees shall be Members who have-been elected to be a Trustee by the vote of not less than 75% of the then total number of Trustees at a duly called meeting of Trustees or by the unanimous written consent of all of the Trustees. Trustees may be removed by a vote of 75% of the then total number of Trustees at a duly called meeting of Trustees or by the unanimous written consent of all of the Trustees.

- a. Trustees shall have the exclusive right to elect the Board.
- b. Each Trustee shall have one vote for all purposes.
- c. The Trustees may establish new classes of Members from time to time which new classes may have the same, lesser, or additional rights as those of any then existing class at the sole discretion of the Trustees. The Trustees shall cause notice to be given to all Members each time there is a change in the classes of Members or of the rights of any class.

**§ 4.3 Full Members.** Full Members shall be a person approved to be a Full Member by a majority of the Board.

**§ 4.4 Professional Members.** Professional Members shall be a lawyer, academician, economist, physician, scientist, engineer, business consultant, author, or other professional approved to be a Professional Member by a majority of the Board. No person may become a Professional Member if the number of Professional Members at that time is fifteen (15) percent or more of the total membership unless approved by all of the Board.

**§ 4.5 Membership Dues.** The Board shall establish, from time to time, dues to be assessed to the Members and may set different dues payable by different classes of Members. Each year the Board shall cause the Academy to distribute to the Members a notice of the dues established by the Board for that year for that class and indicate the amount and date such dues are required to be paid by the recipient of that notice. The Board may establish provision for periodic payment, for annual billing, for pro rata payment, or full year payment when Membership begins during a year or such other terms and conditions with respect to the payment of dues as it deems appropriate.

**§ 4.6 Delinquency.** If dues are not paid on time and such failure continues for sixty (60) days after notice of delinquency, the Member shall cease to be a Member in good standing and shall have no rights or privileges as a Member (including no right to serve as Governor) until such dues are paid.

**§ 4.7 Rights and Duties of Members.** Each person shall, prior to becoming a Member be required to have paid any applicable dues. Each Member shall receive publications distributed by the Academy to the general Membership and shall be entitled to receive notice of and to attend all meetings of the general Membership.

**§ 4.8 Place and Manner of Meeting; Action Without Meeting.** Regular meetings of the Members and classes of Members will be held annually and may be held more frequently as determined by the Board. The annual meeting of Members and of classes of Members will be held on the fourth Monday in April in each year, if not a legal holiday, and if a legal holiday, then on the next business day. Members of a class may act at meetings of that class by means of conference telephone network or similar communication methods by which all persons participating in the meeting can hear each other, and without meetings by unanimous written consent to such action signed by all Members of that Class and filed with the Secretary.

**§ 4.9 Notice Of Meeting.** Notice of the time and place of the annual meeting of Members and of Members of a class shall be served upon each Member at least twenty (20) days in advance by mail or, if by telegraph or other means of instantaneous communication, to each Member at least ten (10) days prior to the time of the meeting. No notice need be given to any Member who actually attends, or who executes and files a written waiver of notice of such meeting, either before or after the meeting.

**§ 4.10 Quorum.** A majority of the Members shall constitute a quorum at a meeting of Members and a majority of the Members of a class shall constitute a quorum at a meeting of that class. The vote of a majority of those present at a meeting at which a quorum is present shall be sufficient to constitute action of the Members or of the class of Members, except for actions for which a greater vote may be required by statute, the Articles of Incorporation or these Amended and Restated Bylaws. If, at any meeting Members leave and there is less than a quorum, action by a majority of those remaining who are entitled to vote will constitute action by the Members or of the class of Members as the case may be.

**§ 4.11 Voting.** At all meetings of Members and of classes of Members, each Member (or Member of the class) shall have one vote.

## ***ARTICLE 5. OFFICERS***

**§ 5.1 Officers and Qualifications.** The officers of the Academy shall be the Chair of the Board, the President, a Secretary, an Assistant Secretary, a Treasurer, an Executive Officer, and such other officers as the Board deems advisable from time to time. Any two offices, except the offices of President and Secretary, may be held by the same person.

Persons may be reelected without restriction.

**§ 5.2 Election.** The initial officers shall be elected at the organizational meeting of the Board; thereafter, all officers shall be elected by the Board at its annual meeting.

**§ 5.3 Term of Office.** All officers shall hold office until their successors have been duly elected and have qualified, or until removed.

**§ 5.4 Removal of Officers.** Any officer may be removed either with or without cause by the vote of the Board.

**§ 5.5 Duties of Officers.** The duties and powers of the officers of the Academy shall be as follows or as shall be set by resolution of the Board.

**§ 5.6** The Chair of the Board shall:

- a. be present and preside at all meetings of the Board or delegate such authority to the President or any Vice-Chair.
- b. cause to be called regular and special meetings of the Board, of the Members and of any class of Members in accordance with the requirements of any applicable statute and of these Amended and Restated Bylaws.
- c. enforce these Amended and Restated Bylaws and perform all the duties incident to the office of the Chair of The Board as determined by the Board and which are required by law, and generally, shall supervise and control the activities of the Academy.
- d. to designate from time to time Members to be Vice-Chair to serve at the discretion of the Chair or until removed by the Board solely for the purpose of presiding at a designated meeting of the Board.

**§ 5.7** The President shall:

- a. be present at all meetings of the Board and at each annual meeting of the Board shall report the activities of the Academy.
- b. cause to be called regular and special meetings of the Board, of the Members, and of any class of Members in accordance with the requirements of any applicable statute and of these Amended and Restated Bylaws.
- c. appoint, discharge, and fix the compensation of all employees and agents of the Academy other than the duly elected officers, subject to the approval of the Board.
- d. sign and execute all contracts in the name of the Academy, and may execute notes, drafts, or other orders for the payment of money.
- e. cause all books, reports, statements, and certificates to be properly kept and filed as required by law.
- f. enforce these Amended and Restated Bylaws and perform all the duties incident to the office of President, and which are required by law, and generally, shall supervise and control the activities of the Academy.
- g. act as the Chief Executive Officer of the Academy.

**§ 5.8** The Secretary shall:

- a. keep the minutes of the meetings of the Board, of the Members, and of any class of Members in appropriate books.

- b. attend to the giving of notice of all meetings of the Board, of the Members, and of any class of Members where required.
- c. be custodian of the records and seal of the Academy and shall attest to the signatures of other corporate officers upon, and affix the seal to, all corporate papers when required.
- d. cause to be kept a book or record containing the names of all persons who are Members of the Academy, showing their place of residence and their class and category of Membership. The Secretary shall cause such book or record to be kept open daily during normal business hours, for inspection, within the limits prescribed by law, by any person duly authorized to inspect such records. At the request of any person entitled to an inspection thereof, the Secretary shall cause to be prepared and made available a current list of the officers and Governors of the Academy and their resident addresses.
- e. present to the Board at its meetings all official communications received.
- f. further perform all duties incident to the office of Secretary of the Academy.

**§ 5.9** The Assistant Secretary shall:

- a. when the Secretary is absent, keep the minutes of the meetings of the Board, of the Members, and of any class of Members in appropriate books.
- b. attend to the giving of notice of all meetings where required when the Secretary is unable to do so.
- c. when the Secretary is absent, be the custodian of the records and seal of the Academy and shall attest to the signature of the other corporate officers upon and affix the seal to all corporate papers when required when the Secretary is unable to do so.
- d. further perform all duties incident to the office of the Secretary of the Academy when the Secretary is absent or when such duties have been delegated to him/her by the Secretary.

**§ 5.10** The Treasurer shall:

- a. have the care and custody of, and be responsible for, all the funds and securities of the Academy, and shall deposit such funds and securities in the name of the Academy in such banks or safe deposit companies as the Board may designate.
- b. make, sign, and endorse in the name of the Academy all checks, drafts, notes and other orders for the payment of money, and pay out and dispose of such under the direction of the President or the Board.
- c. cause to be kept accurate books of account of all business and transactions of the Academy and cause to be exhibited books and accounts to any person duly authorized to inspect such records.
- d. render a report of the condition of the finances of the Academy at each annual meeting of the Board and at such other times as shall be required.
- e. In the absence of the Secretary or Assistant Secretary, serve as Acting Secretary with authority to attest the signatures of other officers upon, and affix the corporate

seal to, corporate papers when required.

f. further perform all duties incident to the office of the Treasurer of the Academy.

§ 5.11 Other officers shall perform such duties and have such powers as may be assigned to them by the Board.

§ 5.12 **Vacancies.** All vacancies in any office shall be filled by the Board either at a regularly scheduled meeting or at a meeting specially called for that purpose.

§ 5.13 **Compensation of Officers.** The officers shall receive such salary or compensation as may be fixed by the Board. No more than ten percent (10%) of those Governors elected to sit on the Board may also receive compensation as officers of the Academy.

## ***ARTICLE 6. AFFILIATED PARTICIPANTS***

§ 6.1 The Academy may have associates, advisors, and other categories of Affiliated Participants as established from time to time by the Trustees. Affiliated Participants are not entitled to membership privileges but may attend Board meetings at the invitation of the Board. Affiliated Participants may not serve on the Board.

§ 6.2 The Academy currently has three classes of Affiliated Participants: Advisors who together constitute a Board of Advisors; Fellows; and Associate Members. The terms and conditions of affiliation for each category of Affiliated Member shall be as set from time to time by the Trustees. The Trustees may, from time to time, create other categories or classes of Affiliated Participants, and may modify the rights and privileges of any then existing category. Notice of the creation of any new category or the change in the rights and privileges of any existing category shall be given to each Member and Affiliated Participant.

## ***ARTICLE 7. CORPORATE SEAL***

§ 7.1 The Board shall provide a suitable corporate seal, in such form and bearing such inscription as it may determine.

## ***ARTICLE 8. FISCAL YEAR***

§ 8.1 The fiscal year of the Academy shall begin on January 1 and end on December 31.

## ***ARTICLE 9. INDEMNIFICATION***

§ 9.1 The Academy may indemnify and reimburse all persons whom it has the power to indemnify and reimburse, pursuant to Section 29-404.12 of the District of Columbia Nonprofit Corporation Act or any successor statute in the manner and to the fullest extent provided therein, for all expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which that individual is made a party by reason of having been a Governor or officer, except with respect to matters as to which such person has been adjudged liable by virtue of negligence or misconduct in the performance of a duty. The Academy may purchase and maintain insurance for this purpose. The indemnification provided for in this ARTICLE 9 shall not be deemed exclusive of any other rights to which those seeking indemnification for any reason whatever maybe entitled under any agreement, vote of disinterested Governors, or otherwise.

**ARTICLE 10. DISSOLUTION**

§ 10.1 Upon dissolution or final liquidation of the Academy, all assets remaining after application and distribution of assets as required under Section 29-412.05 or 29-401.05 of the District of Columbia Nonprofit Corporation Act shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations which have qualified for Nonprofit and tax exempt status under Section 50 I (c)(3) of the Internal Revenue Code, and which are engaged in activities substantially similar to those of the Academy, pursuant to a plan of distribution adopted as provided for in Section 29-412.05 of the District of Columbia Nonprofit Corporation Act.

**ARTICLE 11. AMENDMENT OF BYLAWS**

§ 11.1 The Bylaws of the Academy may be altered, amended, added to, or repealed by seventy-five (75%) percent vote of the Trustees as they determine is necessary or appropriate to carry out the purposes of the Academy to the fullest extent permitted by law.

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SECRETARY'S CERTIFICATE

I, the undersigned Secretary of World Business Academy, Limited, certify that the foregoing Amended and Restated Bylaws were approved by a vote of at least 75% of the Trustees, at a meeting duly called and noticed and at which a quorum was present; and that they have not, as of this date, been further amended, modified, restated or revoked.

  
Secretary  
Date: December 17, 2015

**ATTACHMENT 4**

**PAGE 1 OF WORLD BUSINESS ACADEMY'S  
2014 INTERNAL REVENUE SERVICE FORM 990**

**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

- Do not enter social security numbers on this form as it may be made public.
- Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**2014**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

**A For the 2014 calendar year, or tax year beginning** , 2014, **and ending** ,

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> WORLD BUSINESS ACADEMY 2020 ALAMEDA PADRE SERRA #135 SANTA BARBARA, CA 93103  <b>F</b> Name and address of principal officer: RINALDO BRUTOCO Same As C Above	<b>D</b> Employer identification number 94-3058028  <b>E</b> Telephone number (805) 892-4600  <b>G</b> Gross receipts \$ 419,740.
<b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If 'No,' attach a list. (see instructions)
<b>J</b> Website: ▶ <a href="http://WORLDBUSINESS.ORG">WORLDBUSINESS.ORG</a>		<b>H(c)</b> Group exemption number ▶
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation: 1986 <b>M</b> State of legal domicile: CA

**Part I Summary**

	1	Briefly describe the organization's mission or most significant activities: <u>TO CHANGE BUSINESS LEADERS CONSCIOUSNESS FROM SELF SERVICE TO SERVANT LEADERSHIP. TO CHANGE THE CONSCIOUSNESS OF YOUNG PEOPLE ENTERING BUSINESS, PARTICULARLY TO SEE THEMSELVES AS ENTERING A NOBLE PROFESSION, NOT A JUNGLE. TO CHANGE THE CONSCIOUSNESS OF THE PUBLIC AT LARGE</u>		
Activities & Governance	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a) .....	3	6
	4	Number of independent voting members of the governing body (Part VI, line 1b) .....	4	3
	5	Total number of individuals employed in calendar year 2014 (Part V, line 2a) .....	5	7
	6	Total number of volunteers (estimate if necessary) .....	6	25
	7a	Total unrelated business revenue from Part VIII, column (C), line 12 .....	7a	0.
	7b	Net unrelated business taxable income from Form 990-T, line 34 .....	7b	0.
Revenue	8	Contributions and grants (Part VIII, line 1h) .....		398,308.
	9	Program service revenue (Part VIII, line 2g) .....		18,771.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d) .....		2,661.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) .....		
	12	Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12) .....		419,740.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3) .....		106,688.
	14	Benefits paid to or for members (Part IX, column (A), line 4) .....		
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) .....		206,470.
	16a	Professional fundraising fees (Part IX, column (A), line 11e) .....		
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ .....		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) .....		577,694.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) .....		890,852.
	19	Revenue less expenses. Subtract line 18 from line 12 .....		-471,112.
Net Assets of Fund Balances	20	Total assets (Part X, line 16) .....	Beginning of Current Year 64,909.	End of Year 82,719.
	21	Total liabilities (Part X, line 26) .....	1,439,769.	1,928,691.
	22	Net assets or fund balances. Subtract line 21 from line 20 .....	-1,374,860.	-1,845,972.

**Part II Signature Block**

complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	Signature of officer RINALDO BRUTOCO <small>Type or print name and title.</small>	Date CEO			
	complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name Philip W. Gautschi, C.P.A.	Preparer's signature Philip W. Gautschi, C.P.A.	Date	Check <input type="checkbox"/> if self-employed	PTIN P01057525
	Firm's name ▶ PERLE, GAUTSCHI & COMPANY INC		Firm's EIN ▶ 46-4201609		
	Firm's address ▶ 2081 BUSINESS CENTER DR STE 110 IRVINE, CA 92612-1169		Phone no. (949) 752-5400		

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

**ATTACHMENT 5**

**EXTENSION GRANTED BY INTERNAL  
REVENUE SERVICE FOR  
WORLD BUSINESS ACADEMY'S FILING OF  
2015 IRS FORM 990**

