

**BOARD OF PUBLIC WORKS  
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COMMISSIONER

# CITY OF LOS ANGELES

CALIFORNIA



**ERIC GARCETTI**  
MAYOR

**OFFICE OF THE  
BOARD OF PUBLIC WORKS**

**DR. FERNANDO CAMPOS**  
EXECUTIVE OFFICER

200 NORTH SPRING STREET  
ROOM 361, CITY HALL  
LOS ANGELES, CA 90012

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FAX: (213) 978-0278

<http://bpw.lacity.org>

April 13, 2022

**"REVISED"**

**BPW-2021-0774**

The Honorable City Council  
Room No. 395  
City Hall

The Honorable Mayor Garcetti  
City Hall – Room 320  
Los Angeles, CA 90012  
Attn: Heleen Ramirez

## **DISSOLVING OF FOUNDATION - TILLMAN JAPANESE GARDEN VISITOR'S CENTER FOUNDATION NONPROFIT CORPORATION - RELEASE DONATIONS TO SAN FERNANDO VALLEY JAPANESE AMERICAN COMMUNITY CENTER**

As recommended in the accompanying report from the Director of the Bureau of Sanitation and the Board of Public Works, which this Board has adopted, the Board of Public Works (Board) recommends that the Mayor and City Council concurrently:

1. APPROVE the dissolution of the Tillman Japanese Garden Visitor's Center Foundation;
2. APPROVE the release of \$19,000.45 collected by the Tillman Japanese Garden Visitor's Center for donation as indicated in the Articles of Incorporation which state that any monies collected and not used by the Foundation before dissolution must be distributed to "such organization organized and operated exclusively for charitable, literary, and educational purposes";
3. APPROVE the donation in the amount of \$19,000.45 be awarded to the San Fernando Valley Japanese American Community Center as voted on by the Japanese Garden Mayor's Citizens' Advisory Committee on November 21, 2019;
4. AUTHORIZE the Board of Public Works, Director of Accounting to withdraw \$19,000.45 from available funds within the Public Works Trust Fund No. 834, Department 50, Appropriation Unit No. 5000BC and issue a check to the San Fernando Valley Japanese American Community Center; and



5. AUTHORIZE the Board of Public Works, Executive Officer, or designee, to make any technical or accounting updates to the recommendations above to effectuate the intent of this report.

Fiscal Impact:

There is no impact to the General Fund.

Sincerely,

A handwritten signature in black ink, appearing to read "Campos", written in a cursive style.

DR. FERNANDO CAMPOS,  
Executive Officer, Board of Public Works

FC:lc

## DEPARTMENT OF PUBLIC WORKS

BUREAU OF SANITATION  
BOARD OF PUBLIC WORKS  
JOINT BOARD REPORT NO.

ADOPTED BY THE BOARD  
PUBLIC WORKS OF THE CITY  
of Los Angeles California

OCT 27 2021

AND REFERRED TO THE MAYOR  
Executive Officer  
Board of Public Works

CD: 6

AUTHORITY TO DONATE \$19,000.45 FROM THE PUBLIC WORKS TRUST FUND NO. 834 TO THE SAN FERNANDO VALLEY JAPANESE AMERICAN COMMUNITY CENTER FOR THE PURPOSE OF DISSOLVING THE TILLMAN JAPANESE GARDEN VISITOR'S CENTER FOUNDATION NONPROFIT CORPORATION

RECOMMENDATIONS

Recommending that the Board of Public Works, subject to approval by the Mayor:

1. **APPROVE** the dissolution of the Tillman Japanese Garden Visitor's Center Foundation.
2. **APPROVE** the release of \$19,000.45 collected by the Tillman Japanese Garden Visitor's Center for donation as indicated in the Articles of Incorporation which state that any monies collected and not used by the Foundation before dissolution must be distributed to "such organization organized and operated exclusively for charitable, literary, and educational purposes."
3. **APPROVE** the donation in the amount of \$19,000.45 be awarded to the San Fernando Valley Japanese American Community Center as voted on by the Japanese Garden Mayor's Citizens' Advisory Committee on November 21, 2019.
4. **AUTHORIZE** the Board of Public Works, Director of Accounting to withdraw \$19,000.45 from available funds within the Public Works Trust Fund No. 834, Department 50, Appropriation Unit No. 5000BC and issue a check to the San Fernando Valley Japanese American Community Center.
5. **AUTHORIZE** the Board of Public Works, Executive Officer, or designee, to make any technical or accounting updates to the recommendations above to effectuate the intent of this report.

TRANSMITTALS

1. Copy of Authority for Expenditure K834006 dated August 8, 1995 requesting a check be made out to the Secretary of State to establish the Nonprofit Corporation.
2. Copy of the By-Laws for the Tillman Japanese Garden Visitor's Center Foundation.
3. Copy of the State Attorney General's Guide for Dissolving a California Nonprofit Corporation.

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BOARD OF PUBLIC WORKS  
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4. Copy of the Nonprofit Income Logs.
5. Copy of the Articles of Incorporation for the Tillman Japanese Garden Visitor's Center Foundation Nonprofit Corporation.
6. Copy of the San Fernando Valley Japanese American Community Center – GuideStar Profile and Definition of the IRS NTEE code for S20.
7. Copy of the Japanese Garden Mayor's Citizens' Advisory Committee (Advisory Committee) Meeting Minutes voting to distribute funds to dissolve the Nonprofit Corporation.
8. Copy of the Request for Dissolution Waiver for Nonprofit Corporation C1950646.
9. Copy of the Dissolution Documents filed with the California Secretary of State that includes the Secretary of State Nonprofit Certificate of Dissolution Form (DISS NP) and Waiver Letter from the California Attorney General's Office.
10. Copy of the Authorization to Sell the Japanese Garden Related Items, Board of Public Works Action dated February 3, 1993 (Council File No. 93-0256).

## DISCUSSION

### **Background**

Sometime between 1994 and 1995, Board of Public Works Commissioner Ellen Stein began working with the Law Offices of Stuart Zimring to create the 501 (c) (3) Nonprofit Corporation "Tillman Japanese Garden Visitor's Center Foundation" (Nonprofit). An Authority for Expenditure K834006 was generated to procure the funds for the filing fee to establish the nonprofit foundation (Transmittal 1). The goal of the Foundation was to raise funds to build, staff, maintain and operate a Visitor's Center for The Japanese Garden located at the Donald C. Tillman Water Reclamation Plant. The nonprofit raised funds, to meet their goal, through donations and deposited these monies into the Public Works Trust Fund No. 834.

According to the By-Laws (Transmittal 2) governing this Corporation, there was supposed to be a Board of Directors appointed to govern and appoint Officers. A Board of Directors was not established, and the former Landscape Architect Associate III (LAA), who managed the Japanese Garden, submitted a Statement of Information Filing (SIF) to the Secretary of State listing himself, another City employee, and the Chairperson of the Advisory Committee, at that time, as the Officers of the Nonprofit. The LAA filed the SIF this way, every two years, until his death in 2018. In 2019, after the passing of the LAA, the Advisory Committee tried to find new Officers for the required 2019 SIF. This was unsuccessful and it was determined that the Nonprofit had to be dissolved.

The Chief Executive Officer and Secretary of the Nonprofit have followed the dissolution procedures set by the California Attorney General's Office, Secretary of State, and Franchise Tax Board. All the required steps, except the distribution of the remaining assets and submission of proof that all assets were distributed appropriately, have been completed.



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**Justification**

In the guidelines to dissolve a California nonprofit it requires receiving a dissolution waiver from the California Attorney General's Office. To obtain this waiver, the dissolving nonprofit must identify an organization to distribute all the remaining assets according to their Articles of Incorporation and the By-Laws. The recipient, of the distributed assets, must also have the same IRS status and be current in their reporting (Transmittal 3).

Funds that were determined to be allocated to this Nonprofit were all deposited into the Board of Public Works Trust Fund 834, along with gift shop resale items and Los Angeles City Council approved fees such as admissions, rental fees, and filming fees. From its inception, only donations were collected and deposited into the Trust Fund of the Tillman Japanese Garden Visitor's Center Foundation. Based on the logs kept by the Nonprofit and the submitted California state tax documents, assets of \$19,000.45 were identified as remaining (Transmittal 4). No additional donations were collected when it was determined to dissolve the Nonprofit in 2019.

According to the Articles of Incorporation (Transmittal 5), any monies collected and not used by the Corporation before dissolution must be distributed to "such organization organized and operated exclusively for charitable, literary, and educational purposes which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986". The Tillman Japanese Garden Visitor's Center Foundation selected the San Fernando Valley Japanese American Community Center (SFVJACC) to be the recipient of the donated remaining assets.

The SFVJACC is registered with the IRS under the National Taxonomy of Exempt Entities (NTEE) code of S20 which identifies "Organizations that focus broadly on strengthening, unifying and building the economic, cultural, educational and social services of an urban community or neighborhood" (Transmittal 6). The Japanese Garden at Donald C. Tillman hosts several cultural events every year. In doing so, the Japanese Garden has collaborated with the SFVJACC to acquire talent for some events. These two nonprofits shared similar interests, to provide educational cultural experiences to their communities, and geographically serve similar neighboring communities. It is for these reasons that the Tillman Japanese Garden Visitor's Center Foundation nominated SFVJACC to receive this donation.

On November 21st of 2019, the Japanese Garden Mayor's Advisory Committee (JGAC) voted in favor to donate the funds deposited in the Trust Fund, by the Tillman Japanese Garden Visitor's Center Foundation, to the SFVJACC (Transmittal 7).

Then the Chief Executive Officer of the Tillman Japanese Garden Visitor's Center Foundation submitted the application for Nonprofit Certificate of Dissolution (Transmittal 8) to the California Attorney General's office.

The State Attorney General's Office accepted the application and issued a Waiver to distribute these funds to the SFVJACC. The Waiver was submitted to the Secretary of State along with the Certificate of Dissolution Form (DISS NP). The California Secretary of State has filed these forms (Transmittal 9) and recorded the Tillman Japanese Garden Visitor's Center Foundation as dissolved. According to the State Attorney General's Guide to Dissolution (Transmittal 3), the final

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step is to send the State Attorney General proof of DISS NP submittal to the Secretary of State and confirmation of the assets being distributed properly. The donation of the remaining assets, \$19,000.45, and the submittal of these documents are the final steps of the dissolution process.

SFVJACC is located in Council District 7. Council District 7 was informed and is in agreement with the decision approved by the State Attorney General's Office to nominate SFVJACC to receive the donation from the Tillman Japanese Garden Visitor's Center Foundation.

There will be no impact to the operation of the Japanese Garden; it will continue to be supported by docent and volunteer staff provided by the JGAC. The docents and volunteers run the day to day operations in admissions, conduct tours to the public, and render additional support staff for special events.

Per Council File No. 93-0256, adopted by City Council on February 3, 1993, "Authorization To Sell Japanese Garden Related Items" was given to both the JGAC and a nonprofit support group, yet to be named (Transmittal 10). City staff used approved City purchasing methods to acquire items that were sold and deposited all the proceeds into the Public Works Trust Fund No. 834. The sales tax for these items had been tracked, reported, and paid by City staff with profits from these transactions.

PROJECT REVIEW COMMITTEE/DIRECTOR (PRC/PRD) APPROVAL

No PRC/PRD required. Donation of the funds was approved by the Japanese Garden Advisory Committee on November 21, 2019.

STATUS OF FUNDING

There is no impact to the General Fund. The funding for this donation will total \$19,000.45 and is available within the Public Works Trust Fund No. 834, Department 50, Appropriation Unit No. 5000BC.

Funding as of the date of this Board Report has been verified and approved by the Director of the Office of Accounting subject to terms and conditions and cash availability described above.

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Respectfully submitted,



BARBARA ROMERO  
Director and General Manager  
Bureau of Sanitation

REVIEWED AND APPROVED BY:



8/27/2021

DR. FERNANDO CAMPOS, Executive Officer  
Board of Public Works

APPROVED BY THE PWT FUND MANAGER:



NORMAN TANADA, Sr. Management Analyst I  
Board of Public Works/Financial Management

APPROVED AS TO FUNDS:



MIGUEL DE LA PEÑA, Director  
Office of Accounting  
834/50/5000BC \$19,000.45  
Date: 9/15/2021

Prepared by:  
Nicholas Milos, LASAN  
(818) 778-4134

DISTRIBUTION:  
ORIGINAL — CONTROLLER (GOLDEN ROD)  
DUPLICATE — VENDOR (WHITE)  
TRIPPLICATE — DEPARTMENT (PINK)  
QUADRUPPLICATE — DEPARTMENT (WHITE)

CITY OF LOS ANGELES

Transmittal 1

## AUTHORITY FOR EXPENDITURE

"Non-profit" Status  
check given to Ellen Stein

Dept. SC&amp;M SANITATION

TRANS. CODE <b>P O</b>	DEPT. NO. <b>5 0</b>	DOCUMENT NO. <b>AE 6</b>		DOC. DATE <b>08 11 95</b>	ACCTG PERIOD <b>P P Y Y</b>	BUDGET FY. <b>9 6</b>
ACTION <input checked="" type="checkbox"/> ORIG. ENTRY (E) <input type="checkbox"/> ADJUSTMENT (M)		TYPE OF ORDER <b>A</b>	VENDOR NO. <b>00002131200</b>	SS OR IRS ID NO.	COMMENTS OR BTRC NO. <b>9999999-99</b>	DOCUMENT TOTAL <b>916.00</b>

TO: (NAME AND ADDRESS) <b>SECRETARY OF STATE, STATE OF CALIFORNIA</b>	PLEASE FURNISH TO THE CITY OF LOS ANGELES, CARE OF (GIVE ADDRESS) <b>TILLMAN, WTR RECL-PLT 6100 Woodley Ave Van Nuys, CA 91406</b>
--	---

LINE NO. <b>01</b>	FUND <b>8 3 4</b>	DEPT. <b>5 0</b>	APPR ACCT. <b>1000</b>	OBJECT <b>3 0 4</b>	SUB OBJ	DESCRIPTION <b>FILING FEE &amp; FRANCHISE TAX</b>	AMOUNT <b>916.00</b>	I/D <b>K</b>
QUANTITY	I/D	U.O.M.	ORGANIZATION <b>70120000</b>	SUB ORG	PROGRAM	SUB ACT	JOB/PROJECT <b>SJAPANESE</b>	TASK <b>TTT</b>
							ST/BI <b>TTT</b>	CHANGE ORDER <b>OTH</b>

FOR: AS PRESCRIBED BY THE JAPANESE ADVISORY COMMITTEE, PREPARE 2 CHECKS:  
ONE IN THE AMOUNT OF \$900.00 FOR SECRETARY OF STATE TO COVER FILING FEE & MINIMUM FRANCHISE TAX  
ONE IN THE AMOUNT OF \$ 16.00 FOR SECRETARY OF STATE TO COVER THE COST OF TWO CERTIFIED COPIES.

WILL CALL BOTH CHECKS TO GENE GREENE @ 818 756-8175 X134

ORIGINAL/ADJUSTED AUTH. TOTAL  
**916.00**

TO THE OFFICE OF THE CONTROLLER:

CONTRACT OR OFFER NO. (STRIKE OUT ONE)

PURSUANT TO PROVISIONS OF THE CITY CHARTER AND TO THE ANNUAL DEPARTMENTAL BUDGET APPROPRIATIONS OR OF APPROPRIATIONS MADE SUBSEQUENT TO THE BUDGET, THIS IS AUTHORITY TO ISSUE A DEMAND ON THE FUND AND DEPARTMENT DESCRIBED ABOVE.

BUREAU OR DIVISION HEAD <b>DELWIN A. BIAGI, Director</b>	DATE	HEAD OF DEPAF <b>36</b> <b>Non-profit Status</b>	DATE
ACCOUNTING <b>CRAIG V. BLOOMQUIST, Director</b>	DATE	CITY ATTORNEY <b>X</b>	DATE

READ THIS CAREFULLY: THIS A.F. SERVICE IS RENDERED. THIS FOR RENTAL OF EQUIPMENT. INVOICE: SERVICES WERE RENDERED.

- (1) DOCUMENT NUMBER, NAME AND  
(2) IN CASE OF A DELAY IN PAYMENT NOTIFY THE CONTROLLER IN DEPARTMENT SERVICE WAS RE

Post-It™ brand fax transmittal memo 7671 # of pages **15**

To <b>ABE</b>	From <b>Betty</b>
Co.	Co. <b>JAPANESE GARDEN</b>
Dept. <b>847 4422</b>	Phone # <b>(818) 756-8000</b>
Fax # <b>213 847 6250</b>	Fax #

OR  
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IAT

CONTROLLER'S APPROVAL

# THE JAPANESE GARDEN ADVISORY COMMITTEE

## MINUTES OF THE MEETING

**DATE:** July 20, 1995

**PLACE:** Tillman Conference Trailer

**PRESENT:** Jean Jauck, Stuart Gutman, Harry Nakada, Hilda Chapman, Irwin Salin, Irene Neumann, Elaine Skaist, Carolyn Kyle, Lorraine Solomon, Commissioner Ellen Stein, Prudence Michael, David Iwata, Toy Kanegai, Robert Wakamatsu, Chibo Becker

**EXCUSED:** Georgia Mercer

**ABSENT:**

**STAFF:** Gene Greene, Bob Birk, Betty Ethridge

**NEXT MEETING:** August 17, 1995 at 4 p.m. in the Tillman Conference Trailer

Called to Order: At 4:10 p.m.

### I. Chairperson -- Jean Jauck

- A. Any items committee members wish to be on the next agenda be given to her or called in to Betty no later than 72 hours prior to the meeting.
- B. Harry Nakada's guest was unable to attend.
- C. Jean requested approval of the minutes from the June 15, 1995 meeting - minutes approved.
- D. The ad hoc docent training committee consists of Gene, Prudence and Stuart. Gene added that he would like Dwain Petersen (docent) to sit in for the first meeting. Gene said the training was last week and that the program was rearranged to correct the shortcomings of previous trainings. The training was broken down into three sessions that Dwain Petersen, Millie Hamilton, Sylvia Wong (docents) and Gene taught. A training book is being established from these sessions which will be a manual of base training for the garden and will have modules in the back for specialized information. The modules will have classes every 3 months once established. One new docent has completed training and is ready to give tours and three more need only their final walk-through.

### II. Treasurer's Report -- Gene Greene

- A. The Garden has received \$1200 in filming. Rental fees collected were \$2150. The gift shop has taken in \$525.84 and the entry/voluntary donations came to \$615. Gene will check to see how much is in the Japanese Garden Trust Fund.

### **III. Commissioner - Ellen Stein**

- A. We need approximately \$1500 to send to the State of California in order to get non-profit status granted. Some of this money will be returned. Stuart moved to provide the funds to obtain a non-profit status. Prudence seconded the motion. (Motion carried)

### **IV. Mayor's Office - Georgia Mercer (since excused, Commissioner Stein and Jean Jauck reported)**

The Commissioner stated that if the Mayor appoints people to the new non-profit committee to raise funds for the visitor's center, they will be subject to the Brown Act and will have to file disclosure forms. The City Attorney felt that a less formal arrangement would be beneficial. I have discussed this with Georgia who will get back to me.

Jean said that the names for the appointees have been submitted and they have to be approved by the Council. She asked that if anyone knows someone who would be interested to let Georgia know.

### **V. Garden Condition -- Harry Nakada**

- A. Harry said the dichondra is starting to come back and the mondo grass in some areas is starting to get burned out. The ginkgo trees are beginning to get out of shape and the spurge (weeds) are increasing. The Korean grass near the waterfall looks as though it may need some more water. The vinca minor ground cover looks very good. Harry inquired about the sequoia which was removed and Gene said that one is on order. Gene passed out a summary of what is in progress to improve the garden. Harry felt some of the pines need reshaped. Gene stated that \$30,000 has been requested in the budget for replanting some of the sequoias.

### **VI. Report - Lorraine Solomon**

- A. The company she contacted regarding the 5 and 10-year docent pins weren't able to come up with a chain add-on for the pins. Jean said that Herman Berman can make them with a minimum order of 26 and would charge \$6 to \$7 a piece. Elaine made a motion to order 52 of the 5-year and 26 of the 10-year pin additions with a maximum expenditure of \$8 per pin attachment. Lorraine seconded the motion. (Motion carried)

### **VII. Report on docent training - Gene Greene**

Please see I, item D.

### **VIII. Old Business**

- A. Elaine said that the guidebook cover will be similar to the business cards with red, black and white and will be done by the City print shop. It will be a stapled booklet with four stops, a statement about the plant,

Dr. Kawana's biography, Commissioners, Department of Public Works, Mayor's Office, Advisory Committee and the docents. The booklets will be given away and will be updated after a year. The committee working on the guidebook consists of Elaine, Carolyn, Stuart Shaffer (docent), Jean, Irwin and Gene.

- B. Calendar update: Jean stated that the pictures are in and she and Prudence will meet Monday, July 24 to review them. The next step is for the calendar to go to the print shop. (Calendar is being printed)
- C. Business cards are to be ordered by Betty. Anyone who needed a badge or cards were to have seen her after the meeting. (Cards ordered)
- D. October luncheon for docents: It will be on 10/11 because of the holiday. Elaine, Prudence and Lorraine offered to assist Jean for this event.
- E. Stuart Gutman report: Bill Essmens, who will give advice on creating a video presentation, met with Gene and Stuart. The goal is for this presentation to educate people who are unable to take a tour or people who come for open strolling on the plant and the garden. This video could also be used as a fund-raising tool for the visitor's center. The presentation would last about 10 minutes and would play continuously.
- F. Garden signs: Nine signs are completed and a request for 10 more has been submitted. Irwin, Jean and Gene will meet to make the final list on what signs will be needed.
- G. Visitor Gate Passes: There was some discussion on giving visitors gate passes in order to keep track of people entering the plant. One possible way would be to have paper, one day passes with dates. It was decided to use the plastic coated passes until a decision could be made.
- H. Posters - Gene stated that the print shop has done the border but that the slide has been lost, so he and Stuart will select another slide that is similar.

#### **IX. New Business**

- A. The representative from the Advisory Board to the docent's meeting will be Carolyn Kyle.
- B. According to the by-laws, an Advisory Board Executive Committee is required. This committee will consist of Jean, Lorraine, Stuart, Elaine and Gene.
- C. Ad Hoc Committee for Docent 100 - This committee has a goal of reaching one hundred docents by reviewing the program for ways to get other people involved in the garden. Anyone interested in this committee should contact Jean.

**X. Docents**

- A. The docents thanked Bob Birk for the swallow inhibitors as well as the shade cover.
- B. Hilda passed out some letters from docents describing their bad experiences with having small children on tours.
- C. We need more volunteers for the gift shop.
- D. Hilda stated that she felt more publicity is needed for the Garden. She was advised that individual docents should not contact the press without permission of the Advisory Committee.
- E. She requested that the docents be allowed to have a docent council. It was suggested that the by-laws be revised to accomplish this - Carolyn will assist in doing this until the Docent 100 committee can.
- F. Kae Parker, a docent, submitted a letter of resignation. Jean will write her a thank-you letter for her years of service.

**IX. Plant Manager - Bob Birk**

- A. Bob mentioned that the budget for 1996-97 is being worked on presently and if any members have ideas for projects they would like completed to bring them to the next meeting. Gene described the azalea revamping project to be included in the aforementioned budget.
- B. A change was made in the headworks building covering up the biggest opening for odors to escape.
- C. A meeting was held 6/26 with the docents to address their concerns on opening up the garden. Bob went through a letter from the docents listing their concerns and briefly responded to each of the issues. The letter covered such issues as security, parking, emergency evacuation, restroom use, railings & fences, tower access and education of the public. Bob will schedule a follow-up meeting.
- D. The fountains are going to be down for four weeks while modifications are done to eliminate the pond area in front of Maintenance and the linear pond to the Administration Building.

**XII. Liaison - Gene Greene**

Gene brought some thank-you letters from people who have had events and filming at the garden. The letters were from the Human Resources Development Division,, American Film Institute, the Mid-Valley Community Police Council as well as various other groups.

Gene brought a copy of "Here Comes the Guide" by Hopscotch Press in which the garden was featured last year. They



have requested \$500 to put the garden in the guide for the coming year. Robert Wakamatsu made a motion to spend the \$500 to be in the guide. Elaine seconded the motion.  
(Motion carried)

MEETING ADJOURNED AT 6:14 P.M.

Ms. Ellen Stein, Commissioner  
June 6, 1995  
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Please review the Articles and let me know if you find them in order. In addition, please send us two checks: (1) in the amount of \$900 payable to the Secretary of State to cover the \$100 filing fee and the \$800 minimum franchise tax and (2) in the amount of \$16 payable to the Secretary of State to cover the cost of two certified copies. Once we have discussed the Articles with you and received the checks, we will file the Articles with the Secretary of State.

Pursuant to our last telephone conversation, we have not heard from anyone regarding the MOU for Friends of the Japanese Garden. While we can proceed with filing the Articles and preparing the By-Laws, the Corporation will have no authority to act without an MOU. Let us know if someone is preparing it or you would like us to do so.

I look forward to hearing from you.

Sincerely,

LAW OFFICES OF STUART D. ZIMRING

By: 

DENA L. KLOTZ

DK:dlk  
Enclosure

*By. Law - K. a**Law Offices Of***STUART D. ZIMRING***Attorneys & Counselors At Law***RECEIVED****JUN 08 1995****COMMISSIONER  
ELLEN STEIN****STUART D. ZIMRING  
DENA L. KLOTZ***1 P.W. Georgia*  
**Of Counsel  
PLOTKIN, MARUTANI & KYRIACOU  
(A Professional Corporation)****12650 Riverside Drive  
North Hollywood, CA 91607-3492  
(818) 755-4848  
Fax (818) 508-0181  
Email HMFM17A@Prodigy.Com**

June 6, 1995

Ms. Ellen Stein, Commissioner  
Board of Public Works  
200 N. Spring Street  
Room 373  
City Hall, Los Angeles 90012

Dear Commissioner Stein:

Enclosed are the proposed Articles of Incorporation for Friends of the  
Japanese Garden.

To explain what the Articles accomplish:

. Article I names the Corporation.

. Article II serves two functions:

(a) It sets forth the purpose of the Corporation; and

(b) It provides the basis for the Corporation's income tax exempt  
status.

. Article III sets forth the initial agent for service of process.  
This is the person authorized to receive service of legal notices on  
behalf of the Corporation. After the Corporation is up and running,  
someone other than Stuart should be designated as the Agent. On the  
other hand, if you want someone other than Stuart to be the initial  
agent, let us know.

. The language in Article IV is necessary for the Corporation to be  
eligible for income tax exempt status.

. The person executing the Articles is called the "incorporator."  
An incorporator has the power to do whatever is necessary and proper  
to perfect the organization of the Corporation until the Directors are  
appointed. To facilitate the incorporation process one of us usually  
acts as the incorporator. The incorporator then elects the initial  
board of Directors and retires from the scene. If you would like  
someone else to function as the incorporator, let us know.

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9506061609

- C. *Chairmen of the Day*: There shall be seven (7) Chairmen of the Day who shall be responsible for the staffing of guided tours and other educational activities for their particular day of the week. The Chairman of the Day shall consult with the Docent Coordinator for all college level tours. Each Chairman shall have an assistant who shall assume the duties of the Chairman of the Day in the latter's absence or inability to act. Both the Chairman and the Assistant Chairman shall execute their duties as a cooperative and interchangeable team.
- D. *Cooperative Workshop Committee*: This Chairman and committee shall staff cooperative workshops done in conjunction with outside organizations such as the Museum of Science and Industry. The chairman will work closely with Zoo personnel as well as outside coordinators.
- E. *Special Education Programs (On Grounds & Outreach)*: This Chairman shall assist in all matters related to Special Education Programs as approved by the Docent Committee Chairman.
- F. *Hospital Program*: This Chairman shall be responsible for the staffing and developing of programs presented at the Children's Hospital subject to approval of the Docent Chairman.
- G. *Office Committee*: This Chairman and committee shall prepare all material as requested by the Docent Committee Chairman and the various Sub-Committee Chairmen.
- H. *Provisional Committee*: This Chairman and committee shall receive and file all applications for Docent membership. The Provisional Chairman and at least one member of the Docent Administrative Committee shall interview applicants for admission to the Greater Los Angeles Zoo Association as Provisional Docents. This Chairman shall plan and direct the Provisional training course, along with the curatorial staff of the Zoo and the Docent Committee Chairman. The Chairman shall also be responsible for the accuracy, completeness, and issuing of the Provisional notebook.
- I. *Research Liaison*: This Chairman shall be responsible for the staffing of research projects as requested by the Director of Research as well as "in House" services, and shall do all necessary coordination between Zoo personnel and Docent personnel related to these services subject to the approval of the Docent Chairman.

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- J. *School Safari*: This Chairman shall be responsible for the staffing and development of the program subject to the approval of the Docent Committee Chairman.
- K. *Student Volunteer*: This Chairman shall develop and supervise the Student Volunteer program as approved by the Docent Committee Chairman and the curatorial staff of the Zoo.
- L. *Youth Workshop Committee*: This Chairman and committee shall staff the Youth Programs and do all necessary coordination between Docent Sub-Committees, the Membership Committee of the Greater Los Angeles Zoo Association, and Zoo personnel, as approved by the Docent Committee Chairman.
- M. *Zoomobile*: This Chairman, in cooperation with the Docent Committee Chairman and the Chairperson of the Day, shall be responsible for scheduling and staffing the Zoomobile visits to the city schools. He/She shall do all necessary planning and coordinating of materials and activities related to the Zoomobile, as approved by the Docent Committee Chairman.
- N. *Associate Liaison*: This Chairman shall maintain an up-to-date record of all Docents on associate status and shall keep in contact with them in order that they may be informed of events and activities at the Zoo. He/She shall aid the Docent Committee Secretary in an annual review of the status of all associate members. This Chairman may be an associate member.
- O. *Other Sub-Committees* may be created from time to time subject to the approval of the President of the Board of Trustees, and their duties designated by the Docent Committee Chairman.

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12. Any donations of money or other things of value that are offered to any Docent for, or in connection with, the rendering of services as a Docent shall be delivered immediately to the President of the Greater Los Angeles Zoo Association, except under authorized circumstances.
13. All material or information used by Docents while touring shall come from approved sources. Any questions regarding this should be submitted to the Animal Information Chairman of the Docent Committee.
14. Docents may not hand out, copy, loan, or otherwise part with, any material, notebook, etc. without written consent of the Greater Los Angeles Zoo Association.
15. Docents may not use the title of "Docent" or indicate any official connection with the Los Angeles Zoo or the Greater Los Angeles Zoo Association in any correspondence to newspapers, magazines, or other periodicals, or in any solicitation. Any such action must be as private individuals.

\*Official Docent uniform shall be the tan safari jacket with matching pants, shirt or dress. Name tag and patch shall be appropriately placed. Shirt must be a solid color in white, beige, brown or turquoise. See Docent room bulletin board for complete details.

#### COMMITTEE CHAIRMEN RESPONSIBILITIES

- I. The Docent Administrative Committee shall consist of the Chairman, Docent Coordinators, Review Chairman, and Training Chairman.
  - A. The Docent Chairman shall be appointed annually by the President of the Greater Los Angeles Zoo Association subject to the approval of the Board of Trustees. There will be an annual General Meeting of the Docent membership. At this meeting the new Docent Chairman shall announce the members of the incoming Administrative Committee and the Chairman and Assistant Chairman of the Sub-Committees. He/She shall serve as an ex-officio member of all Docent Sub-Committees. During the Chairman's term of office he/she shall serve as a member of the Board of Trustees of the Greater Los Angeles Zoo Association. He/She shall appoint his/her Committee Chairs and the Chairs of the Sub-Committees, subjects to the approval of the President of the Greater Los Angeles Zoo Association.

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- B. The Docent Coordinator shall act as liaison between Docent Chairman and C.O.D.'s. He/She shall assist in general Docent activities and staffing of tours. He/She shall assume the duties of the Docent Committee Chairman in his/her absence or inability to act as Chairman, if requested to do so by the President of the Board of Trustees.
- C. The Evaluation Chairman shall assume the duties of the Docent Committee Chairman in that Chairman's absence or inability to act as Chairman, if requested to do so by the President of the Board of Trustees.
- D. The Training Chairman shall act as a training coordinator in the planning, scheduling and approving of all training programs and their contents offered the touring Docents and Student volunteers, with the exception of the curatorial seminars; work closely with the Docent Chairman and sit as an ex-officio member of the Provisional, Animal Information, Student Volunteer, and Youth Program committees; assume the duties of the Docent Committee Chairman if requested to do so by the President of the Board of Trustees.

#### II.

The following Sub-Committees shall exist. The Chairman of these committees shall be appointed by the Docent Committee Chairman, subject to the approval of the President of the Board of Trustees. Each Sub-Committee Chairman may have an assistant. The other members of the Sub-Committee Chairman shall be voluntary, not appointed, and shall come from the Docent membership.

- A. **Adult Workshop Committee:** This Chairman and Assistant shall staff the Adult Workshop and do all necessary coordination between Docent Sub-Committees, the Membership Committee of The Greater Los Angeles Zoo Association and Zoo personnel, as approved by the Docent Committee Chairman.
- B. **Animal Information Committee:** This Chairman shall be assisted by several assistants as designated by the Docent Chairman. Any technical material furnished to Docents for their use in touring and/or instruction shall either be written or approved by this Chairman and committee as requested by the Docent Committee Chairman. Said material shall be checked for technical accuracy before submission to the curatorial staff. This committee shall be responsible for the advanced curatorial training of the Docents by the curatorial staff of the Zoo.

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by applying in writing to the Docent Chairman, be granted Associate status by the Administrative Committee. Associate members shall be required to give thirty (30) hours of active service\* each year to the Docent Committee. This shall include Special Events. They shall not be eligible to hold office, but may take on special assignments as requested by the Docent Chairman.

- II. Any member in good standing may resign by submitting a written resignation to the Docent Administrative Committee; such resignation is effective upon acceptance by the above committee. Any member in good standing who has resigned may apply for reinstatement in writing to the Docent Administrative Committee.
- III. Any Active member not meeting the basic hours requirement (100 per year) shall be notified of his/her hours deficiency in writing, prior to the beginning of the next touring year.
- IV. The Administrative Committee will review the status of any member not complying with requirements for Docent membership as stated above, with Docent procedures, or otherwise disrupting Docent activities. If necessary, membership in the Docent Committee shall be terminated effective upon the mailing to said member or written notice of termination.
- V. All members of the Docent Committee shall be members in good standing of the Greater Los Angeles Zoo Association.

\*Active service pertains to hours spent in touring, teaching, outreach programs, at annual review, library duty and other activities that are spent in performing a service to the Zoo and GLAZA.

#### MEMBERSHIP POLICIES

1. The official Docent uniform shall be worn at all times when on duty at the Los Angeles Zoo.
2. Active Weekday Docents shall tour or participate in C.O.D. assigned educational activities (including Animals & You and Information Booth) one day per week and participate in a minimum of two Special Events annually. Weekend Docents, two days per month.
3. Each Active Docent shall notify the Docent desk of his/her Chairperson of the Day in the event of illness or emergency. The Docent shall consult the Chairperson of the Day regarding the needs of a particular touring day and arrange for a substitute if requested.

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4. Each Active Docent shall notify his/her Chairperson of the Day seven (7) days prior to any absence for a planned event such as vacation, jury duty, or other good reason. The length of time served for jury duty shall not be considered inactive status.

5. Repeated unexcused absences on the part of any Active Docent shall cause the status of his/her membership to be reviewed by the Administrative Committee and action will be taken if necessary.

6. All Active Docents and all Associate Docents who wish to participate in Docent Committee educational programs are obligated to attend the Docent Review and pass the annual review test or tests given by the Docent Committee.

7. Touring and lecturing Docents will be subject to review throughout the year.

8. Inactive members returning to Active status are required to complete a reinstatement program:

- (a) Review all notes, attend a scheduled refresher course and pass the annual test or tests.
- (b) Meet with members of the Docent Review Committee for updating in all respects of Docent requirements and Zoo changes. Meet individually with the above committee in order to personalize and facilitate the return to Active status.

9. Associate members shall participate in Special Events when needed. They are encouraged to attend the Docent Annual Meeting, refresher courses, mini-courses, and seminars. Those wishing to participate in Docent Committee Educational programs must attend the Annual Review and pass the Annual Review test or tests. Members wishing to return to Active status will be required to complete a reinstatement program similar to that required of an inactive member who is returning.

10. Docents who wish to conduct unpaid admission tours of the Zoo, other than those regularly scheduled, shall notify the Docent Coordinator to that effect. (Youth groups, pre-school groups, or own child's class, etc.) He/She must schedule a special tour on other than his/her regularly scheduled day.

11. If a Docent wishes to conduct a tour group that includes persons who have paid admittance (adult groups), the Docent shall notify the Docent Coordinator.

**OPERATIONAL BY-LAWS  
OF THE DOCENT COMMITTEE  
OF THE  
GREATER LOS ANGELES ZOO ASSOCIATION**

All activities of the Docent Committee shall be subject to the approval of the Docent Administrative Committee and the Executive Committee of the Board of Trustees of the Greater Los Angeles Zoo Association.

The Docent Administrative Committee and all Sub-Committees shall operate within the By-Laws of the Greater Los Angeles Zoo Association and within the operational By-Laws of the Docent Committee.

**MEMBERSHIP**

I. There shall be four (4) classes of membership: Provisional, Active, Inactive, and Associate.

A. Provisional members are those who are engaged in complying with the requirements for admission to Active membership including the completion of a Provisional member's training course. They shall not be eligible to hold office.

B. Active members are those who have completed the Provisional requirements and have been admitted to Active membership. They shall enjoy all rights, privileges and obligations of membership, including the right to hold office. They shall meet the minimum requirements of one hundred hours of active service each year. After completing two years of active service a Docent may be relieved of touring obligations or other C.O.D. assigned educational activities and remain on Active status as long as all other requirements are met.

C. Inactive members are those members previously Active, who have been granted a leave of absence by the Docent Administrative Committee. Members shall request Inactive status for any absence exceeding two (2) months by a written request to the Docent Committee Secretary one month prior to the requested date of Inactive Status. Inactive status may be granted for a period not to exceed one year and for no two years in succession. Inactive members shall not be eligible to hold Chairmanship. The length of a leave of absence shall be subtracted from a member's total length of time as a member of the Docent Committee.

D. Any Active Docent in good standing who has completed two (2) years or more and wishes to be relieved of both Active touring and hours obligations, but does not want to become Inactive or resign from the Docent Committee, may,



1994-1995

DOCENT/STUDENT VOLUNTEER ROSTER

GREATER LOS ANGELES  
ZOO ASSOCIATION

at the

LOS ANGELES ZOO

5333 Zoo Drive

Los Angeles, California 90027-1498

(213) 664-1100

FAX (213) 662-6879

DOCENT ROOM, Ext. 373

DOCENT PROGRAM ASSISTANT, Ext. 363

ZOO ADMINISTRATION BLDG.

(213) 6664650

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June 6, 1995

Ms. Ellen Stein, Commissioner  
Board of Public Works  
200 N. Spring Street  
Room 373  
City Hall, Los Angeles 90012

Dear Commissioner Stein:

Enclosed are the proposed Articles of Incorporation for Friends of the Japanese Garden.

To explain what the Articles accomplish:

1. Article I names the Corporation.
2. Article II serves two functions:
  - (a) It sets forth the purpose of the Corporation; and
  - (b) It provides the basis for the Corporation's income tax exempt status.
3. Article III sets forth the initial agent for service of process. This is the person authorized to receive service of legal notices on behalf of the Corporation. After the Corporation is up and running, someone other than Stuart should be designated as the Agent. On the other hand, if you want someone other than Stuart to be the initial agent, let us know.
4. The language in Article IV is necessary for the Corporation to be eligible for income tax exempt status.
5. The person executing the Articles is called the "incorporator." An incorporator has the power to do whatever is necessary and proper to perfect the organization of the Corporation until the Directors are appointed. To facilitate the incorporation process one of us, usually acts as the incorporator. The incorporator then elects the initial Board of Directors and retires from the scene. If you would like someone else to function as the incorporator, let us know.

**BY-LAWS FOR  
TILLMAN JAPANESE GARDEN VISITOR'S  
CENTER FOUNDATION**

BY-LAWS  
FOR  
TILLMAN JAPANESE GARDEN VISITOR'S CENTER FOUNDATION

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BY-LAWS  
OF  
**TILLMAN JAPANESE GARDEN VISITOR'S CENTER FOUNDATION**  
A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION

ARTICLE 1  
**NAMES AND OFFICES**

1.1 NAME: The name of this corporation is TILLMAN JAPANESE GARDEN VISITOR'S CENTER FOUNDATION.

1.2 PRINCIPAL OFFICE: The principal office for the transaction of business of the corporation is hereby fixed and located at 6100 Woodley Avenue, City of Van Nuys, County of Los Angeles, State of California. The location may be changed by approval of a majority of the authorized Directors. Any change of location of the principal office shall be noted by the Secretary on these By-Laws opposite this Section, or this Section may be amended to state the new location.

1.3 OTHER OFFICES: Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to conduct its activities.

ARTICLE 2  
**PURPOSE AND MEMBERS**

2.1 GENERAL PURPOSE: The purpose of this corporation is to raise funds to assist the City of Los Angeles and any other group or entity designated by the City of Los Angeles to build, staff,

maintain and operate a Visitor's Center at the Japanese Garden located at the Tillman Water Reclamation Plant. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person.

2.2 MEMBERS: This corporation shall have no members.

### ARTICLE 3

#### **DIRECTORS - MANAGEMENT**

##### 3.1 POWERS:

a. GENERAL CORPORATE POWERS: Subject to the provisions and limitations of the California Non-Profit Public Benefit Corporation Law and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

b. SPECIFIC POWERS: Without prejudice to the general powers set forth in Section 3.1(a) of these By-Laws, but subject to the same limitations, the Directors shall have the power to:

(i) Appoint and remove, at the pleasure of the Board all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these By-Laws; and fix their compensation and require from them security for faithful performance of their duties.

(ii) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California.

(iii) Adopt and use a corporate seal; alter the forms of the seal.

(iv) Borrow money and incur indebtedness behalf of the

corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trusts, mortgages, pledges, hypothecations, and other evidences of debt and securities.

### 3.2 NUMBER AND QUALIFICATION OF DIRECTORS:

a. AUTHORIZED NUMBER: The Board of Directors shall consist of at least one but no more than five Directors until changed by amendment to these By-laws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors.

b. QUALIFICATIONS: The qualifications for Directors include but are not limited to: members of Chambers of Commerce, Japanese cultural community, association of garden clubs or persons with legal, horticulture or landscape architecture experience.

c. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS: No more than forty-nine (49%) percent of the persons serving on the Board may be interested persons. An interested person is:

(i) Any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to the Director as Director; and

(ii) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person. However, any violations of the provisions of this paragraph shall not affect the

validity or enforceability of any transaction entered into by the corporation.

3.3 ELECTION, DESIGNATION AND TERM OF OFFICE: Directors shall be elected at each annual meeting, to hold office until the next annual meeting; however, if any such Directors are not elected at any annual meeting, they may be elected at any special meeting held for that purpose or by written ballot. Each such Director, including a Director elected to fill a vacancy or elected at a special meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

3.4 VACANCIES ON THE BOARD:

a. EVENT CAUSING VACANCY: A vacancy or vacancies on the Board shall exist on the occurrence of the following:

- (i) The death or resignation of any Director;
- (ii) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Non-Profit Public Benefit Corporation law;

- (iii) The increase of the authorized number of Directors; or

- (iv) The failure of the Directors at any meeting at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting.

b. RESIGNATION: Except as provided below, any Director may resign by giving written notice to the Chairman of the Board,



if any, or to the President or Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to office to take over as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if the corporation would be left without a duly appointed Director or Directors.

c. FILING VACANCIES: Vacancies on the Board 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.

d. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS: No reduction of the authorized number of Directors shall have the effect of removing any Director before that director's term of office expires.

### 3.5 DIRECTORS MEETING:

a. PLACE OF MEETINGS: Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting, or, if not so designated, at the principal office of the corporation.

b. MEETINGS BY TELEPHONE: Any meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

c. ANNUAL MEETING: The Board shall hold a regular annual meeting for the purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required.

d. OTHER REGULAR MEETINGS: Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

e. SPECIAL MEETINGS:

(i) AUTHORITY TO CALL: Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, if any, the President or any Vice-President, or the Secretary or any two Directors.

(ii) NOTICE:

(A) Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) Federal Express; (4) Facsimile; (5) telephone, either directly to the Director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the Director; or (6) telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

(B) Notices by First-Class mail shall be deposited in United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned or given to

:

the telegraph company at least forty-eight (48) hours before the time set for the meeting.

(C) The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

f. QUORUM: A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Non-Profit Public Benefit Corporation Law, including, without limitation, those provisions relating to: (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and the appointments to committees of the Board, and (d) indemnification of Directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision is approved by at least a majority of the required quorum for that meeting.

g. WAIVER OF NOTICE: Notice of a meeting need not be given to any Director who either before or after the meeting signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the

corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest before or after the commencement of the meeting, the lack of notice to him or her.

h. ADJOURNMENT: A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

i. NOTICE OF ADJOURNED MEETING: Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

3.6 ACTION WITHOUT A MEETING: Any action which the Board is required or permitted to take may be taken without a meeting if all non-interested members of the Board consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in the transaction to which the corporation is a party and who is an "interested Director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

:

3.7 COMPENSATION AND REIMBURSEMENT: Directors may receive such compensation, if any, for their services as Directors or Officers, and such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the corporation at the time the resolution is adopted.

#### ARTICLE 4

4.1 COMMITTEES OF THE BOARD: The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more Directors and no persons who are not Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (i) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (ii) Fix compensation of the Directors for serving on the Board or on any committee;
- (iii) Amend or repeal By-Laws or adopt new By-Laws;
- (iv) Amend or repeal any resolution of the Board that by its express terms is not amendable or repealable;
- (v) Create any other committees of the Board or appoint the members of committees of the Board;

(vi) Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected; or

(vii) Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

4.2 MEETINGS AND ACTION OF COMMITTEES: Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these By-Laws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these By-Laws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

a. PARTICULAR BOARD AND ADVISORY COMMITTEES: The By-Laws may establish particular committees, e.g., an executive committee, an audit committee, nominating committee, compensation committee, and finance committee. The Board cannot, however, delegate the powers listed in Corporations Code Section 5212(a)(1-8) to any committee.

If any committee is to have any non-Director committee members, it is not a "committee of the Board", and it

should be clearly labeled an "advisory committee". Unless the By-Laws provide otherwise, the Board may delegate management of the corporation's activities to an advisory committee (Corporations Code Sections 5210, 5212) to the same extent that those powers could be delegated to anyone under Corporations Code Section 5210. If the committee does not exercise the authority of the Board, Section 3.8. to these By-Laws need not apply to it.

## ARTICLE 5

### OFFICERS

5.1 OFFICERS OF THE CORPORATION: The Officers of the corporation shall be a President, Secretary and a Chief Financial Officer. The corporation may also have, at the Board's discretion, a Chairman of the Board, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers and such other Officers as may be appointed in accordance with Section 4.3 of these By-Laws. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board.

5.2 ELECTION OF OFFICERS: The Officers of the corporation, except those appointed under Section 4.3 of these By-Laws, shall be chosen annually by the Board and shall serve at the pleasure of the

Board, subject to the rights, if any, Officer under any contract of employment.

5.3 OTHER OFFICERS: The Board may appoint and may authorize the Chairman of the Board, the President, or other Officer to appoint any other Officers that the corporation may require. Each Officer so appointed shall have title, hold office for the period, have the authority, and perform the duties specified in the By-Laws or determined by the Board.

5.4 REMOVAL OF OFFICERS: Without prejudice to any rights of an Officer under any contract of employment, any Officer may be removed with or without cause by the Board and also, if the Officer is not chosen by the Board, by any Officers on whom the Board may confer the power of removal.

5.5 RESIGNATION OF OFFICERS: Any Officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice or prohibited by law, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party.

5.6 VACANCIES IN OFFICE: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these By-Laws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.



5.7 CHAIRMAN OF THE BOARD: If a Chairman of the Board is elected, he or she shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no President, the Chairman of the Board shall also be the Chief Executive Officer and shall have the powers and duties of the President of the corporation prescribed by these By-Laws.

5.8 PRESIDENT: Subject to the supervisory powers as the Board may give to the Chairman of the Board, if any, and subject to the control of the Board, the President shall be the General Manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The President shall preside, in the absence of the Chairman of the Board, or if there is none, at all Board meetings. The President shall have such other powers and duties as the Board or the By-Laws may prescribe.

5.9 VICE PRESIDENTS: If the President is absent or disabled, the Vice Presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, the Vice President designated by the Board, shall perform all duties of the President. When so acting, a Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and perform such other duties as the Board or the By-Laws may describe.

5.10 SECRETARY:

a. BOOK OF MINUTES: The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, the Book of Minutes of all meetings,

proceedings, and actions of the Board, and of committees of the Board. The Minutes of the meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and By-Laws, as amended to date.

b. NOTICES, SEAL AND OTHER DUTIES: The Secretary shall give, or cause to be given, notices of all meetings of the Board and of committees of the Board required by these By-Laws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or By-Laws may describe.

5.11 CHIEF FINANCIAL OFFICER:

a. BOOKS OF ACCOUNT: The Chief Financial Officer shall keep and maintain or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these By-Laws, or by the Board. The Books of Account shall be open to inspection by any Director at all reasonable times.

b. DEPOSIT AND DISBURSEMENT OF MONEY AND VALUABLES: The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may

order, shall render to the President, the Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or the By-Laws may prescribe.

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

## ARTICLE 6

### INDEMNIFICATION

6.1 RIGHT OF INDEMNITY: To the fullest extent permitted by law, this corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses", as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

6.2 APPROVAL OF INDEMNITY: On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall properly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or (c) has been met and, if so, the Board shall authorize indemnification.

6.3 ADVANCEMENT OF EXPENSES: To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by persons seeking indemnification under this Article in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

## ARTICLE 7

### INSURANCE

7.1 INSURANCE: The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

## ARTICLE 8

### RECORDS AND REPORTS

8.1 MAINTENANCE OF CORPORATE RECORDS: The corporation shall keep:

- (1) Adequate and correct books and records of account;
- (2) Written Minutes of the proceedings of its Board and committees of the Board; and
- (3) A record of each Director's name and address.

8.2 MAINTENANCE AND INSPECTION OF ARTICLES AND BY-LAWS: The corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in the State, the original or a copy of the Articles of Incorporation and By-Laws, as amended to date.

8.3 INSPECTION BY DIRECTORS: Every Director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

8.4 ANNUAL REPORT: Unless the corporation falls under Section 6321(f) of the California Corporations Code, the Board shall cause an annual report to be sent to the Directors within 120 days after the end of the corporation's fiscal year. The report shall contain the following information, in appropriate detail, for the fiscal year:

(1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(2) The principal changes in assets and liabilities, including trust funds.

(3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.

(4) The expenses or disbursements of the corporation for both general and restricted purposes.

(5) Any information required by Section 7.5 of these By-Laws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000.00 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors.

8.5 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS: As part of the annual report, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each Director a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year:

(1) Any transaction (i) in which the corporation, its parent, or its subsidiary is a party, (ii) in

which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000.00, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000.00. For this purpose, an "interested person" is either of the following:

(a) Any Director or officer of the corporation, if parent or subsidiary; or

(b) Any holder of more than ten (10%) percent of the voting power of the corporation, its parent, or its subsidiary.

These statements shall include a brief description of the transaction, the names of interested persons involved, the relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(2) Any indemnifications or advances aggregating more than \$10,000.00 paid during the fiscal year to any officer or Director of the corporation under Article 5 of these By-Laws.

## ARTICLE 9

### CONSTRUCTION, DEFINITIONS AND AMENDMENTS

9.1 REFERENCES TO CODE SECTIONS: "Section" references herein refer to the equivalent Sections of the California Corporation Code effective January 1, 1977, as amended and from time to time existing.

9.2 CONSTRUCTION: Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Non-Profit Corporation Law shall govern the construction of these By-Laws.

9.3 DEFINITIONS: Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

9.4 AMENDMENTS:

a. IN GENERAL: Subject to the limitations set forth within these By-Laws, the Board may adopt, amend, or repeal bylaws. The Board may not, however, extend a term of a Director beyond that for which the Director was elected.

b. HIGH VOTE REQUIREMENT: If any provision of these By-Laws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.



**Attorney General's Office  
California Department of Justice**



# General Guide for Dissolving A California Nonprofit Corporation

A California nonprofit corporation that decides to wind up operations must take certain steps to dissolve and distribute any remaining assets.

These steps apply after the nonprofit corporation's board of directors or its membership votes to cease operations but before any remaining assets are distributed.

The process for winding up the nonprofit corporation involves the California Attorney General's Office, Secretary of State and California Franchise Tax Board.

## THIS GUIDE APPLIES TO:

**Public Benefit Corporations**  
subject to Corporations Code sections 6615 and 6716(c)

**Mutual Benefit Corporations** subject to  
Corporations Code sections 7238 and 8716

**Religious Corporations**  
subject to Corporations Code section 9680.

Here are the basic steps to follow to dissolve a California nonprofit corporation:

- |           |  |
|-----------|--|
| <b>1.</b> | <b>VOTE BY NONPROFIT BOARD OR MAJORITY OF CORPORATION'S MEMBERSHIP TO DISSOLVE AND PREPARE CERTIFICATE OF ELECTION TO WIND UP AND DISSOLVE (IF APPLICABLE) AND/OR A CERTIFICATE OF DISSOLUTION</b> |
|-----------|--|

Election to Wind Up and Dissolve: This information must be recorded in a certificate format specified by the Secretary of State. Sample certificate forms and instructions are available from the Secretary of State's web site: <http://www.sos.ca.gov/business/be/forms.htm#corp>

- |           |   |
|-----------|---|
| <b>2.</b> | <b>FILE FINAL STATE TAX RETURN AND VERIFY CURRENT STATUS WITH FRANCHISE TAX BOARD</b> |
|-----------|---|

\*Note: Due to the passage of Assembly Bill 2341 (9/29/06), which amends Revenue and Taxation Code section 6519, the Franchise Tax Board no longer requires a "Tax Clearance Certificate." However, dissolution documents cannot be filed on behalf of a suspended corporation. (Revenue and Taxation Code sections 23301 and 23775.) Further information and instructions are available from the Franchise Tax Board's web site: <http://www.ftb.ca.gov/forms/search/index.aspx>

## MAILING ADDRESSES

California Attorney General's Office  
Registry of Charitable Trusts  
P.O. Box 903447  
Sacramento, CA 94203-4470

California Secretary of State  
Document Support Filing Unit  
1500 11<sup>th</sup> Street, 3<sup>rd</sup> Floor  
Sacramento, CA 95814

### 3. OBTAIN DISSOLUTION WAIVER FROM THE ATTORNEY GENERAL'S OFFICE BEFORE DISPOSING OF ANY REMAINING ASSETS

A nonprofit corporation holds its assets in trust for the specific purposes and activities stated in the organization's articles of incorporation. Any transfer of remaining assets inconsistent with the organization's stated purpose may be subject to objections by the Attorney General. Your request for a dissolution waiver of objections must be mailed to the Attorney General's Registry of Charitable Trusts and must contain the following information:

- A. LETTER SIGNED BY A DIRECTOR OF THE CORPORATION, OR ITS ATTORNEY, DETAILING ALL INDIVIDUALS OR GROUPS WHO WILL BE RECEIVING THE CORPORATION'S REMAINING ASSETS. If no assets remain for distribution, that information must be provided in a letter.

For each intended recipient, the letter must provide:

- ♦ Recipient's Full Legal Name, Address, Telephone Number; Corporate Number; and FEIN, if any
- ♦ Itemized listing of assets to be distributed, by type and value
- ♦ Proposed date of distribution
- ♦ Any restrictions on the use of the assets to be distributed
- ♦ Recipient's Articles of Incorporation or trust instrument

- B. SIGNED COPY OF SIGNED CERTIFICATE OF DISSOLUTION PREPARED FOR SUBMISSION TO THE SECRETARY OF STATE.

- C. COPY OF THE CORPORATION'S IRS FORM 990, FORM 990-EZ or FORM 990-PF FOR THE LAST THREE (3) ACCOUNTING PERIODS. If the corporation does not file one of these informational returns, it must submit financial statements showing receipts and disbursements, and a balance sheet, for the three (3) most current accounting periods, as well as financial statements for the incomplete accounting period.

- D. ENDORSED-FILED COPY OF CORPORATION'S ARTICLES OF INCORPORATION, INCLUDING ANY AMENDMENTS.

**ASSETS MUST BE DISTRIBUTED IN ACCORDANCE WITH ARTICLES OF INCORPORATION AND BY-LAWS OF DISSOLVING CORPORATION, AND ARE SUBJECT TO ANY TRUST UNDER WHICH THE ASSETS ARE HELD.**

**THE INTENDED RECIPIENT OF ASSETS MUST:**

- HAVE THE SAME IRS EXEMPTION AS STATED IN THE DISSOLUTION CLAUSE OF THE DISSOLVING CORPORATION'S ARTICLES OF INCORPORATION;
- BE CURRENT IN REPORTING OBLIGATIONS TO THE ATTORNEY GENERAL'S REGISTRY OF CHARITABLE TRUSTS, IF REQUIRED TO REGISTER AND REPORT.

### 4. SUBMIT FINAL NOTICE OF SUBMISSION TO THE SECRETARY OF STATE'S OFFICE

Mail the final dissolution packet to the Secretary of State, to the attention of: Document Filing Support Unit/Legal Review. The packet should contain the: (1) letter from the Attorney General, either waiving objections to the proposed distribution of the corporation's assets or confirming that the corporation has no assets; and (2) executed Certificate of Dissolution.

### 5. SUBMIT FINAL NOTICE OF SUBMISSION TO THE ATTORNEY GENERAL'S OFFICE

Mail the final dissolution packet to the Attorney General's Office, to the attention of: the Registry of Charitable Trusts. The packet should contain: (a) a copy of the Certificate of Dissolution filed by the Secretary of State, or written confirmation that the Certificate of Dissolution has been filed with the Secretary of State; and (b) the final financial report for the corporation showing that all assets were distributed properly, resulting in a zero balance.

Date Received	Donor	Amount	Donation Box	Total
1/1/12-12/31/16	Total Income from Donations/Tributes	\$21,400		\$21,400
1-3-17		15	X	15
1-4-17		12	X	27
1-17-17		9	X	36
1-19-17	Rose Honda	100		136
1-31-17		6	X	142
2-13-17		13	X	155
2-21-17		12	X	167
3-1-17		5	X	172
3-6-17		6	X	178
3-13-17		24	X	202
4-2-17		34	X	236
4-4-17		9	X	245
4-12-17		17	X	262
4-16-17		15	X	277
4-24-17		18	X	295
4-26-17		11	X	306
5-1-17		20	X	326

C:/non-profit/non-profit income log

Date Received	Donor	Amount	Donation Box	Total
5-7-17		5	X	331
5-15-17		8	X	339
5-17-17		12	X	351
5-22-17		10	X	361
5-30-17		11	X	372
6-12-17		19	X	391
7-17-17		8	X	399
8-7-17		16	X	415
8-14-17		7	X	422
8-18-17		18	X	440
8-21-17		14	X	454
9-6-17		3	X	457
9-12-17		9	X	466
9-18-17		5	X	471
10-16-17		10	X	481
11-6-17		4	X	485
11-13-17		7	X	492
11-20-17		20	X	512

C./non-profit/non-profit income log

Date Received	Donor	Amount	Donation Box	Total
11-27-17	Atlas Obscura	175		687
12-5-17		17	X	704
12-21-17		15	X	719
1-2-18		29	X	29
1-8-18		12	X	41
1-16-18		3	X	44
1-22-18		9	X	53
1-29-18		6	X	59
2-5-18		17	X	76
2-12-18		27	X	103
2-26-18		9	X	112
3-19-18		14	X	126
3-28-18		24	X	150
4-2-18		5	X	155
4-5-18		14	X	169
4-18-18		23	X	192
4-23-18		10	X	202

C:/non-profit/non-profit income log

Date Received	Donor	Amount	Donation Box	Total
4-30-18		10	X	212
5-8-18		14	X	226
5-19-18	Atlas Obscura	175		401
6-11-18		19	X	420
7-9-18		13	X	433
7-25-18		19	X	452
7-25-18	Sonia Bustos	100		552
	Judith Hirshberg	50		602
	Barbara Shellow	100		702
	Mort & Judy Eichenbaum	10		712
	Lynne Holtz	25		737
	Diane Swain	25		762
	Toby Berman	10		772
	Bette Tang	30		802
	Donna Kobayashi	40		842
	Diane Glassman	100		942
	Jeanette Kesterson	40		982
	Jan Abrams	250		1232

C./non-profit/non-profit income log

Date Received	Donor	Amount	Donation Box	Total
7-30-18		8	X	1240
8-7-18		17	X	1257
8-15-18		9	X	1266
8-31-18	Lynn Holtz	50		1316
8-31-18	Elaine White	25		1341
9-13-18		8	X	1349
9-24-18		18	X	1367
10-2-18		12	X	1379
10-11-18		10	X	1389
10-25-18		41	X	1430
11-14-18		22	X	1452
11-26-18		8	X	1460
12-6-18		7	X	1467
12-31-18		17	X	<b>1484</b>
1-7-19		10	X	10
1-22-19		17	X	27
1-28-19		12	X	39

C:/non-profit/non-profit income log

Date Received	Donor	Amount	Donation Box	Total
2-11-19		21	X	60
2-19-19		16	X	76
2-26-19		15	X	91
3-5-19		42	X	133
3-14-19		14	X	147
3-26-19		36	X	183
3-29-19		75	X	258
4-8-19		96	X	354
4-15-19		31	X	385
4-22-19		25	X	410
4-30-19		14	X	424
5-9-19		176	X	600
6-10-19		22	X	622
6-14-19		27	X	649
6-18-19		210	X	859
6-25-19		24	X	883
7-2-19		34	X	917
7-9-19		25	X	942

C:/non-profit/non-profit income log





1950646

## ARTICLES OF INCORPORATION

OF

TILLMAN JAPANESE GARDEN VISITOR'S CENTER FOUNDATION

ENDORSED  
FILEDIn the office of the Secretary of State  
of the State of California

SEP 25 1995

I

  
BILL JONES, Secretary of State

The name of this Corporation is TILLMAN JAPANESE GARDEN  
VISITOR'S CENTER FOUNDATION.

II

This Corporation is a nonprofit public benefit corporation and  
is not organized for the private gain of any person. It is  
organized under the Nonprofit Public Benefit Corporation Law of the  
State of California for public purposes. The purpose of this  
Corporation is to engage in any lawful act or activity including,  
but not limited to, raising funds to assist the City of Los Angeles  
and any other group or entity designated by the City of Los Angeles  
to build, staff, maintain and operate a Visitor's Center at the  
Japanese Garden located at the Tillman Water Reclamation Plant.

This Corporation is organized exclusively for charitable,  
literary and educational purposes within the meaning of Section  
501(c)(3) of the Internal Revenue Code of 1986 or the corresponding  
provision of any future United States internal revenue law.  
Notwithstanding any other provision of these Articles, this  
Corporation shall not, except to an insubstantial degree, engage in  
any activities or exercise any power that are not in furtherance of  
the purposes of this Corporation, and 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 1986 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 1986 or the corresponding provision of any future United States internal revenue law.

### III

The name and address in the State of California of this Corporation's initial agent for service of process is:

Stuart D. Zimring, Esq.  
LAW OFFICES OF STUART D. ZIMRING  
12650 Riverside Drive  
North Hollywood, California 91607

### IV

No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

All corporate property is irrevocably dedicated to the purposes set forth in Article II, above. No part of the net earnings of this Corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

On the winding up and dissolution of this Corporation, after paying or adequately providing for the debts, obligations and

liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable, literary and educational purposes which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States internal revenue law) and which has established its tax-exempt status under Section 23701d of the California Revenue and Taxation Code (or the corresponding section of any future California revenue and tax law).

DATED: September 20, 1995

  
STUART D. ZIMRING

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

  
STUART D. ZIMRING

NTEE Code	Description	Definition
R63	Censorship, Freedom of Speech & Press	Organizations that support the right of the press to freedom of expression without censorship or other restrictions by government and/or which support the right of the media to maintain confidential sources.
R65	Freedom of Religion Issues<i>(Draft Code - not for internal IRS use)</i>	Organizations that support the passage of legislation and other social measures that protect or extend the rights of individuals to conduct their lives according to the precepts of their faith.
R67	Right to Die & Euthanasia	Organizations that support the right of people who may be terminally ill to end their own lives in a planned manner either by active means or by the removal of life-support systems.
R99	Civil Rights, Social Action & Advocacy N.E.C.	Use this code for organizations that clearly provide civil rights, social action or advocacy services where the major purpose is unclear enough that a more specific code cannot be accurately assigned.
S	Community Improvement & Capacity Building	NA
S01	Alliances & Advocacy	Organizations whose activities focus on influencing public policy within the Community Improvement, Capacity Building major group area. Includes a variety of activities from public education and influencing public opinion to lobbying national and state legislatures.
S02	Management & Technical Assistance	Consultation, training, and other forms of management assistance services to nonprofit groups within the Community Improvement, Capacity Building major group area.
S03	Professional Societies & Associations	Learned societies, professional councils, and other organizations that bring together individuals or organizations with a common professional or vocational interest within the Community Improvement, Capacity Building major group area.
S05	Research Institutes & Public Policy Analysis	Organizations whose primary purpose is to conduct research and/or public policy analysis within the Community Improvement, Capacity Building major group area.
S11	Single Organization Support	Organizations existing as a fund-raising entity for a single institution within the Community Improvement & Capacity Building major group area.
S12	Fund Raising & Fund Distribution	Organizations that raise and distribute funds for multiple organizations within the Community Improvement, Capacity Building major group area.
S19	Support N.E.C.	Organizations that provide all forms of support except for financial assistance or fund raising for other organizations within the Community Improvement, Capacity Building major group area.
S20	Community & Neighborhood Development	Organizations that focus broadly on strengthening, unifying and building the economic, cultural, educational and social services of an urban community or neighborhood. Use this code for community and neighborhood improvement organizations other than those specified below.
S21	Community Coalitions	Organizations that are designed to increase citizen participation in local policy issues and thereby improve the overall quality of life in a particular state or community.
S22	Neighborhood & Block Associations	Organizations whose members are residents of a particular community or neighborhood who have joined together to remedy deficiencies in existing neighborhood conditions or to enhance conditions that are currently satisfactory.
S30	Economic Development	Organizations whose primary purpose is to stimulate the economy, expand employment opportunities, encourage the establishment and growth of commerce and industry and otherwise enhance the economic development of the community.
S31	Urban & Community Economic Development	Organizations that provide technical assistance, loans, loan guarantees or other forms of management support to help impoverished urban communities create local jobs, sustain local services and build healthier local economies.
S32	Rural Economic Development	Organizations that provide technical assistance, venture capital, loans, loan guarantees or other forms of management support to encourage the establishment and growth of business and industry in rural areas.
S40	Business & Industry	Organizations that provide technical assistance, loans, loan guarantees and other forms of assistance to support the development and growth of a wide variety of business establishments in the community.
S41	Chambers of Commerce & Business Leagues	Organizations like chambers of commerce, business leagues and commercial trade associations whose members are businessmen and women and merchants who have affiliated for the purpose of promoting the general commercial interests of the community or the interests of their own trade. \[Many of these are found in section 501(c)(6) business leagues; and 501(c)(6) chambers of commerce.\]
S43	Small Business Development	Organizations that provide technical assistance, venture capital, loans, loan guarantees or other forms of support for individuals or groups who want to establish or expand the operation of a small business enterprise or venture.
S46	Boards of Trade	501(c)(6) organizations that are involved in regulating, promoting or conducting commodities and commercial investment exchanges.
S47	Real Estate Associations	Organizations whose members are in the real estate business who have affiliated for the purpose of promoting the interests of their trade.
S50	Nonprofit Management	Organizations that provide technical assistance for nonprofit organizations who need management support in areas like board development; facility administration; fiscal administration; grant personnel administration; program planning, development or evaluation; service delivery; vc utilization; or public relations. Use this code for Nonprofit Management Support Centers.

FEEDBACK

# THE JAPANESE GARDEN MAYORS CITIZENS ADVISORY COMMITTEE

## MEETING MINUTES

**DATE:** November 21, 2019

**PLACE:** DCT Conference Room

**PRESENT:** Michael Fritzen, Catrina Schick, Patricia Miller, Roman Rodriguez

**EXCUSED:** Yoshiko and Hiro Yamaguchi

**GUESTS:** Lucy Birmingham, Debra Phillips, Tina Bachman, Jessica Amaya

**STAFF:** Michael Ruiz, Patrick Rigney, Betty Ethridge

**NEXT MEETING:** January 10, 2020 at 4 p.m. in the DCT conference room.

Called to Order: 4:09 p.m.

### I. CHAIRPERSON - Michael Fritzen

#### A. Approval of Minutes for October 17, 2019

Patricia moved to approve the minutes from last month as submitted, Catrina seconded, motion carried.

The Committee proceeded to go around the table and introduce themselves to the four attendees who are interested in becoming Advisory Members. Each of the attendees also introduced themselves. Tina Bachman was formerly with Tea Service and is also a Docent. Debra Phillips has been with the Garden Tea Service Program fourteen years. Lucy Birmingham works with the Japan Foundation and has lived in Japan over thirty years. Jessica Amaya has been a frequent visitor at The Garden and has an Arts background.

**B. Public Comment**

No Comment

**C. Advisory Discussion regarding Non-Profit**

Michael F. gave a brief background on the Nonprofit and the issues involved.

**D. Vote for distribution of NonProfit Funds to SFVJACC**

After discussion, Catrina moved to allocate \$19,000.45 to be donated to the San Fernando Valley Japanese American Community Center as part of the required dissolution process. Patricia seconded, motion carried.

**II. TREASURER'S REPORT - Patrick Rigney**

**A. Reports on Income**

Admissions \$14,305  
3,195 visitors  
618 for origami  
504 for Celebration of Tea on 10/20/19  
Contract money collected: \$600

In January I will present complete 2019 report totals. The new spreadsheet is much more detailed than previous versions.

**III. MAYOR'S OFFICE - Caroling Menjivar**

No Report

**IV. COUNCIL DISTRICT - Lauren Padick**

No Report

**V. BOARD OF PUBLIC WORKS - Fernando Campos for Aura Garcia**

No Report

**VI. WRD REPORT- Michael Ruiz**

There are multiple construction projects for the Tillman Water Reclamation Plant. The Corps of Engineers lease expired on 10/31/19 and the renewal lease is nearing completion. In-kind services (such as the Basin river clean up) will be exchanged for the lease payment. The foul air project is almost done and should be complete in February.

On Tuesday the ozone container came in from Germany. The water will eventually be distributed by DWP to the Hansen spreading grounds.

A requirement of the new lease agreement is to increase the berm height due to the location being in a flood zone. After approval, this will go out to bid and construction and could begin as soon as next winter.

Two other projects are the replacement of the Maintenance Building/Warehouse and the Advanced Water Purification Facility (AWPF). Catrina inquired as to the projected date to which Michael R. stated that it is scheduled for an award date of 2020 with construction probably beginning in 2021 and finish in 2023. Roman then asked about the AWPf schedule; Michael R. said that it should begin late 2022 and finish about 2025.

On 12/14/19 Atlas Obscura will come to enjoy Garden and Plant tours as well as an art activity. Let Michael F. know if you would like to join the group (9:30 a.m).

#### **VII. MARKETING - Pamela Perez and Roman Rodriguez**

Michael F. extended a welcome back to Roman. Roman presented the strategic plan for marketing for all Sanitation facilities and is posting two to three times per week on social media for Garden exposure including Nextdoor, Facebook and Twitter. Two-hundred thousand people viewed the last few garden events on Nextdoor. Roman will follow up with Patrick about ideas and opportunities including banners and print materials indicating social media.

#### **VIII. SUBCOMMITTEE REPORTS**

##### **A. Garden Overview - Patrick and Catrina**

There are many migratory birds this year and much dichondra destruction. The azaleas did well through the heat and the parking lot trees have been trimmed. The potted bonsai trees have been rotated and on display in the Administration Building and the Garden Trailer needs new signage and repainting.

The Garden is experiencing over 40,000 visitors a year. Patrick stated that during strolling time that an increasing number of people are using it



for photo shoots. These shoots encompass a wide range of participants including but not limited to family portraits, wedding and model and product shoots. The Garden does offer a photo shoot rental time on Saturday mornings for this activity. There are many reasons why this is problematic including intimidation of regular visitors in their enjoyment and tranquility of the Garden. These activities are often damaging to the landscape and at times pose a hazard by visitors climbing on boulders and traveling of the path. Catrina suggested designated time slots for just photo taking, Roman pointed out that would be difficult to monitor. Patrick stated that this is done by reservation, but we could explore and discuss options. Michael F. asked for all to bring ideas to next meeting in January (welcoming and to the point) and wants to limit signs.

**B. Gift Shop**

This will be removed from the agenda.

**C. 2019 and 2020 Cultural Programs - Michael**

On the day of the Ukulele Event, a run-a-thon event in Woodley Park did a hard closure of Woodley (even for plant employees) that they didn't open until 10:30 a.m. Patrick had to walk in from Victory Blvd. and he had a hard time getting in to the facility talent, visitors and volunteers. In addition to that the Audio/Visual person had an emergency and couldn't make it until 1:30 p.m. The parking lot did fill up, and around 50 visitors came through Uspace. There was a bit of confusion stipends, Michael F. has put in an inquiry to get that resolved. One volunteer came for the volunteer table (Lynne Holtz who is retiring from the Garden). There were about 557 attendees. Michael F. is working on the 2020 schedule and will email a draft to this committee. Tentatively there is a car show, origami, taiko drums, bonsai, ikebana and more focused events.

After discussion, Catrina moved to spend up to \$2,400 for the purchase of two televisions, stands and the necessary cable, Patricia seconded, motion carried.

## **IX. VOLUNTEER REPORT - Patricia**

### **A. Program Update**

At the last meeting several items were discussed including; discontinuation of the tea service, adding to Celebration of Tea day, Docent and Volunteer training and revisions to the handbook (subcommittee) for Volunteers. The subcommittee would like to get a new letter from the current Mayor and invite him for a formal tea ceremony.

Michael F. mentioned the need for new volunteers and perhaps having an open day to invite anyone who is interested. Jessica suggested Facebook groups to solicit volunteers

## **X. CONTINUING BUSINESS**

### **A. Projects Which Impact Garden**

No Report

### **B. Landscaping Contracts**

No Report

### **C. Printing**

In process

### **D. Discussion on Full Budget vs. Program Cost**

The new Sr. Management Analyst can work with this group regarding this topic.

### **E. Cultural Events and Exhibits Contract**

No Report

### **F. Parking**

No Report

### **G. By-Laws**

The current Advisory Committee met in regards to the suggested Bylaw modifications including reduction of the number of required members. Sanitation previously presented some requested changes. Michael F. spoke with Commissioner Garcia about moving forward with the Board Report to reduce the number of members.

### **H. Obon**

Patrick is searching for a qualified vendor, Catrina might have a resource.

I. Art Cart  
No report

XI. ADDITIONS TO AGENDA

A. ATM Addition

This is worthy of looking in to, how it's connected, etc.

B. National Guard Wellness Program

The National Guard wants to use the Garden as a resource. Perhaps a day other than Sundays, Patrick will find a contact and Michael F. will call them.

C. Docent and Volunteer Program Items

Patrick said some ideas about having on site docents stationed in the garden. Need some funds for stools, umbrellas, other incidentals. Catrina moved up to \$1,500 for the purchase of volunteer program items, Patricia seconded, motion carried.

D. Drinking Fountain

The only drinking fountain is located in the Administration Building. After discussion, Catrina moved to spend up to \$4,500 on a water fountain for the Garden Office trailer, Patricia seconded, motion carried.

XII. GARDEN LIAISON - Patrick Rigney

A. Program Review

The annual Docent/Volunteer Recognition Luncheon is scheduled for 12/7/19 at the Encino Glen which is located East of Balboa on Burbank Blvd.

Catrina moved to conclude meeting at 5:42 p.m., Patricia seconded, motion carried.

Adjourned 5:42 p.m.

January 22, 2020

Registry of Charitable Trusts  
PO Box 903447  
Sacramento CA 94203-4470

REQUEST FOR DISSOLUTION WAIVER FOR NONPROFIT CORPORATION C1950646

I am requesting Dissolution Waiver for Tillman Japanese Garden Visitor's Center Foundation, Corporation C1950646. I am the only remaining Officer for this Corporation and there are no occupied Board of Director positions.

Assets in the amount of \$19,000.45 remain and will be distributed to San Fernando Valley Japanese American Community Center (SFVJACC), 501C3 Corporation C0291940 and FEIN number 23-7099079. The contact person for this Corporation is Jeffrey C. Lee (of the Law Offices of Jeffrey C. Lee), email is [jcleelaw@gmail.com](mailto:jcleelaw@gmail.com) and phone number is 626-304-9510. The proposed Date of Distribution is estimated to be May 1, 2020.

If you have any questions, please feel free to contact Betty Ethridge at (818)756-8000 or [betty.ethridge@lacity.org](mailto:betty.ethridge@lacity.org).

Sincerely,

  
Judith Hirshberg  
Chief Executive Officer

Enclosures  
SFVJACC Articles of Incorporation  
Balance Sheet/Income & Expense Statement  
Certificate of Dissolution (Secretary of State)



Secretary of State

DISS NP

**Nonprofit Certificate of Dissolution**  
(California Nonprofit Corporation ONLY)

**IMPORTANT — Read Instructions before completing this form.**

There is **No Fee** for filing a Nonprofit Certificate of Dissolution

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

**Attorney General Letter:** All nonprofit **public benefit** and **religious** nonprofit corporations are required to get a letter from the California Attorney General's office waiving objections to the nonprofit corporation's distribution of assets, or confirming the nonprofit corporation has no assets. If your corporation is a public benefit or religious corporation, you **must** attach that letter to this Nonprofit Certificate of Dissolution (see instructions).

This Space For Office Use Only

**1. Corporate Name** (Enter the exact name of the nonprofit corporation as it is recorded with the California Secretary of State.)

Tillman Japanese Garden Visitor's Center Foundation

**2. 7-Digit Secretary of State File Number**

C1950646

**3. Election**

- ☒ The dissolution was made by a vote of **ALL** of the members, or if there are no members, by a vote of **ALL** of the directors of the California nonprofit corporation.

**Note:** If the above box is **not** checked, a **Nonprofit Certificate of Election to Wind Up and Dissolve** (Form ELEC NP) must be filed prior to or together with this Nonprofit Certificate of Dissolution. (California Corporations Code sections 9911, 9914, 9990 and 12021.)

**4. Debts and Liabilities**

(Check the applicable statement. Only one box may be checked. If second box is checked, you must include the required information in an attachment.)

- ☐ The known debts and liabilities have been actually paid or paid as far as its assets permitted.
- ☐ The known debts and liabilities have been adequately provided for in full or as far as its assets permitted by their assumption. Included in the **attachment** to this certificate, incorporated herein by this reference, is a description of the provisions made and the name and address of the person, corporation or government agency that has assumed or guaranteed the payment, or the depository institution with which deposit has been made.
- ☒ The nonprofit corporation never incurred any known debts or liabilities.

**5. Required Statements** (Do not alter the Required Statements – ALL must be true to file Form DISS NP.)

- a. The nonprofit corporation has been completely wound up and is dissolved.
- b. All final returns required under the California Revenue and Taxation Code have been or will be filed with the California Franchise Tax Board.
- c. For Mutual Benefit or General Cooperative Corporations ONLY: The known assets have been distributed to the persons entitled thereto or the nonprofit corporation acquired no known assets.

**6. Read, Verify, Date and Sign Below** (See Instructions for signature requirements. Do not use a computer generated signature.)

The undersigned is the sole director or a majority of the directors now in office. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

1-22-20

Date

*Judith Hirshberg*  
Signature

Judith Hirshberg

Type or Print Name

Date

Signature

Type or Print Name

Date

Signature

Type or Print Name

1/2/50

ARTICLES OF INCORPORATION  
OF  
SAN FERNANDO VALLEY JAPANESE AMERICAN CLUB

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned citizens and residents of the State of California, have this day voluntarily associated ourselves together for the purpose of forming a corporation under Part I of Division 2 of Title I of the Corporations Code of the State of California.

AND WE HEREBY CERTIFY:

FIRST:

That the name of the corporation shall be:

SAN FERNANDO VALLEY JAPANESE AMERICAN CLUB

SECOND:

That the purposes for which it is formed are religious, educational, social, recreational, charitable and benevolent, and primarily and specifically:

(a) To acquire, build, maintain and conduct buildings and property for a place of worship by persons of Japanese ancestry, of all faiths and denominations, residing in the San Fernando Valley.

(b) To acquire, maintain and conduct buildings and property for the purpose of providing educational, social and recreational facilities for persons of Japanese ancestry residing in the San Fernando Valley.

(c) To engage in and encourage juvenile and adult welfare work in the San Fernando Valley.

And to engage in any and all types of activities not prohibited by law which shall promote and foster better citizenship

among its members and which shall promote and foster religious, educational, social and recreational activities of its members and friends, that they may acquire knowledge and understanding of other cultures and languages; to promote and foster mutual understanding and good will among persons of all ancestries; to engage in such activities as shall raise the standards of civic morality and community welfare through worship, educational, recreational and social facilities and to disseminate such knowledge as shall be useful for its members in their work and home life and as shall make them more proficient in their activities as citizens and residents of this state; to purchase, own, sell, mortgage and lease real estate and other property as may be necessary for the purposes of this corporation; to receive donations, to receive, manage, take and hold real and personal property by gift, grant, devise, or bequest, and to sell or mortgage of the same, and to do such and everything necessary, suitable or proper for the accomplishment of any of the purposes herein enumerated, or which shall at any time appear conducive or expedient for the protection or benefit of this corporation.

To take and hold by donation, gift, grant, devise or otherwise, any property, real or personal, and to manage, grant and convey, lease or otherwise dispose of, and to execute such trust or trusts as may be confided to said corporation.

To receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and to otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

To act as trustees under any trust incidental to the principal objects of the corporation or for the benefit of any of its members, or members of their families, and to receive, hold and administer and expend funds and property subject to such trusts.

- 2 -

To convey, exchange, lease, mortgage and encumber, transfer upon trust or otherwise dispose of all property, real or personal.

To borrow money, contract debts and issue bonds, notes and debentures, and to secure the same.

To do any and all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation, including the conduct of any business for profit, providing said profits are used for the objects of said corporation and not distributed to the members thereof.

THIRD:

That the principal office for the transaction of business of said corporation is to be located in the County of Los Angeles, State of California.

FOURTH:

That the term of said corporation shall be perpetual.

FIFTH:

That it is a corporation which does not contemplate pecuniary gain or profit to the members thereof, and therefore there shall be no capital stock.

SIXTH:

That the number of directors of said corporation shall be seven and that the names and addresses of the persons who are to act in the capacity of directors until the selection of their successors, and who shall be known as directors, are:

Pete Nakao	San Fernando, California
Don Tluta	North Hollywood, California
Red Aguilera	Facoma, California
ac Furushiro	Facoma, California
Raymond Aguilera	San Luis, California



Joe Ikuta North Hollywood, California  
Masaharu Yamano San Fernando, California

SEVENTH:

That the name of the existing unincorporated association which is being incorporated by virtue of these Articles of Incorporation is the San Fernando Valley Japanese American Club.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first directors of this corporation, have executed these Articles of Incorporation this 31st day of August, 1954.

<u>Pete Nakao</u>	<u>Roy S. Higashida</u>
<u>Tom Ikuta</u>	<u>Joe Ikuta</u>
<u>Fred Higashida</u>	<u>Masaharu Yamano</u>
<u>_____ Notary Public</u>	

STATE OF CALIFORNIA )  
COUNTY OF LOS ANGELES ) ss

On this 31st day of August, 1954, before me, the undersigned, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared Pete Nakao, Tom Ikuta, Fred Higashida, Roy S. Higashida, Joe Ikuta, and Masaharu Yamano, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

Mitsuo Kitagawa  
Notary Public  
in and for said County and State  
My Comm. expires October 23, 1955

STATE OF CALIFORNIA     )  
                              ) SS  
COUNTY OF LOS ANGELES)

Masaharu Yamano, Joe Ikuta and Roy S. Higashida, being first duly sworn, depose and say: That they are the President and Secretaries, respectively, of the San Fernando Valley Japanese American Club, an unincorporated association, and that such association has duly authorized the incorporation of said unincorporated association by vote of all of the members of said unincorporated association entitled to vote, and said membership of said unincorporated association unanimously approved and authorized said incorporation and authorized and directed your affiants to execute on behalf of said unincorporated association these Articles of Incorporation, and they have executed said articles accordingly.

Masaharu Yamano  
President

Joe Ikuta  
Secretary

Roy S. Higashida  
Secretary

Subscribed and sworn to before me  
this 22nd day of August, 1954.

Nisuke Mitsumori  
Notary Public  
in and for said County and State  
My Commission Expires October 23, 1955

James K. Mitsumori  
JAMES K. MITSUMORI  
Attorney for said Corporation

Date Received	Donor	Amount	Donation Box	Total
1/1/12-12/31/16	Total Income from Donations/Tributes	\$21,400		\$21,400
1-3-17		15	X	15
1-4-17		12	X	27
1-17-17		9	X	36
1-19-17	Rose Honda	100		136
1-31-17		6	X	142
2-13-17		13	X	155
2-21-17		12	X	167
3-1-17		5	X	172
3-6-17		6	X	178
3-13-17		24	X	202
4-2-17		34	X	236
4-4-17		9	X	245
4-12-17		17	X	262
4-16-17		15	X	277
4-24-17		18	X	295
4-26-17		11	X	306
5-1-17		20	X	326

C:/non-profit/non-profit income log

Date Received	Donor	Amount	Donation Box	Total
5-7-17		5	X	331
5-15-17		8	X	339
5-17-17		12	X	351
5-22-17		10	X	361
5-30-17		11	X	372
6-12-17		19	X	391
7-17-17		8	X	399
8-7-17		16	X	415
8-14-17		7	X	422
8-18-17		18	X	440
8-21-17		14	X	454
9-6-17		3	X	457
9-12-17		9	X	466
9-18-17		5	X	471
10-16-17		10	X	481
11-6-17		4	X	485
11-13-17		7	X	492
11-20-17		20	X	512

C:/non-profit/non-profit income log

Date Received	Donor	Amount	Donation Box	Total
11-27-17	Atlas Obscura	175		687
12-5-17		17	X	704
12-21-17		15	X	719
1-2-18		29	X	29
1-8-18		12	X	41
1-16-18		3	X	44
1-22-18		9	X	53
1-29-18		6	X	59
2-5-18		17	X	76
2-12-18		27	X	103
2-26-18		9	X	112
3-19-18		14	X	126
3-28-18		24	X	150
4-2-18		5	X	155
4-5-18		14	X	169
4-18-18		23	X	192
4-23-18		10	X	202

C:/non-profit/non-profit income log

Date Received	Donor	Amount	Donation Box	Total
4-30-18		10	X	212
5-8-18		14	X	226
5-19-18	Atlas Obscura	175		401
6-11-18		19	X	420
7-9-18		13	X	433
7-25-18		19	X	452
7-25-18	Sonia Bustos	100		552
	Judith Hirshberg	50		602
	Barbara Shellow	100		702
	Mort & Judy Eichenbaum	10		712
	Lynne Holtz	25		737
	Diane Swain	25		762
	Toby Berman	10		772
	Bette Tang	30		802
	Donna Kobayashi	40		842
	Diane Glassman	100		942
	Jeanette Kesterson	40		982
	Jan Abrams	250		1232

C./non-profit/non-profit income log

Date Received	Donor	Amount	Donation Box	Total
7-30-18		8	X	1240
8-7-18		17	X	1257
8-15-18		9	X	1266
8-31-18	Lynn Holtz	50		1316
8-31-18	Elaine White	25		1341
9-13-18		8	X	1349
9-24-18		18	X	1367
10-2-18		12	X	1379
10-11-18		10	X	1389
10-25-18		41	X	1430
11-14-18		22	X	1452
11-26-18		8	X	1460
12-6-18		7	X	1467
12-31-18		17	X	1484
1-7-19		10	X	10
1-22-19		17	X	27
1-28-19		12	X	39

C:/non-profit/non-profit income log

Date Received	Donor	Amount	Donation Box	Total
2-11-19		21	X	60
2-19-19		16	X	76
2-26-19		15	X	91
3-5-19		42	X	133
3-14-19		14	X	147
3-26-19		36	X	183
3-29-19		75	X	258
4-8-19		96	X	354
4-15-19		31	X	385
4-22-19		25	X	410
4-30-19		14	X	424
5-9-19		176	X	600
6-10-19		22	X	622
6-14-19		27	X	649
6-18-19		210	X	859
6-25-19		24	X	883
7-2-19		34	X	917
7-9-19		25	X	942

C:/non-profit/non-profit income log





D1562309



Secretary of State

DISS NP

## Nonprofit Certificate of Dissolution


(California Nonprofit Corporation ONLY)

**IMPORTANT — Read Instructions before completing this form.**

There is No Fee for filing a Nonprofit Certificate of Dissolution

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

**Attorney General Letter:** All nonprofit **public benefit** and **religious** nonprofit corporations are required to get a letter from the California Attorney General's office waiving objections to the nonprofit corporation's distribution of assets, or confirming the nonprofit corporation has no assets. If your corporation is a public benefit or religious corporation, you **must** attach that letter to this Nonprofit Certificate of Dissolution (see instructions).

**FILED**   
 Secretary of State  
 State of California  
 FEB 14 2020

2cc

This Space For Office Use Only

**1. Corporate Name** (Enter the exact name of the nonprofit corporation as it is recorded with the California Secretary of State.)

Tillman Japanese Garden Visitor's Center Foundation

**2. 7-Digit Secretary of State File Number**

C1950646

**3. Election**

- ☒ The dissolution was made by a vote of **ALL** of the members, or if there are no members, by a vote of **ALL** of the directors of the California nonprofit corporation.

**Note:** If the above box is not checked, a **Nonprofit Certificate of Election to Wind Up and Dissolve** (Form ELEC NP) must be filed prior to or together with this Nonprofit Certificate of Dissolution. (California Corporations Code sections 6611, 6611, 9060 and 12631.)

**4. Debts and Liabilities**

(Check the applicable statement. Only one box may be checked. If second box is checked, you must include the required information in an attachment.)

- ☐ The known debts and liabilities have been actually paid or paid as far as its assets permitted.
- ☐ The known debts and liabilities have been adequately provided for in full or as far as its assets permitted by their assumption. Included in the **attachment** to this certificate, incorporated herein by this reference, is a description of the provisions made and the name and address of the person, corporation or government agency that has assumed or guaranteed the payment, or the depository institution with which deposit has been made.
- ☒ The nonprofit corporation never incurred any known debts or liabilities.

**5. Required Statements** (Do not alter the Required Statements — ALL must be true to file Form DISS NP.)

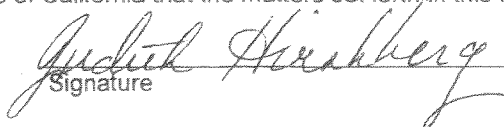
- a. The nonprofit corporation has been completely wound up and is dissolved.
- b. All final returns required under the California Revenue and Taxation Code have been or will be filed with the California Franchise Tax Board.
- c. For Mutual Benefit or General Cooperative Corporations ONLY: The known assets have been distributed to the persons entitled thereto or the nonprofit corporation acquired no known assets.

**6. Read, Verify, Date and Sign Below** (See Instructions for signature requirements. Do not use a computer generated signature.)

The undersigned is the sole director or a majority of the directors now in office. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

1-22-20

Date

  
 Signature

Judith Hirshberg

Type or Print Name

Date

Signature

Type or Print Name

Date

Signature

Type or Print Name

D1562309

**XAVIER BECERRA**  
**Attorney General**

**State of California**  
**DEPARTMENT OF JUSTICE**



1300 I Street  
P.O. Box 903447  
Sacramento, CA 94203-4470  
(916) 210-6400 Ext 8  
Fax: (916) 444-3651  
[Dissolution@doj.ca.gov](mailto:Dissolution@doj.ca.gov)

January 30, 2020

TILLMAN JAPANESE GARDEN VISITOR'S  
CENTER FOUNDATION  
6100 WOODLEY AVENUE  
VAN NUYS CA 91406

CT FILE NUMBER: 100278

RE: Dissolution of TILLMAN JAPANESE GARDEN VISITOR'S CENTER FOUNDATION

Dear Directors:

Based on the representations made in your letter and the supporting documents included with it, the Attorney General's office waives objection to the disposition of the assets of the captioned corporation upon dissolution. (See Corporations Code section 6716.) [section 8716 for mutual benefit corporations].

The corporation may complete its dissolution with the California Secretary of State's office. AFTER the Secretary of State has endorsed the corporation's Certificate of Dissolution, please submit a copy to the undersigned at the address set forth above.

If the corporation had assets at the time of dissolution, please also provide a final financial report for the last complete accounting period through the date in which the organization's asset balance was reduced to zero.

Sincerely,

*Registry of Charitable Trusts*

For

XAVIER BECERRA  
Attorney General



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

MAR 04 2020

Date: \_\_\_\_\_




ALEX PADILLA, Secretary of State

ADOPTED BY THE BOARD OF  
PUBLIC WORKS OF THE CITY  
of Los Angeles, California  
AND REFERRED TO THE CITY COUNCIL  
FEB 03 1993

DEPARTMENT OF PUBLIC WORKS

BUREAU OF SANITATION  
BUREAU OF ACCOUNTING  
JOINT BOARD REPORT NO. 1  
FEBRUARY 3, 1993

  
Secretary

AUTHORIZATION TO SELL JAPANESE GARDEN RELATED ITEMS

RECOMMENDATIONS

1. Adopt this report.
2. Recommend to the City Council that:
  - a. the Japanese Garden Advisory Committee be authorized to (1) sell Japanese Garden-related items and (2) purchase such items from and deposit sales proceeds to the Japanese Garden Trust Fund Account of the Public Works Trust Fund, No. 834.
  - b. a non-profit garden support group, designated by the Board of Public Works be authorized to purchase and sell Japanese Garden related items and be requested to donate sales proceeds, exceeding costs and working capital requirements to the City for deposit in the Japanese Garden Trust Fund Account of the Public Works Trust Fund, No. 834.
  - c. the Board of Public Works be authorized to establish rules and procedures governing the Japanese Garden sales activities.

TRANSMITTALS

1. City Council Action dated May 29, 1985.
2. Board of Public Works Action dated March 29, 1985.

DISCUSSION

On May 29, 1985, the City Council adopted the Japanese Garden Organization Policy (Transmittal No. 1) that established the Japanese Garden Advisory Committee (JGAC) and set forth the organization and decision-making responsibility as well as the general duties and responsibilities of the various involved groups. This policy was recommended by the Board of Public Works at its meeting held on March 29, 1985. The Japanese Garden Advisory Committee has been operating on that Policy since the adoption.

The policy envisioned that the JGAC would raise funds through donations and fees and established the Japanese Garden Trust Fund (an account within the Public Works Trust Fund, No. 834) to be used as a depository. Expenditures from the fund may be made for capital improvements in the Garden, major (extraordinary) non-repetitive maintenance work not regularly funded in the City budget, as well as for special events and any need identified and approved as a valid use of the funds.

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The JGAC has requested the authority to sell Garden-related items in order to increase the funds available for the improvement of the Garden. The request would benefit the public by providing additional Garden improvements. Purchases would be made from the Japanese Garden Trust Fund using existing City procurement and accounting procedures. Proceeds from the sales would be deposited into the Japanese Garden Trust Fund in a manner similar to donations and fees.


In addition, authority is being requested to allow a non-profit, "friends of the Garden" support group, designated by your Board, to purchase and sell Garden-related items and to request the group to donate sales proceeds, exceeding costs and working capital requirements to the City for deposit in the Japanese Garden Trust Fund, No. 834. Somewhat similar sales arrangements are used by the Department of Recreation and Parks for the sale of gift and souvenir items at the Los Angeles Zoo and at the Griffith Park Observatory. The Public Works Committee report on the Japanese Garden Organization Policy, which was adopted by the Council on May 29, 1985, provided for the formation of a group called the Japanese Garden Associates. This or a similar group could be given authority for the proposed sales.

The reason for requesting authority for two approaches for the proposed sales activities is to provide for greater flexibility to assure desired sales items are available at the times required and in the quantities desired. Because of long-lead times frequently required when following City procurement procedures, seasonal or special occasion sales items might not be available when needed. A garden-support group, on the other hand, would be able to purchase and procure specialized needed items quickly.

In order to assure that the proposed sales are conducted in manner satisfactory to the City, the City Council should authorize the Board of Public Works to establish rules and regulations governing the sales activities.

( SLF CVB )

Respectfully submitted,

  
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