

CT0194923

Registry of Charitable Trusts  
P.O. Box 903447  
Sacramento, CA 94203-4470  
Telephone: (916) 445-2021

WEBSITE ADDRESS:  
<http://ag.ca.gov/charities/>

**INITIAL  
REGISTRATION FORM  
STATE OF CALIFORNIA  
OFFICE OF THE ATTORNEY GENERAL  
REGISTRY OF CHARITABLE TRUSTS**  
(Government Code Sections 12580-12599.7)



**NOTE: A \$25.00 REGISTRATION FEE MUST ACCOMPANY THIS REGISTRATION FORM. MAKE CHECK PAYABLE TO DEPARTMENT OF JUSTICE.**

**Pursuant to Section 12585, registration is required of every trustee subject to the Supervision of Trustees and Fundraisers for Charitable Purposes Act within thirty days after receipt of assets (cash or other forms of property) for the charitable purposes for which organized.**

**Every charitable (public benefit) corporation, association and trustee holding assets for charitable purposes or doing business in the State of California must register with the Attorney General, except those exempted by California Government Code section 12583. Corporations that are organized primarily as a hospital, a school, or a religious organization are exempted by Section 12583.**

Name of Organization: The Center for Medical Progress

The name of the organization should be the legal name as stated in the organization's organizing Instrument (i.e., articles of Incorporation, articles of association, or trust instrument).

Official Mailing Address for Organization:

Address: 5325 Elkhorn Blvd #305

City: Sacramento

State: CA

ZIP Code: 95842

Organization's telephone number:

Organization's e-mail address: info@centerformedicalprogress.org

Organization's fax number:

Organization's website: centerformedicalprogress.org

All organizations must apply for a Federal Employer Identification Number from the Internal Revenue Service, including organizations that have a group exemption or file group returns.

Federal Employer Identification Number (FEIN):  
46-2252984

Group Exemption FEIN (if applicable):

All California corporations and foreign corporations that have qualified to do business in California will have a corporate number. Unincorporated organizations are assigned an organization number by the Franchise Tax Board upon application for California tax exemption.

Corporate or Organization Number: C3542043

**RECEIVED**  
Attorney General's Office  
**APR 30 2013**  
Registry of  
Charitable Trusts

284039

**Names and addresses of ALL trustees or directors and officers (attach a list if necessary):**

Name <b>David Daleiden</b>		Position <b>Chief Executive Officer</b>
Address <b>5325 Elkhorn Blvd #305</b>		
City <b>Sacramento</b>	State <b>CA</b>	ZIP Code <b>95842</b>

Name <b>Albin Rhomberg</b>		Position <b>Chief Financial Officer</b>
Address <b>5325 Elkhorn Blvd #305</b>		
City <b>Sacramento</b>	State <b>CA</b>	ZIP Code <b>95842</b>

Name <b>Troy Newman</b>		Position <b>Secretary</b>
Address <b>5325 Elkhorn Blvd #305</b>		
City <b>Sacramento</b>	State <b>CA</b>	ZIP Code <b>95842</b>

Name		Position
Address		
City	State	ZIP Code

Name		Position
Address		
City	State	ZIP Code

**Describe the primary activity of the organization. (A copy of the material submitted with the application for federal or state tax exemption will normally provide this information.) If the organization is based outside California, comment fully on the extent of activities in California and how the California activities relate to total activities. In addition, list all funds, property, and other assets held or expected to be held in California. Indicate whether you are monitored in your home state, and if so, by whom. Attach additional sheets if necessary.**

The primary activity of The Center for Medical Progress is to monitor and report on medical ethics and advances. The Center will receive monetary donations from the public to support its work.

The organization will be required to file financial reports annually. All organizations must file the Annual Registration/Renewal Fee Report (RRF-1) within four months and fifteen days after the end of the organization's accounting period. Organizations with \$25,000 or more in either gross receipts or total assets are also required to file either the IRS Form 990, 990-EZ, or 990-PF. Forms can be found on the Charitable Trusts' website at <http://ag.ca.gov/charities/>.

If assets (funds, property, etc.) have been received, enter the date first received: Date assets first received: <u>3/29/13</u>	Registration with the Attorney General is required within <u>thirty</u> days of receipt of assets.
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What annual accounting period has the organization adopted?

Fiscal Year Ending \_\_\_\_\_  Calendar Year

Attach your founding documents as follows:

- A) **Corporations** - Furnish a copy of the articles of incorporation and all amendments and current bylaws. If incorporated outside California, enter the date the corporation qualified through the California Secretary of State's Office to conduct activities in California.
- B) **Associations** - Furnish a copy of the instrument creating the organization (bylaws, constitution, and/or articles of association).
- C) **Trusts** - Furnish a copy of the trust instrument or will and decree of final distribution.
- D) **Trustees for charitable purposes** - Furnish a statement describing your operations and charitable purpose.

Has the organization applied for or been granted IRS tax exempt status Yes  No

Date of application for Federal tax exemption: \_\_\_\_\_

Date of exemption letter: \_\_\_\_\_ Exempt under Internal Revenue Code section 501(c) \_\_\_\_\_

If known, are contributions to the organization tax deductible? Yes  No

Attach a copy of the Application for Recognition of Exemption (IRS Form 1023) and the determination letter issued by the IRS.

Does your organization contract with or otherwise engage the services of any commercial fundraiser for charitable purposes, fundraising counsel, or commercial coventurer? If yes, provide the name(s), address(es), and telephone number(s) of the provider(s):

Commercial Fundraiser  Fundraising Counsel  Commercial Coventurer

Name

Address

City State ZIP Code

Telephone Number

Commercial Fundraiser  Fundraising Counsel  Commercial Coventurer

Name

Address

City State ZIP Code

Telephone Number

Commercial Fundraiser  Fundraising Counsel  Commercial Coventurer


Name

Address

City State ZIP Code

Telephone Number

I declare under penalty of perjury that I have examined this registration form, including accompanying documents, and to the best of my knowledge and belief, the form and each document are true, correct, and complete.

Signature  Title Chief Executive Officer Date 4/1/13

If additional information is required, please refer to the Supervision of Trustees and Fundraisers for Charitable Purposes Act (Government Code sections 12580-12599.7), the Administrative Rules and Regulations pursuant to the Act (California Code of Regulations, Title 11, Sections 300-312.1).

If you have questions regarding registration or need assistance, information is available on our website at <http://ag.ca.gov/charities/> or you can reach us by telephone at (916) 445-2021 or fax at (916) 444-3651.

**ARTS-PB**      **Articles of Incorporation of a Nonprofit Public Benefit Corporation**

3542043

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

- A \$30 filing fee
- A separate, non-refundable \$15 service fee also must be included, if you drop off the completed form or document.

**Important!** Nonprofit corporations in California are not automatically exempt from paying California franchise tax or income tax each year. For information about tax requirements and/or applying for tax-exempt status in California, go to [https://www.ftb.ca.gov/businesses/exempt\\_organizations](https://www.ftb.ca.gov/businesses/exempt_organizations) or call the California Franchise Tax Board at (916) 845-4171.

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

**FILED** *W/CT*  
**Secretary of State**  
**State of California**

MAR 07 2013

This Space For Office Use Only

For questions about this form, go to [www.sos.ca.gov/business/be/filing-tips.htm](http://www.sos.ca.gov/business/be/filing-tips.htm)

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

① The name of the corporation is The Center for Medical Progress

**Corporate Purpose** (Item 2a: Check one or both boxes. Item 2b: The specific purpose of the corporation must be listed if you are organizing for "public" purposes, or if you intend to apply for tax-exempt status in California.)

- ② a. 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 for:  public  charitable purposes
- b. The specific purpose of this corporation is to monitor and report on medical ethics and advances

**Service of Process** (List a California resident or an active 1505 corporation in California that agrees to be your initial agent to accept service of process in case your corporation is sued. You may list any adult who lives in California. You may not list your own corporation as the agent. Do not list an address if the agent is a 1505 corporation.)

③ a. Nichole Surkala  
Agent's Name

b. 2330 Temple Dr Davis CA 95618  
Agent's Street Address (if agent is not a corporation)      City (no abbreviations)      State      Zip

**Corporate Addresses**

④ a. 5034 El Cerrito Ave. Davis CA 95618  
Initial Street Address of Corporation      City (no abbreviations)      State      Zip

b. \_\_\_\_\_  
Initial Mailing Address of Corporation, if different from 4a      City (no abbreviations)      State      Zip

**Additional Statements** (The following statements are for tax-exempt status in California.)

- ⑤ a. This corporation is organized and operated exclusively for the purposes set forth in Article 2a hereof within the meaning of Internal Revenue Code section 501(c)(3).
- b. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- c. The property of this corporation is irrevocably dedicated to the purposes in Article 2a hereof and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- d. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational and/or religious purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

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

*[Signature]*  
 Incorporator: Sign here

David Robert Daleiden  
 Print your name here

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

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

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

Bylaws of  
**The Center for Medical Progress**  
A California Nonprofit Public Benefit Corporation

## **ARTICLE 1: NAME**

**Section 1.1 Corporate Name.** The name of this corporation is The Center for Medical Progress (the "Corporation").

## **ARTICLE 2: PURPOSES**

**Section 2.1 General Purpose.** The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") for public and charitable purposes.

**Section 2.2 Specific Purpose.** The specific purpose of the corporation shall include without limitation, to monitor and report on medical ethics and advances.

## **ARTICLE 3: LIMITATIONS**

**Section 3.1 Political Activities.** The Corporation is nonprofit and nonpartisan and is organized and operated exclusively for the purposes set forth in Article 2 hereof within the meaning of Internal Revenue Code section 501(c)(3).

**Section 3.2 Prohibited Activities.** No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

## **ARTICLE 4: DEDICATION OF ASSETS**

**Section 4.1 Property Dedicated to Nonprofit Purposes.** The property of the Corporation is irrevocably dedicated to the purposes in Article 2 hereof and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

**Section 4.2 Distribution of Assets Upon Dissolution.** Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational and/or religious purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

## **ARTICLE 5: MEMBERSHIPS**

**Section 5.1 Members.** The Incorporators of the Corporation shall be the sole members within the meaning of section 5056 of the California Nonprofit Corporation Law.

**Section 5.2 Non-Voting Members.** The Board may adopt policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the Corporation. Such associate or other members are not "members" of the Corporation as defined in section 5056 of the California Nonprofit Corporation Law.

## **ARTICLE 6: DIRECTORS**

### **Section 6.1 Number and Qualifications.**

**6.1.1 Number.** The initial number of directors of the Corporation ("Directors") shall be three (3). From time to time, the Board may, by resolution, increase or decrease the number of directors by increments of two (2), such that there shall always be an odd number of directors. Under no circumstances shall the number of directors ever fall below three (3).

**6.1.2 Qualifications.** The Directors shall be elected by the members.

**Section 6.2 Terms; Election of Successors.** Directors shall be elected at each annual meeting of the Board for one (1) year terms. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was appointed and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. By resolution, the Board may arrange for terms to be staggered.

### **Section 6.3 Vacancies.**

**6.3.1 Events Causing Vacancy.** A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased; or (iii) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

**6.3.2 Removal.** The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law. No Director may be removed without cause.

**6.3.3 No Removal 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 unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

**6.3.4 Resignations.** Except as provided in this Section 6.3.4, any Director may resign by giving written notice to the Chairperson, the President, the Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General (the "Attorney General").

**6.3.5 Pro-Tem Election to Fill Vacancies.** If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy by electing an additional director *pro tempore* as soon as practicable after the vacancy occurs, Section 6.1.2 notwithstanding. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with section 5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining Director.

**Section 6.4 Regular Meeting.** Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of election of Directors according to Section 6.1.2, election of Officers according to Section 7.2, review and approval of the corporate budget and transaction of other business. This meeting is sometimes referred to in these Bylaws as the "annual meeting." Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

**Section 6.5 Special Meetings.** Special meetings of the Board for any purpose may be called at any time by the Chairperson, or the President, or the Vice President (if any), or the Secretary, or any two Directors.

#### **Section 6.6 Quorum and Action of the Board.**

**6.6.1 Quorum.** A majority of Directors then in office (but no fewer than two Directors or one-fifth of the authorized number in Section 7.1.1, whichever is greater) shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.7.

**6.6.2 Minimum Vote Requirements for Valid Board Action.** Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.



**Section 6.7 Adjournment.** A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

**Section 6.8 Fees and Compensation of Directors.** The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Also, Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be "interested persons" which, for purposes of this Section 6.8 only, means:

- (a) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- (b) 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 any such person.

**Section 6.9 Non-Liability of Directors.** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

## **ARTICLE 7: OFFICERS**

**Section 7.1 Officers.** The officers of the Corporation ("Officers"), in accord with and for the purposes in California Nonprofit Corporation Law Section 5213, shall be a President ("Chief Executive Officer"), a Secretary, and a Chief Financial Officer.

**Section 7.2 Election of Officers.** The Officers shall be elected by the members at the annual meeting of the Corporation for a term of one (1) year, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal. Officers do not have term limits.

**Section 7.3 Removal of Officers.** Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or (ii) by an Officer on whom such power of removal may be conferred by the Board.

**Section 7.4 Resignation of Officers.** Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it

effective. Any resignation is without prejudice to the rights, if any of the Corporation under any contract to which the Officer is a party.

**Section 7.5 Vacancies in Offices.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis.

#### **Section 7.6 Compensation of Officers.**

**7.6.1 Salaries Fixed by Board.** The salaries of Officers, if any, shall be fixed from time to time by resolution of the Board or by the person or Committee to whom the Board has delegated this function, and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director, provided, however, that such compensation paid to a Director for serving as an Officer shall only be allowed if permitted under the provisions of Section 6.8. In all cases, any salaries received by Officers shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation. No salaried Officer serving as a Director shall be permitted to vote on his or her own compensation as an Officer.

**7.6.2 Fairness of Compensation.** The Board shall periodically review the fairness of compensation, including benefits, paid to every person, regardless of title, with powers, duties, or responsibilities comparable to the president, chief executive officer, treasurer, or chief financial officer (i) once such person is hired, (ii) upon any extension or renewal of such person's term of employment, and (iii) when such person's compensation is modified (unless all employees are subject to the same general modification of compensation).

### **ARTICLE 8: INTERPRETATION**

**Section 8.1 Construction and Definitions.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

### **ARTICLE 9: AMENDMENTS**

**Section 9.1 Amendment by Directors.** The Board may adopt, amend, or repeal bylaws by unanimous vote.