

BYLAWS
OF
Kidz Aquatic Swim Club,
a California Nonprofit Public Benefit Corporation

ARTICLE I

OFFICES

Principal Offices. The principal office of the corporation for its transaction of business is located at 21431 Satcoy St., Suite 310, Canoga Park, Los Angeles, California 91304.

Change of Address. The Board of Directors is hereby granted full power and authority to change the principal office of the corporation from one location to another. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment to these Bylaws.

ARTICLE II

DIRECTORS

Management Authority. The affairs of the corporation shall be managed by the Board of Directors.

Number. The corporation shall initially have no less than 1 director. The directors of the corporation shall be referred to collectively in these Bylaws as the "Board of Directors."

Notwithstanding the above provisions, the number of directors, their voting rights and privileges may be changed by amendment to these Bylaws as hereinafter provided.

Qualifications. A director of the corporation shall be an individual.

Terms of Office. Each director shall hold office until the next annual meeting of directors. Notwithstanding the expiration of a director's term, a director shall continue to serve until the director's successor is elected and qualifies under these Bylaws. If a director is removed at a special meeting of the directors called and held as prescribed in, and using the procedures set forth in these Bylaws, such director shall hold office

until his or her removal and his or her successor is elected and qualifies. Directors may be elected to successive terms.

Election. The initial directors shall serve until the first annual election of directors. Thereafter, the directors shall be elected at each annual meeting by a majority vote of the directors.

Vacancies. Unless otherwise provided in the Articles of Incorporation or the Bylaws, vacancies on the Board of Directors may be filled by appointment by the Board of Directors. A director elected to fill a vacancy shall be elected to hold office for a term expiring at the next annual meeting of the directors and until the director's successor is elected and qualifies under these bylaws, or until his or her earlier death, resignation or removal.

Compensation. A director may be compensated for his or her services. The form and amount of compensation, if any, shall be established by the Board. Directors may be paid for their actual and necessary expenses incurred in attending the meetings of the Board. If a director also renders professional services to the corporation, such charges shall not be prohibited provided the services are approved by the other members of the Board and charged at reasonable rates; provided, however, it is contemplated that no charge will be made for general time volunteered for travel to, or attendance at, any meetings of the directors by any such person rendering professional services.

Meetings.

- A. Call of Meetings. The meetings of the Board may be called by the Chairman of the Board, President, a Vice President, or any two directors, with or without notice.
- B. Place of Meetings. All meetings of the Board shall be held at the principal office of the corporation as specified in these Bylaws, or such other place designated by the Board of Directors by duly authorized resolutions, either in or out of California.
- C. Time of Regular Meetings. The Board shall meet at least once annually, at a time and place, either in or outside California selected by the Board, with or without call or notice.
- D. Special Meetings. Special meetings of the Board may be called by the Chairman of the Board of Directors, President, any Vice President, or the secretary. Special meetings shall be held on at least four (4) days' notice of the

date, time and place of the meeting by first-class mail, postage prepaid, or 48 hours' notice delivered either personally or by phone including a voice message, or by electronic transmission by the corporation.

- E. Quorum. A majority of the number of directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.
- F. Transactions of the Board. Except as otherwise provided by law, in the Articles of Incorporation or these Bylaws, every act or decision done or made by a majority vote of the directors present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles of Incorporation, or these Bylaws.
- G. Conduct of Meetings. The Chairman of the Board of Directors, President, or any director selected by the directors present, shall preside at meetings of the Board of Directors. The Secretary of the corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of a conference telephone, online meeting software or similar communication equipment. Such participation shall constitute personal presence at the meeting.
- H. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the new time and place of the meeting need to be provided to those present at the original meeting, so long as the time and place of the adjourned meeting are announced at the time of adjournment. However, notice must be given to those directors not present at the original meeting. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Waiver of Notice. Notice of a regular or special meeting need not be given to any director who signs and delivers to the corporation a written waiver of notice or a written consent to holding the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at the beginning of the meeting, the lack of notice to that director. All written waivers, consents and approvals shall be

filed with the corporate records or made a part of the minutes of the meetings.

Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in a signed writing to such action. Such written consent or consents describing the action taken shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

Removal or Resignation of Directors. A director may be removed without cause by a majority vote of the directors. A director can be removed for cause in accordance with California Corporations Code section 5223. A director can only be removed at a meeting called for the purpose of removing the director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is the removal of the director. A director may resign at any time by giving a signed written notice to the President, the Chairman of the Board, or Secretary of the corporation

Indemnification. To the maximum extent permitted under applicable California law, the corporation shall have the right and power to indemnify any person who was a party, is a party, or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, because such person is or was an "agent, as defined under applicable California law, of the corporation against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such action or proceeding. To the extent permitted under applicable California law, the corporation may advance expenses incurred in defending any such action or proceeding prior to final disposition after the corporation has received an undertaking by or on behalf of the agent to repay the corporation if it is determined ultimately that the agent is not entitled to be indemnified.

ARTICLE III

OFFICERS

Number and Titles. The officers of the corporation shall consist of a President, a Secretary, a Chief Financial Officer, and such other officers with such title and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The President is the chief executive officer of the corporation. Any number of offices may be held by the same person.

Appointment, Resignation, Removal, Vacancies. The officers shall be elected annually by the Board at the annual meeting of the Board and serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Each officer shall serve until his or her successor has been elected by the Board. Any officer may resign at any time by delivering written, signed notice to any one of the following: the Chairman of the Board of Directors, the President, or the Secretary of the corporation, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. A resignation is effective when the notice is delivered unless the notice specifies a later date or event. The Board may remove any officer at any time, with or without cause. Any office vacancy will be filled by vote of the Board of Directors.

Indemnification. The corporation shall indemnify an officer of the corporation to the same extent as to a director as set forth above.

ARTICLE IV

DISSOLUTION AND WINDING UP

Resolution for Dissolution. The dissolution of the corporation must be authorized at a meeting of the Board upon the adoption of a resolution to elect to dissolve by a vote of a majority of the directors. The notice of any meeting of the Board of Directors at which a resolution to dissolve the corporation will be considered must specifically indicate as such, and be accompanied by a summary of the plan for dissolution.

Distribution of Assets upon Dissolution.

- A. All liabilities and obligations of the corporation shall be paid and discharged, or adequately provided for.
- B. Assets held by the corporation on the condition that they be returned or otherwise transferred upon dissolution of the corporation, shall be returned in accordance with those requirements.
- C. Any other asset shall be transferred or conveyed to one or more qualified 501(c)(3) domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the corporation, as selected by the Board of Directors.

In advance of any disposition of assets upon dissolution, the corporation shall seek a waiver of objections to the disposition by the Attorney General. If the waiver is not obtained, the disposition will take place subject to California Corporations Code 6716.

ARTICLE V

CORPORATE RECORDS AND REPORTS

Keeping Records, Right to Review. The corporation shall keep at its principal office in this state a copy of its Articles and Bylaws as amended to date and adequate and correct financial records and minutes of the proceedings of its Board, and committees of the Board, and a record of all actions taken by the Board of Directors without a meeting. The corporation shall also keep copies of all waivers of notice of all meetings of the Board. The Corporation shall also keep in its principal office a record of the names and addresses of its directors and officers in a form that permits preparation of a list in alphabetical order, and a copy of the organization's most recent Statement of Information filed with the Secretary of State. Further, the corporation shall furnish to all directors any information reasonably required for the director's rights and duties. Directors have the right to inspect those records in accordance with applicable California law.

ARTICLE VI

AMENDMENT OF BYLAWS

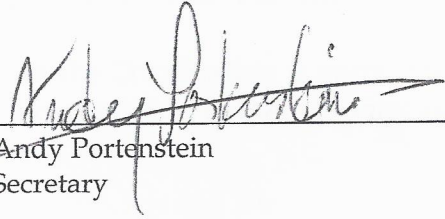
These Bylaws may be amended or repealed and new Bylaws adopted in any or all respects by vote of a majority of the Board of Directors subject to any restrictions or additional requirements under California law.

CERTIFICATE OF SECRETARY OF

**Kidz Aquatic Swim Club,
a California Nonprofit Public Benefit Corporation**

I hereby certify that I am the duly elected and acting Secretary of Kidz Aquatic Swim Club, and that the foregoing Bylaws, is a true and complete copy of the bylaws of the Corporation and duly adopted by the Board of Directors of the Corporation on 8/24, 2017.

DATED: 8/24, 2017



Andy Portenstein
Secretary

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS IN LIEU OF
THE FIRST MEETING OF THE BOARD OF DIRECTORS OF
Kidz Aquatic Swim Club,
a California Nonprofit Public Benefit Corporation**

The undersigned, constituting all the current directors of Kidz Aquatic Swim Club, a California nonprofit public benefit corporation (the "Corporation"), pursuant to Nonprofit Corporation Law, provide(s) their written consent to the following actions and resolutions:

ARTICLES OF INCORPORATION

RESOLVED: That the Articles of Incorporation of the Corporation filed with the California Secretary of State hereby is adopted, ratified and affirmed in all respects.

RESOLVED FURTHER: That the Secretary of the Corporation is authorized and directed to insert a copy of the Articles of Incorporation in the Corporation's minute book.

BYLAWS

WHEREAS, the Board of Directors of this Corporation (the "Board of Directors") have not as yet adopted any bylaws for the Corporation (the "Bylaws"); and

WHEREAS, the best interests of this Corporation will be served by the adoption of Bylaws:

THEREFORE, BE IT RESOLVED: That the Bylaws attached hereto are adopted as the Bylaws of this Corporation.

RESOLVED FURTHER: That the Secretary of this Corporation be and hereby is authorized and directed to execute a certificate of adoption of said Bylaws and to insert said Bylaws as so certified in the Corporation's minute book and to see that a copy of said Bylaws, similarly certified, is kept at the principal office for the transaction of business of this Corporation.

ELECTION OF OFFICERS

RESOLVED: The following persons are elected to the offices indicated after their names until their successors are duly elected and qualified, or their earlier death, resignation or removal:

Name of Officer

Office Held

Janine Yoder

President/Chair of the Board

Andy Portenstein

Secretary

Janine Yoder

Treasurer

CORPORATE SEAL

RESOLVED: That the corporate seal, in the form, words and figures presented to this meeting be, and the same hereby is, adopted as the seal of this Corporation.

Seal Affixed Below

ACCOUNTING YEAR

RESOLVED: That until otherwise determined by the Board of Directors this Corporation adopts an accounting year as follows:

Date Accounting Year Begins: December 31
Date Accounting Year Ends: January 1

PRINCIPAL OFFICE LOCATION

RESOLVED: That the principal office of the Corporation is located at the address set forth below until changed by a future resolution of Board of Directors:

Street Address: 21431 Saticoy St., Suite 310,
City: Canoga Park,
County: Los Angeles,
State: California
Zip Code: 91304

BANK RESOLUTION

RESOLVED: That this Corporation open an account or accounts with federally insured financial institutions for the purpose of holding and investing Corporation funds.

RESOLVED FURTHER: That until such authority is revoked by sealed notification to said financial institution of such action by the Board of Directors of this Corporation, the following persons are authorized to execute checks and other items for and on behalf of this Corporation:

Name of Officer

Janine Yoder

Office Held

President

Janine Yoder

Treasurer

RESOLVED FURTHER: That if this is a checking account, the bank is requested to prepare and deliver statements and canceled checks monthly to the statement mailing address shown on the bank records.

INCORPORATION EXPENSES

In order to provide for the payment of expenses of incorporation and organization of the Corporation, on motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED: That the President and Treasurer of this Corporation are authorized and directed to pay the expenses of incorporation and organization of this Corporation.

AUTHORIZATION TO FILE WITH GOVERNMENTAL AGENCIES

EXEMPTIONS FROM FEDERAL AND STATE TAXES

RESOLVED: The officers of this Corporation are authorized and directed to prepare and file IRS Form 1023, Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code, and any documentation required to obtain an exemption from California taxes, which act is hereby ratified. The officers are authorized and directed to execute and file all necessary applications for exemptions from such tax with the appropriate federal and state tax authorities, and to pay necessary filing fees.

STATEMENT OF INFORMATION

RESOLVED: That the President or Secretary is authorized and directed to execute and file with the office of the Secretary of State the Statement of Information.

AUTHORIZATION OF FURTHER ACTIONS

RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to execute

all documents and to take all further action as they may deem necessary, appropriate or advisable to effect the purposes of each of the foregoing resolutions.

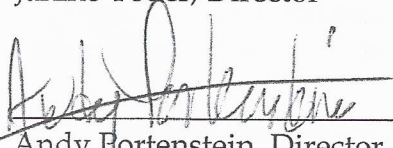
RESOLVED, that any and all actions taken by any officer of the Corporation in connection with the matters contemplated by the foregoing resolutions are hereby approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board of Directors for approval prior to such actions being taken.

IN WITNESS WHEREOF, each of the undersigned, being all the directors of the Corporation, has executed this Written Consent as of the date set forth below.

Date: 8/24/17



Janine Yoder, Director



Andy Portenstein, Director



Claudia Castro, Director