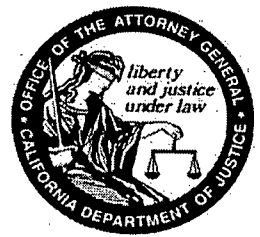


CTD150024

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 Cinefamily

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:

611 North Fairfax Avenue

City: Los Angeles

State: CA

ZIP Code: 90036

Organization's telephone number: 310 553-2200

Organization's e-mail address: none

Organization's fax number: 310 553-2280

Organization's website: none

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):

26-1734079

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:

3055250

RECEIVED
Attorney General's Office

DEC 26 2008

Registry of
Charitable Trusts

CT-1 REGISTRATION FORM (6/2007)

#84999 85

Names and addresses of ALL trustees or directors and officers (attach a list if necessary):		
Name Daniel Harkham	Position director and treasurer	
Address 611 North Fairfax Avenue		
City Los Angeles	State CA	ZIP Code 90036
Name Samuel Harkham	Position director and secretary	
Address 611 North Fairfax Avenue		
City Los Angeles	State CA	ZIP Code 90036
Name Hadrian Belove	Position Director and president	
Address 611 North Fairfax Avenue		
City Los Angeles	State CA	ZIP Code 90036
Name Rick Ross	Position director	
Address 2531 Hargrave Drive		
City Los Angeles	State CA	ZIP Code 90068
Name Xan Cassavetes		
Address 2531 Hargrave Drive		
City Los Angeles	State CA	ZIP Code 90068
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.		
<p>The organization promotes the theatrical performing arts and educates the public concerning classic films and films which have artistic value but which have had insignificant recent public exposure. The organization promotes the exhibition of these films to the public. Many of these films are currently housed with UCLA, USC and other film schools. The organization intends to borrow some of these films from these film schools and exhibit them in a local movie theater. The organization expects that it will charge a low admission fee to the public to view these films. In addition, the organization will have non-voting members who will pay a monthly "membership fee" which will entitle them to attend all movie exhibitions during that month at a reduced rate. The organization may also have live music periodically which will be exhibited with a movie. The organization will rent a theater at reduced rates in which it will exhibit its films and movies.</p>		
<p>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/.</p>		
<p>If assets (funds, property, etc.) have been received, enter the date first received:</p> <p>Date assets first received: <u>November, 2007</u></p>		<p>Registration with the Attorney General is required within <u>thirty</u> days of receipt of assets.</p>
<p>What annual accounting period has the organization adopted?</p> <p><input checked="" type="checkbox"/> Fiscal Year Ending <u>October 31</u> <input type="checkbox"/> Calendar Year</p>		

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: concurrent with the filing of this registration

Date of exemption letter: not applicable Exempt under Internal Revenue Code section 501(c) ⁽³⁾

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): NO

Commercial Fundraiser Fundraising Counsel Commercial Coventurer

Name not applicable

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 [Signature] Title director Date 5/30/08

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.

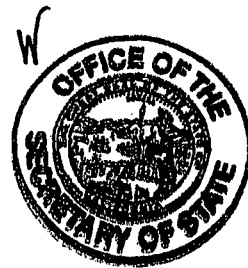
**ATTACHMENT TO FORM CT-1
THE CINEFAMILY**

Additional Directors

Liz Goldwyn, director
1200 Laurel Lane
Beverly Hills, CA 90210

Allison Anders, director
3743 Brunswick Ave
Los Angeles, CA 90036

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

3

That the attached transcript of _____ page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



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

NOV 24 2007

Debra Bowen

DEBRA BOWEN
Secretary of State

ARTICLES OF INCORPORATION

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

of

NOV 14 2007

THE CINEFAMILY

A California Nonprofit Public Benefit Corporation

Article I
NAME

The name of the Corporation is THE CINEFAMILY

Article II
ORGANIZATION

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 and charitable purposes.

Article III
PURPOSE AND POWERS

- A. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and similar provisions of the Revenue and Taxation Code of California and all successor provisions.
- B. The general powers of this Corporation are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property.
- C. The specific purpose of this Corporation is the promotion of the arts and to educate the public concerning classic films and films which have artistic value but which have had insignificant public exposure and to promote the exhibition of these films to the public, and to perform such other activities which are considered to be charitable in accordance with the provisions of Section 501(c)(3) of the Code.
- D. Notwithstanding any of the above statements of purpose and powers, this Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this Corporation.
- E. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Code, and this Corporation shall not participate in, nor intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements, except as provided in Section 501(h) of the Code.
- F. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of

the Revenue and Taxation Code of California and of any future law; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

G. For so long as this Corporation is treated as a private foundation under Section 509 of the Code, the Corporation shall comply with the following restrictions:

(i) The Corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws.

(ii) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws.

(iii) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws.

(iv) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the code, or corresponding provisions of any later federal tax laws.

(v) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

Article IV MEMBERSHIP

The Corporation shall have no members.

Article V DEDICATION AND DISSOLUTION

A. The property, assets, profits and net income of this Corporation are dedicated irrevocably to the charitable purposes set forth in Article II above, and no part of the profits or net income of this Corporation shall ever inure to the benefit of any director, trustee, officer, shareholder or member thereof, or to the benefit of any private individual.

B. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets of this Corporation shall be distributed to any nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, and which is qualified for exemption from taxation under Section 23701(d) of the Revenue and Taxation Code of California.

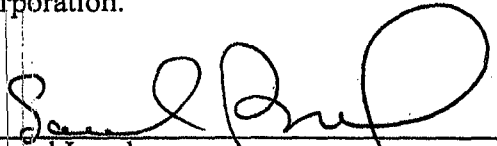
Article VI AGENT FOR SERVICE OF PROCESS

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

Samuel Israel, Esq.
ISRAEL, FRIEDBERG & KORBATOV, LLP
11601 Wilshire Blvd., Suite 2200
Los Angeles, California 90025

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of this Corporation, has executed these Articles of Incorporation.

DATED: 11/13, 2007

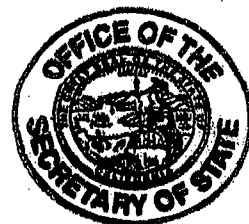


Samuel Israel

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



Samuel Israel



State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



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

DEC 22 2008

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN
Secretary of State

THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION

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

of

THE CINEFAMILY

DEC 22 2008

A California Nonprofit Public Benefit Corporation

Hadrian Belove, President and Samuel Harkham, Secretary, certify that:

1. Hadrian Belove is the president and Samuel Harkham is the secretary of The Cinefamily, a California nonprofit public benefit corporation.
2. The corporation has no members.
2. The following amended and restated Articles of Incorporation has been approved unanimously by the Board of Directors of the corporation.
3. The articles of incorporation of this corporation are amended and restated in its entirety as follows:

Article I
NAME

The name of the Corporation is THE CINEFAMILY.

Article II
ORGANIZATION

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 and charitable purposes.

Article III
PURPOSE AND POWERS

- A. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and similar provisions of the Revenue and Taxation Code of California and all successor provisions.
- B. The general powers of this Corporation are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property.
- C. The specific purpose of this Corporation is the promotion of the arts and to educate the public concerning classic films and films which have artistic value but which have had insignificant public exposure and to promote the exhibition of these films to the public, and to perform such other activities which are considered to be charitable in accordance with the provisions of Section 501(c)(3) of the Code.

D. Notwithstanding any of the above statements of purpose and powers, this Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this Corporation.

E. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Code, and this Corporation shall not participate in, nor intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements, except as provided in Section 501(h) of the Code.

F. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of the Revenue and Taxation Code of California and of any future law; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

G. For so long as this Corporation is treated as a private foundation under Section 509 of the Code, the Corporation shall comply with the following restrictions:

(i) The Corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws.

(ii) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws.

(iii) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws.

(iv) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the code, or corresponding provisions of any later federal tax laws.

(v) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

Article IV MEMBERSHIP

The sole members of this Corporation shall be Daniel Harkham. Following the death or inability of Daniel Harkham to serve as the member, then Samuel Harkham shall be the sole member of the Corporation. Following the death or inability of Samuel Harkham to serve as the sole member, then the siblings of Daniel and Samuel Harkham shall serve as the members of the Corporation. In the event that Daniel and Samuel Harkham are not serving as members and no siblings are serving as members, then the Corporation shall have no members. The Members shall have all rights which are conferred upon members by the California Nonprofit Corporation Law, by these Articles of Incorporation and by the Bylaws of the Corporation.

Article V
DEDICATION AND DISSOLUTION

A. The property, assets, profits and net income of this Corporation are dedicated irrevocably to the charitable purposes set forth in Article II above, and no part of the profits or net income of this Corporation shall ever inure to the benefit of any director, trustee, officer, shareholder or member thereof, or to the benefit of any private individual.

B. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets of this Corporation shall be distributed to any nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, and which is qualified for exemption from taxation under Section 23701(d) of the Revenue and Taxation Code of California.

Article VI
AGENT FOR SERVICE OF PROCESS

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

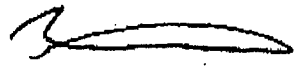
Samuel Israel, Esq.
ISRAEL, FRIEDBERG & KORBATOV, LLP
11601 Wilshire Blvd., Suite 2200
Los Angeles, California 90025


Hadrian Belove, President


Samuel Harkham, Secretary

VERIFICATION

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements in the foregoing certificate are true and correct of his own knowledge and that this declaration was executed on 12/18, 2008, at Los Angeles, California.


Hadrian Belove, President


Samuel Harkham, Secretary



BYLAWS
OF
THE CINEFAMILY

A California Nonprofit Public Benefit Corporation

ARTICLE I. OFFICES

Section 1. Principal Office. The principal office of the corporation for the transaction of the business of the corporation shall be fixed and located at such place within or without the State of California as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change such principal office from one location to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II. PURPOSES

Section 1. Specific Purpose. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and similar provisions of the Revenue and Taxation Code of California and all successor provisions.

Section 2. General Purpose. This corporation is organized exclusively to accomplish the purposes described in Section 1 of this Article II as a Nonprofit Corporation, and its activities shall be conducted for the aforesaid purposes in such manner so that no part of the net earnings of the corporation shall inure to the benefit of any private individual; no part of the income of the corporation shall be distributed to its members, directors or officers; provided, however, that the payment of reasonable compensation for services rendered shall not be deemed a distribution of income, no substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE III. DIRECTORS

Section 1. Powers. Subject to the limitations of the Articles of Incorporation and of the California Nonprofit Public Benefit Corporation Law and the purposes enumerated in Article II hereof, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or

committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove the officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these Bylaws, supervise them, fix their compensation, and require from them security for faithful service. Such compensation may be increased or decreased at the pleasure of the Board.

(b) To make such rules and regulations for the conduct of the affairs and activities of the corporation as the Board may deem advisable and as are not inconsistent with law, the Articles of Incorporation or these Bylaws.

(c) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

Section 2. Number of Directors. The authorized number of directors shall consist of two (2) directors. No reduction of the authorized number of directors shall have the effect of shortening the term of any incumbent director.

Section 3. Election and Term of Office. Directors shall be elected at a regular meeting of the Board, but if any such regular meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of the Board held for that purpose. Each director shall hold office for a term of one (1) year and until a successor has been elected and qualified. Directors may succeed themselves in office.

Each year, the Board shall elect from its members a Chairman of the Board. In the event that the office of the director elected to serve as Chairman shall become vacant prior to the expiration of the year for which such director was elected Chairman, the Board shall by affirmative vote elect another member to serve the remainder of the term and until his or her successor has been elected and qualified. Any director may be elected to additional terms as Chairman.

Section 4. Resignation. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit corporation Law, any director may resign effective upon giving written notice to the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

Section 5. Removal. Any director may be removed for cause only by the affirmative vote of a majority of the directors present at a meeting duly held at which a quorum is present.

Section 6. Vacancies. Vacancies in the Board shall be filled by the affirmative vote of a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so elected shall hold office until the expiration of the term of his or her predecessor and until his or her successor has been elected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors is increased. The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

Section 7. Interested Directors. Not more than 49% of the persons serving on the Board at any time may be interested persons. An "interested person" is: (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; and (2) 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. Notwithstanding the foregoing, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Neither receipt by a director of reasonable compensation for serving as a director nor benefit to a director solely by means of a transaction meeting the criteria set forth in Section 5233(b)(2) of the California Nonprofit Public Benefit Corporation Law shall render such director an interested person. Violation of this Section shall constitute cause for mandatory removal. Notwithstanding the foregoing, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 8. Place of Meetings. Regular or special meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 9. Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 10. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary, or by a majority of the directors.

Notice of the time and place of special meetings of the Board shall be given or delivered personally to each director, or sent to each director by first-class mail or by other form of written or telephonic communication (including cable, telegram, telex and telephone), at least forty-eight (48) hours before the meeting if personal delivery is made or if the telephone, telegraph, cable or telex is used, and at least four (4) days before the meeting if the mail is used. Such notice may be

written or (if delivered by telephone or personally) oral. Written notice shall be addressed or delivered to each director at his or her address as it is shown upon the records of the corporation, or as may have been given to the corporation by the director for purpose of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States Mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by electronic means by the person giving the notice to the recipient, as the case may be. Oral notice shall be deemed to have been given at the time it is communicated to the recipient or to such person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 11. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to the holding of the meeting or an approval of the minutes thereof, whether before or after the meeting. Notice of a meeting need not be given to any director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Quorum. A majority of the number of directors authorized in the Bylaws (or as fixed from time to time by the Board of Directors pursuant to Section 2 of this Article III) shall constitute a quorum of the Board for the transaction of business, except to adjourn as provided in Section 14 of this Article III. All matters shall be decided by the vote of a majority of directors present at a meeting duly held at which a quorum is present, and every such act or decision shall be the act of the Board, unless a greater number is required by the California Nonprofit Public Benefit Corporation Law (including, but not limited to, those provisions relating to approval of transactions with interested directors, transactions involving corporations with common directors, fixing of compensation for directors, creation of or appointments to committees and indemnification of directors and other agents), or by the Articles of Incorporation or these Bylaws, except that a meeting at which a quorum is 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.

Section 13. Participation in Meetings by Conference Telephone. Members of the Board may participate in any meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participating by such means shall constitute presence in person at the meeting.

Section 14. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except that if the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the

reconvened meeting to the directors who were not present at the time of the adjournment.

Section 15. 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 shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 16. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy any and all books, records, and documents of every kind of the corporation, and to inspect the physical properties of the corporation.

Section 17. Committees. The Board may designate and appoint one or more committees, each consisting of two (2) or more directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) The filling of vacancies on the Board or on any committee;
- (b) The fixing of compensation of the directors for serving on the Board or on any committee;
- (c) The amendment or repeal of bylaws or the adoption of new bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) The appointment of committees of the Board or the members thereof;
- (f) The approval of any self-dealing transaction, as defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as provided in Section 5233(d)(3) of such law;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

Any such committee must be established, and the members thereof appointed, by resolution adopted by a majority of the number of directors then in office, and such committee may be designated as an "Executive Committee" or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article III applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 18. Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board.

ARTICLE IV. OFFICERS

Section 1. Required Officers. The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer, each of whom shall be chosen by and hold office at the pleasure of the Board. Any number of offices required or permitted by this Article may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or Chairman of the Board.

Section 2. Permitted Officers. The Board may choose a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Financial Officers, and such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board at its pleasure may from time to time determine.

Section 3. Election of Officers. The officers shall be elected annually by the Board at a regular or special meeting of the Board, and may succeed themselves in office. Each person elected as an officer shall continue in office until the next annual election of officers or until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal in accordance with these Bylaws. Vacancies of officers caused by death, resignation, removal or increase in the number of officers may be filled by the Board at a regular or special meeting.

Section 4. Removal of Officers. Any officer may be removed at any time with or without cause and with or without notice by the affirmative vote of the Board.

Section 5. President. Subject to the control of the Board, the President shall be the chief executive officer of the corporation and shall have general supervision, direction and control over the affairs and property of the corporation and over its several officers, and shall have such other powers and perform such other duties as may be delegated by the Board from time to time. If the President is a director and if the corporation has no chairman of the Board, then the President further shall preside at all meetings of the Board.

Section 6. Vice President. The Vice President shall perform all of the duties of the President at his request or in his absence or disability. When so acting, the Vice President shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as may be delegated by the Board.

Section 7. Secretary. The secretary shall be the custodian of the seal of the corporation and of the books and records and files thereof, and shall affix the seal of the corporation to all papers and instruments requiring the same. The secretary shall keep or cause to be kept, at the

principal office or such other place as the Board may order, a minute book of all meetings of the Board and its committees. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Articles of Incorporation and Bylaws of the corporation, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Board. Any Assistant Secretary appointed by the Board to hold office at the pleasure of the Board, may have the same powers as the Secretary.

Section 8. Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the directors of the corporation such financial statements and reports as are, by law or these Bylaws, required to be sent to them. The Chief Financial Officer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President or the directors, whenever requested, an account of all transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be delegated by the Board.

ARTICLE V. INDEMNIFICATION

The corporation shall have the power to indemnify directors, officers, employees and agents to the extent permitted by Section 5238 of the California Nonprofit Public Benefit Corporation Law and Chapter 42 of the United States Internal Revenue Code of 1986 (if applicable), as amended or superseded.

ARTICLE VI. REPORTS

The corporation shall furnish to all of the directors annually a report containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation for the fiscal year;

(e) Any information required by Section 6322 of the California Nonprofit Public Benefit Corporation Law with respect to the fiscal year.

The report required by this Article shall be accompanied by a statement thereon of independent certified public accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such report was prepared without audit from the books and records of the corporation.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during a fiscal year; provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors who request it in writing.

ARTICLE VII. OTHER PROVISIONS

Section 1. Inspection of Articles and Bylaws. The corporation shall keep in its principal office in the State of California the original or a copy of its Articles of Incorporation and of these Bylaws, as amended to date, which shall be open to inspection by the directors and such other persons as required by law, at all reasonable times during office hours.

Section 2. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence or indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chairman of the Board, the President or any Vice President, and the Secretary, any Assistant Secretary, the Chief Financial Officer or any Assistant Chief Financial Officer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, but, unless so authorized by the Board, no such person or persons shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 3. Amendments. These Bylaws may be amended or repealed by the affirmative vote of a majority of the number of directors then in office.

ARTICLE VIII. CORPORATE SEAL

The corporation seal shall be circular in form and shall have inscribed thereon the name of the corporation, the date of incorporation and the word "California."

THE AMENDED AND RESTATED

BYLAWS

OF

THE CINEFAMILY

A California Nonprofit Public Benefit Corporation

ARTICLE I. NAME

The name of the corporation shall be THE CINEFAMILY.

ARTICLE II. OFFICES

Section 1. Principal Office. The principal office of the corporation for the transaction of the business of the corporation shall be fixed and located at such place within or without the State of California as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change such principal office from one location to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE III. PURPOSE AND POWERS

Section 1. General Purpose. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the internal Revenue Code of 1986, as amended (the "Code") and similar provisions of the Revenue and Taxation Code of California and all successor provisions.

Section 2. General Powers. The general powers of this corporation are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property.

Section 3. General Prohibitions. Notwithstanding any of the above statements of purpose and powers, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

Section 4. Specific Prohibitions. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Code, and this corporation shall not participate in, nor intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements, except as provided in Section 501(h) of the Code. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of the Revenue and Taxation Code of California and of any future law; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV. MEMBERSHIP

Section 1. Membership; Voting Members; Limitation of Members. This corporation shall initially have one voting member (the "Member") with such rights and privileges as are contained in the Articles of Incorporation of the corporation and these Bylaws and conferred upon members by the California Nonprofit Corporation Law. The initial Member of the Corporation shall be Daniel Harkham. Following the death or inability of Daniel Harkham to serve as a member, then Samuel Harkham shall be the sole member of the Corporation. Following the death or inability of Samuel Harkham to serve as a member, then the remaining siblings of Daniel Harkham and Samuel Harkham shall serve as the members of the corporation. At such time as no siblings are willing or able to serve as a member of the Corporation, then the Corporation shall have no members.

Section 2. Termination of Membership. Upon the resignation or death of Daniel Harkham, Samuel Harkham and all of their siblings, no person shall be a member of the corporation and this corporation shall ceasing being a membership organization.

Section 3. Transfer of Memberships. Neither a membership, nor any right arising from it, is transferable. All membership rights cease on the Member's resignation or death.

ARTICLE V. MEETINGS OF MEMBERSHIP

Section 1. Written Resolution in Lieu of Meetings. As there is only one Member of the corporation, meetings of the Membership are dispensed with, and any action that may properly be taken by a Member of a nonprofit corporation pursuant to California Nonprofit Corporation Law may be taken by the Member by written resolution, a copy of which shall be sent to the Board of Directors within two (2) business days of its execution by the Member. Upon execution of the written resolution, the action so taken shall become immediately effective.

Section 2. Notice of Certain Events. If any action is proposed for approval by the Member, notice thereof shall be given to the Member, and such notice shall also state the general nature of the proposal.

Section 3. Manner of Giving Notice. Notice to the Member shall be given in writing either in person to the Member or by facsimile or mail, and shall be deemed given when delivered in person or by facsimile or three (3) days after being deposited in the mail.

ARTICLE VI. DIRECTORS

Section 1. Powers. Subject to the limitations of the Articles of Incorporation and of the California Nonprofit Public Benefit Corporation Law, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove the officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these Bylaws, supervise them, fix their compensation and require from them security for faithful service. Such compensation may be increased or decreased at the pleasure of the Board.

(b) To make such rules and regulations for the conduct of the affairs and activities of the corporation as the Board may deem advisable and as are not inconsistent with law, the Articles of Incorporation or these Bylaws.

(c) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

Section 2. Number of Directors. The authorized number of directors shall consist of not less than three (3) nor more than thirty-five (35) directors, with the exact number of directors to be fixed within the limits specified herein by resolution of the Members as enacted from time to time. No reduction of the authorized number of directors shall have the effect of shortening the term of any incumbent director.

Section 3. Initial Action. Pursuant to Section 5134 of the California Nonprofit Corporation Law, until directors are designated, the incorporator shall have the power to take such action as may be necessary and proper to perfect the organization of this corporation.

Section 4. Designation of Directors and Term of Office of Designated Directors. During the period that the corporation has a Member, all directors shall be elected by the

Member. Following the death or resignation of the last designated Member in these bylaws and the Articles of Incorporation, directors shall be elected by the Board at a regular meeting of the Board, but if any such regular meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of the Board held for that purpose. Each director shall hold office for a term of two (2) years and until a successor has been elected and qualified. Directors may succeed themselves in office.

Every two years, the Board shall elect from its members a Chairman of the Board. In the event that the office of the director elected to serve as Chairman shall become vacant prior to the expiration of the two year period for which such director was elected Chairman, the Board shall by affirmative vote elect another member to serve the remainder of the term and until his or her successor has been elected and qualified. Any director may be elected to additional terms as Chairman.

Section 5. Resignation. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

Section 6. Removal. Any director may be removed with or without cause by the affirmative vote of the Member.

Section 7. Vacancies. A vacancy or vacancies in the Board shall be deemed to exist in the case of (i) the death, resignation, or removal of any director, (ii) the declaration by resolution of the Board of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 5230 and following of the California Nonprofit Corporation Law, (iii) the disability of any director ("disability" being defined as the failure or inability of a director to perform his duties responsibly, properly and adequately, as determined by a majority of the Board), or (iv) if the authorized number of directors is increased.

Section 8. Interested Directors. Not more than 49 percent of the persons serving on the Board at any time may be interested persons. An "interested person" is: (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; and (2) 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. Notwithstanding the foregoing, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 9. Place of Meeting. Regular or special meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 10. Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 11. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by President, the Secretary, or by a majority of the directors.

Notice of the time and place of special meetings of the Board shall be given or delivered personally to each director, or sent to each director by first-class mail or by other form of written or telephonic communication (including cable, telegram, telex and telephone), at least forty-eight (48) hours before the meeting if personal delivery is made or if the telephone, telegraph, cable or telex is used, and at least four (4) days before the meeting if the mail is used. Such notice may be written or (if delivered by telephone or personally) oral. Written notice shall be addressed or delivered to each director at his or her address as it is shown upon the records of the corporation, or as may have been given to the corporation by the director for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States Mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by electronic means by the person giving the notice to the recipient, as the case may be. Oral notice shall be deemed to have been given at the time it is communicated to the recipient or to such person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 12. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 13. Quorum. A majority of the number of directors authorized in the Bylaws (or as fixed from time to time by the Board pursuant to Section 2 of this Article VI) shall constitute a quorum of the Board for the transaction of business, except to adjourn as provided in Section 15 of this Article. All matters shall be decided by the vote of a majority of directors present at a meeting duly held at which a quorum is present, and every such act or decision shall be the act of the Board, unless a greater number is required by the California Nonprofit Public Benefit Corporation Law (including, but not limited to, those provisions relating to approval of transactions with interested directors, transactions involving corporations with common directors, fixing of compensation for directors, creation of or appointments to committees and indemnification of directors and other agents), or by the articles of incorporation or these bylaws, except that a meeting at which a quorum is 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.

Section 14. Participation in Meetings by Conference Telephone. Members of the Board may participate in any meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation by such means shall constitute presence in person at the meeting.

Section 15. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except that if the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the reconvened meeting to the directors who were not present at the time of the adjournment.

Section 16. 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 shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 17. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy any and all books, records and documents of every kind of the corporation, and to inspect the physical properties of the corporation.

Section 18. Committees. The Board may designate and appoint one or more committees, each consisting of two (2) or more directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the Members or approval of a majority of all Members during the period of time that this corporation has a Member;
- (b) The filling of vacancies on the Board or in any committee;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of bylaws or the adoption of new bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of committees of the Board or the members thereof;
- (g) The approval of any self-dealing transaction, as defined in Section 5233(a)

of the California Nonprofit Public Benefit Corporation Law, except as provided in Section 5233(d)(3) of such Law; and

(h) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

Any such committee must be established, and the members thereof appointed, by resolution adopted by two-thirds of the number of directors then in office, and such committee may be designated as an "Executive Committee" or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 19. Compensation. Directors and members of committees may receive such compensation, if any, for their services and such reimbursement for expenses, as may be fixed or determined by the Board.

ARTICLE VII. OFFICERS

Section 1. Required Officers. The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer, each of whom shall be chosen by and hold office at the pleasure of the Board. Any number of offices required or permitted by this Article may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or Chairman of the Board.

Section 2. Permitted Officers. The Board may choose a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Financial Officers, and such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board at its pleasure may from time to time determine.

Section 3. Election of Officers. The officers shall be elected annually by the Board at a regular or special meeting of the Board and may succeed themselves in office. Each person elected as an officer shall continue in office until the next annual election of officers or until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal in accordance with these bylaws. Vacancies of officers caused by death, resignation, removal or increase in the number of officers may be filled by the Board at a regular or special meeting.

Section 4. Removal of Officers. Any officer may be removed at any time with or

without cause and with or without notice by the affirmative vote of the Board.

Section 5. President. Subject to the control of the Board, the President shall be the chief executive officer of the corporation and shall have general supervision, direction and control over the affairs and property of the corporation and over its several officers, and shall have such other powers and perform such other duties as may be delegated by the Board from time to time. If the President is a director and if the corporation has no chairman of the Board, then the President further shall preside at all meetings of the Board.

Section 6. Vice President. The Vice President shall perform all of the duties of the President at his request or in his absence or disability. When so acting, the Vice President shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as may be delegated by the Board.

Section 7. Secretary. The Secretary shall be the custodian of the seal of the corporation and of the books and records and files thereof, and shall affix the seal of the corporation to all papers and instruments requiring the same. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a minute book of all meetings of the Board and its committees. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Articles of Incorporation and Bylaws of the corporation, as amended to date and a record of the corporation's Membership, showing the name of such Member and his address. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Board. Any Assistant Secretary appointed by the Board to hold office at the pleasure of the Board, may have the same powers as the Secretary.

Section 8. Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the directors of the corporation such financial statements and reports as are by law or these Bylaws required to be sent to them. The Chief Financial Officer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President or the directors, whenever requested, an account of all transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be delegated by the Board.

ARTICLE VIII. INDEMNIFICATION

The corporation shall have the power to indemnify directors, officers, employees and agents to the extent permitted by Section 5238 of the California Nonprofit Public Benefit Corporation Law and Chapter 42 of the United States Internal Revenue Code of 1986 (if

applicable), as amended or superseded. Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the officer, employee or agent, as the case may be, to repay the amount of the advance unless it is determined ultimately that such person is entitled to be indemnified as authorized herein. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any officer, employee or agent of the corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by such person, whether or not the Corporation would have the power to indemnify the person against that liability under the provisions of this Article VIII.

ARTICLE IX. REPORTS

Section 1. Members' Inspection Rights.

(a) Subject to Division 2, Part 2, Chapter 13, Article 3 (commencing at Section 6330) of the California Corporations Code and unless the corporation provides a reasonable alternative as provided below, the Member may do either or both of the following for a purpose reasonably related to the Member's interest as a Member:

(1) Inspect and copy the records of Members' names, addresses, and voting rights during usual business hours on five business days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or

(2) Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of Members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the Member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the Member on or before the later of ten business days after (i) the demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten business days after receiving a demand under this Section, deliver to the person or persons making the demand a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a Member, or if it provides a reasonable alternative under this Section, it may deny the Member access to the membership list.

Any inspection and copying under this Section may be made in person or by the Member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the corporation.

(b) The Member of the corporation may inspect the accounting books and records and minutes of the proceedings of the Member and the Board and committees of the Board, at any reasonable time, for a purpose reasonably related to such person's interest as a Member.

(c) Any inspection and copying under this Section 1 may be made in person or by an agent or attorney of the Member and the right of inspection includes the right to copy and make extracts.

Section 2. Maintenance and Inspections of Articles of Incorporation and Bylaws.

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this State, the original or a copy of the articles of incorporation and bylaws as amended to date, which shall be open to inspection by the Member at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal business office in this State, the Secretary shall, on the written request of any Member, furnish to the Member a copy of the articles of incorporation and bylaws as amended to date.

Section 3. Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind and physical properties. 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.

Section 4. Annual Reports to the Directors. The corporation shall furnish to all of the directors annually a report containing the following information in reasonable detail:

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

(b) The principal changes in assets and liabilities, including trust funds, during the preceding fiscal year.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the preceding fiscal year.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the preceding fiscal year.

(e) Any information required by Section 6322 of the California Nonprofit Public Benefit Corporation Law, with respect to the preceding fiscal year.

The report required by this Section 4 shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that such reports were prepared without audit from the books and records of the corporation.

Section 5. Annual Reports to the Members. Not later than one hundred twenty (120) days after the close of the corporation's fiscal year, unless waived by the Member, the Board shall cause an annual report to be sent to the Member. Such report shall contain the information described in Section 4(a)-(e) of this Article IX.

The report required by this Section 5 shall be accompanied by any report thereon 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 books and records of the corporation.

Section 6. Annual Statements of Certain Transactions and Indemnifications. No later than the time the corporation gives (or would have given, if not waived) its annual report, if any, to the Members, and in any event no later than one hundred twenty (120) days after the close of the corporation's fiscal year, the corporation shall prepare and mail or deliver to the Member a statement of the amount and circumstances of any transaction of indemnification of the following kind:

(a) Any transaction(s) in which the corporation, its parent or its subsidiary was a party, if such transaction involved over \$50,000, or was one of a number of transactions with the same person involving in the aggregate over \$50,000, and in which either of the following had a direct or indirect financial interest (a mere common directorship shall not be considered such an interest):

(1) Any director or officer of the corporation, its parent or subsidiary; or

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

(b) Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation pursuant to Article VIII hereof, unless such indemnification has already been approved by the Member.

The names of the interested person involved in the transactions, such person's relationship to the corporation and the nature and amount of such person's interest shall be included in the statement delivered pursuant to this Section 6 of this Article IX.

ARTICLE X. OTHER PROVISIONS

Section 1. Inspection of Articles and Bylaws. The corporation shall keep in its principal office in the State of California the original or a copy of its articles of incorporation and of these bylaws, as amended to date, which shall be open to inspection by the directors and such

other persons as required by law, at all reasonable times during office hours.

Section 2. Endorsement of Documents: Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chairman of the Board, the President, or any Vice President and the Secretary, any Assistant Secretary, the Chief Financial Officer or any Assistant Chief Financial Officer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, but, unless so authorized by the Board, no such person or persons shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 3. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 4. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in Part 1 of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 5. Amendments.

(a) Amendment by the Members. During the period that the corporation has a member, new bylaws may be adopted or these bylaws may be amended or repealed by approval of the Member. No such amendment may extend the term of a director beyond that for which such director was elected.

(b) Amendment By Directors. Following the death or resignation of the last designated Member in these Bylaws and the Articles of Incorporation, a majority of the members of the Board may adopt, amend or repeal the bylaws.

ARTICLE XI. CORPORATE SEAL

The corporate seal shall be circular in form and shall have inscribed thereon the name of the corporation, the date of incorporation and the word "California."

----- END OF BYLAWS -----

**Application for Recognition of Exemption
 Under Section 501(c)(3) of the Internal Revenue Code**

Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at www.irs.gov for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document)		2 c/o Name (if applicable)	
The Cinefamily		Daniel Harkham	
3 Mailing address (Number and street) (see instructions)		Room/Suite	4 Employer Identification Number (EIN)
611 North Fairfax Avenue			26-1734079
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 - 12)	
Los Angeles, CA 90036		October	
6 Primary contact (officer, director, trustee, or authorized representative)		b Phone: 310 553-2200	
a Name: Samuel Israel		c Fax: (optional) 310 553-2280	
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9a Organization's website:			
b Organization's email: (optional)			
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY)		11 / 14 / 2007	
12 Were you formed under the laws of a foreign country? If "Yes," state the country.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. **Yes** **No**

- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. **Yes** **No**

- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. **Yes** **No**

- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. **Yes** **No**
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. **Yes** **No**

- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. **Yes** **No**

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Page 1 Article III paragraph A

- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Page 2 article V

- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: _____

Part IV Narrative Description of Your Activities

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Daniel Harkham	director, CFO	611 North Fairfax Avenue Los Angeles, CA 90036	0
Samuel Harkham	director, secretary	611 North Fairfax Avenue Los Angeles, CA 90036	0
Hadrian Belove	president	611 North Fairfax Avenue Los Angeles, CA 90036	0
<i>SEE Form ATTACHED hereto</i>			

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

b List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
not applicable		
		
		
		
		

c List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
not applicable		
		
		
		
		

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

2a Are any of your officers, directors, or trustees **related** to each other through **family or business relationships**? If "Yes," identify the individuals and explain the relationship. **Yes** **No**

b Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. **Yes** **No**

c Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. **Yes** **No**

3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. **Yes** **No**

4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

a Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? **Yes** **No**

b Do you or will you approve compensation arrangements in advance of paying compensation? **Yes** **No**

c Do you or will you document in writing the date and terms of approved compensation arrangements? **Yes** **No**

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- d Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? Yes No
- e Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- f Do you or will you record in writing both the information on which you relied to base your decision and its source? Yes No
- g If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
-
- 5a Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. Yes No
- b What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
-
- 6a Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- b Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
-
- 7a Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. Yes No
- b Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. Yes No
-
- 8a Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. Yes No
- b Describe any written or oral arrangements that you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
-
- 9a Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. Yes No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. Yes No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. Yes No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. Yes No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. Yes No

Part VII Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. Yes No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. Yes No

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. Yes No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. Yes No
- b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. Yes No
- 3a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. Yes No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. Yes No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

Part VIII Your Specific Activities (Continued)

- 4a** Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) **Yes** **No**
- mail solicitations phone solicitations
 email solicitations accept donations on your website
 personal solicitations receive donations from another organization's website
 vehicle, boat, plane, or similar donations government grant solicitations
 foundation grant solicitations Other
- Attach a description of each fundraising program.
- b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. **Yes** **No**
- c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. **Yes** **No**
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. **Yes** **No**
-
- 5** Are you **affiliated** with a governmental unit? If "Yes," explain. **Yes** **No**
-
- 6a** Do you or will you engage in **economic development**? If "Yes," describe your program. **Yes** **No**
- b** Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.
-
- 7a** Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. **Yes** **No**
- b** Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. **Yes** **No**
- c** If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.
-
- 8** Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. **Yes** **No**
-
- 9a** Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. **Yes** **No**
- b** Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**
- c** Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**
- d** Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**
-
- 10** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. **Yes** **No**

Part VIII Your Specific Activities (Continued)

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. Yes No
-
- 12a** Do you or will you operate in a **foreign country or countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. Yes No
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
-
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. Yes No
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. Yes No
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i) Do you require an application form? If "Yes," attach a copy of the form. Yes No
- (ii) Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. Yes No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
-
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. Yes No
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. Yes No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. Yes No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. Yes No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. Yes No

Part VIII Your Specific Activities (Continued)

- 15 Do you have a **close connection** with any organizations? If "Yes," explain. Yes No
- 16 Are you applying for exemption as a **cooperative hospital service organization** under section 501(e)? If "Yes," explain. Yes No
- 17 Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501(f)? If "Yes," explain. Yes No
- 18 Are you applying for exemption as a **charitable risk pool** under section 501(n)? If "Yes," explain. Yes No
- 19 Do you or will you operate a **school**? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. Yes No
- 20 Is your main function to provide **hospital or medical care**? If "Yes," complete Schedule C. Yes No
- 21 Do you or will you provide **low-income housing** or housing for the **elderly or handicapped**? If "Yes," complete Schedule F. Yes No
- 22 Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. Yes No

Note: Private foundations may use Schedule H to request advance approval of individual grant procedures.

Part IX Financial Data (Continued)

B. Balance Sheet (for your most recently completed tax year)

Year End:

(Whole dollars)

Assets		1
1	Cash	1
2	Accounts receivable, net	2
3	Inventories	3
4	Bonds and notes receivable (attach an itemized list)	4
5	Corporate stocks (attach an itemized list)	5
6	Loans receivable (attach an itemized list)	6
7	Other investments (attach an itemized list)	7
8	Depreciable and depletable assets (attach an itemized list)	8
9	Land	9
10	Other assets (attach an itemized list)	10
11	Total Assets (add lines 1 through 10)	11
Liabilities		12
12	Accounts payable	12
13	Contributions, gifts, grants, etc. payable	13
14	Mortgages and notes payable (attach an itemized list)	14
15	Other liabilities (attach an itemized list)	15
16	Total Liabilities (add lines 12 through 15)	16
Fund Balances or Net Assets		17
17	Total fund balances or net assets	17
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	18
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain. <input type="checkbox"/> Yes <input type="checkbox"/> No	

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

- 1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions. Yes No
- b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.
- 2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. Yes No
- 3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. Yes No
- 4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? Yes No
- 5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.
The organization is not a private foundation because it is:
 - a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.
 - b 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B.
 - c 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.
 - d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

Part X Public Charity Status (Continued)

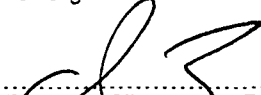
- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.



For Organization


.....
(Signature of Officer, Director, Trustee, or other authorized official)

DAN HARKEMA
.....
(Type or print name of signer)

12/19/08
.....
(Date)

.....
(Type or print title or authority of signer)

For IRS Use Only

.....
IRS Director, Exempt Organizations

.....
(Date)

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).

- (i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. _____
- (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
- (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.
- (b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

- 7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. Yes No

**ATTACHMENT TO FORM 1023
(APPLICATION FOR RECOGNITION OF EXEMPTION)
THE CINEFAMILY**

Part IV– Narrative Description of Activities

The organization promotes the theatrical performing arts and educates the public concerning classic films and films which have artistic value but which have had insignificant recent public exposure. The organization promotes the exhibition of these films to the public. Many of these films are currently housed with UCLA, USC and other film schools. The organization intends to borrow some of these films from these film schools and exhibit them in a local movie theater. The organization expects that it will charge a low admission fee to the public to view these films. In addition, the organization will have non-voting members who will pay a monthly “membership fee” which will entitle them to attend all movie exhibitions during that month at a reduced rate. The organization may also have live music periodically which will be exhibited with a movie. The organization will rent a theater at reduced rates in which it will exhibit its films and movies.

Part IV– 1(a) List of officers and directors

Liz Goldwyn, director 1200 Laurel Lane Beverly Hills, CA 90210	zero compensation
Rick Ross, director 2531 Hargrave Drive Los Angeles, CA 90068	zero compensation
Xan Cassavetes, director 2531 Hargrave Drive Los Angeles, CA 90068	zero compensation
Allison Anders, director 3743 Brunswick Ave Los Angeles, CA 90036	zero compensation

The organization expects to pay some compensation to its officers at some point in time when the organization’s operations can sustain the additional expenses. These salaries will be below market value as the board will determine in accordance with its conflict of interest policy.

Part V- Question 2(a)

Two of the directors and officers are brothers (Samuel and Daniel Harkham).

Part V- Question 3(a) qualifications and average hours worked and duties.

Part V- Question 5(a)- the conflict of interest policy was adopted by board resolution.

Part VI- Question 1(a)

The organization exhibits films to the general public who pay for tickets to be admitted to view the films.

Part VIII- Question 4(a)

The organization will have non-voting members who will pay monthly fees to attend events sponsored by the organization during the month. The organization will periodically solicit its members to make charitable contributions in addition to their monthly dues. The organization may also solicit other persons known by the members of the Board by letter to make charitable contributions to the organization.

Part X- Question 4

The organization promotes the theatrical performing arts and educates the public concerning classic films and films which have artistic value but which have had insignificant recent public exposure. The organization promotes the exhibition of these films to the public. Many of these films are currently housed with UCLA, USC and other film schools. The organization intends to borrow some of these films from these film schools and exhibit them in a local movie theater. The organization expects that it will charge a low admission fee to the public to view these films. In addition, the organization will have non-voting members who will pay a monthly "membership fee" which will entitle them to attend all movie exhibitions during that month at a reduced rate. The organization may also have live music periodically which will be exhibited with a movie. The organization will rent a theater at reduced rates in which it will exhibit its films and movies to the general public.

Part V- Question 3(a) qualifications and average hours worked and duties.

Part V- Question 5(a)- the conflict of interest policy was adopted by board resolution.

Part VI- Question 1(a)

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Part X- Question 4

The organization promotes the theatrical performing arts and educates the public concerning classic films and films which have artistic value but which have had insignificant recent public exposure. The organization promotes the exhibition of these films to the public. Many of these films are currently housed with UCLA, USC and other film schools. The organization intends to borrow some of these films from these film schools and exhibit them in a local movie theater. The organization expects that it will charge a low admission fee to the public to view these films. In addition, the organization will have non-voting members who will pay a monthly "membership fee" which will entitle them to attend all movie exhibitions during that month at a reduced rate. The organization may also have live music periodically which will be exhibited with a movie. The organization will rent a theater at reduced rates in which it will exhibit its films and movies to the general public.

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(APPLICATION FOR RECOGNITION OF EXEMPTION)
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Part V- Question 2(a)

Two of the directors and officers are brothers (Samuel and Daniel Harkham).

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

A. Statement of Revenues and Expenses

Type of revenue or expense	Current tax year		3 prior tax years or 2 succeeding tax years				(e) Provide Total for (a) through (d)
	(a) From To	Jan 08 Dec 08	(b) From To	Jan 09 Dec 09	(c) From To	Jan 10 Dec 10	
Revenues	1	Gifts, grants, and contributions received (do not include unusual grants)	202,700	210,000	220,000		632,700
	2	Membership fees received	67,080	70,000	73,000		210,080
	3	Gross investment income					
	4	Net unrelated business income					
	5	Taxes levied for your benefit					
	6	Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)					
	7	Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)					
	8	Total of lines 1 through 7	269,780	280,000	293,000		842,780
	9	Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	Statement 1 154,485	Statement 2 160,000	Statement 3 165,000		479,485
	10	Total of lines 8 and 9	424,265	440,000	458,000		1,322,265
	11	Net gain or loss on sale of capital assets (attach schedule and see instructions)					
	12	Unusual grants					
	Expenses	13	Total Revenue Add lines 10 through 12	424,265	440,000	458,000	
14		Fundraising expenses					
15		Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)					
16		Disbursements to or for the benefit of members (attach an itemized list)					
17		Compensation of officers, directors, and trustees					
18		Other salaries and wages	72,000	75,000	78,000		
19		Interest expense					
20		Occupancy (rent, utilities, etc.)	132,000	132,000	132,000		
21		Depreciation and depletion					
22		Professional fees	10,000	5,000	5,000		
23		Any expense not otherwise classified, such as program services (attach itemized list)	Statement 1 210,167	Statement 2 225,000	Statement 3 240,000		
24		Total Expenses Add lines 14 through 23	424,167	437,000	455,000		

CineFamily
12/31/2008
Balance Sheet
Form 1023
Part IX, B

Cash	9,668
AR	1,600
Building	700,000
Equipment	83,059
Land	300,000
Goodwill	<u>1,300,000</u>
	<u>2,394,327</u>
A/P	6,112
Cathay Payable	1,442,847
Loan from HFE	166,000
Loan from Uri	35,000
Equity	<u>744,368</u>
	<u>2,394,327</u>

CineFamily
12/31/2009
Statement of Expenses
Form 1023
Part IX, Line 23(b)

Statement 2

Line 9	Sales	135,000
	Concessions	<u>25,000</u>
Line 9 Total		<u><u>160,000</u></u>

Line 23	Advertising	4,000
	Alarms & Securities	200
	Bank Service Charges	2,000
	Concession Supplies	13,000
	Equipment Rental	2,000
	Film Purchase	500
	Film Rental	80,000
	Gardening	2,000
	Insurance	6,000
	Janitorial	10,500
	Licenses and Permits	1,000
	Merchant System Fee	4,500
	Other Expenses	12,000
	Parking	1,800
	Pest Control	1,500
	Postage and Delivery	37,000
	Printing and Reproduction	13,000
	Repairs	13,000
	Screening	1,000
	Telephone	6,000
	Trash Service	2,000
	Utilities	<u>12,000</u>
Line 23 Total		<u><u>225,000</u></u>

CineFamily
12/31/2010
Statement of Expenses
Form 1023
Part IX, Line 23(c)

Statement 3

Line 9	Sales	140,000
	Concessions	<u>25,000</u>
Line 9 Total		<u><u>165,000</u></u>

Line 23	Advertising	4,500
	Alarms & Securities	200
	Bank Service Charges	2,000
	Concession Supplies	13,000
	Equipment Rental	2,000
	Film Purchase	500
	Film Rental	85,000
	Gardening	2,000
	Insurance	6,000
	Janitorial	10,500
	Licenses and Permits	1,000
	Merchant System Fee	6,000
	Other Expenses	12,000
	Parking	1,800
	Pest Control	1,500
	Postage and Delivery	45,000
	Printing and Reproduction	13,000
	Repairs	13,000
	Screening	1,000
	Telephone	6,000
	Trash Service	2,000
	Utilities	<u>12,000</u>
Line 23 Total		<u><u>240,000</u></u>

Exemption Application

California corporation number 3 0 5 5 2 5 0		FEIN 2 6 - 1 7 3 4 0 7 9	Secretary of State (SOS) file no.
Name of organization as shown in the organization's creating document The Cinefamily			
Address (including suite, room, or PMB no.) 611 North Fairfax Avenue		Daytime telephone number (3 1 0) 553-2200	
City Los Angeles	State CA	ZIP Code 9 0 0 3 6 -	
Name of representative to be contacted regarding additional requirements or information Samuel Israel		Daytime telephone number (3 1 0) 553-2200	
Representative's mailing address (including suite, room, or PMB no.) 11601 Wilshire Blvd., Suite 2200			
City Los Angeles	State CA	ZIP Code 9 0 0 2 5 -	

ALL applicants must complete item 1 through item 71. Also furnish the information requested in item 8 through item 25, as applicable.

- 1 a Enter the California Revenue and Taxation Code (R&TC) Section under which exemption is claimed 23701d. See General Information C.
- b Primary activity of organization: education
- 2 a What is the legal form of the organization? Corporation Unincorporated association Trust Limited Liability Company
Date formed 11/24/2007
- b If formed in another state, furnish the following information:
(1) Date qualified in California _____ (2) State in which formed _____
- 3 a Has this organization or its predecessor(s) previously applied for exemption? Yes No
- b If "Yes," check the appropriate box(es) below and enter either "Granted" or "Denied" and the date exemption was "Granted" or "Denied."
 California _____ Date _____ Federal _____ Date _____ Other State _____ Date _____
- c Enter the R&TC Section number under which the organization previously filed with the Franchise Tax Board _____
Furnish copies of any determination letters received.
- 4 a Has the organization filed federal tax returns? Yes No
- b If "Yes," state type of returns and years filed. _____
- 5 Annual accounting period (must end on last day of the month) October 31

Enclose, but do not staple, any payments.

- 6 a Is this a new organization? If "No," attach a statement indicating the name of the California predecessor(s), the period during which it was in existence, the reasons for its termination, and the R&TC section number under which it previously filed with the FTB.
- b Is this a membership organization? If "Yes," attach a statement that fully explains the qualifications for members, the different classes of membership, the number of members in each class, and the voting rights and privileges accorded each class.
- c Has the organization made, or are there plans to make, any distribution of its property or surplus to officers or members? If "Yes," attach a detailed statement.
- d Will any of the incorporators share any facilities with the organization? If "Yes," attach a detailed explanation.
- e Will any property be rented, purchased, or transferred in any way from any of the incorporators? If "Yes," attach a detailed explanation.
- f Will any promoter, incorporator, founder, or member be employed by the organization? If "Yes," furnish complete details, including duties, responsibilities, qualifications, and compensation.
- g Will any member of the board of directors be compensated for services other than services performed as a board member, e.g., officer, and/or employee? If "Yes," furnish the name(s) of the director(s), and the amount(s) of compensation for each. Also, list the name(s) of the other director(s), indicating their blood or marriage/RDP relationship, if any, to the compensated director(s).
- h Does the organization plan to conduct raffles or other gaming activities? If so, attach a statement describing how they will be conducted and how the organization will use the funds.

Yes	No
✓	
✓	●
	✓
●	✓
●	✓
✓	
✓	●
	✓

Continue to Item 7.

Be sure to include the \$25 application fee. Make the check or money order payable to the "Franchise Tax Board." Do not send cash. Allow 90 calendar days for processing. Make all checks or money orders payable in U.S. dollars and drawn against a U.S. financial institution.

Under penalties of perjury, I declare that I have examined this application, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

5/30/08 DAN HARICHAM director

DATE SIGNATURE OF OFFICER OR REPRESENTATIVE TITLE

7 TO ENSURE THAT THE FTB WILL PROCESS THE ORGANIZATION'S EXEMPTION APPLICATION, ATTACH THE FOLLOWING INFORMATION TO THE APPLICATION. Failure to provide the following documents may delay our determination as to whether the organization qualifies for exemption.

- a A copy of the creating document. The type of document to be submitted depends upon the way in which the organization was created. If the organization is:
- A California corporation, submit a copy of the endorsed articles of incorporation and all subsequent endorsed amendments. "Endorsed" means the articles bear the stamps of the California Secretary of State (SOS).
 - A foreign corporation that is qualified through the California SOS, submit a copy of the endorsed articles of incorporation and all subsequent endorsed amendments from the state or country in which incorporated. "Endorsed" means the articles bear the stamps of the California SOS.
 - An unincorporated association, submit either: a copy of the constitution, articles of association, bylaws, or other document that contains the language required as shown in the samples on page 18 of the instructions AND which is signed by the board of directors or other governing body.
 - A trust, submit a copy of the trust document and any subsequent modifications to it.
 - A California limited liability company, submit a copy of the endorsed articles of organization.
 - A limited liability company formed in another state and qualified in California, submit a copy of the endorsed California SOS form LLC-5, Application for Registration, a copy of the certificate of good standing from the home state, and a copy of the articles of organization from the home state.
- b A copy of the bylaws, proposed bylaws, operating agreement, or other code of regulations.
- c Financial documents. The documents to be provided depend upon whether the organization has been operating or has not yet started to operate. If the organization has:
- Been operating, furnish complete statements of receipts and expenditures, assets and liabilities for each accounting period that it has been in existence and for which exemption is requested. See the Receipts and Expense Statement on Side 8 of this form. Do not send bank statements or monthly reports. However, bank statements or monthly reports should be retained as support for items on the income and expense statement.
 - Been operating but has not had any financial activity, provide information substantiating operations during the years for which you are requesting exemption. Example, minutes from meetings of board of directors. In addition, furnish a proposed budget showing sources of income and areas of expenditures for the current year and subsequent year. The proposed budget is required and the organization should base it upon the most reasonable expectations.
 - Not yet started to operate, furnish a proposed budget showing the sources of income and areas of expenditures for the first year of operation. The budget is required before the FTB will process the application and should be based upon the most reasonable expectations. Refer to the Receipts and Expenses Statement on Side 8 of this form.
- d A statement describing the specific purposes for which the organization was formed. A general nonprofit purpose statement will not be acceptable, and do not quote the articles of incorporation or bylaws.
- e A statement describing in detail the programs and activities that the organization presently conducts or will conduct and how it will accomplish its specific purposes.
- f A statement describing in detail each type or source of funding, each fund raising activity, and each business enterprise the organization has engaged in or plans to engage in either alone or with other parties (accompanied by copies of all agreements, if any, for the conduct of each fund raising activity or business enterprise).
- g A statement that fully explains any discontinued specific activities that the organization engaged in or sponsored. Give dates of commencement and termination and the reasons for discontinuance. (Omit if this is a new organization.)
- h A copy of each lease, if any, in which the organization is the lessee or lessor of property (real, personal, gas, oil, or mineral), or in which an interest is owned under such lease, together with copies of all agreements with other parties for development of the property.
- i Summary of any literature that the organization sells or distributes and summary of any organizational advertising.

Each item listed below refers to a separate R&TC Section. Provide the information for the section under which the organization claims exemption.

8 R&TC Section 23701a – Labor, agricultural, or horticultural organization: Submit an explanation of any services to be performed for members. Cooperative organizations applying for exemption under R&TC Section 23701a must submit a copy of the federal exemption letter showing exemption under IRC Section 501(c)(5).

9 R&TC Section 23701b – Fraternal beneficiary societies, etc.:

- a State whether the organization operates, or plans to operate, under the lodge system or for the exclusive benefit of the members of a lodge system. Operating under the lodge system means carrying on activities under a form of organization that comprises local branches (called lodges, chapters, or the like) that are largely self-governing and chartered by a parent organization.
- b If the organization is a subordinate or local lodge, etc., attach a certificate signed by the secretary of the parent organization certifying that the subordinate lodge is a duly constituted body operating under the jurisdiction of the parent body.
- c If the organization is a parent or grand lodge, attach a statement showing the number of subordinate lodges in active operation and whether periodic meetings are actually held.
- d Attach a statement describing the types of benefits (life, sick, accident, or other benefits) paid, or to be paid, to members.

10 R&TC Section 23701c – Cemetery company or corporation chartered solely for burial purposes:

- a Attach these statements and/or documents:
 - (1) Complete copy of the sales contract or other document involved in the organization's acquisition of cemetery property.
 - (2) Complete copy of any contract designating an agent to sell the cemetery plots.
 - (3) Name(s) of officer(s) and director(s) of the organization from the date of incorporation to the present date, and the period for which each held office.
 - (4) Appraised value of cemetery property as of the date acquired (the appraisal should be obtained from sources other than the parties in interest).
- b Does the organization have or plan to have a perpetual care fund? Yes No
 If "Yes," furnish a copy of the federal exemption letter, a copy of the fund agreement, and a statement explaining the nature of such fund (cash, securities, unsold land, etc.). Also attach a statement that fully explains the manner in which the fund is or will be administered, the specific purposes for which the fund is to be used, and the name(s) of the person(s) administering the fund.
- c Does the organization operate a crematorium? Yes No

11 R&TC Section 23701d – Religious, charitable, scientific, literary, or educational organization: Attach a statement explaining all "Yes" answers in item 11a through item 11d. If the organization already has federal tax-exemption under IRC Section 501(c)(3) and seeks tax-exemption under R&TC Section 23701d, see form FTB 3500A on page 13, in this booklet.

- a Has the organization received, or does it expect to receive, 10% or more of its assets from any organization or group of affiliated organizations (affiliated through stockholding, common ownership, or otherwise), any individual, or members of a family group (brother or sister whether whole or half blood, spouse/RDP, ancestor, or lineal descendant)?
- b Is the organization now, has it ever been, or does it plan to be engaged in carrying on propaganda, or otherwise advocating or opposing pending or proposed legislation (this includes dissemination of such information to the general public while representing the organization)?
- c Has the organization participated in, or does it plan to participate or intervene in, any political campaign (including the publishing or distributing of statements) on behalf of, or in opposition to, any candidate for public office?
- d Does the organization hold, or plan to hold, 10% or more of any class of stock or 10% or more of the total combined voting power of stock in any corporation?

Yes	No
	✓
	✓
	✓
	✓

- e If claiming exemption as a church, **attach a statement including the information requested in item (1) through item (8) below:**
 - (1) Has a permanent place of worship been established? At what address? Who is the legal owner of this property? Describe the physical characteristics of the organization's church buildings. Explain to what extent these buildings are used for purposes other than religious worship.
 - (2) Does the organization have a regular congregation or conduct religious services on a regular basis? How many usually attend the regular worship services? Attach samples of worship service programs and newspaper announcements of the organization's activities. Where and how often are religious services held?
 - (3) Furnish information regarding the religious background and formal religious training of the religious leaders. Furnish a copy of each religious leader's certificate of ordination.
 - (4) What amount of the annual gross income will be received from incorporators, ministers, officers, directors, or their families?
 - (5) What amount of the organization's proposed expenditures will be used for the personal living expenses of the individuals mentioned in item (4) above?
 - (6) How many hours per week will the religious or spiritual leader(s) devote to organizational activities? Will this person(s) engage in employment unrelated to the activities of the organization? If so, indicate the number of hours per week and describe the employment activity.
 - (7) List all the officers, directors, trustees, etc., of the organization and describe their qualifications for such office. Are any of the officers or directors related by blood or marriage or RDP? If "Yes," explain.
 - (8) Will any founder, member, or officer:
 - (a) Take a vow of poverty?
 - (b) Transfer personal assets to this organization, like a home, automobile, furnishings, business, or recreational assets, etc., that will be made available for the personal use of the donor(s)?
 - (c) Assign or donate to the organization income that will be used in part or whole to pay the donor(s) as salary, stipend, or living allowance (such as food, medical expenses, clothing, insurance, etc.)?

12 R&TC Section 23701e – Business league, chamber of commerce, etc.: Has the organization performed, or does it plan to perform, particular services for members, shareholders, or others, such as furnishing credit reports or collection accounts, inspecting products, conducting advertising, purchasing merchandise, or other similar undertakings? Yes No If "Yes," attach a detailed statement, including income realized and expenses incurred in such activities. If engaged in advertising, attach samples of material.

13 R&TC Section 23701f – Civic leagues, social welfare organizations, and local associations of employees:

- a If the organization is applying as a civic league or social welfare organization, attach a statement explaining how the organization will promote the common good or welfare of an entire community.
- b If the organization is applying as a local association of employees, attach a statement giving the names and addresses of employers that have employees who are eligible for membership in the association. If an employer has employees (who are eligible for membership) located in more than one plant or office, give the address of each plant or office.

14 R&TC Section 23701g – Social and recreational organization:

- a Has the organization solicited, or does it plan to solicit, public patronage of the facilities by advertisement or otherwise? If "Yes," attach sample copies of such advertisements or other solicitations.
- b Are nonmembers, other than bona fide guests of members, permitted, or will they be permitted, to use the club facilities or participate in or attend any functions or activities conducted by the organization? If "Yes," attach a statement describing the functions or activities in which nonmembers have participated or will participate, or to which they have been or will be admitted. If nonmembers have participated in or have been admitted to any functions or activities, state the amount received from nonmembers. Provide a schedule in the statement detailing the expenses attributable to such nonmembers, the expenses attributable to such functions, and the disposition made of net profits, if any, derived from the functions
- c Has the organization rented or leased, or does it plan to rent or lease, any part of the club's property to others? If "Yes," attach a statement indicating the reason for such action, or proposed action, and the amount received, or to be received. Also attach copies of the rental agreements or leases
- d Has the organization derived or will it derive any income from nonmembers not explained above? If "Yes," explain in detail.
- e Furnish a statement separating the member and nonmember income for the past three years and a proposed budget separating member and nonmember income for the next period of operation.
- f Enter the total number of club members: _____. If there are different classes of membership, attach a statement explaining the dues and privileges of each class.
- g Provide copies of:
 - (1) House rules.
 - (2) All other documents used in considering or granting memberships, including agreements or contracts, if any.
 - (3) Corporate resolutions demonstrating adoption of policy or change of policy regarding membership or use of facilities.

Yes	No

15 R&TC Section 23701h – Title holding corporation:

- a Attach a statement giving the complete names and addresses of organizations for which title to property is held, the number of shares of capital stock held and whether shares of stock have ever been held by persons other than such organizations. If stock was so held, include the years held and the total number of shares of each class of stock.
 R&TC Section 23701h requires turning over net income to a parent organization periodically. Organizations with members, incorporating as a nonprofit corporation under the California Corporations Code, are precluded from exempt status under R&TC Section 23701h. California Corporations Code Sections 5410 and 7411 prohibit any distribution to members of nonprofit public benefit corporations or nonprofit mutual benefit corporations unless the organization dissolves.
 Incorporated organizations seeking exemption under R&TC Section 23701h that have members must incorporate under the for profit provisions of the California Corporations Code.
- b State whether the annual income (less expenses) is, or will be, turned over to the organization for which title to property is held. Explain what disposition will be made of income that will not be turned over to the organization.
- c Attach a copy of an exemption letter (federal or California) for each organization for which property will be held. If property will be held for organization(s) located in California, the organization must furnish a California exemption letter.

16 R&TC Section 23701i – Voluntary employees' beneficiary organization: Furnish a copy of the federal determination letter showing exemption under IRC Section 501(c)(9).

17 R&TC Section 23701j - Fraternal society, etc.:

- a State whether the organization operates, or plans to operate, under the lodge system or for the exclusive benefit of the members of a lodge system. Operating under the lodge system means carrying on activities under a form of organization that comprises local branches (called lodges, chapters, or the like) that are largely self-governing and chartered by a parent organization.
- b If the organization is a subordinate or local lodge, etc., attach a certificate signed by the secretary of the parent organization certifying that the subordinate lodge is a duly constituted body operating under the jurisdiction of the parent body.
- c If the organization is a parent or grand lodge, attach a statement showing the number of subordinate lodges in active operation and whether periodic meetings are actually held.

18 R&TC Section 23701n – Supplemental unemployment compensation trust: Attach a copy of the supplemental unemployment benefit plan and pertinent agreements and a copy of the federal determination letter.

19 R&TC Section 23701t – Homeowners' association:

- a Furnish a copy of the recorded Declaration of Covenants, Conditions, and Restrictions.
- b Will any of the individual units/lots owned by the organization or its members be occupied for other than personal residential purposes?
 Yes No If "Yes," provide the following information:
 - (1) What percentage of the units/lots will be used for nonresidential purposes? _____
 - (2) If the organization claims exemption as a condominium management association, enter square footage of all units and square footage devoted to residential purposes. All units _____ Residential _____
 - (3) If the organization claims exemption as a residential real estate management association, enter the local real property zoning for lots within the association. Total number of lots _____ Number of lots zoned residential _____
 - (4) What percentage of the organization's total gross income will be derived from dues, fees, or assessments from nonresidential members? _____
- c Will this organization own, maintain, or operate a mutual water company, well, electrical generating facility, or other utility? Yes No
If "Yes," describe in detail and answer these questions:
 - (1) Are the members/shareholders: the actual users of the utility or simply investors?
 - (2) Is this organization furnishing utilities to (check applicable box(es)): residential homes, commercial businesses (including agricultural enterprises)? If both, indicate what percent of this organization's total income will be derived from sale of utilities for nonresidential usage _____
 - (3) How are members/shareholders assessed for utilities usage? Are they assessed equally or on the basis of square footage/acreage?
 - (4) Are meters utilized to determine charges to members/stockholders? Yes No
If "Yes," provide a detailed breakdown on how rates are determined and the amount of revenue received.
- d Will any of the units/lots be rented by a person, or series of persons, for periods of less than 30 days that, when added together, equal more than half of the association's taxable year? Yes No If "Yes," what percentage of the units/lots are rented in this manner? _____
- e What date was the first unit sold, or when will the first unit be available for sale? _____
- f What date did the association become active? _____ Provide details of these activities.

- g When were (will) dues first collected? month _____ day _____ year _____

20 R&TC Section 23701u – Public facility financial corporation:

- a Attach samples of all certificates of participation or other securities to be issued.
- b Attach copies of all leases, contracts, trust agreements, or other agreements that have been, or will be, entered into by this corporation.

21 R&TC Section 23701v – Mobile home park acquisition association:

- a Are all members of the organization owners of manufactured homes or mobile home tenants of the mobile home park? Yes No
If "No," explain the circumstances under which other individuals can become members of the organization.
- b Describe the mobile home park in which owner/tenant members reside.
- c Are all lots within the park rented or leased to mobile home or manufactured home owners? Yes No If "No," explain.
- d Does the rent paid by each owner include rental for the lot occupied by the mobile home or manufactured home? Yes No If "No," explain.
- e Will the organization carry on activities other than purchasing or preparing to purchase the mobile home park in which members reside? Yes No If "Yes," describe in detail the other activities and indicate the percentage of total operations represented by such activities.

22 R&TC Section 23701w – War Veterans' organization:

To be completed by a post or organization of past or present members of the Armed Forces of the United States.

- a What is the total membership of your post or organization? _____
- b How many members are present or former members of the Armed Forces of the United States? _____
- c How many members are cadets (include students in college, university, or armed services academies)? _____ How many are spouses/RDPs, widows, or widowers of cadets, or of past or present members of the Armed Forces of the United States? _____
- d Does the organization have a membership category other than the ones set out above? Yes No If "Yes," explain in detail and enter the number of members in this category.

To be completed by an auxiliary unit or society of a post or organization of past or present members of the Armed Forces of the United States.

- e Is the organization affiliated with and organized according to the bylaws, and regulations formulated by such an exempt post or organization? Yes No
- f How many members does the organization have? _____

(Item 22 continues on Side 6.)

- g How many members are past or present members of the Armed Forces of the United States, or have spouses/RDPs or persons related to them within two degrees of blood relationship (grandparents, brothers, sisters, and grandchildren are the most distant relationships allowable) that are past or present members of the Armed Forces of the United States (enter total)? _____
- h Are all of the members themselves members of a post or organization, past or present members of the Armed Forces of the United States, or spouses/RDPs of members of such a post or organization, or related to members of such a post or organization within two degrees of blood relationship? Yes No If "No," explain in detail.

23 R&TC Section 23701x – Title holding organization:

- a Attach a statement giving the complete names and addresses of organizations or trusts for which title to property is being held, and the number of shares of capital stock held by each entity.
- b State whether the annual income (less expenses) is, or will be, turned over to the organizations for which title to property is held. Explain what disposition will be made of the income that is not or, will not be, turned over to the organizations.
- c Furnish a copy of a federal determination letter for each organization or trust for which property is, or will be, held.
- d For those organizations of trust for which property is, or will be, held and which do not have a federal determination letter, provide detailed information to show that each shareholder is:
- (1) A governmental plan described in IRC Section 414(d); or
 - (2) The United States, any state or political subdivision thereof, or any agency or instrumentality of the foregoing.
- e State the total number of stockholders or beneficiaries.
- f Describe in detail each class of stock or beneficial interest.

R&TC Section 23701x requires turning over net income to specified parent organizations periodically. Organizations with members incorporating as a nonprofit corporation under the California Corporations Code are precluded from exempt status under that section. California Corporations Code Sections 5410 and 7411 prohibit any distribution to members of nonprofit public benefit corporations or nonprofit mutual benefit corporations unless the organization dissolves.

Incorporated organizations seeking exemption under R&TC Section 23701x that have members must incorporate under the for profit provisions of the California Corporations Code.

24 R&TC Section 23701y – Credit Unions:

- a Provide a copy of the organization's license to operate a credit union.
- b What is the total number of members of the organization? _____

25 R&TC Section 23701z – Self-Insurance pools for charitable organizations:

- a Provide a list of names, California corporation numbers, and federal employer identification numbers (FEINs) for all participants in the pool.
- b Describe in detail the activities of each participating corporation.
- c Furnish a copy of the latest federal determination letter showing exemption under IRC Section 501 for each participating corporation.
- d Describe in detail all insurance services to be provided to members of the pool.

**ATTACHMENT TO FTB APPLICATION FORM 3500
THE CINEFAMILY**

6. (b) The organization has one voting member, namely Daniel Harkham, who has the power to select members of the Board of Directors. There are no other voting members.

(f) Each of the incorporators will perform services on behalf of the organization, and we expect that they shall receive some compensation for their services but that their compensation will be below their market rates. They do not receive any compensation at this point and no compensation level has been established as of yet. The organization has adopted a conflict policy, which mandates that any compensation payable to an officer and director be established by only disinterested board members.

7. (a) See attached articles of incorporation and the amended and restated articles of incorporation. There have been no further amendments to the amended and restated articles of incorporation.

(b) See attached bylaws and the amended and restated bylaws.

(c) See attached projected budget.

(d) The organization promotes the theatrical performing arts and educates the public concerning classic films and films which have artistic value but which have had insignificant recent public exposure and promotes the exhibition of these films to the public. Many of these films are currently housed with UCLA, USC and other film schools. The organization intends to borrow some of these films from these film schools and exhibit them in a local movie theater. The organization charges a low admission fee to the public to view these films. All ticket fees will be received only by the organization. The organization will pay rent but at rates below market rent. The organization will also pay the costs of employees it engages to sell tickets and to clean the theater while its films are being exhibited. The organization does not expect to incur any other charges to exhibit these films to the public.

(e) see answer in (d) above.

(f) All funds will initially be contributed to the organization by members of the Harkham family. In addition, the organization will exhibit films to the public for a fee. The organization also will charge people to become non-voting members of the organization, which will entitle them to attend theatrical and film exhibitions for a reduced fee. Additional funds may be raised from time to time from members and the general public through general solicitations. These should be the only funds of the organization.

(g) Not applicable.

(h) none.

(i) none.

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THE STATE BAR OF CALIFORNIA
BOARD OF LEGAL SPECIALIZATION

December 19, 2008

CERTIFIED MAIL,
RETURN RECEIPT REQUESTED

Registry of Charitable Trusts
P.O. Box 903447
Sacramento, CA 94203-4470

RECEIVED
Attorney General's Office

DEC 26 2008

Registry of
Charitable Trusts

Re: The Cinefamily

Dear Sir or Madam:

We have enclosed Form CT-1 (Registration Form of Charitable Trusts) wherein The Cinefamily registers with your office as a charitable organization pursuant to Section 12583 of the California Government Code in accordance with the laws of the State of California. We have also enclosed (i) a copy of the articles of incorporation of The Cinefamily, (ii) a copy of the amended and restated articles of incorporation, (iii) the bylaws (as amended and restated), and (iv) a copy of the federal exemption application (form 1023) filed with the IRS. We have not yet received a determination letter from the IRS concerning the organization's tax exempt status. In addition, I am enclosing a check in the amount of \$25 made payable to the Department of Justice as our registration fee.

If you have any questions concerning the Application, please do not hesitate to call the undersigned.

Sincerely,



Samuel Israel, Esq. Of
ISRAEL, FRIEDBERG & KORBATOV, LLP