



Landbell USA Inc
1101 Wilson Boulevard
6th Floor
Arlington
VA 22209
USA

9 February 2026

Subject Landbell USA Inc SB707 PRO Application

Dear CalRecycle Textiles Team,

We recently had a conversation with CPSC's STRAT on Landbell USA's SB 707 PRO application. CPSC STRAT communicated a few well appreciated criticisms. We wish to take this opportunity to add additional context to a few points in our application concerning these critiques..

1. EIN and IRS Documentation

- Since our application was submitted, we have received the following EIN **41-3976359**.
- We also attach our **receipt of submission** to the IRS and a copy of the submitted Application for Recognition of Exemption under Section 510(C)(3) of the Internal Revenue Code (**Form 1023**).

2. Landbell USA Inc did not register with the Secretary of State, the Franchise Tax Board or the Attorney General.

- Please see the attachments to this letter. We have filed with the California Secretary of State and are now qualified to do business in California. Landbell USA Inc's entity number in California is **B20260064046**. Please see **Business Entity Filing Acknowledgement**. Also attached is the **Statement of Information**.
- I also attach a copy of our **Entity Status Letter** with the CA Franchise Tax Board
- We have not yet filed with the Attorney General. Today, Landbell USA Inc does not have any assets or a bank account. As such, this registration is not yet required. We have been advised that while this can happen now, we would need to update it when assets and bank accounts are established. For efficiency, Landbell USA Inc plans to do this in one step.
- Our bylaws have also been updated to reflect the Charitable Trust Doctrine and provides oversight to the California Attorney General to supervise any transfer of assets to ensure compliance with charitable trust laws.

3. **Landbell USA's Producer Board of the PRO lacks very large, international producers and structural matters:**

- Our Producer Board of the PRO is comprised of predominantly California based and founded companies. Although our producer members cover most statutorily covered materials that they sell into the CA marketplace, most of them are medium or smaller sized companies. We noted in our application that if we are chosen to be the PRO, it will be a top priority to onboard 4 large, international producers.
 - **From page 7:** *A portion of seats will be reserved for large international producers, so the Board benefits from both local and global perspectives.*
 - **From page 55:** *The Board will draw representation from a broad mix of covered product stakeholders, including: Large and small producers (it is suggested that there are 4 large producers on the Board, names to be confirmed).*

Board Structure

- For the sake of clarity, we confirm that there will only be one board comprising Producer and Ex Officio Board members.

Ex officio board members:

- Ex Officio board members will be guaranteed a board position. The members cannot be voted out by the members of the Producer Board of the PRO. If a selected representative should leave their position or their company for any reason, they may choose another representative from that company to represent the ex officio board member position.
 - Our bylaws have been updated to reflect this.

Working Group Members:

- The current members of the Board must vote for the Advisory Committee Member representatives. As this will place an unreasonable burden on the board in the preliminary phases, we have changed the title of this group from Advisory Committee to Working Group. It was premature of Landbell USA Inc. to include the names of the Committee Members in our application.

Landbell Group Brands:



4. Pilot programs and initiatives were not required in the application:

- We have provided detailed and comprehensive information on our planned pilot programs throughout our application. The application outlines our definition of objectives and strategic intent for each. Through our experience in managing over 40 PROs, these pilots are essential for the successful roll out of any PRO operation. These efforts will be self-funded in CA. The pilot programs and the needs assessment will complement and inform each other. The pilots will give us real-life experience and will allow early issue identification, cost clarity, and operational anticipation.
- Pre-planning is not sufficient. Running material through the system early and identification and vetting of best-in-class service providers are essential activities that will ensure operational efficiency once the program goes live. Through our experience in other geographies, we have adjusted our pilot program's best practices from a living operation and know the potential pain points to flush out and resolve in the early stages of the PRO's activities.
- The pilot programs will also build on and support the various textile pilot programs that are currently in place in CA. These will include the CPSC Pilots in San Joaquin County, Merced County, Tehama County, City of LA and the City of San Jose. There are several other jurisdictions where CPSC pilot programs are not currently active, but there is significant interest in starting such programs. These include Sonoma County, Marin County and Alameda County, to name a few.

5. Landbell Inc is not in good standing in California.

- We have recently become aware that Landbell Inc. is not in good standing in California. We have investigated this matter and we can confirm the following:
 - Landbell Inc. is listed on the California Secretary of State website and its status is listed as FORFEITED - FTB as of 12/03/2018.
 - Landbell Inc was formed in Louisiana on 10/12/2016 and its President Huiling Zhang filed for status as a foreign corporation with the California Secretary of State on 11/07/2016.
 - The Landbell Inc filing listed Daisy Leyva as agent for service of processes.
 - Per the Louisiana Secretary of State, the entity, Landbell Inc., has been inactive since 08/16/2017.
 - Landbell Inc is not affiliated in any way with Landbell USA Inc.
 - Landbell USA Inc was formed on 10/31/2025 with the Delaware Secretary of State, many years after Landbell Inc, a Louisiana Corporation, terminated and forfeited its status.
 - Please see the various attachments to this letter.

Landbell Group Brands:



Please do feel free to reach out to us if you have any further questions or queries.

With our warm regards,

John Hayes

John Hayes

President

Landbell Group Brands:



The EIN Details

EIN assigned	41-3976359
Legal name	LANDBELL USA
Name control	LAND

The confirmation letter will be mailed to the applicant. This letter will be the applicants official IRS notice and will contain important information regarding your EIN. Allow up to 4 weeks for your letter to arrive by mail.

Summary of your information

Legal Structure

Organization Type	NON-PROFIT/TAX-EXEMPT ORGANIZATION
--------------------------	------------------------------------

Non-Profit/Tax-Exempt Organization Information

Legal name	LANDBELL USA
County	ARLINGTON
State/Territory	VA
Start date	October 2025

Addresses

Physical Location	1101 WILSON BLVD 6TH FLOOR ARLINGTON VA 22209
Phone Number	646-237-3577



California Secretary of State

Business Programs Division
1500 11th Street, Sacramento, CA 95814

Landbell USA Inc.
1101 WILSON BLVD
6TH FLOOR
ARLINGTON, VA 22209

Business Amendment Filing Approved

February 6, 2026

Entity Name: Landbell USA Inc.
Entity Type: Nonprofit Corporation - Out of State
Entity No.: B20260064046
Document Type: Statement of Information
Document No.: BA20260306570
File Date: 02/06/2026

The above referenced document has been approved and filed with the California Secretary of State. To access free copies of filed documents, go to bizfileOnline.sos.ca.gov and enter the entity name or entity number in the Search module.

What's Next?

The most up to date records may be obtained by searching for the Entity Name or Entity Number in the Search module at bizfileOnline.sos.ca.gov.

For further assistance, contact us at (916) 657-5448 or visit bizfileOnline.sos.ca.gov.



Thank you for using [bizfile California](http://bizfileOnline.sos.ca.gov), the California Secretary of State's business portal for online filings, searches, business records, and additional resources.



Entity Status Letter

Date:

ESL ID:

Why You Received This Letter

According to our records, the following entity information is true and accurate as of the date of this letter.

Entity ID:

Entity Name:

1. The entity is in good standing with the Franchise Tax Board.
2. The entity is **not** in good standing with the Franchise Tax Board.
3. The entity is currently exempt from tax under Revenue and Taxation Code (R&TC) Section 23701
4. We do not have current information about the entity.
5. The entity was administratively dissolved/cancelled on _____ through the Franchise Tax Board Administrative Dissolution process.

Important Information

- This information does not necessarily reflect the entity's current legal or administrative status with any other agency of the state of California or other governmental agency or body.
- If the entity's powers, rights, and privileges were suspended or forfeited at any time in the past, or if the entity did business in California at a time when it was not qualified or not registered to do business in California, this information does not reflect the status or voidability of contracts made by the entity in California during the period the entity was suspended or forfeited (R&TC Sections 23304.1, 23304.5, 23305a, 23305.1).
- The entity certificate of revivor may have a time limitation or may limit the functions the revived entity can perform, or both (R&TC Section 23305b).

Connect With Us

Web: ftb.ca.gov
Phone: 800-852-5711 from 7 a.m. to 5 p.m. weekdays, except state holidays
916-845-6500 from outside the United States

California

Relay Service: 711 or 800-735-2929 (For persons with hearing or speech impairments)



BA20260306570



STATE OF CALIFORNIA
Office of the Secretary of State
STATEMENT OF INFORMATION
CORPORATION

California Secretary of State
 1500 11th Street
 Sacramento, California 95814
 (916) 657-5448

For Office Use Only

-FILED-

File No.: BA20260306570

Date Filed: 2/6/2026

B4396-5728 02/06/2026 5:31 PM Received by California Secretary of State

Entity Details			
Corporation Name	Landbell USA Inc.		
Entity No.	B20260064046		
Formed In	DELAWARE		
Street Address of Principal Office of Corporation			
Principal Address	1101 WILSON BLVD 6TH FLOOR ARLINGTON, VA 22209		
Mailing Address of Corporation			
Mailing Address	1101 WILSON BLVD 6TH FLOOR ARLINGTON, VA 22209		
Attention			
Street Address of California Office of Corporation			
Street Address of California Office	7497 ALTIVA PLACE CARLSBAD, CA 92009		
Officers			
Officer Name	Officer Address	Position(s)	
+ John Hayes	Ireland UNIT 14D NUTGROVE OFFICE PARK NUTGROVE AVENUE RATHFARNHAM, DUBLIN D14 X9C5	Chief Executive Officer, Chief Financial Officer	
+ Kevin Hoban	Ireland RUBICON CENTRE, MTU CAMPUS BISHOPSTOWN, CORK T12 Y275	Secretary	
Additional Officers			
Officer Name	Officer Address	Position	Stated Position
None Entered			
Directors			
Director Name	Director Address		
None Entered			
The number of vacancies on Board of Directors is: 0			
Agent for Service of Process			
California Registered Corporate Agent (1505)	COGENCY GLOBAL INC. Registered Corporate 1505 Agent		
Type of Business			
Type of Business	Manage and implement collection and recycling options for textile producers.		
Email Notifications			
Opt-in Email Notifications	Yes, I opt-in to receive entity notifications via email.		

Labor Judgment

No Officer or Director of this Corporation has an outstanding final judgment issued by the Division of Labor Standards Enforcement or a court of law, for which no appeal therefrom is pending, for the violation of any wage order or provision of the Labor Code.

Electronic Signature

By signing, I affirm that the information herein is true and correct and that I am authorized by California law to sign.

John Hayes

02/06/2026

Signature

Date



California Secretary of State

Business Programs Division
1500 11th Street, Sacramento, CA 95814

Landbell USA Inc.
1101 WILSON BLVD
6TH FLOOR
ARLINGTON, VA 22209

Initial Business Filing Approved

February 5, 2026

Entity Name: Landbell USA Inc.
Entity Type: Nonprofit Corporation - Out of State
Entity No.: B20260064046
Document Type: Initial Filing
Document No.: B20260064046
File Date: 02/05/2026

Congratulations! The above referenced document has been approved and filed with the California Secretary of State. To access free copies of filed documents, go to bizfileOnline.sos.ca.gov and enter the entity name or entity number in the Search module.

What's Next?

Be sure to review the Welcome Letter for key information and contacts you may need.

Corporations and limited liability companies must file a Statement of Information within 90 days of the initial filing and annually or every other year, thereafter. For additional resources, view Starting A Business Checklist for key steps you may need to take when launching a business in California.

For further assistance, contact us at (916) 657-5448 or visit bizfileOnline.sos.ca.gov.



Thank you for using [bizfile California](http://bizfileOnline.sos.ca.gov), the California Secretary of State's business portal for online filings, searches, business records, and additional resources.



California Secretary of State

Business Programs Division
1500 11th Street, Sacramento, CA 95814

Thank You for Doing Business in California

Congratulations on your new business registration with the California Secretary of State (SOS).

What's next?

1. Resources for Businesses Just Starting – The Secretary of State provides additional business resources at bizfile.sos.ca.gov to help guide you through the process of starting your business, including:
 - Starting A Business Guide & Checklist – www.sos.ca.gov/business-programs/business-entities/starting-business-checklist/ for key steps you may need to take when launching a business in California.
 - SOS Business Resources – www.sos.ca.gov/business/be/resources for a list of agencies you may need to contact to ensure proper compliance with California state law.
2. Corporations and Limited Liability Companies Can File SOS Statement of Information Online – For faster service, file your initial Statement of Information and any future Statements of Information anytime online by logging into your bizfile Online account at bizfileOnline.sos.ca.gov. To file, select the Statement of Information document, complete and submit online. Statements by Common Interest Development Association also can be filed online with your Statement of Information.

You are required to file a Statement of Information within the first 90 days of registering your business with the SOS and you are statutorily required to maintain your business by filing a Statement of Information, either every year for stock corporations or every other year for nonprofit corporations and LLCs, before the end of the calendar month of the original registration date. Please see the table below for your specific entity type. NOTE: You may be assessed a \$250 penalty for not filing your Statement of Information.

Entity Type (Jurisdiction)	Initial Due Date	Frequency of Filing
All Stock Corporations (California)	Within 90 Days	Annually
Out-Of-State Corporations	Within 90 Days	Annually
Credit Unions	Within 90 Days	Annually
Agricultural Cooperatives (California)	Within 90 Days	Annually
Canabis Cooperative Associations	Within 90 Days	Annually
General Cooperatives	Within 90 Days	Every Other Year
Nonprofit Corporations (California)	Within 90 Days	Every Other Year
Nonprofit Corporations - Common Interest Development*	Within 90 Days	Every Other Year
Limited Liability Companies	Within 90 Days	Every Other Year
All Other Business Entity Types	Statement Of Information Not Required	

* Corporations formed as a Common Interest Development must file a Statement by Common Interest

Development with their Statement of Information.

3. Franchise Tax Board (FTB) Tax Filing – Once your entity is registered with the SOS, you are required to file a tax return with FTB for each taxable year, even if you are not conducting business or have no income. Contact FTB at www.ftb.ca.gov or (800) 852-5711 for forms and requirements concerning franchise taxes or income taxes.

Be aware, if you fail to file a return by the original or extended due date, or fail to pay taxes when due, a penalty may be imposed by FTB. Please visit www.ftb.ca.gov/businesses/Penalty-Information.shtml for tax penalty related information.

4. Business Names and Trademarks

Registration of a business with the Secretary of State does not in itself establish a trademark for the business name. There is a separate legal process to establish a trademark or service mark. Additionally, registration of a business with the Secretary of State does not authorize the use of a business name in violation of another person's or entity's rights to the name, such as infringement of a trademarked word or phrase.

The Secretary of State's office maintains registration and all updates of California state trademarks and service marks. Information is accessible via our California Trademark Search at tmbizfile.sos.ca.gov/search, which also provides free PDF copies of imaged Trademark documents.

For more information on the registration of business names and registering a trademark, visit:

- General provisions governing trademarks and service marks are found in the Model State Trademark Law – [California Business and Professions Code sections 14200 et seq](#)
- Federal Trademark Act – [United States Code, Title 15, Chapter 22, section 1051 et seq.](#)
- California Fictitious Business Name Law – [Business and Professions Code section 17900 et seq.](#)
- Common law rights, including rights to a trade name.

If you have any questions regarding such rights, please consult a private attorney.

5. Nonprofit Corporations

Nonprofit corporations in California are not automatically exempt from paying California franchise taxes or income taxes each year. For information about tax requirements and/or applying for tax exempt status, please contact the appropriate taxing agency listed below. If you are a domestic nonprofit public benefit corporation, you likely have filing requirements with the California Office of the Attorney General.

https://oag.ca.gov/sites/all/files/agweb/pdfs/charities/publications/guide_for_charities.pdf

Other Business Information and Resources

All business entities are subject to state and federal tax laws. You may wish to contact the following agencies to assist you with tax or other business-related issues:

- Internal Revenue Service – www.irs.gov or call (800) 829-4933 for forms and issues concerning Federal tax, employer identification numbers, subchapter S elections.
- California Department of Tax and Fee Administration – www.cdtfa.ca.gov or call (800) 400-7115 for forms and issues concerning sales taxes, use taxes or other special taxes and fees administered by the California Department of Tax and Fee Administration.
- Employment Development Department – www.edd.ca.gov or call (888) 745-3886 for forms and issues concerning employment and payroll taxes.
- California State Board of Equalization – www.boe.ca.gov or call (916) 274-3350 for forms and issues concerning property taxes, alcoholic beverage taxes, and taxes on insurers.

- State Compensation Insurance Fund – www.statefundca.com or call (888) 782-8333 for information or to get a quote for workers' compensation insurance.
- Department of Industrial Relations, Division of Occupational Safety and Health (DOSH), better known as Cal/OSHA - www.dir.ca.gov or call (800) 963-9424 for guidance on workplace safety and health regulations in California.
- CalGold – www.calgold.ca.gov for appropriate permit, licensing, and contact information for the various agencies that administer and issue these permits.
- CA Governor's Office of Business and Economic Development (Go-Biz) – www.business.ca.gov for a range of business services including, site selection and permit assistance.
- The California Business Incentives Gateway (CBIG) – cbig.ca.gov is a web portal that connects business owners and entrepreneurs with financial incentives.



Secretary of State

Certificate of Qualification / Registration

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name: Landbell USA Inc.
Entity No.: B20260064046
Registration Date: 02/05/2026
Filing Type: Nonprofit Corporation - Out of State
Formed In: DELAWARE

The above referenced entity complied with the requirements of California law in effect on the Registration Date for the purpose of qualifying to transact intrastate business in the State of California, and that as of the Registration Date, said entity became and now is duly registered, qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State and that the entity shall transact all intrastate business within California under the Entity Name as set forth above.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of February 05, 2026.

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 418730325

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.



B20260064046



STATE OF CALIFORNIA
Office of the Secretary of State
STATEMENT AND DESIGNATION - OUT-OF-STATE
NONPROFIT CORPORATION

California Secretary of State
1500 11th Street
Sacramento, California 95814
(916) 657-5448

For Office Use Only

-FILED-

File No.: B20260064046

Date Filed: 2/5/2026

B4391-7938 02/05/2026 9:13 AM Received by California Secretary of State

Corporation Name Corporation Name	Landbell USA Inc.
Jurisdiction This Corporation is Originally Formed in	DELAWARE
Street Address of Principal Office of Corporation Principal Address	1101 WILSON BLVD 6TH FLOOR ARLINGTON, VA 22209
Mailing Address of Corporation Mailing Address	1101 WILSON BLVD 6TH FLOOR ARLINGTON, VA 22209
Attention	
Street Address of California Office of Corporation Street Address of California Office	7497 ALTIVA PLACE CARLSBAD, CA 92009
Agent for Service of Process <input checked="" type="checkbox"/> I certify the selected California Registered Corporate Agent (1505) has agreed to serve as the Agent for Service of Process for this entity.	
California Registered Corporate Agent (1505)	COGENCY GLOBAL INC. Registered Corporate 1505 Agent
Consent to Service of Process The corporation irrevocably consents to service of process directed to the corporation upon the agent designated and to service of process on the Secretary of State if the agent designated or the agent's successor is no longer authorized to act or cannot be found at the address given. Consent under this paragraph extends to service of process directed to the out-of-state corporation's agent in this state for a search warrant issued pursuant to California Penal Code section 1524.2, or for any other validly issued and properly served search warrant, for records or documents that are in the possession of the out-of-state corporation and are located inside or outside of this state. This shall apply to a out-of-state corporation that is a party or a nonparty to the matter for which the search warrant is sought. "Properly served" means delivered by hand, or in a manner reasonably allowing for proof of delivery if delivered by United States mail, overnight delivery service, or facsimile to a person or entity listed in California Corporations Code section 2110, or any other means specified by the out-of-state corporation, including, but not limited to, email or submission via an Internet Web portal that the out-of-state corporation has designated for the purpose of service of process.	
Electronic Signature <input checked="" type="checkbox"/> I am a corporate officer and am authorized to sign on behalf of the corporation.	
<u>John Hayes</u> Signature	<u>02/05/2026</u> Date

Delaware

The First State

Page 1

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LANDBELL USA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF FEBRUARY, A.D. 2026.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS AN EXEMPT CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LANDBELL USA INC." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2025.



10387200 8300C

SR# 20260440524

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink that reads "C. P. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 203004225

Date: 02-04-26

B4391-7939 02/05/2026 9:13 AM Received by California Secretary of State

MENU

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Date

Application for Recognition of Exemption Under Section 501(c)(3)

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Organizations file this form to apply for recognition of exemption from federal income tax under Section 501(c)(3)

Form Number: 1023

Form Status: Accepted

Pay.gov Tracking ID: 27VDGGR6

Date Submitted: 02/06/2026 17:21:59 PM

Application Name: Form 1023

We're here to help!



We're Available

Monday - Friday

8 am - 7 pm Eastern

Open



Send Us A Message

We typically experience high email and call volume. We will respond to your inquiry as soon as we can. Thank you for your patience.

MENU

For your security, we recommend you close your browser when you complete your payment.

Payment Confirmation - Application for Recognition of Exemption Under Section 501(c)(3)



Before You
Begin



Complete

Agency Form Payment Info



Enter



Review &
Submit



Confirmation

Your payment is complete

You can find your receipt in your account payment activity. A confirmation email has been sent to mnschwartz.cpa@gmail.com, j.hayes@h2compliance.com.

We value your feedback!

Do you have any feedback regarding your Pay.gov experience?
[Please share it here.](#)

You successfully submitted your Form 1023 user fee payment to Pay.gov and the details are below. For information on the status of your application, visit [IRS.gov](https://www.irs.gov) and search for Where's My Application. If you submitted your application before the date indicated on that page and haven't been contacted, you can call the toll-free Customer Account Services number, Monday through Friday, 8 a.m. - 5 p.m. (local time), at 877-829-5500 to check on the status. You will need the information specified on the Where's My Application page, including your name and employer identification number (EIN), when calling.

Tracking Information

Pay.gov Tracking ID: 27VDGGR6

Agency Tracking ID: 77290476045

Form Name: Application for Recognition of Exemption Under Section 501(c)(3)

Application Name: Form 1023

Payment Information

Payment Type: Debit or credit card

Payment Amount: \$600.00

Transaction Date: 02/06/2026 05:21:58 PM EST

Payment Date: 02/06/2026

Account Information

Cardholder Name: Michael Schwartz

Card Type: American Express

Card Number: *****7000

[View this payment on the Payment Activity page.](#)

[View this form on the My Forms page.](#)

Need Help?

Contact:

IRS Customer Service

Phone:

877-829-5500

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Pay.gov

Pay.gov is a program of the U.S. Department of

Pay.gov Support

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

(Rev. January 2020)

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form1023 for instructions and the latest information.**Note:** *If exempt status is approved, this application will be open for public inspection.*

Use the "?" buttons throughout this form for help in completing this application. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500.

If you cannot complete required responses within the textbox limits throughout this form, upload your additional narratives with the other required documents.

Part I Identification of Applicant

1a Full Name of Organization (exactly as it appears in your organizing document) LANDBELL USA INC			b Care of Name (if applicable) FABIAN ROOBEEK		
c Mailing Address (Number, street and room/suite) 1101 WILSON BLVD 6TH FLOOR		d City ARLINGTON		e Country United States	
f State Virginia		g Zip Code + 4 22209	h Foreign Province (or State)		i Foreign Postal Code
2 Employer Identification Number 41-3976359		3 Month Tax Year Ends DECEMBER		4 Person to Contact if More Information is Needed (officer, director, trustee, or authorized representative) MICHAEL SCHWARTZ	
5 Contact Telephone Number 646-237-3577		6 Fax Number (optional) 212-297-1853		7 User Fee Submitted \$600.00	

8 Organization's Website (if available):**9** List the names, titles, and mailing addresses of your officers, directors, and/or trustees

First Name: JOHN		Last Name: HAYES		Title: PRESIDENT	
Mailing Address: 10 ANNE DEVLIN ROAD			City: RATHFARNHAM		
State (or Province): DUBLIN, IRELAND		Zip Code (or Foreign Postal Code): D14 X9C5			
First Name: KEVIN		Last Name: HOBAN		Title: SECRETARY	
Mailing Address: 5 ARD ALAINN			City: INNISHANNON,		
State (or Province): CORK, IRELAND		Zip Code (or Foreign Postal Code): T12 CXT1			
First Name:		Last Name:		Title:	
Mailing Address:			City:		
State (or Province):		Zip Code (or Foreign Postal Code):			
First Name:		Last Name:		Title:	
Mailing Address:			City:		
State (or Province):		Zip Code (or Foreign Postal Code):			
First Name:		Last Name:		Title:	
Mailing Address:			City:		
State (or Province):		Zip Code (or Foreign Postal Code):			

 Check here to add more officers, directors, and/or trustees.

Part II Organizational Structure

- 1** You must be a corporation, limited liability company (LLC), unincorporated association, or trust to be tax exempt.

Select your type of organization.

Corporation

At the end of this form, you must upload a copy of your articles of incorporation (and any amendments) that shows proof of filing with the appropriate state agency.

Limited Liability Company (LLC)

At the end of this form, you must upload a copy of your articles of organization (and any amendments) that shows proof of filing with the appropriate state agency. Also, if you adopted an operating agreement, upload a copy, along with any amendments.

Unincorporated Association

At the end of this form, you must upload 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.

Trust

At the end of this form, you must upload a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments.

- 2** Enter the date you formed. (MM/DD/YYYY)

10/31/2025

- 3** Select your state (or U.S. territory) of incorporation or other formation. If you were formed under the laws of a foreign country, select Foreign Country.

Delaware

- 4** Have you adopted bylaws? If "Yes," at the end of this form, upload a current copy showing the date of adoption. If "No," explain how you select your officers, directors, or trustees. Yes No

The officers were established for the incorporation of the company. When our application to California is successful, the bylaws will be fully implemented and the various positions filled. CalRecycle will announce the successful organization on 1 March 2026.

- 5** Are you a successor to another organization? Yes No

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 nonprofit status. If "Yes," complete Schedule G.

Part III Required Provisions in Your Organizing Document

Part III helps ensure that, when you submit this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3).

If you cannot check "Yes" 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. Remember to upload your original and amended organizing documents at the end of this form.

- 1** Section 501(c)(3) requires that your organizing document limit your purposes to one or more exempt purposes within section 501(c)(3), such as charitable, religious, educational, and/or scientific purposes.

The following is an example of an acceptable purpose clause: The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Does your organizing document meet this requirement?

Yes No

- 1a** State specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document (Page/Article/Paragraph):

See Section 3

- 2** Section 501(c)(3) requires that your organizing document provide that upon dissolution, your remaining assets be used exclusively for section 501(c)(3) exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Depending on your entity type and the state in which you are formed, this requirement may be satisfied by operation of state law.

The following is an example of an acceptable dissolution clause: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Does your organizing document meet this requirement?

Yes No

- 2a** State specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document (Page/Article/Paragraph) or indicate that you rely on state law.

We are relying on California state law

Part IV Your Activities

1 Describe completely and in detail your past, present, and planned activities. Do not refer to or repeat the purposes in your organizing document.

For each past, present, or planned activity, include information that answers the following questions:

- a. What is the activity?
- b. Who conducts the activity?
- c. Where is the activity conducted?
- d. What percentage of your total time is allocated to the activity?
- e. How is the activity funded (for example, donations, fees, etc.) and what percentage of your overall expenses is allocated to this activity?
- f. How does the activity further your exempt purposes?

A) As stated in the organizing documents, the mission of the Landbell USA Producer Responsibility Organization (PRO) will be to provide producers with extended producer responsibility (EPR) services in California (and any other State with relevant regulations) to develop and implement Textile EPR programs.

B) we will have employees and consultants that will conduct this activity

C) This activity will be conducted in the state of California

D) Once this activity is in full operation, it is expected to take 50 percent of the time of its president and secretary

E) We expect the Textile and Apparel manufactures to subscribe to this service via a membership fee and as well bill for out of pocket costs

F) This will promote recycling and reuse of waste materials producing a cleaner environment.

Part IV Your Activities *(continued)*

2 Enter the 3-character NTEE Code that best describes your activities.

Or check here if you want the IRS to select the NTEE Code that best describes your activities.

3 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

4 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? If "Yes," explain how these related individuals are eligible for goods, services, or funds.

Yes No

5 Do you or will you support or oppose candidates in political campaigns in any way? If "Yes," explain.

Yes No

6 Do you or will you attempt to influence legislation? If "Yes," explain how you attempt to influence legislation.

Yes No

Part IV Your Activities (continued)

- 6a** Did you or will you make an election to have your legislative activities measured by expenditures by filing Form 5768? Yes No
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.

- 7** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property? If "Yes," 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

- 8** Do you or will you provide educational information to the general public on budgeting, personal finance, financial literacy, saving and spending practices, the sound use of consumer credit, and/or assist individuals and families with financial problems such as credit card debt and foreclosure by providing them with counseling? If "Yes," explain. Yes No

- 9** Do you or will you make grants, loans, or other distributions to organizations? If "Yes," describe the type and purpose of the grants, loans, or distributions, how you select your recipients including submission requirements (such as grant proposals or application forms), and the criteria you use or will use to select recipients. Also describe how you ensure the grants, loans, and other distributions are or will be used for their intended purposes (including whether you require periodic or final reports on the use of funds and any procedures you have if you identify that funds are not being used for their intended purposes). Finally, describe the records you keep with respect to grants, loans, or other distributions you make and identify any recipient organizations and any relationships between you and the recipients. If "No," continue to Line 10. Yes No

Part IV Your Activities (continued)

- 9a** Do you or will you make grants, loans, or other distributions to organizations that are not recognized by the IRS as tax exempt under section 501(c)(3)? If "Yes," name and/or describe the non-section 501(c)(3) organizations to whom you do or will make distributions and explain how these distributions further your exempt purposes. Yes No

- 9b** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," name each foreign organization (if not already provided), the country and region within each country in which each foreign organization operates, any relationship you have with each foreign organization, and whether the foreign organization accepts contributions earmarked for a specific country or organization (if so, specify which countries or organizations). If "No," continue to Line 10. Yes No

- 9c** 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

- 9d** 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

- 9e** 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 periodic reporting requirements, auditing grantees, site visits by your employees or compliance checks by impartial experts, etc., to verify that grant funds are being used appropriately. Yes No

Part IV Your Activities (continued)

- 9f** Do you share board members or other key personnel with the recipient organization(s)? If "Yes," identify the relationships. Yes No

- 9g** When you make grants, loans, or other distributions to foreign organizations, will you check the OFAC List of Specially Designated Nationals and Blocked Persons for names of individuals and entities with whom you are dealing to determine if they are included on the list? Describe any other practices you will engage in to ensure that foreign expenditures or grants are not diverted to support terrorism or other non-charitable activities. Yes No

- 9h** Will you comply with all United States statutes, executive orders, and regulations that restrict or prohibit U.S. persons from engaging in transactions and dealings with designated countries, entities, or individuals, or otherwise engaging in activities in violation of economic sanctions administered by OFAC? Yes No

- 9i** Will you acquire from OFAC the appropriate license and registration where necessary? Yes No

- 10** Do you or will you operate in a foreign country or countries? If "Yes," name each foreign country and region within each country in which you do or will operate and describe your operations in each one. If "No," continue to Line 11. Yes No

- 10a** When you conduct activities in foreign countries, will you check the OFAC List of Specially Designated Nationals and Blocked Persons for names of individuals and entities with whom you are dealing to determine if they are included on the list? Describe any other practices you will engage in to ensure that foreign expenditures or grants are not diverted to support terrorism or other non-charitable activities. Yes No

- 10b** Will you comply with all United States statutes, executive orders, and regulations that restrict or prohibit U.S. persons from engaging in transactions and dealings with designated countries, entities, or individuals, or otherwise engaging in activities in violation of economic sanctions administered by OFAC? Yes No

- 10c** Will you acquire from OFAC the appropriate license and registration where necessary? Yes No

Part IV Your Activities (continued)

- 11** Are you a sponsoring organization that maintains one or more donor advised funds? If yes, please provide a complete description of your program, including the specific advice that such donors may provide. Describe in detail the control you maintain (or will maintain) over the use of the funds. Yes No

- 12** Do you or will you operate a school? Yes No
If "Yes," complete Schedule B.

- 13** Is your principal purpose or function to provide hospital or medical care? Yes No
If "Yes," complete Schedule C.

- 14** Do you or will you provide low-income housing? Yes No
If "Yes," complete Schedule F.

- 15** 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? Yes No
If "Yes," complete Schedule H - Section I.

- 16** Check any of the following fundraising activities that you will undertake (check all that apply):

- | | |
|---|--|
| <input type="checkbox"/> Website, mail, email, personal, and/or phone solicitations | <input type="checkbox"/> Foundation grant solicitations |
| <input type="checkbox"/> Receive donations from another organization's website | <input type="checkbox"/> Government grant solicitations |
| <input type="checkbox"/> Bingo | <input type="checkbox"/> Other (non-bingo) gaming activities |
| <input checked="" type="checkbox"/> Other (describe) | |

Landbell USA Inc will charge the textile and apparel producers for this program through a combination of PRO membership fees and waste management costs.

- We will not engage in fundraising activities.

- 17** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements, including the names or descriptions of the organizations for which you raise funds. Yes No

Part V Compensation and Other Financial Arrangements

- 1** Do you or will you compensate officers, directors, or trustees, or do or will you have highest compensated employees, or highest compensated independent contractors? If "No," continue to Line 2. Yes No

In establishing compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors:

- 1a** Do or will the individuals that approve compensation arrangements follow a conflict of interest policy? Yes No
- 1b** Do or will you approve compensation arrangements in advance of paying compensation? Yes No
- 1c** Do or will you document in writing the date and terms of approved compensation arrangements? Yes No
- 1d** Do or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? Yes No
- 1e** Do 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? Yes No
- 1f** Do or will you record in writing both the information on which you relied to base your decision and its source? Yes No
- 1g** Do or will you have any other practices you use to set reasonable compensation? If "Yes," describe these practices. Yes No

- 2** Have you adopted a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to the instructions? If you are a hospital, answer "Yes" if your conflict of interest policy includes provisions consistent with the additional healthcare related provisions in the sample document. If "No," describe the procedures you will follow to ensure that persons who have a conflict of interest will not have influence over setting their own compensation or regarding business deals with themselves. Yes No

- 3** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors 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. Yes No

WITH RESPECT TO BONUSES, THERE HAS BEEN NO DECISION TAKEN ON THIS. IF WE DO PROVIDE BONUSES, IT WILL LIKELY NOT BE RELATED TO SALES AS THE PROGRAM IS A MONOPOLY SO ALL COMPANIES AFFECTED MUST JOIN.

Part V Compensation and Other Financial Arrangements (continued)

- 4 Do you or will you purchase or sell any goods, services, or assets from or to: (i) any of your officers, directors, or trustees; (ii) any family of any of your officers, directors, or trustees; (iii) any organizations 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; (iv) your highest compensated employees; or (v) your highest compensated independent contractors? If "Yes," describe any such transactions that you made or intend to make, with whom you make or will make such transactions, how the terms are or will be negotiated at arm's length, and how you determine you pay no more than fair market value or you are paid at least fair market value. Yes No

- 5 Do you or will you have any leases, contracts, loans, or other agreements with: (i) your officers, directors, or trustees; (ii) any family of any of your officers, directors, or trustees; (iii) any organizations 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; (iv) your highest compensated employees; or (v) your highest compensated independent contractors? If "Yes," describe any written or oral arrangements that you made or intend to make, with whom you have or will have such arrangements, how the terms are or will be negotiated at arm's length, and how you determine you pay no more than fair market value or you are paid at least fair market value. Yes No

- 6 Do you or will you contract with another organization to develop, build, market, or finance your facilities? If "Yes," describe each facility, the role of the other organization, and any business or family relationship between the organization and your officers, directors, or trustees. Explain how that entity is selected, how the terms of any contract(s) are negotiated at arm's length, and how you determine you will pay no more than fair market value for services. Yes No

Part V Compensation and Other Financial Arrangements (continued)

- 7 Does or will someone other than your own employees or volunteers manage your activities or facilities? Yes No
- If "Yes," describe the activities or facilities that will be managed by others, the names of the persons or organizations that manage or will manage your activities or facilities, and any business or family relationship between the organization and your officers, directors, or trustees. Explain how these managers were or will be selected, how the terms of any contracts or other agreements were or will be negotiated, and how you determine you will pay no more than fair market value for services.

- 8 Do you participate in any joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners? If "Yes," state your ownership percentage in each joint venture, list your investment in each joint venture, describe the tax status of other participants in each joint venture (including whether they are section 501(c)(3) organizations), describe the activities of each joint venture, describe how you exercise control over the activities of each joint venture, and describe how each joint venture furthers your exempt purposes. Yes No

Part VI Financial Data

- 1 Select the option that best describes you to determine the years of revenues and expenses you need to provide.
- You completed less than one tax year.
Provide a total of three years of financial information (including the current year and two future years of reasonable and good faith projections of your future finances) in the following Statement of Revenues and Expenses.
- You completed at least one tax year but fewer than five.
Provide a total of four years financial information (including the current year and three years of actual financial information or reasonable and good faith projections of your future finances) in the following Statement of Revenues and Expenses.
- You completed five or more tax years.
Provide financial information for your five most recent tax years (including the current year) in the following Statement of Revenues and Expenses.

Part VI Financial Data (continued)

A. Statement of Revenues and Expenses

Type of revenue	Current tax year	4 prior tax years or 2 succeeding tax years				
		From: 01/01/2026 To: 12/31/2026	From: 01/01/2027 To: 12/31/2027	From: 01/01/2028 To: 12/31/2028	From: __/__/____ To: __/__/____	From: __/__/____ To: __/__/____
1 Gifts, grants, and contributions received (do not include unusual grants)						
2 Membership fees received	\$1,595,000.	\$2,000,000.	\$1,865,000.			
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 (provide an itemized list below)						
8 Total of lines 1 through 7	\$1,595,000.	\$2,000,000.	\$1,865,000.	\$0.	\$0.	
9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (provide an itemized list below)						
10 Total of lines 8 and 9	\$1,595,000.	\$2,000,000.	\$1,865,000.	\$0.	\$0.	
11 Net gain or loss on sale of capital assets (provide an itemized list below)						
12 Unusual grants (provide an itemized list below)						
13 Total Revenue (add lines 10 through 12)	\$1,595,000.	\$2,000,000.	\$1,865,000.	\$0.	\$0.	
Type of expense	Current tax year	4 prior tax years or 2 succeeding tax years				
14 Fundraising expenses						
15 Contributions, gifts, grants, and similar amounts paid out (provide an itemized list below)						
16 Disbursements to or for the benefit of members (provide an itemized list below)						
17 Compensation of officers, directors, and trustees	\$111,000.	\$90,000.	\$60,000.			
18 Other salaries and wages	\$222,000.	\$180,000.	\$120,000.			
19 Interest expense						
20 Occupancy (rent, utilities, etc.)	\$349,000.	\$477,000.	\$477,000.			
21 Depreciation and depletion						
22 Professional fees	\$595,000.	\$595,000.	\$595,000.			
23 Any expense not otherwise classified, such as program services (provide an itemized list below)						
24 Total Expenses (add lines 14 through 23)	\$1,277,000.	\$1,342,000.	\$1,252,000.	\$0.	\$0.	

25 Itemized financial data

Part VI Financial Data (continued)

B. Balance Sheet (for your most recently completed tax year)		Year End: 12/31/2025
Assets		
1	Cash	\$0.
2	Accounts receivable, net	\$0.
3	Inventories	\$0.
4	Bonds and notes receivable (provide an itemized list below)	\$0.
5	Corporate stocks (provide an itemized list below)	\$0.
6	Loans receivable (provide an itemized list below)	\$0.
7	Other investments (provide an itemized list below)	\$0.
8	Depreciable assets (provide an itemized list below)	\$0.
9	Land	\$0.
10	Other assets (provide an itemized list below)	\$0.
11	Total Assets (add lines 1 through 10)	\$0.
Liabilities		
12	Accounts payable	\$0.
13	Contributions, gifts, grants, etc. payable	\$0.
14	Mortgages and notes payable (provide an itemized list below)	\$0.
15	Other liabilities (provide an itemized list below)	\$0.
16	Total Liabilities (add lines 12 through 15)	\$0.
Fund Balances or Net Assets		
17	Total fund balances or net assets	\$0.
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	\$0.

19 Itemized financial data

Part VII Foundation Classification

Part VII is designed to classify you as an organization that is either a private foundation or a public charity. Public charity classification is a more favorable tax status than private foundation classification. If you are a private foundation, this part will further determine whether you are a private operating foundation.

1 Select the foundation classification you are requesting from the list below.

- You are described in 509(a)(1) and 170(b)(1)(A)(vi) as 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.
- You are described in 509(a)(2) as 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).
- You are described in 509(a)(1) and 170(b)(1)(A)(i) as a church or a convention or association of churches. Complete Schedule A.
- You are described in 509(a)(1) and 170(b)(1)(A)(ii) as a school. Complete Schedule B.
- You are described in 509(a)(1) and 170(b)(1)(A)(iii) as a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete Schedule C.
- You are described in 509(a)(1) and 170(b)(1)(A)(iv) as an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- You are described in 509(a)(1) and 170(b)(1)(A)(ix) as an agricultural research organization directly engaged in the continuous active conduct of agricultural research in conjunction with a college or university.
- You are described in 509(a)(3) as an organization supporting either one or more organizations described in 509(a)(1) or 509(a)(2) or a publicly supported section 501(c)(4), (5), or (6) organization. Complete Schedule D.
- You are described in 509(a)(4) as an organization organized and operated exclusively for testing for public safety.
- You are a publicly supported organization and would like the IRS to decide your correct classification.
- You are a private foundation.

- 1a** 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 this box to confirm that your organizing document includes these provisions or you rely on state law.

State specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document (Page/Article/Paragraph) or state that you rely on state law.

- 1b** 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? Yes No
If "Yes," complete Schedule H - Section II.

- 1c** Are you a private operating foundation? Yes No

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.

Part VII Foundation Classification (continued)

- 1d** Describe how you meet the requirements for private operating foundation status, including how you meet the income test and either the assets test, the endowment test, or the support test. If you've been in existence for less than one year, describe how you are likely to satisfy the requirements for private operating foundation status.

- 2** If you have been in existence more than 5 years, you must confirm your public support status. To confirm your qualification as a public charity described in 509(a)(1) and 170(b)(1)(A)(vi) in existence for five or more tax years, you must have received one-third or more of your total support from governmental agencies, contributions from the general public, and contributions or grants from other public charities; or 10% or more of your total support from governmental agencies, contributions from the general public, and contributions or grants from other public charities and the facts and circumstances indicate you are a publicly supported organization. Calculate whether you meet this support test for your most recent five-year period.

- i. Did you receive contributions from any person, company, or organization whose gifts totaled more than the 2% amount of line 8 in Part VI-A? Yes No

If "Yes," identify each person, company, or organization by letter (A, B, C, etc.) and indicate the amount contributed by each. Keep a list showing the name of and amount contributed by each of these donors for your records.

- ii. Based on your calculations, did you receive at least one-third of your support from public sources or did you normally receive at least 10 percent of your support from public sources and you have other characteristics of a publicly supported organization? Yes No

- 2a** If you have been in existence more than 5 years, you must confirm your public support status. To confirm your qualification as a public charity described in 509(a)(2) in existence for five or more tax years, you must have normally received more than one-third of your support from contributions, membership fees, and gross receipts from activities related to your exempt functions, or a combination of these sources, and not more than one-third of your support from gross investment income and net unrelated business income. Calculate whether you meet this support test for your most recent five-year period.

- i. Did you receive amounts from any disqualified persons? Yes No

If "Yes," identify each disqualified person by letter (A, B, C, etc.) and indicate the amount contributed by each. Keep a list showing the name of and amount contributed by each of these donors for your records.

- ii. Did you receive amounts from individuals or organizations other than disqualified persons that exceeded the greater of \$5,000 or 1% of the amount on line 10 of Part VI-A Statement of Revenues and Expenses? Yes No

If "Yes," identify each individual or organization by letter (A, B, C, etc.) and indicate the amount contributed by each. Keep a list showing the name of and amount contributed by each of these donors for your records.

- iii. Based on your calculations, did you normally receive more than one-third of your support from a combination of gifts, grants, contributions, membership fees, and gross receipts (from permitted sources) from activities related to your exempt functions and normally receive not more than one-third of your support from investment income and unrelated business taxable income? Yes No

Part VIII Effective Date

In general, a determination letter recognizing exemption of an organization described in section 501(c)(3) is effective as of the date of formation of an organization if: (1) its purposes and activities prior to the date of the determination letter have been consistent with the requirements for exemption; and (2) it has filed an application for recognition of exemption within 27 months from the end of the month in which it was organized.

- 1 Are you submitting this application within 27 months of the end of the month in which you were legally formed? Yes No

If "No," complete Schedule E.

Part IX Annual Filing Requirements

If you fail to file a required information return or notice for three consecutive years, your exempt status will be automatically revoked.

- 1 Certain organizations are not required to file annual information returns or notices (Form 990, Form 990-EZ, or Form 990-N, e-Postcard). If you are granted tax-exemption, are you claiming to be excused from filing Form 990, Form 990-EZ, or Form 990-N? Yes No

If "Yes," are you claiming you are excepted from filing because you are:

- A church or association of churches
- An integrated auxiliary (such as a men's or women's organization, religious school, mission society, or religious group)
- A church-affiliated organization (other than a section 509(a)(3) organization) that is exclusively engaged in managing funds or maintaining retirement programs and is described in Revenue Procedure 96-10, 1996-1 C.B. 577
- A school below college level affiliated with a church or operated by a religious order
- A mission society (other than a section 509(a)(3) supporting organization) sponsored by, or affiliated with, one or more churches or church denominations, if more than half of the society's activities are conducted in, or directed at, persons in foreign countries
- An affiliate of a governmental unit that meets the requirements of Revenue Procedure 95-48, 1995-2 C.B. 418 (other than a section 509(a)(3) supporting organization)
- Other (describe)

Part X Signature

- I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, and to the best of my knowledge it is true, correct, and complete.

John Hayes

(Type name of signer)

PRESIDENT

(Type title or authority of signer)

02/06/2026

(Date)

Upload checklist:

- Organizing document (and any amendments)
- Bylaws, if adopted
- Form 2848, Power of Attorney and Declaration of Representative (if applicable)
- Form 8821, Tax Information Authorization (if applicable)
- Supplemental responses (if applicable)
- Expedited handling request (if applicable)

Schedule A. Churches

- 1** Do you have a written creed, statement of faith, or summary of beliefs? If "Yes," describe your written creed, statement of faith, or summary of beliefs. Yes No

- 2** Do you have a literature of your own? If "Yes," describe your literature. Yes No

- 3** Do you have a formal code of doctrine and discipline? If "Yes," describe your code of doctrine and discipline. Yes No

- 4** Describe your religious hierarchy or ecclesiastical government.

- 5** Are you part of a group of churches with similar beliefs and structures? If "Yes," explain. Yes No

- 6** Do you have a form of worship? If "Yes," describe your form of worship. Yes No

- 7** Do you have regularly scheduled religious services? If "Yes," describe the nature of the services. Yes No

- 7a** What is the average attendance at your regularly scheduled religious services?

- 8** Do you have an established place of worship? If "Yes," describe your established place of worship or where you meet to hold regularly scheduled religious services. Yes No

Schedule A. Churches (continued)

9 Do you have an established congregation or other regular membership group? If "No," continue to Line 10. Yes No

9a How many members do you have?

9b Do you have a process by which an individual becomes a member? If "Yes," describe the process. Yes No

9c Do your members have voting rights, rights to participate in religious functions, or other rights? If "Yes," describe the rights your members have. Yes No

9d May your members be associated with another denomination or church? Yes No

9e Are all of your members part of the same family? Yes No

10 Do you conduct baptisms, weddings, funerals, or other religious rites? Yes No

11 Do you have a school for the religious instruction of the young? Yes No

12 Do you have ministers or religious leaders? If "Yes," describe these roles and explain whether the ministers or religious leaders are ordained, commissioned, or licensed after a prescribed course of study. Yes No

13 Do you have schools for the preparation of your ordained ministers or religious leaders? Yes No

14 Do you ordain, commission, or license ministers or religious leaders? If "Yes," describe the requirements for ordination, commission, or licensure. Yes No

15 Do you have other information you believe should be considered regarding your status as a church? If "Yes," explain. Yes No

Schedule B. Schools, Colleges, and Universities

- 1** Do you normally have a regularly scheduled curriculum, a regular faculty of qualified teachers, a regularly enrolled student body, and facilities where your educational activities are regularly carried on? Yes No
- 2** Is the primary function of your school the presentation of formal instruction? If "No," continue to Line 3. Yes No

2a Select the best description(s) of your school:

- Elementary school
- Secondary school
- Charter school
- College or university
- Technical school
- Other school (describe)

- 3** Are you a public school because you are operated by a state or subdivision of a state or operated wholly or predominantly from government funds or property? If "Yes," explain how you are operated by a state or subdivision of a state. Do not complete the remainder of Schedule B. Yes No

- 4** Were you formed or substantially expanded at the time of public school desegregation in the school district or county in which you are located? Yes No

- 5** Has a state or federal administrative agency or judicial body ever determined that you are racially discriminatory? If "Yes," explain. Yes No

- 6** Has your right to receive financial aid or assistance from a governmental agency ever been revoked or suspended? If "Yes," explain. Yes No

Information Required by Revenue Procedure 75-50 as Modified by Revenue Procedure 2019-22

- 7** Have you adopted a racially nondiscriminatory policy as to students in your organizing document, bylaws, or by resolution of your governing body? Yes No

State where the policy is located or if adopted by resolution of your governing body.

- 8** Do your brochures, application forms, advertisements, and catalogues dealing with student admissions, programs, and scholarships contain a statement of your racially nondiscriminatory policy? If "Yes," continue to Line 9. Yes No

- 8a** By checking this box, you agree that all future printed materials, including website content, will contain the required nondiscriminatory policy statement.

Schedule B. Schools, Colleges, and Universities *(continued)*

9 Have you made your racially nondiscriminatory policy known to all segments of the general community you serve by: Yes No
 a) publishing a notice of your policy in a newspaper of general circulation that serves all racial segments of the community; b) publicizing your policy over broadcast media in a way that is reasonably expected to be effective; or c) displaying a notice of your policy at all times on your primary, publicly accessible internet home page in a manner reasonably expected to be noticed by visitors to the homepage? If "Yes," continue to Line 10.

9a By checking this box, you agree that you will publicize your nondiscriminatory policy in a way that meets the requirements of Revenue Procedure 75-50, 1975-2 C.B. 587, as modified by Revenue Procedure 2019-22, I.R.B. 1260.

10 Do or will you (or any department or division of your organization) discriminate in any way on the basis of race with respect to admissions, use of facilities or exercise of student privileges, faculty or administrative staff, or scholarship or loan programs? If "Yes," for any of the above, explain fully. Yes No

11 Complete the table below to show the racial composition for the current academic year and projected for the next academic year. If you are not operational, submit an estimate based on the best information available (such as the racial composition of the community you serve).

For each racial category, enter the number of (a) students, (b) faculty, and (c) administrative staff. Provide actual numbers rather than percentages for each racial category.

Racial Category	(a) Student Body		(b) Faculty		(c) Administrative Staff	
	Current Year	Next Year	Current Year	Next Year	Current Year	Next Year
Total	0	0	0	0	0	0

12 In the table below, enter the number and amount of loans and scholarships awarded to enrolled students by racial categories. Provide actual numbers rather than percentages for each racial category.

Check here if you will not provide any loans or scholarships to students.

Racial Category	Number of Loans		Amount of Loans		Number of Scholarships		Amount of Scholarships	
	Current Year	Next Year	Current Year	Next Year	Current Year	Next Year	Current Year	Next Year
Total	0	0	\$0.	\$0.	0	0	\$0.	\$0.

Schedule B. Schools, Colleges, and Universities *(continued)*

- 13** List your incorporators, founders, board members, and donors of land or buildings, whether individuals or organizations.

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- 14** Do any of your incorporators, founders, board members, and donors of land or buildings, whether individuals or organizations, have an objective to maintain segregated public or private school education? If "Yes," explain.

 Yes No

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- 15** Will you maintain records according to the nondiscrimination provisions contained in Revenue Procedure 75-50? If "No," explain.

 Yes No

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Schedule C. Hospitals and Medical Research Organizations

- 1** Are you a medical research organization (an organization whose principal purpose or function is medical research and which is directly engaged in the continuous active conduct of medical research) operated in conjunction with a hospital? If "No," continue to Line 2. Yes No

- 1a** Name the hospitals with which you have a relationship and describe the relationship.

- 1b** List your assets showing their fair market value and the portion of your assets directly devoted to medical research.

Do not complete the remainder of Schedule C.

- 2** Are you applying for exemption as a cooperative hospital service organization described in section 501(e)? If "Yes," explain. Yes No

Do not complete the remainder of Schedule C.

- 3** Are all the doctors in the community eligible for staff privileges? If "No," give the reasons why and explain how the medical staff is selected. Yes No

Schedule C. Hospitals and Medical Research Organizations (continued)

- 4** Do you or will you provide medical services to all individuals in your community who can pay for themselves or are able to pay through some form of insurance? If "No," explain. Yes No

- 5** Do you or will you maintain a full-time emergency room? If "Yes," continue to Line 6. Yes No

- 5a** Are you a specialty hospital or would emergency services be duplicative based on your region or locality? Yes No

- 6** Do you provide free or below cost services? If "Yes," describe your policy for determining when and to whom you provide these services and how these services promote the organization's benefit to the community. Yes No

- 7** Do you or will you carry on a formal program of medical training or medical research? If "Yes," describe such programs, including the type of programs offered, the scope of such programs, and affiliations with other hospitals or medical care providers with which you carry on the medical training or research programs. Yes No

- 8** Do you or will you carry on a formal program of community education? If "Yes," describe such programs, including the type of programs offered, the scope of such programs, and affiliation with other hospitals or medical care providers with which you offer community education programs. Yes No

Schedule C. Hospitals and Medical Research Organizations *(continued)*

- 9** Is your board of directors composed of a majority of individuals who are representative of the community you serve, or do you operate under a parent organization whose board of directors is composed of a majority of individuals who are representative of the community you serve? If "Yes," continue to Line 10. Yes No

- 9a** List each board member's name and business, financial, or professional relationship with the hospital. Also, identify each board member who is representative of the community and describe how that individual is a community representative. If you operate under a parent organization whose board of directors is not composed of a majority of individuals who are representative of the community you serve, provide the requested information for your parent's board of directors as well.

- 10** Do you operate a facility which is required by a state to be licensed, registered, or similarly recognized as a hospital? If "No," do not complete the rest of Schedule C. Yes No

- 10a** Do you conduct a community health needs assessment (CHNA) at least once every three years and adopt an implementation strategy to meet the community health needs identified in the assessment as required by section 501(r)(3)? If "No," explain. Yes No

- 10b** Do you have a written financial assistance policy (FAP) and a written policy relating to emergency medical care as required by section 501(r)(4)? If "No," explain. Yes No

Schedule C. Hospitals and Medical Research Organizations *(continued)*

10c Do you both (1) limit amounts charged for emergency or other medically necessary care provided to individuals eligible for assistance under your FAP to not more than amounts generally billed to individuals who have insurance covering such care, and (2) prohibit use of gross charges as required by section 501(r)(5)? If "No," explain. Yes No

10d Do you make reasonable efforts to determine whether an individual is FAP-eligible before engaging in extraordinary collection actions as required by section 501(r)(6)? If "No," explain. Yes No

Schedule D. Section 509(a)(3) Supporting Organizations

1 List the names, addresses, and EINs of the organizations you support.

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2 Are all your supported organizations public charities under section 509(a)(1) or (2)? If "Yes," continue to Line 3.

Yes No

2a Are your supported organizations tax exempt under section 501(c)(4), 501(c)(5), or 501(c)(6) and do your supported organizations meet the public support test under section 509(a)(2)? If "No," explain how each organization you support is a public charity under section 509(a)(1) or 509(a)(2).

Yes No

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3 Which of the following describes your relationship with your supported organization(s)?

A majority of your governing board or officers are elected or appointed by your supported organization(s). (Type I supporting organization)

Your control or management is vested in the same persons who control or manage your supported organization(s). (Type II supporting organization)

One or more of your officers, directors, or trustees are elected or appointed by the officers, directors, trustees, or membership of your supported organization(s), or one or more of your officers, directors, trustees, or other important office holders, are also members of the governing body of your supported organization(s), or your officers, directors, or trustees maintain a close and continuous working relationship with the officers, directors, or trustees of your supported organization(s). (Type III supporting organization)

4 Describe how your governing board and officers are selected. If you are a Type III organization, also describe how your officers, directors, or trustees maintain a close and continuous working relationship with the officers, directors, or trustees of your supported organization(s).

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Schedule D. Section 509(a)(3) Supporting Organizations (continued)

- 5** Do any persons who are disqualified persons (except individuals who are disqualified persons only because they are foundation managers) with respect to you or persons who have a family or business relationship with any disqualified persons appoint any of your foundation managers? If "Yes," (1) describe the process by which disqualified persons appoint any of your foundation managers, (2) provide the names of these disqualified persons and the foundation managers they appoint, and (3) explain how control is vested over your operations (including assets and activities) by persons other than disqualified persons. Yes No

- 6** Do any persons who are disqualified persons (except individuals who are disqualified persons only because they are foundation managers) have any influence regarding your operations, including your assets or activities? If "Yes," (1) provide the names of these disqualified persons, (2) explain how influence is exerted over your operations (including assets and activities), and (3) explain how control is vested over your operations (including assets and activities) by individuals other than disqualified persons. Yes No

- 7** Does your organizing document specify your supported organization(s) by name? Yes No
If "Yes" and you selected Type I above, continue to Line 8.
If "Yes," and you selected Type II, do not complete the rest of Schedule D.
If "No" and you selected Type III above, amend your organizing document to specify your supported organization(s) by name or you will not meet the organizational test and need to reconsider your requested public charity classification; then continue to Line 8.

- 7a** Does your organizing document name a similar purpose or charitable class of beneficiaries as to your supported organization(s)? If "No," amend your organizing document to specify your supported organization(s) by name, purpose, or class or you will not meet the organizational test and need to reconsider your requested public charity classification. Yes No

If you selected Type II above, do not complete the rest of Schedule D.

- 8** Do you or will you receive contributions from any person who alone, or combined with family members or an entity at least 35% controlled by that person, controls any of your supported organizations, or will you receive contributions from any family member of, or an entity at least 35% controlled by, any person who controls any of your supported organizations? If "Yes," explain. Yes No

If you selected Type I above, do not complete the rest of Schedule D.

Schedule D. Section 509(a)(3) Supporting Organizations (continued)

- 9** Do the officers, directors, or trustees of your supported organization have a significant voice in your investment policies, the timing and making of grants, the selection of grant recipients, and in otherwise directing the use of your income or assets? If "Yes," explain. Yes No

- 10** In each taxable year, do you or will you provide each of your supported organizations with (a) a written notice addressed to a principal officer of the supported organization describing the type and amount of all of the support you provided to the supported organization during the immediately preceding taxable year, (b) a copy of your most recently filed Form 990-series return or notice, and (c) a copy of your governing documents? If 'No,' explain. Yes No

- 11** Do you exercise a substantial degree of direction over the policies, programs, and activities of your supported organization(s) and appoint or elect (directly or indirectly) a majority of the officers, directors, or trustees of your supported organization(s)? If "Yes," explain. Yes No

- 12** Do substantially all of your activities directly further the exempt purposes of one or more supported organizations to which you are responsive by performing the functions of, or carrying out the purposes of, such supported organization(s) and but for your involvement would normally be engaged in by such supported organization(s). If "Yes," explain and do not complete the rest of Schedule D. Yes No

Schedule D. Section 509(a)(3) Supporting Organizations *(continued)*

- 13** Do you distribute at least 85% of your annual net income or 3.5% of the aggregate fair market value of all of your non-exempt-use assets (whichever is greater) to your supported organization(s)? If "No," explain. Yes No

- 13a** How much do you contribute annually to each supported organization?

- 13b** What is the total annual revenue of each supported organization?

- 13c** Do you or the supported organization(s) earmark your funds for support of a particular program or activity? If "Yes," explain. Yes No

Schedule E. Effective Date

- 1** Are you applying for reinstatement of exemption after being automatically revoked for failure to file required returns or notices for three consecutive years? If "No," continue to Line 2. Yes No

- 1a** Revenue Procedure 2014-11, 2014-1 C.B. 411, provides procedures for reinstating your tax-exempt status. Select the section of Revenue Procedure 2014-11 under which you want us to consider your reinstatement request.

Section 4. You are seeking retroactive reinstatement under section 4 of Revenue Procedure 2014-11. By selecting this line, you attest that you meet the specified requirements of section 4, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future. Do not complete the rest of Schedule E.

Section 5. You are seeking retroactive reinstatement under section 5 of Revenue Procedure 2014-11. By selecting this line, you attest that you meet the specified requirements of section 5, that you have filed required annual returns, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future.

Describe how you exercised ordinary business care and prudence in determining and attempting to comply with your filing requirements in at least one of the three years of revocation and the steps you have taken or will take to avoid or mitigate future failures to file timely returns or notices. Do not complete the rest of Schedule E.

Section 6. You are seeking retroactive reinstatement under section 6 of Revenue Procedure 2014-11. By selecting this line, you attest that you meet the specified requirements of section 6, that you have filed required annual returns, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future.

Describe how you exercised ordinary business care and prudence in determining and attempting to comply with your filing requirements in each of the three years of revocation and the steps you have taken or will take to avoid or mitigate future failures to file timely returns or notices. Do not complete the rest of Schedule E.

Section 7. You are seeking reinstatement under section 7 of Revenue Procedure 2014-11, effective the date you are filling this application. Do not complete the rest of Schedule E.

- 2** Generally, if you did not file Form 1023 within 27 months of formation, the effective date of your exempt status will be the date you filed Form 1023 (submission date). Requests for an earlier effective date may be granted when there is evidence to establish you acted reasonably and in good faith and the grant of relief will not prejudice the interests of the government.

Check this box if you accept the submission date as the effective date of your exempt status. Do not complete the rest of Schedule E.

Check this box if you are requesting an earlier effective date than the submission date.

- 2a** Explain why you did not file Form 1023 within 27 months of formation, how you acted reasonably and in good faith, and how granting an earlier effective date will not prejudice the interests of the Government.

You may want to include the events that led to the failure to timely file Form 1023 and to the discovery of the failure, any reliance on the advice of a qualified tax professional and a description of the engagement and responsibilities of the professional as well as the extent to which you relied on the professional, a comparison of (1) what your aggregate tax liability would be if you had filed this application within the 27-month period with (2) what your aggregate liability would be if you were exempt as of your formation date, or any other information you believe will support your request for relief.

Schedule F. Low-Income Housing

- 1** Describe each facility including the type of facility, whether you own or lease the facility, how many residents it can accommodate, the current number of residents, and whether the residents purchase or rent housing from you.

- 2** Describe who qualifies for your housing in terms of income levels or other criteria and explain how you select residents.

- 3** Do you meet the safe harbor requirements outlined in Revenue Procedure 96-32, 1996-1 C.B. 717, which provides guidelines for providing low-income housing that will be treated as charitable, including for each project that (a) at least 75 percent of the units are occupied by residents that qualify as low-income and (b) either at least 20 percent of the units are occupied by residents that also meet the very low-income limit for the area or 40 percent of the units are occupied by residents that also do not exceed 120 percent of the area's very low-income limit, and less than 25 percent of the units are provided at market rates to persons who have incomes in excess of the low-income limit? Yes No

- 4** Is your housing affordable to low-income residents? If "Yes," describe how your housing is made affordable to low-income residents. Yes No

- 5** Do you impose any restrictions to make sure that your housing remains affordable to low-income residents? If "Yes," describe these restrictions. Yes No

Schedule F. Low-Income Housing *(continued)*

6 In addition to rent or mortgage payments, do residents pay periodic fees or maintenance charges? If "Yes," describe what these charges cover and how they are determined. Yes No

7 Do you provide social services to residents? If "Yes," describe these services. Yes No

8 Do you participate in any government housing programs? If "Yes," describe these programs. Yes No

Schedule G. Successors to Other Organizations

1 List the name, last address, and EIN of your predecessor organization and describe its activities.

2 List the owners, partners, principal stockholders, officers, and governing board members of your predecessor organization. Include their names, addresses, and share/interest in the predecessor organization (if for-profit).

3 Are you a successor to a for-profit organization? If "Yes," explain your relationship with the predecessor organization that resulted in your creation and explain why you took over the activities or assets of a for-profit organization or converted from for-profit to nonprofit status; continue to Line 4. Yes No

3a Explain your relationship with the other organization that resulted in your creation and why you took over the activities or assets of another organization.

Schedule G. Successors to Other Organizations (continued)

- 4** Do or will you maintain a working relationship with any of the persons listed in question 2 or with any for-profit organization in which these persons own more than a 35% interest? If "Yes," describe the relationship. Yes No

- 5** Were any assets transferred, whether by gift or sale, from the predecessor organization to you? If "Yes," provide a list of assets, indicate the value of each asset, explain how the value was determined, and attach an appraisal, if available. For each asset listed, also explain if the transfer was by gift, sale, or combination thereof and describe any restrictions that were placed on the use or sale of the assets. Yes No

- 6** Were any debts or liabilities transferred from the predecessor for-profit organization to you? If "Yes," provide a list of the debts or liabilities that were transferred to you, indicating the amount of each, how the amount was determined, and the name of the person to whom the debt or liability is owed. Yes No

- 7** Will you lease or rent any property or equipment to or from the predecessor organization or any persons listed in Line 2 or a for-profit organization in which these persons own more than a 35% interest? If "Yes," describe the arrangement(s) including how the lease or rental value was determined. Yes No

Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures**Section I Public charities and private foundations complete lines 1 through 8 of this section.**

- 1** Describe the types of educational grants you provide to individuals, such as scholarships, fellowships, loans, etc., including the purpose, number and amount(s) of grants, how the program is publicized, and if you award educational loans, the terms of the loans.

- 2** Do you maintain case histories showing recipients of your scholarships, fellowships, educational loans, or other educational grants, including names, addresses, purposes of awards, amount of each grant, manner of selection, and relationship (if any) to officers, trustees, or donors of funds to you? If "No," explain. Yes No

- 3** Describe the specific criteria you use to determine who is eligible for your program (for example, eligibility selection criteria could consist of graduating high school students from a particular high school who will attend college, writers of scholarly works about American history, etc.).

- 4** Describe the specific criteria you use to select recipients (for example, specific selection criteria could consist of prior academic performance, financial need, etc.).

Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures (continued)

- 5** Describe any requirement or condition you impose on recipients to obtain, maintain, or qualify for renewal of a grant (for example, specific requirements or conditions could consist of attendance at a four-year college, maintaining a certain grade point average, teaching in public school after graduation from college, etc.).

- 6** Describe your procedures for supervising the scholarships, fellowships, educational loans, or other educational grants. Explain whether you obtain reports and grade transcripts from recipients, or you pay grants directly to a school under an arrangement whereby the school will apply the grant funds only for enrolled students who are in good standing. Also, describe your procedures for taking action if the terms of the award are violated.

- 7** How do you determine who is on the selection committee for the awards made under your program?

- 8** Are relatives of members of the selection committee, or of your officers, directors, or substantial contributors eligible for awards made under your program? If "Yes," what measures do you take to ensure unbiased selections?

Yes No

Do not complete the rest of Schedule H. If you are a private foundation, you will be directed to complete Section II of Schedule H later in the application.

Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures (continued)

Section II Private foundations complete lines 1 through 7 of this section. Public charities do not complete this section.

- 1** As a private foundation, do you want this application to be considered as a request for advance approval of grant making procedures? Yes No

If "No," do not complete the rest of Schedule H.

- 1a** Check the box(es) indicating under which section(s) you want your grant making procedures to be considered.

- 4945(g)(1) - Scholarship or fellowship grant to an individual for study at an educational institution
- 4945(g)(3) - Other grants, including loans, to an individual for travel, study, or other similar purposes, to enhance a particular skill of the grantee or to produce a specific product

- 2** Do you represent that you will (1) arrange to receive and review grantee reports annually and upon completion of the purpose for which the grant was awarded, (2) investigate diversions of funds from their intended purposes, and (3) take all reasonable and appropriate steps to recover diverted funds, ensure other grant funds held by a grantee are used for their intended purposes, and withhold further payments to grantees until you obtain grantees' assurances that future diversions will not occur and that grantees will take extraordinary precautions to prevent future diversions from occurring? Yes No

- 3** Do you represent that you will maintain all records relating to individual grants, including information obtained to evaluate grantees, identify whether a grantee is a disqualified person, establish the amount and purpose of each grant, and establish that you undertook the supervision and investigation of grants described in Line 2? Yes No

- 4** Do you or will you award scholarships, fellowships, and educational loans to attend an educational institution based on the status of an individual being an employee of a particular employer? Yes No

If "No," do not complete the rest of Schedule H.

- 5** Will you comply with the seven conditions and either the percentage tests or facts and circumstances test for scholarships, fellowships, and educational loans to attend an educational institution as set forth in Revenue Procedures 76-47, 1976-2 C.B. 670, and 80-39, 1980-2 C.B. 772, which apply to inducement, selection committee, eligibility requirements, objective basis of selection, employment, course of study, and other objectives? Yes No

- 6** Do you or will you provide scholarships, fellowships, or educational loans to attend an educational institution to employees of a particular employer? If "No," continue to Line 7. Yes No

- 6a** Will you award grants to 10% or fewer of the eligible applicants who were actually considered by the selection committee in selecting recipients of grants in that year as provided by Revenue Procedures 76-47 and 80-39? Yes No

- 7** Do you provide scholarships, fellowships, or educational loans to attend an educational institution to children of employees of a particular employer? Yes No

If "No," do not complete the rest of Schedule H.

- 7a** Will you award grants to 25% or fewer of the eligible applicants who were actually considered by the selection committee in selecting recipients of grants in that year as provided by Revenue Procedures 76-47 and 80-39? Yes No

If "Yes," do not complete the rest of Schedule H.

Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures *(continued)*

7b Will you award grants to 10% or fewer of the number of employees' children who can be shown to be eligible for grants (whether or not they submitted an application) in that year, as provided by Revenue Procedures 76-47 and 80-39? If "Yes," describe how you will determine who can be shown to be eligible for grants without submitting an application, such as by obtaining written statements or other information about the expectations of employees' children to attend an educational institution; do not complete the rest of Schedule H.

 Yes No

7c Will you award grants based on facts and circumstances that demonstrate that the grants will not be considered compensation for past, present, or future services or otherwise provide a significant benefit to the particular employer? If "Yes," describe the facts and circumstances you believe will demonstrate that the grants are neither compensatory nor a significant benefit to the particular employer. In your explanation, describe why you cannot satisfy either the 25% test or the 10% test in questions 7a and 7b.

 Yes No

State of
Louisiana
Secretary of
State



COMMERCIAL DIVISION
225.925.4704

Fax Numbers
225.932.5317 (Admin. Services)
225.932.5314 (Corporations)
225.932.5318 (UCC)

Name	Type	City	Status
LANDBELL INC	Business Corporation	NEW ORLEANS	Inactive

Previous Names

Business: LANDBELL INC
Charter Number: 42429169D
Registration Date: 10/21/2016

Domicile Address

1900 PERDIDO ST
APT B64
NEW ORLEANS, LA 70112

Mailing Address

1900 PERDIDO ST
APT B64
NEW ORLEANS, LA 70112

Principal Office Address

1900 PERDIDO ST
APT B64
NEW ORLEANS, LA 70112

Status

Status: Inactive
Inactive Reason: Voluntary Action
File Date: 10/21/2016
Last Report Filed: N/A
Type: Business Corporation

Registered Agent(s)

Agent:	DAISY LEYVA
Address 1:	1900 PERDIDO ST
Address 2:	APT B64
City, State, Zip:	NEW ORLEANS, LA 70112
Appointment Date:	10/21/2016

Officer(s)

Additional Officers: No

Officer:	HUILING ZHANG
Title:	President
Address 1:	UNIT 2 BUILDING 1 NO. 7 E JINSHUI ROAD
Address 2:	JINSHUI DISTRICT
City, State, Zip:	ZHENGZHOU/HENAN, 450000
Country:	CHINA

Officer:	LEI YANG
Title:	Secretary
Address 1:	1010 WILSHIRE BLVD
Address 2:	APT 1406
City, State, Zip:	LOS ANGELES, CA 90017

Amendments on File (1)

Description	Date
Simplified Termination	8/16/2017

Print

S&DC-S/N

Statement and Designation by Foreign Corporation

3961411

To qualify a corporation from another state or country to transact intrastate business in California, fill out this form, and submit for filing along with:

- A \$100 filing fee (for a foreign stock corporation) or \$30 filing fee (for a foreign nonprofit corporation), and
- A certificate of good standing, issued within the last six (6) months by the agency where the corporation was formed. Note: If the corporation is a nonprofit, the certificate of good standing also must indicate the corporation is a nonprofit or nonstock corporation.
- A separate, non-refundable \$15 service fee also must be included, if you drop off the completed form.

Important! Corporations in California may have to pay a minimum \$800 yearly tax to the California Franchise Tax Board. For more information, go to https://www.ftb.ca.gov.

FILED Secretary of State State of California

NOV 07 2016

IPC

This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm.

Corporate Name (List the exact name of the corporation, as shown in the certificate of good standing. If the name of the corporation is not available for use in the State of California, the corporation must qualify under an assumed name. E.g., "[list the exact name] which will do business in California as [list the proposed assumed name].") For general corporate name requirements and restrictions in California, go to www.sos.ca.gov/business/be/name-availability.htm.)

1 LANDBELL INC

Corporate History

2 State or foreign country where this corporation was formed: Louisiana

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

3 a. Daisy Leyva

Agent's Name

b. 1010 Wilshire Blvd. Unit 1406 Los Angeles CA 90017

Agent's Street Address (if agent is not a corporation) - Do not list a P.O. Box City (no abbreviations) State Zip

The corporation named in Item 1 above irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the California Secretary of State if that agent or that agent's successor is no longer authorized to act or cannot be found at the address given.

Corporate Addresses

4 a. 1010 Wilshire Blvd. Unit 1304 Los Angeles CA 90017

Street Address of Principal Executive Office - Do not list a P.O. Box City (no abbreviations) State Zip

b. 1010 Wilshire Blvd. Unit 1304 Los Angeles CA 90017

Street Address of Principal Office in California, if any - Do not list a P.O. Box City (no abbreviations) State Zip

c. 1010 Wilshire Blvd. Unit 1304 Los Angeles CA 90017

Mailing Address of Principal Executive Office, if different from 4a or 4b City (no abbreviations) State Zip

Read and sign below: This form must be signed by an officer of the foreign corporation.

Huiling ZHANG Sign here

Huiling Zhang Print your name here

President Your officer title

Make check/money order payable to: Secretary of State

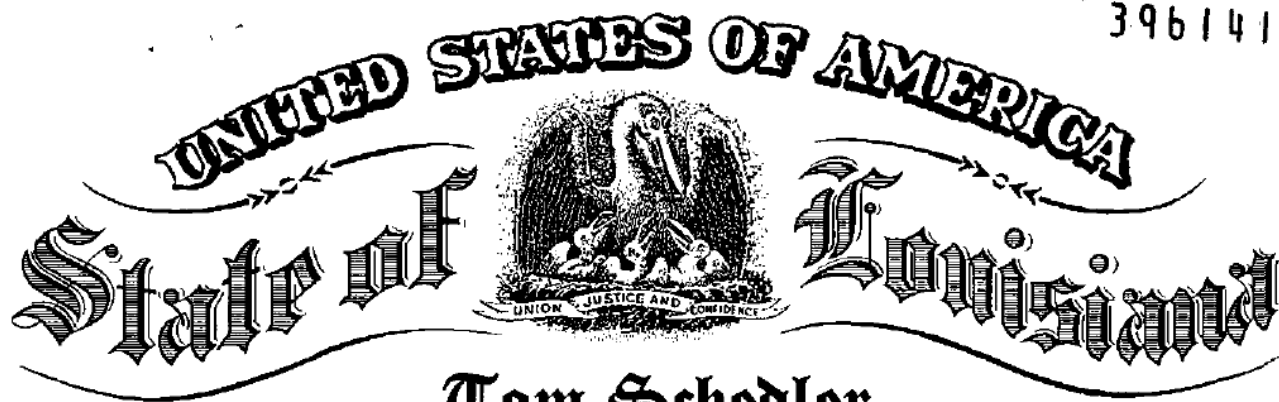
By Mail

Drop-Off

Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.

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Secretary of State 1500 11th Street, 3rd Floor Sacramento, CA 95814



Tom Schedler

SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that

LANDBELL INC

A corporation domiciled in NEW ORLEANS, LOUISIANA,

Filed charter and qualified to do business in this State on October 21, 2016,

I further certify that the records of this Office indicate the corporation has paid all fees due the Secretary of State, and so far as the Office of the Secretary of State is concerned is in good standing and is authorized to do business in this State.

I further certify that this Certificate is not intended to reflect the financial condition of this corporation since this information is not available from the records of this Office.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

October 21, 2016

Tom Schedler
Secretary of State

Web 42429169D



Certificate ID: 10760069#2CS93

To validate this certificate, visit the following web site, go to **Business Services, Search for Louisiana Business Filings, Validate a Certificate**, then follow the instructions displayed.
www.sos.la.gov

Bylaws of Landbell USA, Inc.

organized under the Delaware General Corporation Law

I.

CERTIFICATE OF INCORPORATION AND MISSION

1. Certificate of Incorporation. The name, location of the principal office, and purposes of Landbell USA, Inc. shall be as set forth in the Certificate of Incorporation. These Bylaws, the powers of Landbell USA, Inc. and of its directors and officers, and all matters concerning the conduct and regulation of the business of Landbell USA, Inc., shall be subject to such provisions in regard thereto, if any, as are set forth in the Certificate of Incorporation; and the Certificate of Incorporation is hereby made a part of these Bylaws. All references in these Bylaws to the Certificate of Incorporation shall be construed to mean the Certificate of Incorporation of Landbell USA, Inc. as from time to time amended.

2. Mission Statement and Vision. The mission of Landbell USA, Inc. is to manage end-of-life textiles products. These end-of-life products, should be collected, sorted, repaired (where possible), resold where possible and recycled. Landbell USA, Inc. will work to promote and educate the population of California on the importance of Regulation SB 707 to maximise returns and to limit end-of-life textile products from being disposed of through landfill and other disposal routes.

3. Restrictions on Certain Activities. In furtherance of Landbell USA, Inc.'s nonprofit purposes as a charity and its exemption from taxation, no gift, funds or other assets received or held by or on behalf of Landbell USA, Inc. shall be used for, nor shall Landbell USA, Inc. engage in any of, the following activities: (1) To carry on propaganda or otherwise attempt to influence legislation as a substantial part of its activities;

(2) To influence the outcome of any specific public election or to carry on, directly or indirectly, any voter registration drive;

(3) For any purpose other than charitable, scientific, literary, or educational purposes; or

(4) To fund terrorism or to make grants to individuals and/or organizations listed on the terrorist lists maintained and updated by the United States government.

II.

MEMBERSHIP

The members of Landbell USA, Inc. shall be those persons serving as its Board of Directors (the "**Board**").

To the extent that any applicable provision of the Delaware General Corporation Law refers to any action or vote required or permitted to be taken by stockholders or members of a corporation, such action or vote shall be taken by the Board. Any such action or vote so taken shall be taken by action or vote of the same percentage or number of directors of Landbell USA, Inc. as would be required of stockholders or

members of a corporation so acting or voting under the Delaware General Corporation Law.

III.

BOARD OF DIRECTORS

1. Number of Directors. The Board shall consist of not less than three directors. Subject to the foregoing limitation and except for the initial Board of Directors appointed by the sole incorporator, such number may be fixed from time to time by action of the directors. The number of directors may be increased or decreased by a vote of the majority of the directors in office. No decrease shall shorten the term of any incumbent director.

2. Powers. The oversight of the affairs of Landbell USA, Inc. shall be vested in and exercised by the Board, whose members shall pursue such policies and principles as shall be in accordance with law, the provisions of the Certificate of Incorporation and these Bylaws. To the extent permitted by law, the Board may, by general resolution, delegate to officers of Landbell USA, Inc. such powers as it sees fit.

3. Appointment, Term and Term Limits. Directors shall be appointed by affirmative vote of a majority of the directors and shall serve on the Board for terms of five years, subject to resignation, death or removal. No director shall serve for more than two terms consecutively, but may be re-appointed after having not been on the Board for at least one year.

4. Resignation and Removal. Any director may resign from Landbell USA, Inc.'s Board by delivering a written resignation to the Board or its presiding officer. The Board may, by affirmative vote of a majority of the directors in office, remove any director, other than ex officio directors, from office with or without cause; provided, however, any director may be removed for cause only after reasonable notice and opportunity to be heard. Ex officio directors who resign can be replaced only by persons associated with the same company as the resigning ex officio director.

5. Vacancies. Vacancies created by the death, removal or resignation of one or more directors, or otherwise, may be filled by the affirmative vote of a majority of the directors remaining in office.

6. Compensation and Expenses. The members of the Board shall not be compensated for their services as such, but the Board shall have the power and authority, in its exclusive discretion, to contract for and to pay reasonable director compensation for services rendered to Landbell USA, Inc., and to establish policies and procedures for reimbursement of expenses incurred by Board members in connection with their service on the Board, *provided*, that any such compensation shall be reasonable and appropriate to the value of the unusual or special services rendered by the directors, and the amount of any such reimbursement shall be limited to expenses that are reasonable in amount and appropriate for the purpose incurred.

7. Meetings of the Board. An annual meeting of the Board to re-elect directors and to elect the President, Secretary, Treasurer and any other officers shall be held each year without call or formal notice on the second Monday in June. If an annual meeting is not held, the President or any director shall call a special meeting of the Board for such purpose.

Regular meetings of the Board may be held without call or formal notice at such places and at such times as the Board may from time to time determine.

Special meetings of the Board may be held at any time and at any place when called by the President, or two or more directors, upon reasonable notice, stating the time and place of said meeting, given to each director by the Secretary or, in the case of the death, absence, incapacity or refusal of the Secretary, by the officer or directors calling the meeting, or at any time without call or formal notice, provided all the directors are present or waive notice thereof before or after the meeting by a writing which is filed with the records of the meeting. Notice to a director of any meeting shall be deemed to be reasonable and sufficient if sent by mail at least five (5) days prior to such meeting, addressed to him or her at his or her usual or last known business or residence address, or by facsimile or telegram or e-mail at least twenty-four hours before the meeting, or if given in person, either by telephone or by handing him or her a written notice at least twenty-four hours before the meeting.

8. Action by Consent of the Board. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing or electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board, or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. Such consent shall be treated as a vote adopted at a meeting for all purposes. Such consents may be executed in one or more counterparts.

9. Presence Through Communications Equipment. Members of the Board or any committee of the Board may participate in a meeting of such Board or committee by means of a conference telephone, video or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at such meeting.

10. Quorum. A majority of the directors in office at the time a meeting is duly called and held shall constitute a quorum. When a quorum is present at any such meeting, the vote of a majority of the directors present shall be necessary and sufficient for election to any office or for a decision on any matter, except as otherwise required by law, by the Certificate of Incorporation, or by these Bylaws. Whether or not a quorum is present, any meeting may be adjourned from time to time by a majority of the votes cast upon the question, without notice other than by announcement at the meeting, and without further notice to any absent director. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

11. Committees of Directors. Either the Board, by vote of a majority of the directors in office, or the President, with the approval of such majority of the Board, may at any time appoint such committees of the Board as are deemed desirable, including an executive committee and/or one or more other committees. The Board may from time to time designate or alter, within the limits permitted by this Article III, the duties and powers of such committees or change their membership or may, at any time, adjourn or discontinue any such committee.

Any committee shall be vested with such powers of the Board as the Board may determine in the vote establishing such committee or in a subsequent vote of a majority of directors then in office, *provided, however*, that no such committee shall have any power prohibited by law or the Certificate of Incorporation, or the power

- (a) to change the principal office of Landbell USA, Inc.;
- (b) to amend or authorize the amendment of the Certificate of Incorporation or these Bylaws;
- (c) to elect officers required by law, the Certificate of Incorporation or these Bylaws to be elected by members or directors, or to fill vacancies in any such office;
- (d) to change the size of the Board or to fill vacancies in the Board;
- (e) to remove officers or directors from office;
- (f) to authorize a sale or other disposition of all or substantially all the property and business of Landbell USA, Inc.; or
- (g) to authorize the liquidation or dissolution of Landbell USA, Inc.;

and *provided further*, that the fact that a particular power appears in the foregoing enumeration of powers denied to committees of the Board shall not be construed to override by implication any other provision of the Certificate of Incorporation or these Bylaws, limiting or denying to the Board the right to exercise such power.

Each member of a committee shall hold office until the next annual meeting of the Board (or until such other time as the Board may determine, either in the vote establishing the committee or at the election of such member) and until his or her successor is elected and qualified, or until he or she sooner dies, resigns, is removed, is replaced by change of membership, or becomes disqualified by ceasing to be a director, or until the committee is sooner abolished by the Board.

A majority of the members of any committee, but not fewer than one, shall constitute a quorum for the transaction of business, but any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. Each committee may make rules not inconsistent herewith for the holding and conduct of its meetings, but unless otherwise provided in such rules, its meetings shall be held and conducted in the same manner, as nearly as may be, as is provided in these Bylaws for meetings of the Board. The Board shall have the power to rescind any vote or resolution of any committee; *provided, however*, that no rights of third parties shall be impaired by such rescission.

IV. OFFICERS

1. Officers. The Board shall elect a President, a Secretary and a Treasurer, and, in their discretion, may elect a Chairperson of the Board, a Vice Chairperson of the Board, an Executive Director, a Controller, and one or more Executive Vice Presidents, Vice Presidents, Assistant Secretaries, Assistant Treasurers and Assistant Controllers as deemed necessary or appropriate. Such officers shall be elected annually by the Board at such meeting as the Board determines, and each shall hold office for the term provided by the vote of the Board, except that each will be subject to removal from office in the discretion of the Board as provided herein. The powers and duties of more than one office may be exercised and performed by the same person.
2. Vacancies. Any vacancy in any office may be filled for the unexpired portion of the term by the Board, at any regular or special meeting.
3. Chairperson of the Board. The Chairperson of the Board, if elected, shall be a member of the Board and shall preside at its meetings. The Chairperson shall advise and counsel with the President, and shall perform such duties as from time to time may be assigned by the Board.
4. President. The President shall be the chief executive officer of Landbell USA, Inc., and shall have and exercise direct charge of and general supervision over the business and affairs of Landbell USA, Inc., shall perform all duties incident to the office of the chief executive officer of a corporation and shall perform such other duties as from time to time may be assigned by the Board. The President may but need not be a member of the Board.
5. Executive Director. The Executive Director, if elected, shall be the chief administrative officer of Landbell USA, Inc. and shall have and exercise such powers and shall perform such duties as from time to time may be assigned to him or to her by the Board or the President, and, in any case, shall be responsible to and shall report to the President. If the individual serving as the Executive Director also serves as President, his or her actions as Executive Director shall have the same force and effect as actions taken in his or her capacity as President without use of the title President.
6. Executive Vice Presidents and Vice Presidents. Each Executive Vice President and Vice President shall have and exercise such powers and shall perform such duties as from time to time may be assigned by the Board or the President.
7. Secretary. The Secretary shall keep the minutes of all meetings of the Board in books provided for the purpose; and shall see that all notices are duly given in accordance with the provisions of law and these By-Laws; and shall be custodian of the records of Landbell USA, Inc.; and may attest to documents duly authorized and executed on behalf of Landbell USA, Inc.; and, in general, the Secretary shall perform all duties incident to the office of secretary of a corporation, and such other duties as from time to time may be assigned by the Board.
8. Assistant Secretaries. The Assistant Secretaries in order of their seniority shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board shall prescribe or as from time to time may be assigned by the Secretary.

9. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of Landbell USA, Inc., and shall deposit, or cause to be deposited, in the name of Landbell USA, Inc., all monies or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board; and may endorse for collection on behalf of Landbell USA, Inc. checks, notes and other obligations; and may sign receipts and vouchers for payments made to Landbell USA, Inc.; and may sign checks of Landbell USA, Inc., singly or jointly with another person as the Board may authorize, and pay out and dispose of the proceeds under the direction of the Board; and shall render to the President and to the Board, whenever requested, an account of the financial condition of Landbell USA, Inc.; and in general, shall perform all the duties incident to the office of treasurer of a corporation, and such other duties as from time to time may be assigned by the Board.
10. Assistant Treasurers. The Assistant Treasurers in order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board shall prescribe or as from time to time may be assigned by the Treasurer.
11. Subordinate Officers. The Board may appoint such subordinate officers as it may deem desirable. Each such officer shall hold office for such period, have such authority and perform such duties as the Board may prescribe. The Board may, from time to time, authorize any officer to appoint and remove subordinate officers and to prescribe the powers and duties thereof.
12. Compensation. The Board shall approve the compensation, if any, of all officers of Landbell USA, Inc.. It may authorize any officer, upon whom the power of appointing subordinate officers may have been conferred, to fix the compensation of such subordinate officers.
13. Removal. Any officer of Landbell USA, Inc. may be removed, with or without cause, by action of the Board; provided, however, any officer may be removed for cause only after reasonable notice and opportunity to be heard.
14. Bonds. The Board may require any officer of Landbell USA, Inc. to give a bond to Landbell USA, Inc., conditional upon the faithful performance of such officer's duties, with one or more sureties and in such amount as may be satisfactory to the Board

V.

INDEMNIFICATION OF MEMBERS, DIRECTORS, OFFICERS, EMPLOYEES, OR OTHERS

1. Landbell USA, Inc. shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of Landbell USA, Inc.) by reason of the fact that he or she is or was a member, director, officer, employee or agent of Landbell USA, Inc., or is or was serving at the request of Landbell USA, Inc. as a director, officer, member, trustee, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of Landbell USA,

Inc., and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of Landbell USA, Inc., and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. Landbell USA, Inc. shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of Landbell USA, Inc. to procure a judgment in its favor by reason of the fact that he or she the person is or was a member, director, officer, employee or agent of Landbell USA, Inc., or is or was serving at the request of Landbell USA, Inc. as a director, officer, member, trustee, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if he or she acted, or failed to act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of Landbell USA, Inc., and except that no indemnification may be made in respect of any claim, issue or matter as to which such person has been adjudged to be liable to Landbell USA, Inc. unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

3. To the extent that a present or former member, director or officer of Landbell USA, Inc. has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs

(1) and (2) of this Article V, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

4. Any indemnification under paragraphs (1) and (2) of this Article V (unless ordered by a court) shall be made by Landbell USA, Inc. only as authorized in the specific case upon a determination that indemnification of the present or former member, director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs (1) and (2) of this Article V. Such determination shall be made with respect to a person who is a member, director or officer at the time of such determination, (i) by a majority vote of the directors in office who are not parties to such action, suit or proceeding, even though less than a quorum, or (ii) by a committee of such directors designated by majority vote of such directors, even though less than a quorum, or (iii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion.

5. Expenses (including attorneys' fees) incurred by a director, officer or member in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by Landbell USA, Inc. in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, member or officer to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by Landbell USA, Inc. as authorized in this Article V. Such expenses (including attorneys' fees) incurred by former directors, members and officers or other employees and agents may be so paid upon such terms and conditions, if any, as Landbell USA, Inc. deems appropriate.

6. The indemnification and advancement of expenses provided by, or granted pursuant to this Article V shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

7. Landbell USA, Inc. shall have power to purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee or agent of Landbell USA, Inc., or is or was serving at the request of Landbell USA, Inc. as a director, officer, member, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not Landbell USA, Inc. would have the power to indemnify him or her against such liability under the provisions of this Article V.

8. For purposes of this Article V, references to "Landbell USA, Inc." include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its members, directors, officers, trustees and employees or agents, so that any person who is or was a director, officer, member, trustee, employee or agent of such a constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, member, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under this Article V with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued. For purposes of this Article V, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of Landbell USA, Inc." shall include any service as a member, director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such member, director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of Landbell USA, Inc." as referred to in this Article V.

9. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article V shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a member, director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

VI.

CONTRACTS AND DEALINGS WITH CERTAIN OTHER CORPORATIONS OR FIRMS

1. Conflict of Interest Policy. The “**Landbell USA, Inc. Conflict of Interest Policy**” set forth in **Attachment I** to these Bylaws is incorporated into these Bylaws by reference and constitutes an integral part hereof.

2. Establishing Quorum for Meeting Regarding Potential Conflict of Interest. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes the contract or transaction, even if abstaining from discussion of or votes regarding such contract or transaction.

3. Matters Not Void or Voidable. No contract or transaction between Landbell USA, Inc. and one or more of its members, directors or officers, or between Landbell USA, Inc. and any other corporation, partnership, association, or other organization in which one or more of Landbell USA, Inc.'s members, directors or officers, are members, directors or officers, or have a financial interest, shall be void or voidable solely for this reason or by reason of an interested party's presence at a meeting at which such contract or transaction is reviewed or voted upon. Any such meeting shall be conducted in accordance with the requirements of the Conflict of Interest Policy then applicable.

4. Supplemental Guidelines and Procedures. The Board from time to time may adopt, amend and revoke supplemental guidelines and procedures relating to Landbell USA, Inc.'s Conflicts of Interest Policy and adopt such other policies and procedures as the Board determines to be advisable in furtherance of the Company's nonprofit purposes.

VII.

EXECUTION OF PAPERS

Except as the Board may generally or in particular cases authorize or direct the execution thereof in some other manner, all deeds, leases, transfers, contracts, proposals, bonds, notes, checks, drafts, and other obligations made, accepted or endorsed by Landbell USA, Inc. shall be signed or endorsed on behalf of Landbell USA, Inc. by the President or the Treasurer or their designees.

VIII.

FUNDS

Except as otherwise provided by law or lawfully directed by any grantor or donor, Landbell USA, Inc. may retain or dispose of all or any part of any real or personal property acquired by it and invest and reinvest any funds held by it according to the

judgment of the Board, without being restricted to the class of investments which fiduciaries are or hereafter may be permitted by law to make.

IX.

PROHIBITION REGARDING THE USE OF FUNDS

No part of the net earnings or receipts of Landbell USA, Inc. shall inure to the benefit of any member, director or officer of Landbell USA, Inc. or any private individual, provided, however, that this prohibition shall not prevent the payment to any person of such reasonable compensation for services actually rendered to or for Landbell USA, Inc. in conformity with these Bylaws.

X.

FISCAL YEAR

The fiscal year of Landbell USA, Inc. shall be from the first day of January through the thirty first day of December.

XI.

CHARITABLE TRUST DOCTRINE

The following principles and restrictions shall govern Landbell USA, Inc.:

- **Irrevocable Dedication:** The assets of Landbell USA, Inc. are dedicated to charitable purposes.
- **Asset Restriction:** The assets of Landbell USA, Inc. are considered held in trust for the public good.
- **Dissolution/Transfer:** Upon dissolution of Landbell USA, Inc., all its assets must be transferred to another 501(c)(3) entity, not sold for private gain. Such assets can never be distributed to directors, staff or private individuals.
- **Attorney General Oversight:** Landbell USA, Inc. acknowledges and agrees that the California Attorney General's office will supervise its transfers of assets to ensure compliance with charitable trust laws.

XII.

AMENDMENTS

The Board, by a majority vote of directors at the time in office, may alter, amend or repeal these Bylaws, in whole or in part.