

**Minutes of First Meeting of Board of Directors
of
TeenPain Help Foundation
A California Nonprofit Public Benefit Corporation**

The board of directors of Teen Pain Help Foundation held its first meeting on June 25, 2011 at 14711 Greenleaf Street, Sherman Oaks, California. Written waiver of notice was signed by all of the directors.

The following directors, constituting a quorum of the full board, were present at the meeting:

Georgia Huston
Bettina Bennewitz
Dawn Mills
Azmi Atiya
Phyllis Bagdadi

There were absent:

On motion and by unanimous vote, Georgia Huston was elected temporary chairperson and then presided over the meeting. Bettina Bennewitz was elected temporary secretary of the meeting.

The chairperson announced that the meeting was held pursuant to written waiver of notice signed by each of the directors. Upon a motion duly made, seconded, and unanimously carried, the waiver was made a part of the records of the meeting; it now precedes the minutes of this meeting in the corporate records book.

BYLAWS

There was then presented to the meeting for adoption a proposed set of bylaws of the

corporation. The bylaws were considered and discussed and, on motion duly made and seconded, it was unanimously

RESOLVED, that the bylaws presented to this meeting are adopted as the bylaws of the corporation.

RESOLVED FURTHER, that the secretary insert a copy of the bylaws in the corporate records book and see that a copy of the bylaws is kept at the corporation's principal office as required by law.

ELECTION OF OFFICERS

The chairperson then announced that the next item of business was the election of officers. Upon motion, the following persons were unanimously elected to the offices shown after their names:

Georgia Huston, President
Phyllis Bagdadi, Vice President
Bettina Bennewitz, Secretary
Dawn Mills, Treasurer

COMPENSATION OF OFFICERS

There followed a discussion concerning the compensation to be paid by the corporation to its officers. Upon motion duly made and seconded, it was unanimously

RESOLVED, that the following annual salaries be paid to the officers of this corporation:

President	\$ 0.00
Vice President	\$ 0.00
Secretary	\$ 0.00
Treasurer	\$ 0.00

PRINCIPAL OFFICE

After discussion as to the exact location of the corporation's principal office for the transaction of business in the county named in the bylaws, upon motion duly made and seconded, it was

RESOLVED, that the principal office for the transaction of business of the corporation

shall be at 14711 Greenleaf Street, in Sherman Oaks, California.

BANK ACCOUNT

Upon motion duly made and seconded, it was

RESOLVED, that the funds of this corporation shall be deposited with Torrey Pines Bank.

RESOLVED FURTHER, that the treasurer of this corporation be and hereby is authorized and directed to establish an account with said bank and to deposit the funds of this corporation therein.

RESOLVED FURTHER, that any officer, employee, or agent of this corporation be and is authorized to endorse checks, drafts, or other evidences of indebtedness made payable to this corporation, but only for the purpose of deposit.

RESOLVED FURTHER, that all checks, drafts, and other instruments obligating this corporation to pay money shall be signed on behalf of this corporation by any 2 of the following:

Dawn Mills

Bettina Bennewitz

Georgia Huston

RESOLVED FURTHER, that said bank be and hereby is authorized to honor and pay all checks and drafts of this corporation signed as provided herein.

RESOLVED FURTHER, that the authority hereby conferred shall remain in force until revoked by the board of directors of this corporation and until written notice of such revocation shall have been received by said bank.

RESOLVED FURTHER, that the secretary of this corporation be and hereby is authorized to certify as to the continuing authority of these resolutions, the persons authorized to sign on behalf of this corporation, and the adoption of said bank's standard form of resolution, provided that said form does not vary materially from the terms of the foregoing resolutions.



Since there was no further business to come before the meeting, on motion duly made and seconded, the meeting was adjourned.

Dated: 6/25/11
Bettina Bennewitz
Bettina Bennewitz, Secretary