

MAIL TO:  
Office of the Attorney General  
Registry of Charitable Trusts  
P.O. Box 903447  
Sacramento, CA 94203-4470

STREET ADDRESS:  
1300 I Street  
Sacramento, CA 95814  
(916) 210-6400

WEBSITE ADDRESS:  
www.oag.ca.gov/charities

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



RECEIVED  
Attorney General's Office

JUL 18 2023

Registry of Charitable Trusts

(For Registry Use Only)

**Part A - Identification of Organization**

**Breaking Code Silence**

Name of Organization:

Mailing Address: 4470 W Sunset Blvd, Suite 107 PMB 93863

Telephone number: (213) 640-2810

City: Los Angeles

E-mail address: admin@breakingcodesilence.org

State: California

Fax number:

ZIP Code: 90027

Website: https://www.breakingcodesilence.org

Federal Employer Identification Number (FEIN):  
86-3319273

Corporation or Organization Number:  
C4721336

**Part B - Registration Fee**

A \$50 REGISTRATION FEE must accompany this registration form. Make check payable to DEPARTMENT OF JUSTICE.

**Part C - List of Trustees or Directors and Officers**

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

Name: Dr. Vanessa Hughes

Position: Director; Board President

Address: 4470 W Sunset Blvd, Suite 107 PMB 93863

City: Los Angeles

State: CA

ZIP Code: 90027

Name: Jenny Magill

Position: Director

Address: 4470 W Sunset Blvd, Suite 107 PMB 93863

City: Los Angeles

State: CA

ZIP Code: 90027

Name: Dr. Apryl Alexander

Position: Director

Address: 4470 W Sunset Blvd, Suite 107 PMB 93863

City: Los Angeles

State: CA

ZIP Code: 90027

Name:

Position:

Address:

City:

State:

ZIP Code:

**Part D - Organization Activities**

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

Breaking Code Silence seeks to prevent cruelty and abuse of children by raising awareness about problems in the so-called "troubled teen industry" and to educate, advocate, and support research for youth and survivors of residential facilities. BCS reports abuse when discovered, helps to investigate facilities - including behavior modification programs, rehabilitation centers, residential treatment facilities, therapeutic boarding schools, and wilderness programs - that may be improperly regulated or unregulated, and pursues policy change. BCS seeks to prevent widespread institutional abuse of children within this industry. BCS currently hold cash funds in California, and no other property or assets.

956645



**Part E - Assets and Accounting Period**

If assets (funds, property, etc.) have been received, enter the date first received.

Date assets first received in/from California: June 1, 2021

Registration with the Attorney General is required within thirty days of receipt of assets.

What annual accounting period has the organization adopted? Fiscal Year Ending (Month/Day): June 30

**Part F - Founding Documents**

Attach the organization's founding documents as follows:

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

**Part G - Federal Tax Exempt Status**

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

Date of application for Federal tax exemption: May 3, 2021

Date of exemption letter: May 19, 2021 Exempt under Internal Revenue Code section 501(c) (3 )

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

Attach a copy of the Application for Recognition of Exemption (IRS Form 1023 or 1024) and the determination letter issued by the IRS.

**Part H - Fundraising Professionals**

Does the organization contract with or otherwise engage the services of any commercial fundraiser for charitable purposes, fundraising counsel, or commercial coventurer (as defined in Government Code sections 12599-12599.2)? If yes, provide the name(s), address(es), telephone number(s), and registration number(s) assigned by the Registry of Charitable Trusts of the provider(s). Attach additional sheets if necessary.

<input type="checkbox"/> Commercial Fundraiser ( # )	<input type="checkbox"/> Fundraising Counsel ( # )	<input type="checkbox"/> Commercial Coventurer ( # )
Name: N/A		Telephone Number:
Address:	City:	State: ZIP Code:
<input type="checkbox"/> Commercial Fundraiser ( # )	<input type="checkbox"/> Fundraising Counsel ( # )	<input type="checkbox"/> Commercial Coventurer ( # )
Name: N/A		Telephone Number:
Address:	City:	State: ZIP Code:
<input type="checkbox"/> Commercial Fundraiser ( # )	<input type="checkbox"/> Fundraising Counsel ( # )	<input type="checkbox"/> Commercial Coventurer ( # )
Name: N/A		Telephone Number:
Address:	City:	State: ZIP Code:



**Part I - Please respond to the following list of questions and provide supplemental information if applicable.**

1. List all DBAs and names of the organization uses or has used.

N/A

2. List all states in which you solicit charitable donations or have registered to do so, or in which you are exempt from registration but operate

California

3. Is the organization under common control, does it have a close connection with, or is it related to, any other nonprofit or for-profit organization or trust? If yes, identify by name, address, and telephone.

No; N/A

4. Has the organization's IRS tax-exempt status ever been denied, revoked, or modified? If yes, please explain circumstances on a separate sheet.

No; N/A

5. Has the organization's tax-exempt status ever been suspended or revoked by the Franchise Tax Board? If yes, please explain circumstances on a separate sheet.

No; N/A

6. Has the organization's corporation status ever been suspended or revoked by the Secretary of State? If yes, please explain circumstances on a separate sheet.

No; N/A

7. Are any officers, directors, trustees, or employees related by blood, marriage or adoption? If yes, identify by name, title and relationship.

No; N/A

8. Has the organization or any of its officers, directors, or trustees been the subject of a court or administrative proceeding in any state regarding any solicitation or registration? If yes, please explain on a separate sheet.

No; N/A

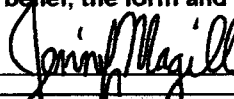
9. Have any of the organization's officers, directors, or trustees been convicted of any crime involving the misuse or misappropriation of funds, or any crime involving deception in the operation of a charity? If yes, identify by name and title.

No; N/A

**Please note that the Form CT-1 is a public document which will be posted on the Registry's website. If you wish to maintain the confidentiality of any attachment to the Form CT-1, you must request that the attachment not be maintained in the Public File.**

**Part J - Signature**

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

Signature 

Title Chief Executive Officer

Date 2/26/2023

The organization will be required to file financial reports annually on Form RRF-1 (Annual Registration/Renewal Fee Report) no later than four months and fifteen days after the end of the organization's accounting period. Organizations with \$50,000 or more in total revenue are also required to file the applicable IRS Form 990, with all attachments and schedules, as filed with the IRS. Organizations with less than \$50,000 in total revenue are generally required to file Form CT-TR-1. All Registry forms can be found on the Attorney General's website at [www.oag.ca.gov/charities](http://www.oag.ca.gov/charities).

For additional information, please refer to the Supervision of Trustees and Fundraisers for Charitable Purposes Act (Government Code sections 12680-12699.8) and the Administrative Rules and Regulations pursuant to the Act (California Code of Regulations, Title 11, Sections 300-312.1), and other resources available on the Attorney General's website at [www.oag.ca.gov/charities](http://www.oag.ca.gov/charities).

Additional information is available on the Attorney General's website at [www.oag.ca.gov/charities](http://www.oag.ca.gov/charities). You may also call the Attorney General's Registry of Charitable Trusts at (916) 210-6400 or fax at (916) 444-3651 or contact the Registry via email at [Registration@doj.ca.gov](mailto:Registration@doj.ca.gov).

**Breaking Code Silence  
Initial Registration Form  
Registry of Charitable Trusts**

---

**Attachment 1:  
Articles of Incorporation**

---

**ARTICLES OF INCORPORATION**

**OF**

Breaking Code Silence

**I.**

The name of the corporation shall be Breaking Code Silence

**II.**

The place in this state where the principal office of the Corporation is to be located is 272 N Mar Vista Ave, Pasadena, California 91106.

**III.**

Said corporation is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

The specific purpose of this corporation is to educate, advocate and support research endeavors for youth and survivors of residential facilities

**IV.**

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

LegalZoom.com, Inc.



V.

4721336

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation except from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of future federal tax code, or (b) by a corporation,(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

VI.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

VI.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on the date below.

Date: 03/22/2021

**LegalZoom.com, Inc., Incorporator**



---

By: Cheyenne Moseley, Assistant Secretary

**Breaking Code Silence  
Initial Registration Form  
Registry of Charitable Trusts**

---

**Attachment 2:  
Bylaws**

---

**BYLAWS  
OF  
BREAKING CODE SILENCE**  
(A California Nonprofit Public Benefit Corporation)

**. NAME**

Corporate Name. The name of this corporation is Breaking Code Silence (hereinafter the "corporation").

**. OFFICES**

Principal Office. The corporation's principal office is located at 272 N. Mar Vista Ave., Pasadena, CA 91106. The Board of Directors ("Board") may change the principal office from one location to another within the State of California.

Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

**. PURPOSES**

Description in Articles. The corporation's general and specific purposes are described in its Articles of Incorporation.

**. DEDICATION OF ASSETS**

Dedication of Assets. This corporation's assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the corporation. Upon dissolution of the corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed as set forth in its Articles of Incorporation.

**. NO MEMBERS**

No Members. The corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

Authority Vested in the Board. All rights that would otherwise vest under the Nonprofit Public Benefit Corporation Law in the members shall vest in the Board. Actions that otherwise require approval by a majority of all members, or approval by the members, shall only require Board approval.

Associates. The corporation may use the term "members" to refer to persons associated with it, but such persons shall not be corporate members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

**. BOARD OF DIRECTORS**

General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and any limitations of



the Articles of Incorporation or these Bylaws, the corporation's activities and affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the corporation's activities to any person(s), management company, or committees, however composed, provided that the corporation's activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Specific Powers. Without prejudice to such general powers, but subject to the same limitations, the Board shall have the following powers:

To approve personnel policies and monitor their implementation; to select and remove certain officers, agents, and employees of the corporation, and to prescribe such powers and duties for them as are compatible with law, the Articles of Incorporation, or these Bylaws; to fix their compensation (as provided herein, members of the Board are not compensated for service on the Board);

To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor which are not inconsistent with law, the corporation's Articles of Incorporation, or these Bylaws;

To change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; and conduct its activities in or outside California;

To borrow money and incur indebtedness for the corporation's purposes, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and security therefore;

To carry on a business and apply any revenues in excess of expenses that result from the business activity to any activity that it may lawfully engage in;

To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of real and personal property;

To act as trustee under any trust incidental to the principal object of the corporation, and to receive, hold, administer, exchange, and expend funds and property subject to such trust; and

To enter into any contracts or other instruments, and do any and all other things incidental to or expedient for attainment of the corporation's purposes.

#### Number and Election of Directors.

The Board shall consist of a minimum of three (3) and no more than fifteen (15) Directors, with the actual number to be determined from time to time by a resolution of the Board. The initial Board shall be comprised of the three (3) Directors appointed by the Incorporator. With the exception of the initial Board, Directors shall be elected by the vote of a majority of Directors then in office.

All Directors shall have full voting rights.

The qualifications for Directors are generally the ability to attend board meetings, a willingness to actively support and promote the corporation, and a dedication to its mission and charitable endeavors.

Terms of Office. Each Director shall hold office for a three (3) year term, and until a successor has been elected by the Board; provided, however, the terms of the initial Board may be staggered as determined by the Incorporator. There shall be no limitation on the number of consecutive terms to which a Director may be reelected.

Vacancies. A vacancy on the Board shall be deemed to exist if a Director dies, resigns, is removed, or if the authorized number of Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board shall be filled by the vote of a majority of Directors then in office. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been duly elected by the Board.

Removal. A Director may be removed, with or without cause, by a vote of the majority of the Directors of the entire Board at a special meeting called for that purpose, or at a regular meeting, provided that notice of such meeting complies with Section 6.10 or Section 6.11 as applicable. Any vacancy caused by the removal of a Director shall be filled as provided in Section 6.05.

Resignation. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the Chief Executive Officer, the Chairperson of the Board, the Secretary, or the Board as a whole, unless the notice specifies a future time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before then to take office when the resignation becomes effective. No Director may resign when the corporation would then be left without at least one (1) Director in charge of its affairs.

Place of Meetings. Meetings of the Board may be held at the corporation's principal office, or at any other place within or without the State of California that has been designated in the notice of the meeting, or if there is no notice, at such place as has been designated from time to time by resolution of the Board.

Annual Meetings. The Board shall meet annually for the purpose of organization, election of officers, approving the regular meeting schedule, and the transaction of such other business as may properly be brought before the meeting.

Regular Meetings. Regular meetings of the Board, including the annual meetings, shall be held without call or notice at such times and places as may from time to time be fixed by the Board.

Special Meetings. Special meetings of the Board for any purpose may be called at any time by the corporation's Chief Executive Officer, Secretary, or any two Directors. Notice of the time and place of special meetings shall be delivered to each Director personally or by telephone or email, and shall be provided at least twenty-four (24) hours prior to the meeting.

The notice shall contain a brief general description of each item of business to be transacted or discussed at the meeting.

Quorum. A majority of the actual number of Directors then in office shall constitute a quorum. Every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directors, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, but no action can be taken unless and until a quorum is restored. Directors may not vote by proxy. Participation by Teleconference or Videoconference; Electronic Meetings. Directors may participate in a meeting of the Board through the use of conference telephone, electronic video communication, or other similar electronic communications or electronic transmission, so long as the following apply:

All Directors participating in the meeting can communicate with each other concurrently; and,

Each Director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

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

Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such consent(s) shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. For purposes of this Section only, the phrase "all members of the Board" shall not include any "interested persons" as defined in Section 6.18 herein.

Fees and Compensation. Directors shall serve without compensation for their service. The Board may approve the reimbursement of a Director's actual and necessary expenses incurred when conducting the corporation's business. Subject to Section 6.18 herein and the California Nonprofit Public Benefit Corporation Law, nothing herein shall preclude a Director from serving the corporation in any other capacity, including, but not limited to, as an officer, agent, or employee of the corporation, and receiving compensation for such service.

Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is (a) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Standard of Care.

A Director shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the corporation's best interests and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by: (i) one or more of the corporation's officers or employees whom the Director believes to be reliable and competent in the matters presented; (ii) legal counsel, independent accountants, or other persons as to matters that the Director believes to be within such person's professional or expert competence; or (iii) a committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Non-Liability of Directors. No Director shall be personally liable for the corporation's debts, liabilities, or other obligations.

Common Directorships. Pursuant to Section 5234 of the California Nonprofit Public Benefit Corporation Law, the corporation shall not be a party to a transaction with another corporation, firm or association in which one or more of its Directors is also a director or directors ("Overlapping Director(s)") unless, 1) prior to entering into the transaction, the material facts of the transaction and the Overlapping Director's other directorship are fully disclosed or known to the Board and the Board authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the Overlapping Director, or 2) the contract or transaction is just and reasonable to the corporation at the time it is authorized, approved or ratified. This provision does not apply to transactions covered by Section 5233(b) of the California Nonprofit Public Benefit Corporation Law.

Executive Compensation Review. In any year in which this corporation is legally required to do so pursuant to Section 5213 of the California Nonprofit Public Benefit Corporation Law, the Board (or a Board Committee) shall review any compensation packages (including all benefits) of the Chief Executive Officer and Chief Financial Officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

## . OFFICERS

Required Officers. The officers of this corporation shall be a Chief Executive Officer, a Chairperson of the Board, a Secretary, and a Treasurer (who may also be referred to as the Chief Financial Officer). Any number of offices may be held by the same person, except that the Secretary, the Treasurer, or the Chief Financial Officer may not serve concurrently as the Chief Executive Officer.

Permitted Officers. The Board of Directors may elect one or more Vice Chairpersons, and such other Board officers as the business of the corporation may require, such as a Chief Financial Officer who will serve the Board and who may be separate from the Treasurer, each of whom shall be elected to hold office, have such authority and perform such duties as the Board at its pleasure from time to time may determine.

Election. Except for initial officers appointed by Board resolution, and the Chief Executive Officer and Chief Financial Officer who may serve by contract, the officers of this corporation shall be elected annually by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under contract of employment.

Removal. Any officer may be removed, with or without cause, by the Board at any time or, in the case of an officer appointed by another officer, the person with authority to appoint shall also have the power of removal. Any removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

Resignation. Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect upon receipt of that notice or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office, provided that such vacancies shall be filled as they occur.

Chief Executive Officer and Division Directors. The corporation shall have a Chief Executive Officer (who will be one of the corporation's Division Directors). The Division Directors, including the Chief Executive Officer, shall, collectively, be the general manager and chief executive officer of the Corporation, and, subject to the control of the Board and their contracts of employment, shall generally supervise, direct, and control the activities, affairs, and employees of the corporation by division; and shall see that all resolutions of the Board are carried into effect, and shall perform any and all other duties assigned by the Board, these Bylaws or their employment contracts.

Chairperson of the Board. The Board may elect one Director to serve as Chairperson of the Board (who may be referred to as the Board Chair or Board President). He, she or they shall preside as the Chairperson at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board and its committees, shall supervise the giving of such

notices as may be proper and necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Treasurer. The Treasurer (who may be referred to as the Chief Financial Officer) shall be the chief financial officer of this corporation until and unless the Board hires a Chief Financial Officer who will serve the Board and will be separate from the Treasurer. As such, the Treasurer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Compensation of Officers. The salaries of officers, if any, shall be fixed from time to time by resolution of the Board. In all cases, any salaries received by officers of the corporation shall be fair and reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable purposes of the corporation, and subject to Section 6.22 above, as applicable.

## **. COMMITTEES**

Board Committees. The Board may create one or more committees, each consisting of two (2) or more Directors to serve at the pleasure of the Board, and may delegate to such committee any of the authority of the Board, except with respect to:

Final action on any matter that, by law, requires approval of all of the Directors or a majority of all of the Directors;

The filling of vacancies on the Board or on any committee which has the authority of the Board;

The fixing of compensation, if any, of the Directors for serving on the Board or on any committee;

The amendment or repeal of the corporation's Bylaws or the adoption of new Bylaws;

The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

The appointment of other committees having the authority of the Board;

The expenditure of corporate funds to support a nominee for Director; or

The approval of any self-dealing transaction as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as permitted under Section 5233.

Committees must be created, and the members thereof appointed, by resolution adopted by a majority of the number of Directors then in office. The Board may appoint, in the same

### Other Committees

The Chairperson of the Board or the Division Directors, subject to any limitations imposed by the Board, may create other committees, either standing or special, permanent or temporary, to serve the Board which do not have the powers of the Board, and shall appoint members to serve on such committees, and shall designate the Chair of the committee. If a Director is on such committee, he, she or they shall be the Chair of the committee.

Meetings of a committee may be called by the Chairperson of the Board, a Division Director, the Chair of the committee or a majority of the committee members. Each committee shall meet as often as is necessary to perform its duties. Notice of a meeting of a committee may be given at any time and in any manner reasonably designed to inform the committee members of the time and place of the meeting. A majority of the committee members shall constitute a quorum for the transaction of business at any meeting of the committee, and a committee may take action by majority vote. Each committee may keep minutes of its proceedings and shall report periodically, as determined by the Board, to the Board.

Members of a committee shall serve until resignation or removal. Any member of a committee may resign at any time by giving written notice to the Chairperson of the Board or the Chief Executive Officer. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice. The Chairperson of the Board or the Division Directors, with prior approval of the Board if the Board so requires, or the Board, may remove any member of a committee, and shall appoint a member to fill a vacancy in any committee or any position created by an increase in the membership.

## **. INDEMNIFICATION AND INSURANCE**

Indemnification. To the fullest extent permitted by law, the corporation shall indemnify its Directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that section. "Expenses" shall have the same meaning herein as in Section 5238(a) of the Corporations Code. On written request to the Board of Directors by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board of Directors shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board of Directors shall authorize indemnification.

Other Indemnification. No provision made by the corporation to indemnify its Directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of Directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article IX shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee,

or agent in such capacity or arising from the officer's, Director's, employee's, or agent's status as such.

## **OTHER PROVISIONS**

Maintenance of Corporate Records. The corporation shall keep (a) adequate and correct books and records of account; (b) written minutes of the proceedings of the Board and committees of the Board; (c) the original or a copy of its Articles of Incorporation and Bylaws, as amended to date; and (d) such reports and records as required by law. All such records shall be kept at the corporation's principal office, or if its principal office is outside the State of California, at its principal office in this state.

Inspection. Every Director shall have the right at any reasonable time, and from time to time, to inspect all books, records, and documents of every kind and the physical properties of the corporation, subject to applicable law. Such inspection by a Director may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

Annual Report. Pursuant to Corporations Code Section 6321, within 120 days after the close of its fiscal year the corporation shall send each Director and any other persons as may be designated by the Board, a report containing the following information in reasonable detail:

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

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

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

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

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

Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all Directors, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and deliver to each Director any information required by Corporations Code Section 6322 with respect to the preceding year.

Public Inspection and Disclosure. The corporation shall have available for public inspection at its principal office a copy of each of its annual exempt organization information returns for each of the last three years and a copy of its state and federal applications for recognition of exemption.



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

----- Fiscal Year. The fiscal year of the corporation shall end on June 30 each year.

**AMENDMENTS**

----- Bylaw Amendments. These Bylaws will be reviewed periodically by the Board. The Board may adopt, amend, or repeal these Bylaws unless doing so would be a prohibited amendment under the California Corporations Code. Any amendment to these Bylaws will require a majority vote of the Directors then in office.

----- Effective Date. These Bylaws and any amendments to these Bylaws shall be effective immediately upon their adoption.

# # #

**CERTIFICATE OF ADOPTION**

I certify that I am the Secretary of Breaking Code Silence, a California nonprofit public benefit corporation, and that the foregoing Bylaws of such corporation was duly adopted by the corporation's Board of Directors on April 20, 2021.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the corporation to this certificate on April 23, 2021.

  
\_\_\_\_\_  
Secretary, Breaking Code Silence

**Breaking Code Silence  
Initial Registration Form  
Registry of Charitable Trusts**

---

**Attachment 3:  
IRS Determination Letter**

---



**Department of the Treasury**  
**Internal Revenue Service**  
**Tax Exempt and Government Entities**  
P.O. Box 2508  
Cincinnati, OH 45201

**BREAKING CODE SILENCE**  
**C/O VANESSA HUGHES**  
**272 N MAR VISTA AVENUE**  
**PASADENA, CA 91106**

**Date:**  
05/19/2021  
**Employer ID number:**  
86-3319273  
**Person to contact:**  
Name: Peggy Hussey  
ID number: 32073  
Telephone: 877-829-5500  
**Accounting period ending:**  
June 30  
**Public charity status:**  
170(b)(1)(A)(vi)  
**Form 990 / 990-EZ / 990-N required:**  
Yes  
**Effective date of exemption:**  
March 22, 2021  
**Contribution deductibility:**  
Yes  
**Addendum applies:**  
No  
**DLN:**  
26053525004991

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

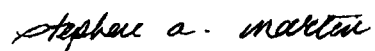
If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to [www.irs.gov/charities](http://www.irs.gov/charities). Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

We sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

A handwritten signature in cursive script that reads "Stephen A. Martin".

Stephen A. Martin  
Director, Exempt Organizations  
Rulings and Agreements

**Breaking Code Silence  
Initial Registration Form  
Registry of Charitable Trusts**

---

**Attachment 4:  
Tax Exemption Application**

---

(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](http://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**

<b>1a</b> Full Name of Organization (exactly as it appears in your organizing document) BREAKING CODE SILENCE			<b>b</b> Care of Name (if applicable) VANESSA HUGHES		
<b>c</b> Mailing Address (Number, street and room/suite) 272 N MAR VISTA AVENUE		<b>d</b> City PASADENA		<b>e</b> Country UNITED STATES	
<b>f</b> State CALIFORNIA		<b>g</b> Zip Code + 4 91106	<b>h</b> Foreign Province (or State)		<b>i</b> Foreign Postal Code
<b>2</b> Employer Identification Number 86-3319273		<b>3</b> Month Tax Year Ends JUNE		<b>4</b> Person to Contact if More Information is Needed (officer, director, trustee, or authorized representative) KEVIN DAVIS	
<b>5</b> Contact Telephone Number 619-515-3293		<b>6</b> Fax Number (optional) 619-398-0117		<b>7</b> User Fee Submitted \$600.00	

**8** Organization's Website (if available): <https://www.breakingcodesilence.net/>**9** List the names, titles, and mailing addresses of your officers, directors, and/or trustees.

First Name: VANESSA		Last Name: HUGHES		Title: DIRECTOR AND PRESIDENT/CEO	
Mailing Address: 272 N MAR VISTA AVENUE			City: PASADENA		
State (or Province): CALIFORNIA		Zip Code (or Foreign Postal Code): 91106			
First Name: JENNY		Last Name: MAGILL		Title: DIRECTOR AND SECRETARY	
Mailing Address: 272 N MAR VISTA AVENUE			City: PASADENA		
State (or Province): CALIFORNIA		Zip Code (or Foreign Postal Code): 91106			
First Name: KATHERINE		Last Name: MCNAMARA		Title: DIRECTOR AND TREASURER	
Mailing Address: 272 N MAR VISTA AVENUE			City: PASADENA		
State (or Province): CALIFORNIA		Zip Code (or Foreign Postal Code): 91106			
First Name: JEREMY		Last Name: WHITELEY		Title: DIRECTOR	
Mailing Address: 272 N MAR VISTA AVENUE			City: PASADENA		
State (or Province): CALIFORNIA		Zip Code (or Foreign Postal Code): 91106			
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)

03/22/2021

- 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.

California

- 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

- 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):

Page 1, Article III

- 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.

Page 2, Article VI



**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?

Breaking Code Silence (BCS) is a California nonprofit public benefit corporation that formed exclusively for charitable purposes. BCS seeks to prevent cruelty and abuse of children within the meaning of IRC Section 501(c)(3) with its mission and specific purpose to raise awareness about problems in the 'troubled teen industry', and to educate, advocate and support research endeavors for youth and survivors of residential facilities. BCS receives its financial support from philanthropy and direct and indirect contributions from the general public. As a nonprofit formed for charitable purposes and receiving its support from the public, BCS seek tax exemption as a public charity pursuant to IRC Sections 501(a)(1) and 170(b)(1)(A)(vi).

a. What is the activity? BCS raises public awareness about the cruelty and abuse of children and other systemic problems in the troubled teen industry--which includes behavior modification programs, rehabilitation centers, residential treatment facilities, therapeutic boarding schools, and wilderness programs--that is improperly regulated or operates fully unregulated. In addition to raising awareness, BCS investigates facilities, reports abuse when discovered, develops research to understand the effect of abuse on child abuse survivors, provides support and resources to survivors of abuse, and actively pursues policy change. BCS advocates for change to prevent widespread institutional abuse of children within this industry, including physical abuse, neglect, psychological harm, sexual abuse, pseudoscientific practices, and negligence that may result in death.

b. Who conducts the activity? The activities are conducted by BCS, and its directors and officers, employees and volunteers. BCS was founded by survivors of institutional child abuse and activists who seek to raise awareness about problems in the trouble teen industry, and the need for reform to prevent cruelty and abuse of children.

c. Where is the activity conducted? The activities are currently conducted in Southern California, principally in Los Angeles County where BCS was formed and its corporate offices are located. However, BCS plans for its activities to expand throughout the United States to locations where the institutions or facilities, and the survivors, are located.

d. What percentage of your total time is allocated to the activity? BCS devotes 100% of its time to these charitable activities.

e. How is the activity funded? BCS is funded through public philanthropy, including direct and indirect contributions from the public, and possibly through grants from private organizations and governmental units that support our mission to prevent cruelty and abuse of children. For example, Paris Hilton has decided to grant BCS \$15,000, and the Conrad N. Hilton Foundation may grant an additional \$500,000 to BCS, if we are able to obtain our tax-exempt status by July 31, 2021. We submit with this application a request for the IRS to expedite its review in light of this proposed grant.

f. How does the activity further your exempt purposes? BCS's exempt purposes are to prevent cruelty and abuse of children. BCS achieves these activities by raising public awareness, investigating institutions and facilities, reporting abuse when discovered, providing support and resources to survivors of abuse, and advocating for reform within the troubled teen industry where widespread institutional abuse of children is currently improperly unregulated or fully unregulated.

As a California nonprofit public benefit corporation that seeks to prevent cruelty and abuse of children and receives its support from direct and indirect contributions from the public, Breaking Code Silence requests exemption pursuant to IRC Sections 501(c)(3) as a public charity described in IRC Sections 501(a)(1) and 170(b)(1)(A)(vi).

**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

Breaking Code Silence does not currently attempt to influence legislation. However, Breaking Code Silence may, at some point in the future, advocate for reform in legislation and/or regulation of the troubled teen industry--including behavior modification programs, rehabilitation centers, residential treatment facilities, therapeutic boarding schools and wilderness programs--to prevent cruelty and abuse of children.

**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? If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities.  Yes  No

Breaking Code Silence has not spent any time or money on attempting to influence legislation at this time. However, in the event that it decides to engage in legislative activities at some point in the future, Breaking Code Silence will track whether such lobbying activities are a substantial part of its overall charitable activities and will make the election whether to have such lobbying activities measured by expenditure by filing Form 5768.

- 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

Breaking Code Silence owns the trademark of its name and logos, and the intellectual property rights to its online and social media presence. It currently does not have any plans to license the intellectual property or charge any fees related to the intellectual property.

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

- 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

**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?  Yes  No  
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.



**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: 07/01/2020	From: 07/01/2021	From: 07/01/2022	From:	From:	
	To: 06/30/2021	To: 06/30/2022	To: 06/30/2023	To:	To:	
<b>1</b> Gifts, grants, and contributions received (do not include unusual grants)	\$600,000	\$1,000,000	\$1,000,000			
<b>2</b> Membership fees received	\$0	\$0	\$0			
<b>3</b> Gross investment income	\$0	\$0	\$0			
<b>4</b> Net unrelated business income	\$0	\$0	\$0			
<b>5</b> Taxes levied for your benefit	\$0	\$0	\$0			
<b>6</b> 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)	\$0	\$0	\$0			
<b>7</b> Any revenue not otherwise listed above or in lines 9 - 12 below (provide an itemized list below)	\$0	\$0	\$0			
<b>8</b> Total of lines 1 through 7	\$600,000	\$1,000,000	\$1,000,000	\$0	\$0	
<b>9</b> 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)	\$0	\$0	\$0			
<b>10</b> Total of lines 8 and 9	\$600,000	\$1,000,000	\$1,000,000	\$0	\$0	
<b>11</b> Net gain or loss on sale of capital assets (provide an itemized list below)	\$0	\$0	\$0			
<b>12</b> Unusual grants (provide an itemized list below)	\$515,000	\$0	\$0			
<b>13</b> Total Revenue (add lines 10 through 12)	\$1,115,000	\$1,000,000	\$1,000,000	\$0	\$0	
Type of expense	Current tax year		4 prior tax years or 2 succeeding tax years			
<b>14</b> Fundraising expenses	\$30,000	\$40,000	\$45,000			
<b>15</b> Contributions, gifts, grants, and similar amounts paid out (provide an itemized list below)	\$0	\$0	\$0			
<b>16</b> Disbursements to or for the benefit of members (provide an itemized list below)	\$0	\$0	\$0			
<b>17</b> Compensation of officers, directors, and trustees	\$0	\$0	\$0			
<b>18</b> Other salaries and wages	\$142,000	\$155,000	\$168,000			
<b>19</b> Interest expense	\$0	\$0	\$0			
<b>20</b> Occupancy (rent, utilities, etc.)	\$24,000	\$26,000	\$28,000			
<b>21</b> Depreciation and depletion	\$0	\$0	\$0			
<b>22</b> Professional fees	\$62,000	\$72,000	\$78,000			
<b>23</b> Any expense not otherwise classified, such as program services (provide an itemized list below)	\$296,757	\$296,757	\$296,757			
<b>24</b> Total Expenses (add lines 14 through 23)	\$554,757	\$589,757	\$615,757	\$0	\$0	

**25** Itemized financial data

Line 12 - Breaking Code Silence may receive a one-time unusual grant in the amount of \$15,000 from Paris Hilton, and an additional \$500,000 from the Conrad N. Hilton Foundation, if the IRS issues an exemption determination letter by July 31, 2021. We submit with this application a request for the IRS to expedite its review in light of the proposed grants. Line 23 - The \$296,757 of expenses are itemized as follows: Survivor emergency fund (\$20,000), Retreat programming costs (\$128,700), Retreat participant travel (\$32,400), CRM training and certification (\$74,836), Indirect operational costs (\$37,821), and supplies and incidentals (\$3,000).

**Part VI** Financial Data (continued)

<b>B. Balance Sheet (for your most recently completed tax year)</b>		Year End: 06/30/2021
<b>Assets</b>		
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
<b>Liabilities</b>		
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
<b>Fund Balances or Net Assets</b>		
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 excused 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.

Vanessa Hughes

(Type name of signer)

DIRECTOR AND PRESIDENT/CEO

(Type title or authority of signer)

05/03/2021

(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)

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

--

**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

--

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

Yes  No

--

**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 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.

--

**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

--

**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).

--

**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

# **ATTACHMENTS TO FORM 1023**

**Breaking Code Silence**

**EIN 86-3319273**

---

**Attachment 1:**

**Form 1023 Signature**

---

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.

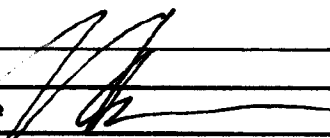
1 Certain organizations are not required to file annual information returns or notices (Form 990, Form 990-EZ, or Form 990-N, e-Postcard). If you are granted tax-exemption, are you claiming to be excused from filing Form 990, Form 990-EZ, or Form 990-N?  Yes  No

If "Yes," are you claiming you are excused 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)

[Empty rectangular box for describing other reasons for exemption]

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.

Vanessa Hughes  
\_\_\_\_\_  
(Type name of signer)

DIRECTOR AND PRESIDENT/CEO  
\_\_\_\_\_  
(Type title or authority of signer)

04/30/2021  
\_\_\_\_\_  
(Date)

# **ATTACHMENTS TO FORM 1023**

**Breaking Code Silence**

**EIN 86-3319273**

---

**Attachment 3:**

**Request for Expedited**

**Processing**

---



# BREAKING CODE SILENCE

---

April 30, 2021

VIA FEDEX AND FACSIMILE: (855) 204-6184

Internal Revenue Service  
P.O. Box 2508  
Room 6403  
Cincinnati, OH 45201

Re: *Request for Expedited Review*  
*Breaking Code Silence (EIN 86-3319273)*

Dear Internal Revenue Service:

Breaking Code Silence is a newly created California nonprofit public benefit corporation that was formed by survivors of institutional child abuse and activists to raise awareness about problems in the “trouble teen industry”, and the need for reform to prevent cruelty and abuse of children. Breaking Code Silence filed its Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code (Form 1023) on April 30, 2021. Paris Hilton has offered a \$15,000 donation, and the Hilton Foundation is considering a separate donation of \$500,000, to Breaking Code Silence but they will not process these donations until we have our tax-exempt status. Attached is a letter from Paris Hilton confirming her donation and the deadline for obtaining our exempt status. These funds are critical for Breaking Code Silence to start its important charitable activities immediately. Without the grant, Breaking Code Silence will be forced to spend its beginning years fundraising, detrimentally affecting our ability to help address ongoing child abuse. We therefore request that the IRS process the Form 1023 for Breaking Code Silence on an expedited basis. The compelling circumstances warranting expedited processing are explained below.

As you may know, Paris Hilton recently disclosed some of the cruelty and abuse she suffered at a school for troubled teens. Her story has increased public awareness regarding the systemic cruelty and abuse in the “trouble teen industry” and has created a platform for Breaking Code Silence to continue raising awareness and seeking reform to prevent these problems from continuing. Paris Hilton has offered a \$15,000 donation, and the Hilton


Foundation is considering a separate donation of \$500,000, to Breaking Code Silence so we can start our important work immediately. However, we must provide Ms. Hilton and the Hilton Foundation with documentation of our tax exemption under Internal Revenue Code Section 501(c)(3) on or before July 31, 2021, otherwise Ms. Hilton and the Hilton Foundation may permanently redirect the grants to another organization.

This is our opportunity for Breaking Code Silence to launch its charitable activities immediately. Without these grants, we expect that Breaking Code Silence will be unable to provide essential peer support skills, case management services, research efforts, or abuse reporting support for survivors of institutionalized abuse. Furthermore, for each passing day that Breaking Code Silence is not able to start its activities, children will endure cruelty and suffer from abuse, and their conditions will worsen. Consequently, it is imperative that Breaking Code Silence receive its tax-exempt determination from the IRS as quickly as possible in order to receive these grants so its activities may be swiftly implemented to prevent the cruelty and abuse towards children.

Based on the compelling reasons described above, Breaking Code Silence respectfully requests the IRS to expedite the review of its Form 1023 exemption application. If you have any questions or need additional information, please do not hesitate to contact me.

Thank you for your consideration.

Sincerely,

A handwritten signature in cursive script that reads "Vanessa Hughes".

Vanessa Hughes, PhDc, MA, MFT, MAT, MAICS, SEP  
President  
Breaking Code Silence

Attachment: Grant Announcement from Paris Hilton

# PARIS

April 29, 2021

Vanessa Hughes, President

Breaking Code Silence

PO Box 91896

Pasadena, CA 91109

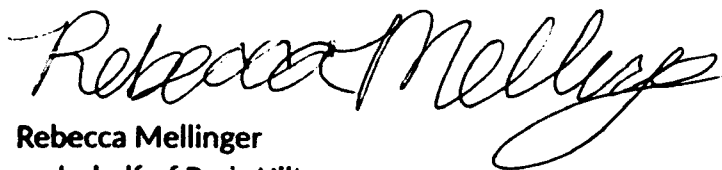
Re: **Grant to Breaking Code Silence**

Dear Ms. Hughes:

Congratulations! I am pleased to announce that Paris Hilton has decided to grant \$15,000 to Breaking Code Silence, a California nonprofit public benefit corporation registered with the California Secretary of State on March 22, 2021, Entity No. C4721336, in support of your mission to raise awareness about problems in the "troubled teen industry", and to educate, advocate and support research endeavors for youth and survivors of residential facilities. Paris Hilton is a successful entrepreneur and multi-business owner. She benevolently supports nonprofits working to improve the lives of individuals living in poverty and experiencing disadvantage throughout the world. Paris, as a survivor and advocate, has a unique understanding and recognize the importance of Breaking Code Silence's mission. We are pleased to support your organization.

Representatives from Paris's team will contact you regarding the grant, and information for communicating about your grant is available at through Rebecca Mellinger, The Social Impact Coordinator for the documentary, This Is Paris. As a condition to receive these funds, Breaking Code Silence must provide its determination of tax-exempt status pursuant to Internal Revenue Code Section 501(c)(3) no later than July 31, 2021. We understand that Breaking Code Silence is newly formed as a nonprofit organization, therefore we wanted to provide you with advanced notice of this condition so you will be able to request a determination from the Internal Revenue Service as soon as possible. If you are unable to provide your exemption determination letter by this date, Paris Hilton may permanently redirect these funds to another organization.

Sincerely,



Rebecca Mellinger  
on behalf of Paris Hilton

# **ATTACHMENTS TO FORM 1023**

**Breaking Code Silence**

**EIN 86-3319273**

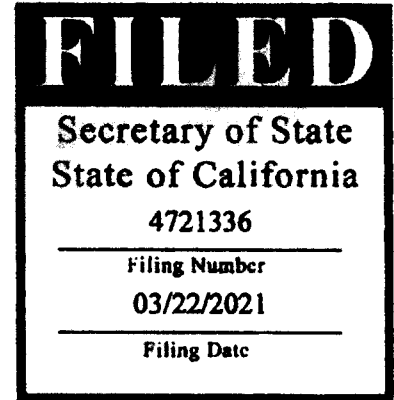
---

**Attachment 4:**

**Articles of Incorporation**

---

**ARTICLES OF INCORPORATION**  
**OF**  
**Breaking Code Silence**



**I.**

The name of the corporation shall be **Breaking Code Silence**

**II.**

The place in this state where the principal office of the Corporation is to be located is  
272 N Mar Vista Ave, Pasadena, California 91106.

**III.**

Said corporation is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This corporation is a nonprofit **PUBLIC BENEFIT CORPORATION** and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

The specific purpose of this corporation is to  
educate, advocate and support research endeavors for youth and survivors of residential facilities

**IV.**

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

LegalZoom.com, Inc.



# **ATTACHMENTS TO FORM 1023**

**Breaking Code Silence**

**EIN 86-3319273**

---

**Attachment 5:**

**Bylaws**

---

**BYLAWS  
OF  
BREAKING CODE SILENCE**  
(A California Nonprofit Public Benefit Corporation)

**ARTICLE I. NAME**

Section 1.01 Corporate Name. The name of this corporation is Breaking Code Silence (hereinafter the "corporation").

**ARTICLE II. OFFICES**

Section 2.01 Principal Office. The corporation's principal office is located at 272 N. Mar Vista Ave., Pasadena, CA 91106. The Board of Directors ("Board") may change the principal office from one location to another within the State of California.

Section 2.02 Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

**ARTICLE III. PURPOSES**

Section 3.01 Description in Articles. The corporation's general and specific purposes are described in its Articles of Incorporation.

**ARTICLE IV. DEDICATION OF ASSETS**

Section 4.01 Dedication of Assets. This corporation's assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the corporation. Upon dissolution of the corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed as set forth in its Articles of Incorporation.

**ARTICLE V. NO MEMBERS**

Section 5.01 No Members. The corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

Section 5.02 Authority Vested in the Board. All rights that would otherwise vest under the Nonprofit Public Benefit Corporation Law in the members shall vest in the Board. Actions that otherwise require approval by a majority of all members, or approval by the members, shall only require Board approval.

Section 5.03 Associates. The corporation may use the term "members" to refer to persons associated with it, but such persons shall not be corporate members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE VI. BOARD OF DIRECTORS**

Section 6.01 General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and any limitations of



the Articles of Incorporation or these Bylaws, the corporation's activities and affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the corporation's activities to any person(s), management company, or committees, however composed, provided that the corporation's activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

**Section 6.02 Specific Powers.** Without prejudice to such general powers, but subject to the same limitations, the Board shall have the following powers:

(a) To approve personnel policies and monitor their implementation; to select and remove certain officers, agents, and employees of the corporation, and to prescribe such powers and duties for them as are compatible with law, the Articles of Incorporation, or these Bylaws; to fix their compensation (as provided herein, members of the Board are not compensated for service on the Board);

(b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor which are not inconsistent with law, the corporation's Articles of Incorporation, or these Bylaws;

(c) To change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; and conduct its activities in or outside California;

(d) To borrow money and incur indebtedness for the corporation's purposes, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and security therefore;

(e) To carry on a business and apply any revenues in excess of expenses that result from the business activity to any activity that it may lawfully engage in;

(f) To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of real and personal property;

(g) To act as trustee under any trust incidental to the principal object of the corporation, and to receive, hold, administer, exchange, and expend funds and property subject to such trust; and

(h) To enter into any contracts or other instruments, and do any and all other things incidental to or expedient for attainment of the corporation's purposes.

**Section 6.03 Number and Election of Directors.**

(a) The Board shall consist of a minimum of three (3) and no more than fifteen (15) Directors, with the actual number to be determined from time to time by a resolution of the Board. The initial Board shall be comprised of the three (3) Directors appointed by the Incorporator. With the exception of the initial Board, Directors shall be elected by the vote of a majority of Directors then in office.

(b) All Directors shall have full voting rights.

(c) The qualifications for Directors are generally the ability to attend board meetings, a willingness to actively support and promote the corporation, and a dedication to its mission and charitable endeavors.

Section 6.04 Terms of Office. Each Director shall hold office for a three (3) year term, and until a successor has been elected by the Board; provided, however, the terms of the initial Board may be staggered as determined by the Incorporator. There shall be no limitation on the number of consecutive terms to which a Director may be reelected.

Section 6.05 Vacancies. A vacancy on the Board shall be deemed to exist if a Director dies, resigns, is removed, or if the authorized number of Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board shall be filled by the vote of a majority of Directors then in office. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been duly elected by the Board.

Section 6.06 Removal. A Director may be removed, with or without cause, by a vote of the majority of the Directors of the entire Board at a special meeting called for that purpose, or at a regular meeting, provided that notice of such meeting complies with Section 6.10 or Section 6.11 as applicable. Any vacancy caused by the removal of a Director shall be filled as provided in Section 6.05.

Section 6.07 Resignation. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the Chief Executive Officer, the Chairperson of the Board, the Secretary, or the Board as a whole, unless the notice specifies a future time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before then to take office when the resignation becomes effective. No Director may resign when the corporation would then be left without at least one (1) Director in charge of its affairs.

Section 6.08 Place of Meetings. Meetings of the Board may be held at the corporation's principal office, or at any other place within or without the State of California that has been designated in the notice of the meeting, or if there is no notice, at such place as has been designated from time to time by resolution of the Board.

Section 6.09 Annual Meetings. The Board shall meet annually for the purpose of organization, election of officers, approving the regular meeting schedule, and the transaction of such other business as may properly be brought before the meeting.

Section 6.10 Regular Meetings. Regular meetings of the Board, including the annual meetings, shall be held without call or notice at such times and places as may from time to time be fixed by the Board.

Section 6.11 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the corporation's Chief Executive Officer, Secretary, or any two Directors. Notice of the time and place of special meetings shall be delivered to each Director personally or by telephone or email, and shall be provided at least twenty-four (24) hours prior to the meeting.

The notice shall contain a brief general description of each item of business to be transacted or discussed at the meeting.

**Section 6.12 Quorum.** A majority of the actual number of Directors then in office shall constitute a quorum. Every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directors, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, but no action can be taken unless and until a quorum is restored. Directors may not vote by proxy. Participation by Teleconference or Videoconference; Electronic Meetings. Directors may participate in a meeting of the Board through the use of conference telephone, electronic video communication, or other similar electronic communications or electronic transmission, so long as the following apply:

(a) All Directors participating in the meeting can communicate with each other concurrently; and,

(b) Each Director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

**Section 6.14 Waiver of Notice.** Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to such Director prior thereto or at its commencement. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

**Section 6.15 Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

**Section 6.16 Action Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such consent(s) shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. For purposes of this Section only, the phrase "all members of the Board" shall not include any "interested persons" as defined in Section 6.18 herein.

**Section 6.17 Fees and Compensation.** Directors shall serve without compensation for their service. The Board may approve the reimbursement of a Director's actual and necessary expenses incurred when conducting the corporation's business. Subject to Section 6.18 herein and the California Nonprofit Public Benefit Corporation Law, nothing herein shall preclude a Director from serving the corporation in any other capacity, including, but not limited to, as an officer, agent, or employee of the corporation, and receiving compensation for such service.

**Section 6.18 Restriction on Interested Directors.** Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is (a) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

**Section 6.19 Standard of Care.**

(a) A Director shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the corporation's best interests and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

(b) In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by: (i) one or more of the corporation's officers or employees whom the Director believes to be reliable and competent in the matters presented; (ii) legal counsel, independent accountants, or other persons as to matters that the Director believes to be within such person's professional or expert competence; or (iii) a committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

**Section 6.20 Non-Liability of Directors.** No Director shall be personally liable for the corporation's debts, liabilities, or other obligations.

**Section 6.21 Common Directorships.** Pursuant to Section 5234 of the California Nonprofit Public Benefit Corporation Law, the corporation shall not be a party to a transaction with another corporation, firm or association in which one or more of its Directors is also a director or directors ("Overlapping Director(s)") unless, 1) prior to entering into the transaction, the material facts of the transaction and the Overlapping Director's other directorship are fully disclosed or known to the Board and the Board authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the Overlapping Director, or 2) the contract or transaction is just and reasonable to the corporation at the time it is authorized, approved or ratified. This provision does not apply to transactions covered by Section 5233(b) of the California Nonprofit Public Benefit Corporation Law.

**Section 6.22 Executive Compensation Review.** In any year in which this corporation is legally required to do so pursuant to Section 5213 of the California Nonprofit Public Benefit Corporation Law, the Board (or a Board Committee) shall review any compensation packages (including all benefits) of the Chief Executive Officer and Chief Financial Officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

## ARTICLE VII. OFFICERS

Section 7.01 Required Officers. The officers of this corporation shall be a Chief Executive Officer, a Chairperson of the Board, a Secretary, and a Treasurer (who may also be referred to as the Chief Financial Officer). Any number of offices may be held by the same person, except that the Secretary, the Treasurer, or the Chief Financial Officer may not serve concurrently as the Chief Executive Officer.

Section 7.02 Permitted Officers. The Board of Directors may elect one or more Vice Chairpersons, and such other Board officers as the business of the corporation may require, such as a Chief Financial Officer who will serve the Board and who may be separate from the Treasurer, each of whom shall be elected to hold office, have such authority and perform such duties as the Board at its pleasure from time to time may determine.

Section 7.03 Election. Except for initial officers appointed by Board resolution, and the Chief Executive Officer and Chief Financial Officer who may serve by contract, the officers of this corporation shall be elected annually by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under contract of employment.

Section 7.04 Removal. Any officer may be removed, with or without cause, by the Board at any time or, in the case of an officer appointed by another officer, the person with authority to appoint shall also have the power of removal. Any removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

Section 7.05 Resignation. Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect upon receipt of that notice or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 7.06 Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office, provided that such vacancies shall be filled as they occur.

Section 7.07 Chief Executive Officer and Division Directors. The corporation shall have a Chief Executive Officer (who will be one of the corporation's Division Directors). The Division Directors, including the Chief Executive Officer, shall, collectively, be the general manager and chief executive officer of the Corporation, and, subject to the control of the Board and their contracts of employment, shall generally supervise, direct, and control the activities, affairs, and employees of the corporation by division; and shall see that all resolutions of the Board are carried into effect, and shall perform any and all other duties assigned by the Board, these Bylaws or their employment contracts.

Section 7.08 Chairperson of the Board. The Board may elect one Director to serve as Chairperson of the Board (who may be referred to as the Board Chair or Board President). He, she or they shall preside as the Chairperson at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

Section 7.09 Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board and its committees, shall supervise the giving of such

notices as may be proper and necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7.10 Treasurer. The Treasurer (who may be referred to as the Chief Financial Officer) shall be the chief financial officer of this corporation until and unless the Board hires a Chief Financial Officer who will serve the Board and will be separate from the Treasurer. As such, the Treasurer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7.11 Compensation of Officers. The salaries of officers, if any, shall be fixed from time to time by resolution of the Board. In all cases, any salaries received by officers of the corporation shall be fair and reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable purposes of the corporation, and subject to Section 6.22 above, as applicable.

## **ARTICLE VIII. COMMITTEES**

Section 8.01 Board Committees. The Board may create one or more committees, each consisting of two (2) or more Directors to serve at the pleasure of the Board, and may delegate to such committee any of the authority of the Board, except with respect to:

- (a) Final action on any matter that, by law, requires approval of all of the Directors or a majority of all of the Directors;
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (c) The fixing of compensation, if any, of the Directors for serving on the Board or on any committee;
- (d) The amendment or repeal of the corporation's Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees having the authority of the Board;
- (g) The expenditure of corporate funds to support a nominee for Director; or
- (h) The approval of any self-dealing transaction as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as permitted under Section 5233.

Committees must be created, and the members thereof appointed, by resolution adopted by a majority of the number of Directors then in office. The Board may appoint, in the same

manner, alternate members to a committee who may replace any absent member at a committee meeting.

**Section 8.02 Meetings and Action of Board Committees.** Meetings and actions of Board committees shall be governed generally by, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, except that special meetings of committees may also be called by resolution of the Board. The Board may prescribe the manner in which proceedings of any such committee shall be conducted, so long as such rules are consistent with these Bylaws. In the absence of any such rules by the Board, each committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee and shall be filed with the corporate records.

**Section 8.03 Revocation of Delegated Authority to Board Committees.** The Board may, at any time, revoke or modify any or all of the authority so delegated to a committee, increase or decrease, but not below two (2), the numbers of its members, and may fill vacancies therein from the members of the Board.

**Section 8.04 Advisory Committees.** The Board or Division Directors, subject to any limitations imposed by the Board, may establish one or more Advisory Committees to the Board or to the Divisions within the corporation. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or to Division Directors, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee. Advisory Committees may directly advise Division Directors; provided, however, that Division Directors report to the Board. Advisory Committees may be chaired by a Division Director. Members of any Advisory Committee may be removed by the Board. Members of any Advisory Committee may also be removed by the relevant Division Director; provided, however, any member of an Advisory Committee who is removed by a Division Director may appeal their removal to the Board, in which case such removal shall not become effective until and unless confirmed by the Board.

**Section 8.05 Audit Committee.** For any tax year in which this corporation has gross revenues of \$2 million or more, and if required by law, this corporation shall have an Audit Committee whose members shall be appointed by the Board, and who may include both Directors and non-Directors, subject to the following limitations: (a) members of the Finance Committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (b) the Chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include the corporation's staff, including the Chief Executive Officer and the Chief Financial Officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not Directors may not receive compensation greater than the compensation paid to Directors for their Board service.

The Audit Committee shall: (1) recommend to the full Board for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor; (2) subject to the supervision of the full Board, negotiate the compensation of the auditor on behalf of the Board; (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order; (4) review and determine whether to accept the audit; and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

## Section 8.06 Other Committees.

(a) The Chairperson of the Board or the Division Directors, subject to any limitations imposed by the Board, may create other committees, either standing or special, permanent or temporary, to serve the Board which do not have the powers of the Board, and shall appoint members to serve on such committees, and shall designate the Chair of the committee. If a Director is on such committee, he, she or they shall be the Chair of the committee.

(b) Meetings of a committee may be called by the Chairperson of the Board, a Division Director, the Chair of the committee or a majority of the committee members. Each committee shall meet as often as is necessary to perform its duties. Notice of a meeting of a committee may be given at any time and in any manner reasonably designed to inform the committee members of the time and place of the meeting. A majority of the committee members shall constitute a quorum for the transaction of business at any meeting of the committee, and a committee may take action by majority vote. Each committee may keep minutes of its proceedings and shall report periodically, as determined by the Board, to the Board.

(c) Members of a committee shall serve until resignation or removal. Any member of a committee may resign at any time by giving written notice to the Chairperson of the Board or the Chief Executive Officer. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice. The Chairperson of the Board or the Division Directors, with prior approval of the Board if the Board so requires, or the Board, may remove any member of a committee, and shall appoint a member to fill a vacancy in any committee or any position created by an increase in the membership.

## **ARTICLE IX. INDEMNIFICATION AND INSURANCE**

Section 9.01 Indemnification. To the fullest extent permitted by law, the corporation shall indemnify its Directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that section. "Expenses" shall have the same meaning herein as in Section 5238(a) of the Corporations Code. On written request to the Board of Directors by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board of Directors shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board of Directors shall authorize indemnification.

Section 9.02 Other Indemnification. No provision made by the corporation to indemnify its Directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of Directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article IX shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

Section 9.03 Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee,



or agent in such capacity or arising from the officer's, Director's, employee's, or agent's status as such.

## **ARTICLE X. OTHER PROVISIONS**

Section 10.01 Maintenance of Corporate Records. The corporation shall keep (a) adequate and correct books and records of account; (b) written minutes of the proceedings of the Board and committees of the Board; (c) the original or a copy of its Articles of Incorporation and Bylaws, as amended to date; and (d) such reports and records as required by law. All such records shall be kept at the corporation's principal office, or if its principal office is outside the State of California, at its principal office in this state.

Section 10.02 Inspection. Every Director shall have the right at any reasonable time, and from time to time, to inspect all books, records, and documents of every kind and the physical properties of the corporation, subject to applicable law. Such inspection by a Director may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

Section 10.03 Annual Report. Pursuant to Corporations Code Section 6321, within 120 days after the close of its fiscal year the corporation shall send each Director and any other persons as may be designated by the Board, a report containing the following information in reasonable detail:

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

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

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

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

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

Section 10.04 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all Directors, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and deliver to each Director any information required by Corporations Code Section 6322 with respect to the preceding year.

Section 10.05 Public Inspection and Disclosure. The corporation shall have available for public inspection at its principal office a copy of each of its annual exempt organization information returns for each of the last three years and a copy of its state and federal applications for recognition of exemption.

Section 10.06 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 10.07 Fiscal Year. The fiscal year of the corporation shall end on June 30 each year.

#### **ARTICLE XI. AMENDMENTS**

Section 11.01 Bylaw Amendments. These Bylaws will be reviewed periodically by the Board. The Board may adopt, amend, or repeal these Bylaws unless doing so would be a prohibited amendment under the California Corporations Code. Any amendment to these Bylaws will require a majority vote of the Directors then in office.


Section 11.02 Effective Date. These Bylaws and any amendments to these Bylaws shall be effective immediately upon their adoption.

# # #

#### **CERTIFICATE OF ADOPTION**

I certify that I am the Secretary of Breaking Code Silence, a California nonprofit public benefit corporation, and that the foregoing Bylaws of such corporation was duly adopted by the corporation's Board of Directors on April 20, 2021.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the corporation to this certificate on April 23, 2021.

  
\_\_\_\_\_  
Secretary, Breaking Code Silence

# **ATTACHMENTS TO FORM 1023**

**Breaking Code Silence**

**EIN 86-3319273**

---

**Attachment 6:**

**Conflict of Interest Policy**

---

**CONFLICT OF INTEREST POLICY  
OF  
BREAKING CODE SILENCE**  
(A California Nonprofit Public Benefit Corporation)

**ARTICLE I. PURPOSE**

Section 1.01. Purpose. The purpose of this Conflict of Interest Policy ("Policy") is to protect Breaking Code Silence, a California nonprofit public benefit corporation (the "Corporation"), when it contemplates entering into a transaction or arrangement that might benefit the private interests of an officer, director, or any other person in a position of authority within the Corporation or might result in a possible excess benefit transaction as defined by Internal Revenue Code Section 4958.

Section 1.02. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit organizations. In the event of any inconsistency with California law, California law shall prevail.

**ARTICLE II. DEFINITIONS**

Section 2.01 Interested Person. Any director, principal officer, or member of a committee with board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2.02 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(a) An ownership or investment interest in any entity with which the Corporation has entered into or proposes to enter into any transaction or arrangement;

(b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has entered or proposes to enter into any transaction or arrangement; or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation entered into or proposes to enter into any transaction or arrangement.

However, notwithstanding the above and consistent with California Corporations Code Section 5233 regarding self-dealing transactions, a financial interest shall not include: (1) the compensation, typically director and officer stipends, per meeting fees and reimbursement of expenses, of a director as a director or officer of the Corporation; (2) a transaction which is part of a public or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the public or charitable program; or (3) a transaction, of which the interested director or directors have no actual knowledge, and which does not exceed the lesser of 1 percent (1%) of the gross receipts of the Corporation for the preceding fiscal year or one hundred thousand dollars (\$100,000).

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 3.02, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

### **ARTICLE III. PROCEDURES**

Section 3.01 Duty to Disclose. In connection with any transaction or arrangement to which the Corporation is a party where there is an actual or possible conflict of interest, the interested person must disclose the existence and nature of his or her financial interest to the directors and members of committees with board-delegated powers who are considering the proposed transaction or arrangement.

Section 3.02 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the potentially interested person, a determination must be made about whether an actual conflict of interest exists. The disinterested board or committee members shall determine on a case-by-case basis whether the disclosed interest constitutes an actual conflict of interest.

#### Section 3.03 Procedures for Addressing the Conflict of Interest.

(a) If it is determined that there is a conflict of interest, the interested person may make a presentation at the board or committee meeting and may answer questions regarding factual information related to the transaction or arrangement. The interested person shall abstain from otherwise participating in any discussions and votes concerning the transaction or arrangement.

(b) The chairperson of the board or committee may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Corporation's best interest, for the Corporation's own benefit, and whether the transaction or arrangement is fair and reasonable to the Corporation. In conformity with the above determination, the board or committee shall make its decision as to whether to enter into the transaction or arrangement.

Notwithstanding the foregoing, compliance with an approval procedure set forth in California Corporations Code Section 5233 regarding self-dealing transactions shall constitute compliance with this Policy.

Section 3.04 Violations of the Conflict of Interest Policy.

(a) If the board or committee has reasonable cause to believe a director or officer has failed to disclose actual or possible conflicts of interest, it shall inform the director or officer of the basis for such belief and afford the director or officer an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the director's or officer's response and after making further investigation as warranted by the circumstances, the board or committee determines that the director or officer has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**ARTICLE IV. RECORDS OF PROCEEDINGS**

Section 4.01 The minutes of meetings of the board and all committees with board-delegated powers shall contain:

(a) The names of the person(s) who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any proposed alternatives, and a record of any votes taken in connection with the transaction or arrangement.

**ARTICLE V. COMPENSATION**

Section 5.01 A director who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that director's compensation, except for compensation of a director as a director or officer of the Corporation (typically director and officer stipends, per meeting fees and reimbursement of expenses).

Section 5.02 A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that director's compensation, except for compensation as a director as a director or officer of the Corporation (typically director and officer stipends, per meeting fees and reimbursement of expenses).

Section 5.03 No director or committee member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**ARTICLE VI. ANNUAL STATEMENTS**

Section 6.01 Each director, officer and member of a committee with board delegated powers shall annually or upon taking office sign a statement that affirms such person:

(a) Has received a copy of the Policy;

- (b) Has read and understands the Policy;
- (c) Has agreed to comply with the Policy; and
- (d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish its tax-exempt purposes.

The Corporation may utilize for this purpose the "Annual Conflict of Interest Statement" attached to this Policy.

#### **ARTICLE VII. PERIODIC REVIEWS**

Section 7.01 To ensure that the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining where applicable.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **ARTICLE VIII. USE OF OUTSIDE EXPERTS**

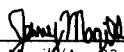
Section 8.01 When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

# # #

#### **CERTIFICATE OF ADOPTION**

I certify that I am the Secretary of Breaking Code Silence, a California nonprofit public benefit corporation, and that the foregoing Conflict of Interest Policy of such corporation was duly adopted by the corporation's Board of Directors on April 20, 2021.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the corporation to this certificate on April 23, 2021.

  
\_\_\_\_\_  
Jenny Magill (April 23, 2021 15:16 PDT)  
\_\_\_\_\_  
Secretary, Breaking Code Silence

**BREAKING CODE SILENCE  
ANNUAL CONFLICT OF INTEREST STATEMENT**

1. Name: \_\_\_\_\_ Date: \_\_\_\_\_

2. Position with Breaking Code Silence: \_\_\_\_\_

Are you a Director? Yes No

Are you an Officer? Yes No If yes, which position do you hold: \_\_\_\_\_

3. I affirm the following:

I received a copy of Breaking Code Silence's Conflict of Interest Policy ("Policy"). \_\_\_\_\_  
(initial)

I read and understand the Policy. \_\_\_\_\_ (initial)

I agree to comply with the Policy. \_\_\_\_\_ (initial)

4. Disclosures:

a. Do you have a financial interest (current or potential) regarding Breaking Code Silence, including a compensation arrangement, as defined in the Policy?

Yes No

i. If yes, please describe it. If you need more space, please attach additional pages: \_\_\_\_\_

ii. If yes, has the financial interest been disclosed, as provided in the Policy? Yes No

b. In the past, have you had a financial interest regarding Breaking Code Silence, including a compensation arrangement, as defined in the Policy?

Yes No

i. If yes, please describe it, including when (approximately). If you need more space, please attach additional pages: \_\_\_\_\_

ii. If yes, has the financial interest been disclosed, as provided in the Policy? Yes No

\_\_\_\_\_  
Signature of Officer/Director

\_\_\_\_\_  
Date