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SENT VIA ELECTRONIC MAIL (KIRKUHLE@EARTHLINK.NET, KIRK@RENSAGROUP.COM & GPARKJR@YAHOO.COM) FACSIMILE (916-244-0167) AND U.S. MAIL

June 1, 2015

Mr. George Park
401 Bremerton Ct
Roseville, CA 95661

Mr. Keith Uhler (via e-mail only)

RE: Cease and Desist Letter and Demand to Not Transfer Placer County Republican Assembly Funds / Assets

Dear Mr. Uhler and Mr. Park,

As the appointed General Counsel of the California Republican Assembly, Inc. ("CRA"), I transmit to you this Cease and Desist letter on behalf of the organization at the direction of its Board of Directors. This letter is being addressed to you both as Mr. Uhler¹ sent the message to Mr. Hudson as its Immediate Past President and as Mr. Park is the last known Treasurer of the Placer County Republican Assembly.

On Saturday, May 30, 2015 you (Mr. Uhler) transmitted to Mr. Thomas Hudson (President of the California Republican Assembly) an electronic message stating that at a meeting of the Placer County Republican Assembly Board of Directors (by a vote of 3 to 1) the unit had voted to disband and surrender its charter with CRA. In this e-mail you also stated that the Board had voted to: "Motion to divide remaining operating account funds between three charities (Lighthouse Family Services Center, Acres of Hope and Courage Worldwide) approved at 8:57AM (unanimous)."

You signed the e-mail to Mr. Hudson as the Immediate Past President of the Placer County RA. The e-mail did not advise what the beginning balance of the unit's bank accounts were prior to "refunding" the member's dues or what the net amounts were that were or will be donated to the three charities.

As you know, the Bylaws of the CRA provide as follows:

Section 5.06. Resignation. Any chartered Republican Assembly may resign from the CRA by submitting a written resignation. To be effective, a

¹ Mr. Uhler I do not have a mailing address for you. I would appreciate your forwarding one to me.

resignation must have been approved by two-thirds of the total membership of such Republican Assembly and shall be certified by its President and Secretary. Such resignation shall become effective only if accepted by the CRA Board of Directors at its next meeting.

Section 5.07. Surrender of Charter. Any chartered Republican Assembly that has ceased to be part of the CRA for any reason, or that is seeking to leave CRA, shall relinquish the name Republican Assembly, surrender its charter certificate to the Membership Secretary, and *transfer all of its funds to the CRA Treasurer*. The former chartered Republican Assembly shall not thereafter use the name, emblem or insignia of any Republican Assembly or the CRA in any manner. [Emphasis added].

As I am sure you are also aware the Placer County Republican Assembly, is bound by and must follow the CRA Bylaws, including section 4.13 and section 5.07.

Since you did not indicate that this vote to disband the Placer County Republican Assembly was voted in the affirmative by two-thirds of PCRA's membership, please provide me with a copy of the unit's minutes reflecting that this vote was taken by the membership of the unit and a roll call by name indicating that the required number of members voted in the affirmative to dissolve the group as a CRA unit and surrender its charter with CRA. Please also provide me with a copy of the notice that was provided to Placer County Republican Assembly members for the meeting that was called for this purpose.

In addition, since it is clear that your unit is "seeking to leave CRA," in accordance with Section 5.07, please submit all of the unit's funds to the CRA's Treasurer, who is currently Mr. Pat Garcia. Mr. Garcia's mailing address is 7372 Prince Drive, Suite 101 in Huntington Beach, California 92647.

While I am sure the three charities are worthy causes, it would be a violation of the CRA Bylaws and your duty as officers and directors of your unit to embezzle those funds or distribute them in a manner contrary to CRA's Bylaws.

Under these circumstances, the Placer County Republican Assembly cannot distribute any funds in its possession to anyone except the CRA Treasurer. If the unit is not seeking to leave CRA, then those funds belong to the local PCRA unit. Therefore, CRA respectfully demands that the PCRA, and anyone acting on its behalf, cease and desist with any plans to transmit any PCRA funds to any charity and to hold those funds as they are legally, in trust for CRA and PCRA until the issue of PCRA's membership with CRA is determined.

In addition, CRA respectfully demands that PCRA and anyone acting on its behalf, cease and desist with any plans to transmit any PCRA funds to any PCRA members as a dues refund and to hold those funds as they are legally, in trust for CRA and PCRA until the issue of PCRA's membership with CRA is determined.

Also, since you both have resigned as members of CRA (as did Mr. Mendonsa), none of you now possess the authority to vote as PRCA's Board of Directors on any matter. Please give your full cooperation to Mr. Hudson (who is a member of PCRA as well as CRA's President) and to Mr. Carl Brickey who is now CRA's Membership Secretary.

Should you have any questions regarding this issue please do not hesitate to contact me.

Very truly yours,

A handwritten signature in blue ink, appearing to read "C. Alexander", with a large, sweeping flourish at the end.

Craig P. Alexander

cc: Mr. Thomas Hudson, President CRA
Mr. Carl Brickey, Membership Secretary, CRA
Mr. Pat Garcia, Treasurer CRA
Mrs. Joan Matteson, Senate District Director, CRA
Mr. Ed Rowen, Deputy Senate District Director, CRA
Mrs. Helen Dorr, Secretary, Placer County Republican Assembly