

From: rjacobson@ymail.com
Sent: Tuesday, April 26, 2022 2:42 AM
To: 'arisbuinevicius@hotmail.com'
Cc: 'susan.rohol@warnerbros.com'; 'Dan Rearick'; 'Daisy Magnus-Aryitey'; 'Lucy Martinez'; 'Jennifer Zachary'
Subject: Question 3
Attachments: Web capture_26-4-2022_02619_codethedream.org.jpeg

Mr. Buinevicius,

My assumption is that when I send an email to the Chair of the Board of Directors of Code the Dream, Inc., it will be forwarded to each member of the Board of Directors immediately. You won't show favoritism towards certain directors or ask "Dan and Jen" what to do. All eleven members of the Board of Directors have equal votes and are entitled to the same information on the same terms. Is that your understanding, as well?

Please also speak with maximum clarity and don't use evasive language by speaking for "the group," which I strongly suspect is just five people. All eleven members of your board of directors have equal votes and equal responsibilities. As an American public taxpayer, I am writing to you solely as the titular head of this crazy-pants organization.

I would love to believe that you, Dan, Susan, Daisy, and Jen have done a wonderful job at keeping the other six "silent directors" informed, but I have no idea. Everyone on the Board of Directors deserves to know to this information, and everyone is equally responsible.

(Please allow me to remind you that I've asked all five of you many times for personal contact information for your "the silent six." Nobody ever responded. That naturally leads me to suspect that you are censoring important information from the other six board members. You apparently lied to the IRS on Form 990 TY 2019 and Form 990 TY 2020. I have no reason to trust you. At any point over the past nine points, you could show just a modicum of interest, but you were utterly asleep at the wheel.)

With that preamble, are my understandings correct?

- 1. Daniel Rearick and six others incorporated a North Carolina nonprofit corporation under the name "Uniting NC, Inc." on July 21, 2008.**



NORTH CAROLINA
Department of The Secretary of State

Uniting NC Inc.
EIN 26-3275886
Articles of
Inc.
p. 1

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby
certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

UNITING NC, INC.

the original of which was filed in this office on the 21st day of July, 2008.



IN WITNESS WHEREOF, I have hereunto set
my hand and affixed my official seal at the City
of Raleigh, this 6th day of August, 2008.

Elaine F. Marshall

Secretary of State

Certification# C200820000264-1 Reference# C200820000264-1 Page: 1 of 5
Verify this certificate online at www.secretary.state.nc.us/verification

2. **Mr. Rearick and six others adopted bylaws that restricted the sole lawful purpose of Uniting NC, Inc. to one lawful charitable purpose (as required under Section 501(c)(3)), namely to run an immigration-advocacy nonprofit that existed solely to help welcome "immigrant newcomers to North Carolina":**

BYLAWS
OF
UNITING NC, INC.

ARTICLE I
PURPOSE AND MISSION

Section 1. Purpose. The purposes for which Uniting NC, Inc. ("Uniting NC") is formed are as set forth in the Articles of Incorporation. Uniting NC, which is organized under the Non-Profit Corporation Act of North Carolina, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) or successor provisions of the Internal Revenue Code.

Section 2. Mission. To realize our vision that immigrant newcomers to North Carolina are recognized and treated as members of our community who share our family values, enhance our cultural traditions, contribute to the economy, and strengthen the fabric of the community.

3. Those bylaws stated that Uniting NC, Inc. was controlled by a seven-member Board of Directors with three-year terms:

ARTICLE II
BOARD OF DIRECTORS

Section 1. General Powers. The management and control of the affairs of Uniting NC shall be vested in and exercised by a Board of Directors, except as otherwise expressly provided by law, the Articles of Incorporation of the corporation, or these Bylaws.

Section 2. Composition of the Board. The Board of Directors shall consist of 7 (seven) voting members.

- A. Election and Term of Office. The members of the Board of Directors shall be elected by the Directors at a meeting of the Board. At the time of his or her election, each Director shall be assigned to Class A, Class B, or Class C, and an effort shall be made to keep each class of Directors of approximately equal size. Each Director shall hold office for a term of three years, except for the initial Board, whose Directors shall be assigned to one of the classes enumerated below by chance selection by the then secretary of the corporation:
- i. Directors in Class A shall have their term expire in 2009 (and every three years thereafter);
 - ii. Directors in Class B shall have their term expire in 2010 (and every three years thereafter); and

4. Those bylaws stated that each voting director was strictly limited – as a requirement for the future, not under a Vladimir Putin constitution with “suggested term limits” – that each director was strictly limited to two terms of three years:

- B. Limit on Successive Terms. No Board member shall serve more than two successive terms, except that those Directors on the initial Board assigned to Class A (whose initial term is limited to one year) may serve two additional three year terms.

5. $(2 * 3) + (2008 + 1) = 2015$

Now, wherefore, be it resolved:

1. Why are you running a so-called nonprofit charity that isn't even authorized under your own corporate bylaws? I fully assume that Jennifer Zachary, the General Counsel of Merck & Co., Inc. can instruct everyone about what "corporate bylaws" mean, and how they are literally The Constitution for each corporation.
2. When will Daniel Rearick consider his six-year term-limit complete, given that he was a "co-founder" in 2008, and everyone else quit in 2015 as they should have? He has literally been a voting director for fourteen years.
3. Why are there eleven voting members on a seven-member Board of Directors?
4. Who are the actual seven voting directors today?
5. Should we just stop pretending at this point?
6. Isn't "immediate receivership" the only legitimate option, while we discuss the terms of an immediate wind-down?

This is sincere. I once served as treasurer on the Board of Directors, as I mentioned above. The hard part came when the well ran low, I kept reminding everyone about "burn rate" at the monthly board meetings, and Mary literally asked me for an orderly wind-down, because the alternative would be so much worse for everyone. As treasurer. I oversaw the orderly wind-down. Mary and I literally cleared out our tiny office together, we hugged it out, we presumably turned off the lights and locked the door (but I can't remember honestly), and things worked out. I sold off the fax machine, because it was 1996 or so, and Mary used her unemployment insurance for a few weeks, she found a job within a month, and everything worked out in the end.

(If anyone was a fan of 30 Rock, it was like the end of 30 Rock. We tried hard, we failed, but everyone had a happy ending.)

If you consider yourself a person of good faith and good conscience, please do not resign from the Board of Directors. I expect that the honest ones will want to resign, leaving the rotten ones behind. As very literally an American public taxpayer, I would find it distressing if people of good faith and honesty resigned from the Board of Directors right now. Everyone signed up to serve a three-year term. I would consider it cowardly for anyone to resign at the maximum hour of need for American public taxpayers. Please remain on the Board of Directors to oversee a responsible wind-down with no further waste of charitable contributions from American public taxpayers. That should please be everyone's foremost priority.

Everyone on the Board of Directors is a fiduciary.

Your only lawful interest is to serve the best legitimate interests of American public taxpayers.

You are not serving legitimate interests of American public taxpayers by running an unlawful charity, no matter what you want to believe. Illegal is illegal.

Can everyone agree that the only possible outcome is an immediate wind-down?

If anyone on the Board of Directors wants to continue operations after Wednesday, please pay for it out-of-pocket.

You are required under your Articles of Incorporation to limit your activities to lawful activities under Section 501(c)(3) (which obviously requires a valid license), and you are required to distribute your proceeds to a legitimate nonprofit charity upon wind-down. I hereby nominate FreeCodeCamp.org. They run on one-half of your budget while producing

results that help millions of people. They were also formed in 2014. They succeeded through smart, honest management.

Goodnight and good luck.

Please let me know how you intend to proceed. I would please appreciate at least an initial response before COB April 27, 2022. If you need more time to investigate, I'll be reasonable. If I don't receive a response by COB April 27, 2022, I'll assume that no response is forthcoming, while you are continuing to engage in waste, fraud, and misuse of charitable assets from American public taxpayers, and that emergency relief is necessary.

Anyone who continues to solicit funds for, or run, an unlicensed charity after Wednesday is on notice of the consequences of "soliciting funds for an unlicensed charity" or "running an unlicensed charity."

I'll leave some bemusing thoughts below, which are utterly irrelevant.

Rob

Happy Festivus, everyone.

<https://www.youtube.com/watch?v=lkX1WP9RDZo>

Please remember to keep your websites up to date.

<https://www.dailymotion.com/video/x2hwqnp>

I miss Henry Kissinger.

<https://youtu.be/TztRqE4OpUw>

<https://jacobinmag.com/2021/11/elizabeth-holmes-henry-kissinger-silicon-valley-venture-capitalism-theranos>

<https://www.cnn.com/2021/11/02/attorney-of-henry-kissinger-put-6-million-in-theranos-due-to-holmes.html>

<https://www.youtube.com/watch?v=T5vo7jLGOB8>

I honestly found this podcast chilling. She is/was an utter sociopath. She fooled "the smartest people in Silicon Valley" for twelve years. She was The Next Steve Jobs. Until a whistleblower named Tyler Schultz spoke up to a WSJ reporter, just because he was concerned about elder abuse on the board of directors....

<https://podcasts.apple.com/us/podcast/bad-blood-the-final-chapter/id1575738174>