



San Francisco Science Fiction Conventions, Inc.

A California Non-Profit Corporation recognized under IRC §501(c)(3)

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Regular Meeting of Board of Directors Minutes

Saturday, March 28, 2009, Centerville Train Station, Fremont, California

1. Call to Order

The regular trimesterly meeting of the Board of Directors of SFSFC, Inc., met on Saturday, March 28, 2009, in the Bill Wullenjohn Meeting Room of the Centerville Train Station, 37260 Fremont Blvd., Fremont CA 94536. The meeting was called to order at 11:13 AM, President David Gallaher presiding and Secretary Kevin Standlee recording. Members present (*by telephone): James Briggs* (Arrived 11:28 AM), Sandra Childress* (Arrived 11:28 AM), David W. Clark (Arrived 11:18 AM), Nancy L. Cobb, Wolfgang Coe*, David Gallaher, Glenn Glazer, Cheryl Morgan*, Jan Price*, Cindy Scott, Kevin Standlee. Members absent: Craige Howlett. Proxies: None. Others present: Lisa Deutsch Harrigan, Mo Starkey (Arrived 11:29 AM). Members participating by telephone came and went at various times during the meeting.

2. Previous Minutes

2.1. Regular Meeting, November 15, 2008

The minutes of the regular meeting of November 15, 2008 were approved as published in advance of the meeting by unanimous consent.

2.1. Directors-Elect Meeting, November 15, 2008

The minutes of the meeting of Directors-Elect of November 15, 2008 were approved as published in advance of the meeting by unanimous consent.

3. Officer Reports

3.1. President

The President had no report.

3.2. Treasurer

3.2.1. Financial Statements

The Treasurer submitted a Profit & Loss statement for the fiscal year to date (July 1, 2008-March 28, 2009) and a Balance Statement as of March 28, 2009. Copies of these statements are attached to these minutes as appendices.

We have closed out CD#2, which recently matured, to deal with cash flow in the General Fund

There continue to be inconsistencies in our financial statements that the Treasurer is attempting to resolve.

Credit Cards: Our merchant account fees are outrageous. They are running at more than 8% plus huge monthly charges. The Treasurer is researching alternative arrangements that will not cost us

so much money. We do have to have a credit-card account, after all. There was discussion of alternatives such as PayPal, which currently appears to have a swipe-card capability.

We have still not filed our IRS/FTB statements for the fiscal year ending June 30, 2008, although we have filed an additional extension through May 15. The Treasurer discussed her interaction with our accountant. She did provide the Secretary with PDFs of the returns for FYs 2001 through 2007, which the Secretary intends to put up on the corporate web site.

The Treasurer discussed measures she has been taking to get people to cash old checks and how we will deal with stale-dated checks, particularly when the stale payments are the second attempts to make the payments.

3.2 Secretary

We will put the old tax returns on the corporate web site. He discussed in general the status of our various domain registrations and plans for keeping them up to date.

4. Standing Committee Reports

4.1 ConStruction

Jan Price reported that there was nothing new to report. We have decided not to hold ConStruction this year. There is no point in holding one in 2010 if we win our SMOFCon bid. There was some discussion of potential sites for future cons.

4.2 HPEF 2009

Mr. Howlett was unable to attend today's meeting. A report he sent by electronic mail prior to the meeting was in an unreadable format.

4.3 SMOFCon 2010

Mr. Glazer reported about our appearance at the Columbus SMOFCon. Seattle (led by Mary Kay Kare; unrelated to the now-folded Seattle Worldcon bid) has entered a bid for Seattle for 2010. Mr. Glazer strongly encourages every director who can do so to come to this year's SMOFCon in Austin (December 4-6) to demonstrate that we have a committee in place and ready to go.

4.4. World Fantasy Convention 2009

Mr. Gallaher reported on current developments. The committee submitted current financial statements and a current draft of the convention budget. (See Appendicies)

At 11:55, the meeting went into Committee of the Whole, Ms. Cobb presiding, to discuss WFC issues informally and in more detail.

At 12:19, the Committee of the Whole rose and reported that the World Fantasy Awards ballots have been mailed; that WFC Dealers Room and Art Show mailings should be going out soon; that we're grateful to SiliCon for loaning us their Art Show flats; that hotel reservations are open and are being picked up after some initial glitches; that additional Guest of Honor announcements are expected in the near future; that the Chairman is looking for a Volunteer Coordinator; and that Banquet tickets should be available soon, will be available through the web site, and the web team will be updating the site soon to reflect this and announce it with a front-page entry.

The meeting recessed at 12:20 PM and reconvened at 12:33 PM.

4.5. Westercon 2011 Organizing Committee

Mr. Glazer reported. He thanked Mr. Standlee and Lisa Deutsch Harrigan for being "field agents" for the conventions where he couldn't attend.

The Committee submitted a Profit and Loss Statement (lifetime through March 28, 2009) and a Balance Sheet (later re-submitted to the Secretary as of April 4, 2009). (See Appendicies.)

The bid filed its papers with Tempe before the end of December 2008; therefore, bids from the Southern Zone are ineligible. We won't know for certain until April 15, 2009 whether there are any competing bids; however, it seems likely that we will be running unopposed.

At 12:36 PM, the meeting went into Committee of the Whole, Ms. Cobb presiding, to discuss the 2011 Westercon bid informally and in more detail.

At 12:48 PM, the Committee of the Whole rose and reported that Guests of Honor have accepted invitations; that we will work to have a convention web site ready to go on day 1; and that we have our suite arranged for Tempe.

5. Special Committee Reports

5.1. SMOFCon Scholarship Committee

The Committee reported that it has taken no specific action since the previous meeting; however, our scholar (Heather Stern) did attend and submitted her report (and we paid the bounty). After further discussion, the committee moved the following motion continuing the committee and the scholarship.

Motion 2009-04: 2009 SMOFCon Scholarship Committee¹

Moved, That the SMOFCon Scholarship Committee created by Resolution 2004-1 is continued as currently constituted; and

That SFSFC offer up to one \$500 scholarship under the same conditions as specified in Resolution 2006-1, which is hereby renewed and included by reference.

There was discussion over whether we should award only one or should increase back to two. The reason for cutting back was mainly that we didn't know how much money we would have, and therefore we should stick to it until we know what our financial situation is after the World Fantasy Convention.

Motion 2009-04 was adopted by unanimous consent.

5.2. Strategic Development Committee

Strategic developments (mostly listed in the preceding paragraphs of these minutes) appear to be progressing; therefore, the SDC feels no need to meet in committee of the whole at this time.

Without objection, the committee was continued through the next regular meeting.

5.3. Bylaw Amendments

At the November regular meeting, Mr. Standlee was asked to develop amendments to the SFSFC Bylaws on various subjects. He submitted the following proposals.

¹ This motion was numbered 2009-04 because there are three other numbered resolutions that were issued numbers prior to the meeting but which had not yet been introduced at this point in the meeting.

5.3.1. *Directors Emeritus*

Resolution 2009-01: Directors Emeritus

Resolved, To amend the SFSFC bylaws for the purpose of creating a new category of Director to be known as Director Emeritus, with rights of the floor but no voting rights, and to provide for the conveyance and removal of said title, by adding the following section after existing Section 3.13:

3.14 Director Emeritus

3.14.1. The Board of Directors may convey to any person who has served as a Director but who is not currently a Director the title of Director Emeritus.

3.14.2. Directors Emeritus shall have rights of the floor at all meetings, shall receive all notices sent to Directors, may participate in debate as any active Director, and shall otherwise be treated as a Director, except that Directors Emeritus shall not have a vote and shall not count toward quorum requirements.

3.14.3. A motion to convey the title and privileges of Director Emeritus or to remove such title and privileges shall be in order at any meeting of the Board of Directors or of a meeting of Directors-Elect for the purposes of electing officers as defined in Section 5.4. Such motions shall require a two-thirds (2/3) vote of the entire membership of the Board of Directors for passage.

3.14.14. Any person with the title of Director Emeritus who subsequently becomes a Director shall have all rights and privileges of a Director, and shall automatically re-assume the title and privileges of Director Emeritus upon again no longer being a Director. Directors Emeritus may exercise proxies in the same manner as any other person.

Resolution 2009-01 was adopted by unanimous consent.

5.3.2. *Meeting Notices*

Resolution 2009-02: Meeting Notices

Resolved, To amend the SFSFC bylaws for the purpose of allowing notices to be delivered by electronic mail, by ~~striking out~~ and adding words in Section 4.4 as shown:

4.4 Notice of Meetings.

4.4.1. Except when such meeting is being held at the principal office of the corporation at the regular time and on the regular date, the Secretary shall, on or before the twenty-fifth (25th) day of the month preceding such regular meeting, send each Director a notice of the date, time, and place of such regular meeting by any of the means described elsewhere in this section. No notice is required if the meeting is being held at the principal office of the corporation at the regular time and on the regular date.

4.4.2. Special meetings of the Board may be held upon four (4) days' notice by first-class mail or private delivery service or forty-eight (48) hours notice by personal service, fax machine, telephone or ~~telegraph~~ electronic mail.

4.4.3. If sent by mail, private delivery service, or ~~telegraph~~ electronic mail, a notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the ~~telegraph~~ electronic mail service or private delivery service. Notices sent by electronic mail shall include a request for delivery confirmation if such request is technically possible;

however, the absence of such request shall not invalidate the notice. Such notices shall be addressed to the Director at his or her address as kept in the books of the corporation maintained by the Secretary. The Secretary shall issue copies of these addresses to all Directors no less frequently than twice per calendar year.

4.4.4. Directors who provide an electronic mail address, telephone number, or fax number to the Secretary shall be assumed to be willing to accept notices delivered by electronic mail, telephone, or fax machine unless the director informs the Secretary otherwise.

4.4.5. If the corporation maintains an electronic mail discussion list for Directors, notices posted to that list shall be considered as delivered by electronic mail to each director subscribed to that list, except for any director who has informed the Secretary of his/her unwillingness to receive notices by electronic mail.

The Secretary explained the ramifications of this amendment. At this time, all directors have registered e-mail addresses and none have declined e-mail notification. Should a notification e-mail bounce, the Secretary would attempt alternative means of notice.

Resolution 2009-02 was adopted by unanimous consent.

5.3.3. Assistant Officers

Resolution 2009-03: Assistant Officers

Resolved, To amend the SFSFC bylaws for the purpose of clarifying the term and eligibility of Assistant Secretaries and Assistant Treasurers of the Board of Directors by ~~striking out~~ and adding words in Article 5 as shown:

5.1 Number and Title of Officers.

The Officers of the corporation shall be a Chief Executive Officer who shall be designated the President of the Board, a Vice President of the Board, a Secretary of the Board, and a Chief Financial Officer who shall be designated Treasurer of the Board. The Secretary shall be empowered to appoint and dismiss ~~Directors~~ persons to the position of Assistant Secretary and the Treasurer shall be empowered to appoint and dismiss ~~Directors~~ persons to the position of Assistant Treasurer, but such appointment shall not constitute elevation to the status of Officer or Director for the purpose of these Bylaws, or for the Articles of Incorporation, or for provisions of law, except when such Assistants are acting as their appointing Officer's proxy. No individual may hold more than one position as an Officer of the corporation, except that the positions of Secretary and Treasurer may be held by the same person, and persons may be Assistant Secretary and/or Assistant Treasurer while holding any other Offices except President or Vice President.

5.2 Qualifications for Officers.

All Officers must be Directors and must meet the qualifications for Directors set forth in Section 3.2. Assistant Secretaries or Treasurers need not be Directors.

5.3 Term of Office.

Each Officer, Assistant Secretary, or Assistant Treasurer shall hold office until the expiration of his or her term of office, or until his/her successor takes office, except as otherwise provided in these Bylaws. All terms shall expire on 1 January of each year.

Resolution 2009-03 was adopted by unanimous consent.

In accordance with the newly-revised Section 5.1 of the bylaws, The Treasurer appointed Lisa Deutsch Harrigan as Assistant Treasurer.

The Secretary will update the documents on the web site, and the Treasurer will file the required update with the Secretary of State's office when we file our next bi-annual report with them.

6. Unfinished Business

There was no unfinished business.

7. New Business

7.1. Director-Emeritus

Ms. Cobb moved the following resolution:

Resolution 2009-05: Tom Whitmore

Resolved, That SFSFC conveys upon Tom Whitmore the title of Director Emeritus, as authorized by Section 3.14 of the SFSFC Bylaws.

Resolution 2009-05 was adopted by unanimous consent. The Secretary will so inform Mr. Whitmore.

8. Announcements/Future Meetings

8.1. 2009 Meetings

July 11, 11 AM: Mr. Glazer proposed we meet at his house in Felton, CA.

November 21, 11 AM, Centerville.

9. Adjournment

By unanimous consent, the meeting adjourned at 1:33 PM.

Kevin Standlee
Secretary

[Approved: July 11, 2009]

Appendix A: SFSFC Profit & Loss Statement, Fiscal Year to Date, July 1, 2008-March 28, 2009

Ordinary Income/Expense		
Income		
Convention Income		
San Jose in 2011	90.00	Paypal Payments
Total Convention Income	<u>90.00</u>	
Interest Income	164.02	
Uncategorized Income	<u>0.16</u>	Paypal account verification deposits
Total Income	254.18	
Expense		
Bank Charge	4.02	returned check & ?
Conventions		
World Fantasy 2009		
WFC 2009 meeting expense	227.13	
WFC Nomiating Ballots	1,574.50	Ballot printing and postage
World Fantasy 2009 - Other	<u>30.72</u>	Check printing charges
Total World Fantasy 2009	1,832.35	
Westercon in 2011	<u>522.14</u>	Bid parties and FNS filing/publication
Total Conventions	2,354.49	
Credit Card Transaction Fees		
Paypal Fees		
San Jose in 2011 Paypal Fees	4.13	
WFC 2009 Paypal Fees	<u>608.12</u>	
Total Paypal Fees	612.25	
Credit Card Transaction Fees - Other	<u>603.30</u>	actual credit card processing fees
Total Credit Card Transaction Fees	1,215.55	
Grants Made	500.00	
Internet	44.72	
Meeting Expense	208.75	
Miscellaneous	300.00	SMOFcon 2009 Memberships
Postage	42.00	PO Box Rental
Storage Unit	959.40	Annual
Travel	<u>447.40</u>	WFC charges?
Total Expense	<u>6,076.33</u>	
Net Ordinary Income	<u>-5,822.15</u>	
Net Income	<u><u>-5,822.15</u></u>	

Appendix B: SFSFC Balance Sheet, March 28, 2009**ASSETS****Current Assets****Checking/Savings**

BotW - Checking	655.47	
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BotW - CD #1	3,759.07	
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BotW - CD #2	6,098.86	
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BotW - Construction	918.51	
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BotW - World Fantasy 2009	29,299.95	
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PayPal	-96.74	
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cashed today to beef up
checking account

Paypal thinks we have 296.80
more than I do

Total Checking/Savings	<u>40,635.12</u>	
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Total Current Assets	<u>40,635.12</u>	
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TOTAL ASSETS	<u><u>40,635.12</u></u>	
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LIABILITIES & EQUITY**Liabilities****Current Liabilities****Other Current Liabilities**

WFC 2009 Liabilities	<u>32,329.75</u>	
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Total Other Current Liabilities	<u>32,329.75</u>	
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Total Current Liabilities	<u>32,329.75</u>	
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Total Liabilities	32,329.75	
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Equity

Retained Earnings	14,127.52	
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Net Income	<u>-5,822.15</u>	
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Total Equity	<u>8,305.37</u>	
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TOTAL LIABILITIES & EQUITY	<u><u>40,635.12</u></u>	
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Appendix C: 2009 World Fantasy Convention, Profit & Loss, Fiscal Year to Date, July 1, 2008 – March 28, 2009

Ordinary Income/Expense

Expense	
Conventions	
World Fantasy 2009	
WFC 2009 meeting expense	227.13
WFC Nominating Ballots	1,574.50
World Fantasy 2009 - Other	30.72
Total World Fantasy 2009	<u>1,832.35</u>
Total Conventions	1,832.35
Credit Card Transaction Fees	
Paypal Fees	
WFC 2009 Paypal Fees	608.12
Total Paypal Fees	<u>608.12</u>
Credit Card Transaction Fees - Other	<u>187.75</u>
Total Credit Card Transaction Fees	795.87
Travel	<u>447.40</u>
Total Expense	<u>3,075.62</u>
Net Ordinary Income	<u>-3,075.62</u>
Net Income	<u><u>-3,075.62</u></u>

Most of the WFC income has not been recognized because it's accrued as received and recognized as income when the convention happens, which will be in a different fiscal year.

Appendix D: 2009 World Fantasy Convention Balance Sheet, March 28, 2009**ASSETS****Current Assets****Checking/Savings****BotW - World Fantasy 2009** 29,299.95**Total Checking/Savings** 29,299.95**Total Current Assets** 29,299.95**TOTAL ASSETS** 29,299.95**LIABILITIES & EQUITY****Liabilities****Current Liabilities****Other Current Liabilities****WFC 2009 Liabilities** 32,329.75**Total Other Current Liabilities** 32,329.75**Total Current Liabilities** 32,329.75**Total Liabilities** 32,329.75**TOTAL LIABILITIES & EQUITY** 32,329.75

We will recognize some of the WFC membership revenue as income in the current fiscal year to represent that some convention activities such as ballot mailings happened in the current fiscal year.

Appendix E: 2009 World Fantasy Convention Budget Draft

REVENUES	Estimates
	700
Memberships:	attendees
Staff @ \$35	\$ 1,050.00
Board @ \$35	\$ 700.00
Supporters @ \$35	\$ 700.00
Attendees @ \$100	\$ 12,500.00
Attendees @ \$125	\$ 15,625.00
Attendees @ \$150	\$ 60,000.00
 Total Attendance	 \$ 90,575.00
 Dealers Tables: assuming 40 tables in the room and all fill	
Dealers Tables @ \$100	\$ 4,000.00
Dealers Tables @ \$???	
Art Show:	
Art Show Panels @ \$???	
Art Show Tables @ \$???	
Art Show Prints @ \$???	
Publications:	
Ads @ \$50	
Ads @ \$100	
Ads @ \$200	
Ads @ \$300	
Ads @ \$350	
Ads @ \$400	
Donations:	\$ 1,500.00
 Revenue	 \$ 94,575.00

EXPENSES**Convention**

Function Space	\$ -
GoH Rooms	\$ 4,550.00
GoH Travel	\$ 10,000.00
GoH Per Diem	\$ 1,000.00
GoH Gifts	\$ 1,000.00
GoH Artwork	\$ 3,000.00
GoH Rental Car - Rental	\$ 1,000.00
GoH Rental Car - Fuel	\$ 300.00

	Damages	\$	500.00
	Tips	\$	100.00
	Telephone	\$	100.00
	Miscellaneous	\$	300.00
Hospitality Suite			
	Food & Beverage	\$	5,000.00
	Tips	\$	100.00
	Miscellaneous	\$	10.00
Special Events			
	Opening Ceremonies - F&B	\$	5,000.00
	Autograph Reception - F&B	\$	5,000.00
	Artists Reception - F&B	\$	5,000.00
	Awards Banquet - F&B	\$	15,000.00
	Awards Banquet - Awards	\$	5,000.00
	Awards Banquet - Pins	\$	150.00
	Awards Banquet - Nameplates	\$	150.00
	Tips	\$	30.00
	Miscellaneous	\$	20.00
Charity Auction			
	Supplies	\$	20.00
Publicity			
	Advertising	\$	600.00
	Websites	\$	100.00
	Photocopies	\$	100.00
	Office Supplies	\$	20.00
	Postage	\$	50.00
	Telephone	\$	50.00
	Miscellaneous	\$	10.00
Publications			
	Mailing Cards - Copies	\$	-
	Mailing Cards - Postage	\$	-
	Nominating Ballot (print & post) - March	\$	1,574.50
	Nominating Ballot (print & post) - May	\$	2,000.00
	Progress Report #1 (print & post)	\$	3,000.00
	Progress Report #2 (print & post)	\$	3,500.00
	Progress Report #3 (print & post)	\$	1,000.00
	Program Book - Copies	\$	4,000.00
	Program Book - Postage	\$	150.00
	Pocket Program - Copies	\$	150.00
	Restaurant Guide - Copies	\$	150.00
	Miscellaneous	\$	4.00
Memberships/Registration		\$	-
	Badges, Clips, Lanyards	\$	200.00
	Computer Supplies	\$	200.00

	Reg Forms - Copies	\$	50.00
	Miscellaneous	\$	10.00
Operations			
	Meetings - Copies	\$	30.00
	Office Supplies	\$	30.00
	Miscellaneous	\$	10.00
Security			
	Equipment	\$	190.00
	Miscellaneous	\$	10.00
Logistics			
	Transportation	\$	100.00
	Miscellaneous	\$	10.00
Art Show			
	Flats - Rental	\$	500.00
	Award Ribbons	\$	100.00
	Postage - Mailback	\$	40.00
	Telephone	\$	30.00
	Miscellaneous	\$	30.00
Dealers Room			
	Tables/Pipe & Drape	\$	2,000.00
	Tips	\$	20.00
	Telephone	\$	30.00
	Miscellaneous	\$	20.00
Programming			
	Photocopies	\$	100.00
	Office Supplies	\$	20.00
	Postage	\$	20.00
	Computer Supplies	\$	35.00
	Equipment Rental	\$	500.00
	Telephone	\$	20.00
	Miscellaneous	\$	20.00
Green Room			
	Food & Beverage	\$	500.00
Treasury			
	Postage - Receipts	\$	35.00
	Supplies	\$	35.00
Historian			
	Memorial DVDs	\$	225.00
	Expenses	\$	83,908.50
	Profit/(Loss)	\$	10,666.50

Appendix F: Westercon San Jose in 2011, Profit & Loss, Committee Lifetime to Date, March 27, 2009

	<u>Mar 27, 09</u>
Ordinary Income/Expense	
Income	
4000 · Contributed support	
4010 · Indiv/business contribution	15.00
4080 · Donations from SFSFC	<u>1,000.00</u>
Total 4000 · Contributed support	<u>1,015.00</u>
4300 · Convention Income	
4301 · Bid Income	
4302 · Pre-Support	1,950.00
4303 · Pre-Oppose	20.11
4304 · Friend of Bid	<u>2,216.00</u>
Total 4301 · Bid Income	<u>4,186.11</u>
Total 4300 · Convention Income	<u>4,186.11</u>
Total Income	5,201.11
Expense	
6000 · Front Office Expenses	
6200 · Treasurer Expenses	118.40
6230 · Bank Fees	
6240 · Credit Card Fees	<u>40.60</u>
Total 6230 · Bank Fees	<u>40.60</u>
Total 6000 · Front Office Expenses	159.00
6900 · Bid Expenses	
6910 · Ribbons	25.00
6920 · Flyers	60.49
6930 · Party Room Rental	401.47
6940 · Party Room Supplies	426.63
6990 · Misc Bid Expense	<u>5.40</u>
Total 6900 · Bid Expenses	<u>918.99</u>
Total Expense	<u>1,077.99</u>
Net Ordinary Income	<u>4,123.12</u>
Net Income	<u><u>4,123.12</u></u>

Appendix G: Westercon San Jose in 2011, Balance Sheet, April 4, 2009

	<u>Apr 4, 09</u>
ASSETS	
Current Assets	
Checking/Savings	
1010 · Bank of the West - Checking	2,273.80
1040 · Petty cash	78.60
1050 · Cash Box	
1055 · Registration Cash Box	<u>83.00</u>
Total 1050 · Cash Box	<u>83.00</u>
1070 · Cash in Corporate Accounts	
1075 · Paypal Account	332.11
1080 · Credit Card Account	<u>771.40</u>
Total 1070 · Cash in Corporate Accounts	<u>1,103.51</u>
Total Checking/Savings	3,538.91
Accounts Receivable	
1210 · Pledges and Grants Receivable	<u>1,000.00</u>
Total Accounts Receivable	<u>1,000.00</u>
Total Current Assets	<u>4,538.91</u>
TOTAL ASSETS	<u><u>4,538.91</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2010 · Accounts payable	<u>415.79</u>
Total Accounts Payable	<u>415.79</u>
Total Current Liabilities	<u>415.79</u>
Total Liabilities	415.79
Equity	
3010 · Unrestrict (retained earnings)	242.11
Net Income	<u>3,881.01</u>
Total Equity	<u>4,123.12</u>
TOTAL LIABILITIES & EQUITY	<u><u>4,538.91</u></u>