

**ACTION BY SOLE INCORPORATOR  
OF  
FOOTHILLS ANGLERS COALITION**

The undersigned, being the sole incorporator of Foothills Anglers Coalition, a California public benefit nonprofit corporation ("**Corporation**"), and acting pursuant to Section 5134 of the California Corporations Code, hereby acts as follows:

**Articles of Incorporation,  
Corporate Name and Corporate Purpose**

WHEREAS, the incorporator of this Corporation has adopted the Articles of Incorporation of Foothills Anglers Coalition ("**Articles of Incorporation**"), which Articles of Incorporation set forth the name and purpose of this Corporation and were filed with the Secretary of State of California on November 23, 2010; and

WHEREAS, it is in the best interests of this Corporation to authorize and ratify the adoption and filing of the Articles of Incorporation.

NOW, THEREFORE, IT IS RESOLVED, that the adoption and filing of the Articles of Incorporation, together with those Articles of Incorporation, the corporate name and purpose which they embody, and each and every other provision set forth therein, hereby are ratified and authorized.

**Bylaws**

WHEREAS, the incorporator of the Corporation has adopted the Bylaws of Foothills Anglers Coalition ("**Bylaws**"), on November 23, 2010, a copy of which Bylaws is attached hereto as Exhibit A and incorporated herein by this reference; and

WHEREAS, it is in the best interests of the Corporation to authorize and ratify the adoption of the Bylaws.

NOW, THEREFORE, IT IS RESOLVED, that the adoption of the Bylaws, together with those Bylaws and each and every provision set forth therein, hereby is ratified and authorized.

**Agent for Service of Process**

WHEREAS, in conformity with the California Corporations Code, it is in the best interests of the Corporation to designate the name and business or residence address of a person to act as this Corporation's agent for service of process.

NOW, THEREFORE, IT IS RESOLVED, that the name and business address of this Corporation's agent for service of process are as follows:

ROBERT BURNHAM  
8860 Industrial Boulevard  
Roseville, California 95678

**Appointment of First Directors**

WHEREAS, the business and affairs of the Corporation must be managed by, and all corporate powers exercised by or under the ultimate direction of, a Board of Directors;

WHEREAS, it is in the best interests of the Corporation that the incorporator of the Corporation appoint a Board of first Directors to serve until they are confirmed or replaced by the members of this Corporation;

WHEREAS, the undersigned desires that the following persons be appointed as the first Directors of this Corporation:

THOMAS G.M. BARTOS  
WILLIAM CARNAZZO  
ROBERT J. BURNHAM

NOW, THEREFORE, IT IS RESOLVED, that the following person hereby is appointed as the first Director of this Corporation, which appointment shall be effective on November 24, 2010:

THOMAS G.M. BARTOS  
WILLIAM CARNAZZO  
ROBERT J. BURNHAM

**Appointment of First Officers**

WHEREAS, the day to day business and affairs of the Corporation must be managed by, and the California Corporations Code requires the appointment of, officers of this Corporation, including but not limited to (i) a Chairman of the Board, a President, or both, (ii) a Secretary, and (iii) a Chief Financial Officer; and

WHEREAS, it is in the best interests of the Corporation for the incorporator of the Corporation to appoint a slate of first officers for the Corporation to serve until such officers are confirmed or replaced by the Board of Directors of this Corporation.

NOW, THEREFORE, IT IS RESOLVED, that the following persons hereby are appointed to serve as the first officers of this Corporation:

<i>OFFICE</i>	<i>NAME</i>
President	THOMAS G.M. BARTOS
Vice President	WILLIAM CARNAZZO
Secretary	ROBERT BURNHAM
Chief Financial Officer	KENNETH L. ASTLE

**Consent of Sole Incorporator**

The incorporator of the Corporation, signing below and acting on her own behalf, hereby consents to the adoption of each of the recitals and resolutions set forth above.

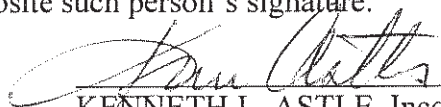
Dated: November 24, 2010

  
KENNETH L. ASTLE, Incorporator

**Resignation of Sole Incorporator**

The incorporator of the Corporation, signing below and acting on such person's own behalf, has completed so much of the incorporation and organization of the Corporation as such person believes to be necessary and desirable. Such person resigns as the incorporator of this Corporation as of the date set forth below opposite such person's signature.

Dated: November 24, 2010

  
KENNETH L. ASTLE, Incorporator


**Directors' Acceptance of Position**

The person signing below, acting on such person's own behalf, accepts a position as a first Director of this Corporation as of the date set forth below opposite such person's signature.

Dated: November 24, 2010

  
THOMAS G.M. BARTOS, Director

Dated: November 24, 2010

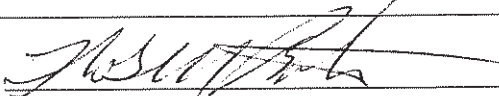
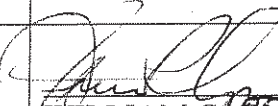


  
WILLIAM CARNAZZO, Director

Dated: November 24, 2010

  
ROBERT J. BURNHAM, Director

**Officers' Acceptance of Position**

Each person signing below, acting on such person's own behalf, accepts the position as an officer of this Corporation set forth below opposite such person's signature, as of the date set forth below opposite such person's signature:

<i>OFFICE</i>	<i>DATE</i>	<i>SIGNATURE</i>
President	11-24-10	 THOMAS G.M. BARTOS
Vice President	11-24-10	 WILLIAM CARNAZZO
Secretary	11-24-10	 ROBERT BURNHAM
Chief Financial Officer	11-24-10	 KENNETH L. ASTLE

**EXHIBIT A**  
**Bylaws**

*[attached]*

**BYLAWS  
OF  
FOOTHILLS ANGLERS COALITION**

These Bylaws of Foothills Anglers Coalition are effective on November 23, 2010.

1. Definitions. As used herein, the following defined terms shall have the meanings set forth below:

1.1 Articles of Incorporation. "**Articles of Incorporation**" shall mean those Articles of Incorporation of Foothills Anglers Coalition, as filed with the California Secretary of State on November 23, 2010, as such articles may be amended from time to time.

1.2 Board of Directors. "**Board of Directors**" shall mean the initial directors of the Corporation and/or those directors of the Corporation elected in accordance with Section 5 below.

1.3 Bylaws. "**Bylaws**" shall mean these Bylaws of Foothills Anglers Coalition, dated November 23, 2010, as such bylaws may be amended from time to time.

1.4 California Nonprofit Public Benefit Corporation Law. "**California Nonprofit Public Benefit Corporation Law**" shall mean those statutes governing nonprofit public benefit corporations organized under the laws of the State of California, as such statutes are set forth in Sections 5110, et seq., of the California Corporations Code.

1.5 Charitable Purpose. "**Charitable Purpose**" and "**Charitable Purposes**" shall be limited to and include only religious, charitable, scientific, literary, or educational purposes within the purview of Code Section 501(c)(3), provided such purposes constitute public charitable purposes under the laws of the State of California.

1.6 Chief Financial Officer. "**Chief Financial Officer**" shall mean the individual elected to serve as the chief financial officer of the Corporation in accordance with Section 6 below.

1.7 Code. "**Code**" shall mean the Internal Revenue Code of 1986, as amended.

1.8 Committee. "**Committee**" shall mean any committee which the Board of Directors appoint in accordance with Section 7 below.

1.9 Corporation. "**Corporation**" shall mean Foothills Anglers Coalition, a California nonprofit public benefit corporation.

1.10 Director. "**Directors**" shall mean all members of the Board of Directors, and "**Director**" shall mean any one of such Directors.

1.11 President. "**President**" shall mean the individual elected to serve as the chief executive officer of the Corporation in accordance with Section 6 below.

1.12 Secretary. "**Secretary**" shall mean the individual elected to serve as the secretary of the Corporation in accordance with Section 6 below.

## 2. Organization.

2.1 Formation. The Corporation is organized as a nonprofit public benefit corporation under the laws of the State of California and is not organized for the private gain or any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. As such, the Corporation shall be governed by and in accordance with the provisions of the California Nonprofit Public Benefit Corporation Law; provided, however, the Board of Directors may not exercise any power or discretion granted under said laws if such exercise would jeopardize the Corporation's qualification for (i) exemption from federal income taxation under Code Sections 501(a) and 501(c)(3), (ii) exclusion from private Corporation status under Code Section 509(a)(2), and/or (iii) status as a charitable organization under Code Section 170(b)(1)(A)(vi) or Code Section 170(b)(1)(A)(viii), as the case may be.

2.2 Charitable Purpose. The Corporation is organized exclusively for Charitable Purposes. The Charitable Purposes of the Corporation are to conserve and protect the unique qualities of California's American River watershed so that it may be enjoyed by future generations.

2.3 Prohibited Powers. Notwithstanding any other provision in these Bylaws to the contrary, the following provisions shall apply:

(a) The Corporation shall not carry on any activities which are not permitted to be carried on by either (i) a corporation which is exempt from federal income tax under Code Section 501(c)(3), or (ii) a corporation, contributions to which are deductible under Code Section 170(c)(2);

(b) No part of the Corporation's net earnings may inure to the benefit any private person;

(c) No substantial part of the activities of the Corporation may be the carrying on of propaganda or otherwise attempting to influence legislation. In addition, this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office;

(d) The Corporation may not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office;

(e) The annual income of this Corporation may not be distributed at any time or in any manner that would subject this Corporation to tax under Code Section 4942; and

(f) The Corporation is prohibited from (i) engaging in any act of self dealing (as defined in Code Section 4941(d)), (ii) retaining any excess business holdings (as

defined in Code Section 4943(c)), (iii) making any investments in such a manner as to subject the Corporation to tax under Code Section 4944, and (iv) making any taxable expenditures (as defined in Code Section 4945(d)).

2.4 Tax Status. The Corporation is organized exclusively for charitable purposes within the meaning of Code Section 501(c)(3). In particular, the Corporation is organized to qualify for (i) exemption from federal income taxation under Code Sections 501(a) and 501(c)(3), (ii) exclusion from private foundation status under Code Section 509(a)(2), and (iii) treatment as a charitable organization under Code Section 170(b)(1)(A)(viii) or Code Section 170(b)(1)(A)(vi), as the case may be. Accordingly, the Corporation shall have the power to do acts and things in furtherance of and incidental to such qualification.

2.5 Principal Office. The principal executive or business office (any branch thereof) of the Corporation shall be located at such place or places within or outside the State of California as the Board of Directors shall determine. If (i) the Corporation's principal executive or business office is located outside the State of California, and (ii) the Corporation has one or more business offices in the State of California, the Board of Directors shall designate a principal executive or business office for the Corporation in the State of California.

### 3. Application of Corporate Assets.

3.1 Distributions Upon Termination. Upon the dissolution or winding up of the Corporation, those of its assets remaining after the payment of, or provision for the payment of, all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which (i) is organized and operated exclusively for Charitable Purposes, and (ii) has established its tax-exempt status under Code Section 501(c)(3).

3.2 Irrevocable Dedication. The assets of the Corporation are irrevocably dedicated to the Charitable Purposes of the Corporation. No part of the net income or assets of the Corporation shall ever inure to the benefit of (i) any director, officer, or member of the corporation, or (ii) any private persons.

### 4. Members.

#### 4.1 Determination of Members.

4.1.1 No Members. The Corporation shall have no members. All rights which would otherwise vest in members under law or otherwise shall vest in the Board of Directors.

4.1.2 Associated Persons. The Corporation may refer to persons who are associated with the Corporation, including those who make charitable contributions to the Corporation, as "members," even though such persons are not members with the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

4.2 Voting. Notwithstanding any provision in the California Nonprofit Public Benefit Corporation Law to the contrary, in accordance with Section 5310(b) of the California Nonprofit Public Benefit Corporation Law, any action for which there is no specific provision in the California Nonprofit Public Benefit Corporation Law applicable to a corporation which has



no members and which would otherwise require approval by a majority of all members under Section 5033 of the California Nonprofit Public Benefit Corporation Law, or approval by members under Section 5034 of the California Nonprofit Public Benefit Corporation Law, shall require only the approval of the Board of Directors.

## 5. Directors.

5.1 Number. The Corporation's affairs shall be managed by and under the direction of a Board of Directors, which Board of Directors shall consist of not less than three (3) persons and not more than eleven (11) persons. The exact number of Directors on the Board of Directors shall be three (3) persons until changed, within the foregoing limits, by a duly adopted resolution of the Board of Directors.

5.2 Restrictions Regarding Interested Directors. Notwithstanding any other provision in these Bylaws to the contrary, not more than forty-nine percent (49%) of the persons serving on the Board of Directors may be interested persons. For purposes of this Section 5.2, "interested persons" shall mean any of the following:

(a) Any person currently being compensated by the Corporation for services rendered within the previous twelve (12) months, whether as a full-time or part-time officer or employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director solely in his or her capacity as a director of the Corporation; or

(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 person described in subsection (a) immediately above.

5.3 Terms of Office. Each Director shall initially serve for a one (1)-year term, which term shall (i) commence on the date the incorporator of the Corporation elects such Director by duly authorized resolution, and (ii) end on the first annual meeting of the Board of Directors which follows the first anniversary of such initial election. Thereafter, each Director elected to serve on the Board of Directors shall serve for a five (5)-year term, which term shall (i) commence on the annual meeting at which such Director is elected, and (ii) end on the fifth (5th) following annual meeting of the Board of Directors. Each Director elected to serve on the Board of Directors, including a Director elected to fill a vacancy in accordance with Section 5.12 below, shall serve on the Board of Directors until the earlier of (i) the expiration of such Director's term and the election of his or her successor, or (ii) such Director's death, resignation or removal.

## 5.4 Powers and Duties.

5.4.1 In General. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations set forth in the Articles of Incorporation or these Bylaws, the activities and affairs of this Corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. Subject to the limitations set forth in the Articles of Incorporation and these Bylaws, the Board of Directors shall have the right and authority to do all acts and things in furtherance of the Charitable Purpose of the Corporation.

5.4.2 Duties. A Director shall perform the duties of a Director, including duties as a member of any Committee upon which the Director may serve, in good faith, in a manner which such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. The Directors' duties shall include, without limitation, the following:

- (a) Perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation or these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation;
- (c) Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws; and
- (e) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

5.4.3 Prohibited Powers. Notwithstanding any other provision in these Bylaws to the contrary, neither the Board of Directors nor any Director shall do any of the following:

- (a) Cause the Corporation to engage in any activity which is not in furtherance of the Charitable Purpose of the Corporation;
- (b) Violate the provisions set forth in Section 2.3 above;
- (c) Cause the Corporation to engage in any activity which would give rise to liability for a tax imposed under Code Sections 4941, 4943, 4944, or 4945 if the Corporation were treated as a private foundation for federal income tax purposes; or
- (d) Do any act which would jeopardize the Corporation's qualification for (i) exemption from federal income taxation under Code Sections 501(a) and 501(c)(3), (ii) exclusion from private Corporation status under Code Section 509(a)(2), and (iii) status as charitable organization under Code Section 170(b)(1)(A)(vi) or Code Section 170(b)(1)(A)(viii), as the case may be.

## 5.5 Compensation and Reimbursement.

5.5.1 Compensation. No Director shall be entitled to receive compensation for services rendered to the Corporation in his or her capacity as a director, officer, agent, employee, consultant or independent contractor of the Corporation, unless such compensation (i) is commercially reasonable, (ii) is approved by the Board of Directors, (iii) does not violate the provisions set forth in these Bylaws, and (iv) does not undermine the Corporation's tax exempt status for federal and state income tax purposes.

5.5.2 Reimbursement. Each Director shall be entitled to reimbursement from the Corporation for those costs and expenses which such Director reasonably incurs in the proper conduct of the Corporation's business, provided such Director itemizes all such costs and expenses in detail.

## 5.6 Meetings.

5.6.1 Place of Meetings. Meetings of the Board of Directors shall be held at (i) the principal office of the Corporation, or (ii) such other place within or without the State of California as the Board of Directors may designate from time to time by appropriate resolution. In the absence of such designation, any meeting not held at the principal office of the Corporation shall be valid only if held with the written consent of all Directors given either before or after the meeting and filed with the Secretary, or after all Directors have been given written notice of the meeting as hereinafter provided for special meetings of the Board of Directors.

5.6.2 Annual Meetings. Annual meetings of the Board of Directors shall be held each year on such date and at such time as the Board of Directors shall determine by resolution, for purposes of (i) electing officers and Directors of the Corporation, and (ii) transacting such other business of the Corporation which properly comes before the Board of Directors at that time.

5.6.3 Regular Meetings. Regular meetings of the Board of Directors shall be held without notice on such dates and at such times as the Board of Directors may designate from time to time by resolution, but no less frequently than quarterly.

5.6.4 Special Meetings. Special meetings of the Board of Directors may be called for any lawful purpose at the written request of (i) the President, (ii) the vice president, if any, (iii) the Secretary, (iv) the chairman of the Board of Directors, if any, or (v) any two (2) Directors.

5.6.5 Notice of Special Meetings. Written notice of each special meeting of the Board of Directors shall be given to each Director by personal delivery, telephone, facsimile, or first class mail (postage prepaid), sent to a Directors at his or her telephone number, facsimile number, or address of record with the Corporation, as the case may be. Notice of a special meeting shall be given (i) at least four (4) days prior to such meeting if given by first class mail, or (ii) at least forty-eight (48) hours prior to such meeting if given by personal delivery, telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Each notice of a special meeting shall set forth the place, date, hour, and nature of any special business to be considered at such meeting. Notwithstanding the foregoing provision, notice of a special meeting need not be given to any Director who has signed a waiver of notice or written consent in accordance with Section 5.6.6 below.

5.6.6 Waiver of Notice. Those actions taken at any meeting of the Board of Directors which is not called, noticed, or conducted in accordance with this Section 5 shall constitute valid acts of the Board of Directors, provided (i) a quorum is present at such meeting,

and (ii) either before or after such meeting, each Director not present at such meeting signs a written waiver of notice of that meeting, a written consent to the holding of that meeting, or a written consent to the minutes of that meeting. All such waivers, consents and approvals shall be made part of the minutes of the meeting and filed with the records of the Corporation. A Director's attendance at a meeting of the Board of Directors which is not called, noticed, or conducted in accordance with this Section 5 shall constitute such Director's waiver of notice of and presence at such meeting, except when such Director objects at the beginning of the meeting to the transaction of any business because such meeting is not lawfully called or convened.

5.6.7 Meetings by Telephone. The Board of Directors may hold any meeting of the Board of Directors by conference telephone or similar communication equipment, provided and for so long as all Directors participating in such meeting can hear one another. Participation in a meeting conducted pursuant to this Section 5.6.7 shall constitute presence in person at such meeting.

5.7 Quorum for Meetings. A quorum shall consist of a majority of the number of directors authorized in these Bylaws for the transaction of business. Except as otherwise provided in these Bylaws, in the Articles of Incorporation, or by law, no business shall be considered by the Board of Directors at any meeting at which a quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn to another time and place or to the time fixed for the next regular meeting of the Board of Directors. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 5.6.5 above. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or these Bylaws.

5.8 Majority Action as Board Action. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall constitute the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233), compensation and liability (Section 5235), and indemnification of Directors (Section 5238(e)), require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

5.9 Conduct of Meetings. Meetings of the Board of Directors shall be presided over by (i) the chairman of the Board of Directors, or (ii) if no chairman of the Board has been designated or is absent, the President, or (iii) if the President is absent, the vice-president of the Corporation, or (iv) if the vice president is also absent, a chairman chosen by a majority of the Directors present at such meeting. The Secretary shall act as secretary of all meetings of the Board of Directors, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of such meeting. Meetings shall be governed by Roberts'

Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation or the California Nonprofit Public Benefit Corporation Law.

5.10 Action Without Meeting. Any action that otherwise could be taken at any annual, regular, or special meeting of the Board of Directors may be taken without a meeting or prior notice, provided all members of the Board of Directors sign a written consent to such action. Any such written consent shall have the same force and effect as the unanimous vote of the Board of Directors at a duly held meeting of the Board of Directors. All such written consents shall be filed with the Secretary and maintained in the records of the Corporation. For purposes of this Section 5.10 only, "all members of the Board of Directors" shall not include any "interested directors", as defined in Section 5233 of the California Corporations Code.

#### 5.11 Removal and Resignation.

5.11.1 Removal Prior To Expiration of Term. A Director may be removed from the Board of Directors prior to the expiration of his or her term only in accordance with Section 5222 or 5223 of the California Nonprofit Public Benefit Corporation Law.

5.11.2 Mandatory Removal. A Director who becomes a Disqualified Person shall (i) be immediately removed from the Board of Directors, and (ii) have no further rights or powers as a Director of the Corporation, as such rights and powers are set forth in these Bylaws and/or conferred by law.

5.11.3 Reduction In Number of Directors. Notwithstanding any other provision in these Bylaws to the contrary, a reduction of the authorized number of Directors shall not cause the removal of any Director prior to the expiration of such Director's term of office.

5.11.4 Resignation. A Director may resign from the Board of Directors at any time upon written notice thereof to the chairman of the Board of Directors, the Board of Directors, the President, or the Secretary. A Director's resignation shall be effective upon the later of (i) the date such Director gives notice of such resignation pursuant to this Section 5.11.4, or (ii) the date, if any, specified in such notice. Notwithstanding the foregoing provisions, except upon notice to the Attorney General of the State of California, no Director may resign if the Corporation would then be left without a duly elected Director(s) in charge of its affairs.

#### 5.12 Vacancies.

5.12.1 Creation of Vacancies. A vacancy on the Board of Directors shall exist upon the happening of any of the following events:

- (a) The death, resignation, or removal of any Director;
- (b) An increase of the authorized number of Directors; or
- (c) A resolution by the Board of Directors declaring vacant the office of a Director who has (i) been declared of unsound mind by final court order, (ii) been convicted of a felony, (iii) been found by final court order or judgment to have breached any duty set forth in

Section 5230, et seq., of the California Nonprofit Public Benefit Corporation Law, or (iv) has failed to attend a sufficient number of meetings of the Board of Directors, the number of which the Board of Directors may establish by resolution.

5.12.2 Filling Vacancies. Vacancies on the Board of Directors shall be filled by approval of the Board of Directors; provided, however, if the number of directors then in office is less than a quorum, such vacancies may be filled by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with Section 5211 of the California Corporations Code, or (iii) a sole remaining Director. Each Director elected to fill a vacancy on the Board of Directors in accordance with this Section 5.12.2 shall serve on the Board of Directors until (i) the next annual election of the Board of Directors, and (ii) a successor for such Director is elected and qualified.

5.13 No Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation, except to the extent provided by law.

## 6. Officers.

### 6.1 Enumeration of Officers.

6.1.1 Primary Officers. The officers of the Corporation shall be the President, the Secretary and the Chief Financial Officer. The Corporation may also have, at the discretion of the Board of Directors, a chairman of the Board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as the Board of Directors may appoint in accordance with this Section 6. Any one person may act as one or more officer of the Corporation at any one time. Any number of offices may be held by the same person; provided, however, neither the Secretary nor the Chief Financial Officer may serve as the President or chairman of the Board.

6.1.2 Special Appointments. Subject to any contracts of employment which the Corporation has entered into with its officers, the Board of Directors may appoint such other officers as the Corporation may require from time to time, each of whom shall hold office for such period, possess such authority, and perform such duties as the Board of Directors shall determine by resolution.

6.2 Terms of Office. The Board of Directors shall elect each officer of the Corporation for a term of one (1) year. Each officer shall hold office until the earlier of (i) the expiration of said one (1) year term and the election of his or her successor, or (ii) such officer's death, resignation or removal.

### 6.3 Removal and Resignation.

6.3.1 In General. Subject to any contracts of employment which the Corporation has entered into with its officers, the Board of Directors (or an officer upon whom the Board of Directors has conferred the power of removal) may remove an officer from office at any time with or without cause upon written notice thereof to such officer.

6.3.2 Resignation. An officer may resign from office at any time upon written notice thereof to the Board of Directors, the President or the Secretary. An officer's resignation in accordance with this Section 6.3.2 shall be effective upon the later of (i) the date notice of resignation is given, or (ii) the date specified in such notice. Unless expressly provided otherwise in the notice of resignation, an officer's resignation shall not be contingent upon the acceptance of such resignation. An officer's resignation in accordance with this Section 6.3.2 shall be without prejudice to the Corporation's rights, if any, under any contract to which the resigning officer is a party.

6.4 Vacancies. Upon the death, removal, or resignation of an officer, the Board of Directors shall elect a successor to serve for the balance of such officer's term.

#### 6.5 Duties of Officers.

6.5.1 President. The President shall be the chief executive officer of the Corporation. As such, the President shall (i) in the absence of a chairman of the Board of Directors, preside at all meetings of the Board of Directors, (ii) supervise, direct and control the business and officers of the Corporation, and (iii) enforce all orders and resolutions of the Board of Directors. The President shall have those powers and duties of management generally vested in the president of a California nonprofit public benefit corporation. The President shall have such additional powers and perform such additional duties as the Board of Directors and/or these Bylaws may prescribe from time to time. Notwithstanding any other provision in this Section 6.5.1, the President shall be subject to the control of the Board of Directors.

6.5.2 Secretary. The Secretary shall do, or cause to be done, each of the following:

- (a) Record votes at all meetings of the Board of Directors and committees;
- (b) Maintain at the Corporation's principal executive or business office minutes of all meetings and proceedings of the Board of Directors and committees, which minutes shall set forth the time and place of such meeting, the names of those present at such meeting, and all actions taken and/or resolutions authorized at such meeting;
- (c) Serve notice of all meetings of the Board of Directors and committees in accordance with these Bylaws and the California Nonprofit Public Benefit Corporation Law;
- (d) Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws, including any and all amendments thereto;
- (e) Keep at the principal office of the Corporation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Board of Directors, and, if applicable, meetings of committees of the Board of Directors, recording therein the time and place of the meeting, whether the meeting was regular or special, how the meeting was called, how notice of the meeting was given, the names of those present or represented at the meeting, and the proceedings of the meeting; and

(f) Exhibit at all reasonable times to any Director or his or her agent or attorney, on request therefor, the Bylaws and the minutes of the proceedings of the Board of Directors.

The Secretary shall have such additional powers and perform such additional duties as the Board of Directors and/or these Bylaws may prescribe from time to time. Notwithstanding any other provision in this Section 6.5.2, the Secretary shall be subject to the control of the Board of Directors.

6.5.3 Chief Financial Officer. The Chief Financial Officer shall be responsible for the fiscal affairs of the Corporation. As such, the Chief Financial Officer shall do, or cause to be done, each of the following:

(a) Receive and deposit all monies of the Corporation in such bank accounts as the Board of Directors may designate;

(b) Disburse monies of the Corporation as the Board of Directors may direct by resolution;

(c) Keep detailed records of all receipts and expenditures of the Corporation;

(d) Maintain accurate and detailed records, books and accounts of all transactions which the Corporation enters into, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and capital.

The Chief Financial Officer shall have such additional powers and perform such additional duties as the Board of Directors and/or these Bylaws may prescribe from time to time. Notwithstanding any other provision in this Section 6.5.3, the Chief Financial Officer shall be subject to the control of the Board of Directors.

6.6 Prohibited Powers. Notwithstanding any other provision in these Bylaws to the contrary, no officer of the Corporation shall do any of the following:

(a) Cause the Corporation to engage in any activity which is not in furtherance of the Charitable Purpose of the Corporation;

(b) Violate the provisions set forth in Section 2.3 above;

(c) Cause the Corporation to engage in any activity which would give rise to liability for a tax imposed under Code Sections 4941, 4943, 4944, or 4945 if the Corporation were treated as a private foundation for federal income tax purposes; or

(d) Do any act which would jeopardize the Corporation's qualification for (i) exemption from federal income taxation under Code Sections 501(a) and 501(c)(3), (ii) exclusion from private Corporation status under Code Section 509(a)(2), and (iii) status as charitable organization under Code Section 170(b)(1)(A)(vi) or Code Section 170(b)(1)(A)(viii), as the case may be.



6.7 Compensation. The officers of the Corporation shall be entitled to compensation for services rendered to the Corporation, provided (i) such compensation is commercially reasonable, and (ii) approved by the Board of Directors by resolution.

## 7. Committees.

7.1 Committees of Directors. The Board of Directors may appoint such Committees as it deems appropriate to conduct the business of the Corporation, which Committees shall consist of (i) at least two (2) Directors, and (ii) such other members and/or alternate members as the Board of Directors may designate from time to time. The Board of Directors shall appoint a Committee by resolution, which resolution shall set forth the extent to which such Committee may act on behalf of the Board of Directors. By a majority vote of Directors, the Board of Directors may at any time revoke or modify any or all of the authority so delegated, increase or decrease, but not below two (2), the number of its members, and fill vacancies therein from the members of the Board of Directors. Executive committees shall meet and act only in the manner prescribed for meetings and actions of the full Board of Directors. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report them to the Board of Directors from time to time as the Board of Directors may require.

7.2 Powers and Prohibited Acts. A Committee shall have the authority of the Board of Directors; provided, however, no Committee shall have the authority to do any of the following:

- (a) Fill vacancies on the Board of Directors or any Committee of the Board of Directors;
- (b) Authorize the payment of any compensation to a Director for serving on the Board of Directors or on any committee of the Board of Directors;
- (c) Repeal, amend, or otherwise modify these Bylaws or the Articles of Incorporation;
- (d) Repeal, amend, or otherwise modify any resolution of the Board of Directors;
- (e) Appoint any Committees or members of Committees;
- (f) Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;
- (g) Approve any transaction to which the Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law;
- (h) Cause the Corporation to engage in any activity which is not in furtherance of the Charitable Purpose of the Corporation;
- (i) Violate the provisions set forth in Section 2.3 above;

(j) Cause the Corporation to engage in any activity which would give rise to liability for a tax imposed under Code Sections 4941, 4943, 4944, or 4945 if the Corporation were treated as a private foundation for federal income tax purposes; or

(k) Do any act which would jeopardize the Corporation's qualification for (i) exemption from federal income taxation under Code Sections 501(a) and 501(c)(3), (ii) exclusion from private Corporation status under Code Section 509(a)(2), and (iii) status as charitable organization under Code Section 170(b)(1)(A)(vi) or Code Section 170(b)(1)(A)(viii), as the case may be.

7.3 Meetings and Action of Committees. Meetings and actions of all Committees shall be governed by and held and taken in accordance with those provisions set forth in Section 5 above which govern the meetings and actions of Directors, subject to those changes necessary to accommodate the substitution the Committee (and its members) for the Board of Directors (and its members). Notwithstanding the foregoing provision, (i) the time of regular and/or special meetings of a Committee may be determined by the resolution of either such Committee or the Board of Directors, and (ii) notice of special meetings of a Committee also shall be given to alternate members of such Committee, if any, which alternate members shall have right to attend all meetings of such Committee. The Board of Directors may adopt rules for the government of any Committee, provided such rules are not inconsistent with any provision set forth in the California Nonprofit Public Benefit Corporation Law or these Bylaws.

8. Indemnification. To the extent that a person who is, or was, a Director, officer, employee, or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue, or matter, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

9. Insurance For Corporate Agents. The Board of Directors may authorize by resolution the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee, or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

10. Execution of Instruments, Deposits and Funds.

10.1 Execution of Instruments. Except as expressly provided otherwise in these Bylaws, the Board of Directors may authorize by resolution any officer or agent of the

Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

10.2 Checks and Notes. Except as expressly provided otherwise by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by both any two (2) of the following officers of the Corporation: (i) the President; (ii) any Vice President; (iii) the Secretary; and/or (iv) the Chief Financial Officer.

10.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

10.4 Charitable Contributions. The Board of Directors may accept on behalf of the Corporation any additional property (whether real or personal), by way of charitable contribution, gift, bequest, or devise, provided such charitable contribution, gift, bequest, or devise is not limited or conditioned in such a manner as to (i) violate the Charitable Purpose of the Corporation (as such purpose is set forth in Section 2.2 above), or (ii) jeopardize the Corporation's ability to qualify for exemption from federal income taxation under Code Sections 501(a) and 501(c)(3), exclusion from private Corporation status under Code Section 509(a)(2), and/or treatment as a charitable organization under Code Section 170(b)(1)(A)(vi) or Code Section 170(b)(1)(A)(viii), as the case may be.

## 11. Corporate Records, Reports and Seals.

11.1 Maintenance of Corporate Records. The Corporation shall keep at its principal office in the State of California each of the following:

(a) Written minutes of all meetings of Directors and committees of the Board indicating the time and place of such meetings, whether the meeting was regular or special, how the meeting was called, how notice of the meeting was given, the names of those present or represented at the meeting, and the proceedings of the meeting;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses; and

(c) A copy of the Corporation's Articles of Incorporation and these Bylaws, including any and all amendments thereof, which shall be open to inspection by any Director (or his or her agent or attorney) at all reasonable times during normal office hours.

11.2 Corporate Seal. The Board of Directors may adopt, use, and alter a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

11.3 Directors' Inspection Rights. Every Director (or his or her agent or attorney) shall have the absolute right at any reasonable time to (i) inspect and copy all books, records, and documents of the Corporation, and (ii) inspect the physical properties of the Corporation.

11.4 Right to Copy and Make Extracts. Any inspection under the provisions of this Section 11 may be made in person or by agent or attorney. The right to such inspection shall include the right to make copy and extracts.

11.5 Annual Reports.

11.5.1 Financial Reports. For any fiscal year of the Corporation in which the Corporation receives at least Twenty-five Thousand and 00/100 Dollars (\$25,000.00) in gross revenues or receipts, the Board of Directors shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the Corporation's fiscal year to all Directors, which report shall contain the following information in appropriate 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 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;

(e) Any information regarding transactions with interested persons and indemnifications required under Section 6322 of the California Corporations Code; and

(f) Any information required by the California Nonprofit Public Benefit Corporation Law.

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

12. Amendments.

12.1 Bylaws. Except as expressly provided otherwise in the California Nonprofit Public Benefit Corporation Law, these Bylaws may be amended or repealed only with the consent of two-thirds (2/3) of the Board of Directors; provided, however, the Board of Directors may not amend the Bylaws in any manner which would undermine the Corporation's qualification for (i) exemption from federal income taxation under Code Sections 501(a) and 501(c)(3), (ii) exclusion from private Corporation status under Code Section 509(a)(2), or (iii) status as a charitable organization under Code Section 170(b)(1)(A)(vi) or Code Section 170(b)(1)(A)(viii), as the case may be.

12.2 Articles of Incorporation. Except as expressly provided otherwise in the California Nonprofit Public Benefit Corporation Law, the Articles of Incorporation may be amended only with the consent of two-thirds (2/3) of the Board of Directors; provided, however, the Board of Directors may not amend the Articles of Incorporation in any manner which would undermine the Corporation's qualification for (i) exemption from federal income taxation under Code Sections 501(a) and 501(c)(3), (ii) exclusion from private Corporation status under Code Section 509(a)(2), or (iii) status as a charitable organization under Code Section 170(b)(1)(A)(vi) or Code Section 170(b)(1)(A)(viii), as the case may be.

13. Prohibition Against Sharing In Corporation Profits and Assets. No director, officer, employee, or other person or party connected with the Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, this Section 13 shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its Charitable Purposes, provided such compensation is otherwise permitted by and paid in accordance with these Bylaws. In addition, no such person or party shall be entitled to share in the distribution of, and shall not receive, any of assets of the Corporation upon the dissolution, liquidation and/or termination of the Corporation.

14. Miscellaneous Corporate Matters.

14.1 Execution of Corporate Contracts and Instruments. Except as expressly provided otherwise in these Bylaws, the Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, which authority may be general or limited to specific instances. Unless so authorized by the Board of Directors, or within the agency power of an officer, no officer, agent, or employee shall have any power or authority to (i) bind the Corporation by any contract or engagement, (ii) pledge the credit of the Corporation, or (iii) render the Corporation liable for any purpose or amount.

14.2 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, any pronouns or references used in these Bylaws shall be deemed to include the masculine, feminine, or neuter gender, as appropriate. Any expression in the singular or plural shall, if appropriate in the context, include both the singular and the plural.

14.3 Successor Statutes. Any references in these Bylaws to statutes shall be to the referenced statute or ordinance as in effect on the date of these Bylaws. In the event that any referenced statute is subsequently amended or superseded, all such references shall thereupon mean and refer to the referenced statute or ordinance as so amended, modified or superseded, so long as the amended statute or ordinance continues to regulate or pertain to the same subject matter.