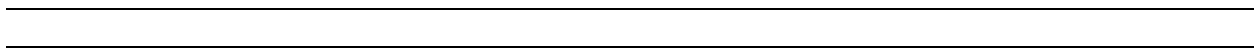


BYLAWS OF



a California Nonprofit Public Benefit Corporation

As Adopted on October █, █



BYLAWS OF



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BYLAWS OF



a California Nonprofit Public Benefit Corporation

ARTICLE I

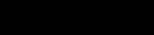

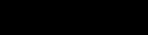
NAME

The name of this corporation is .

ARTICLE II




OFFICES

SECTION 2.01. PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of this corporation (“principal office”) is located at  Way, Suite , , California.

SECTION 2.02. CHANGE OF ADDRESS

The county of the corporation’s principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors (the “Board”) may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

 Way, Suite  ,  California_____	Dated <u>June 26, 2009</u> _____
_____	Dated _____
_____	Dated _____

SECTION 2.03. OTHER OFFICES

The Board may at any time establish branch or subordinate offices at any place or places, within or without the State of California, where this corporation is qualified to conduct its activities.

ARTICLE III

PURPOSES AND LIMITATIONS

SECTION 3.01. PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes. The specific purposes for which this corporation is formed are to: (i) bring together members of the greater [REDACTED] region (including the Counties of [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED] and [REDACTED] to promote the importance of trees and community action in improving the quality of life and enhancing the unique character of the greater [REDACTED] region; (ii) promote public education leading towards greater enhancement of the urban and rural forest and an increased appreciation of the intrinsic value of trees to the greater [REDACTED] region; (iii) engage in programs and projects to improve the urban forest and enhance its benefits; (iv) participate in advocacy that directly concerns the benefits of the urban forest, or directly affects developing the best urban forest in the greater [REDACTED] region; (v) solicit, receive, administer and disburse monies, gifts, legacies, devises and conveyances of real and personal property for the purposes of this corporation; and (vi) maintain a public benefit, tax-exempt, nonprofit organization, independent from government, while working in partnership with local, state, and federal governmental agencies and other organizations and community groups in furtherance of the corporation's goals.

Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation, and this corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 3.02. LIMITATIONS

(a) Political Activity. This corporation may participate in advocacy that directly concerns the benefits of the urban forest, or directly affects developing the best urban forest in the greater Sacramento region.

(b) Property. The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in Section 3.01 above. No part of the property, assets, profits or net income of this corporation shall ever inure to the benefit of any of its directors, trustees, officers, members (if any), employees, or to the benefit of any private individual.

(c) Dissolution. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of this corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation or corporation which (i) is organized and operated exclusively for charitable purposes, (ii) has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and (iii) has a purpose, as determined by the Board, similar to this corporation.

ARTICLE IV

MEMBERSHIP

SECTION 4.01. ISSUANCE OF MEMBERSHIPS

This corporation may refer to persons of the non-legal members class or other persons or entities associated with it as “members,” even though those persons or entities are not voting members as set forth in Section 4.02 of these Bylaws; but, no such reference shall constitute anyone as a member within the meaning of California Corporation Code section 5056 or its successor. The Board may offer non-legal membership status to supporters that pay a reasonable contribution as set by the Board.

SECTION 4.02. TYPES OF MEMBERSHIPS

This corporation shall have no voting members within the meaning of the California Nonprofit Corporation Law. The Board may, in its discretion, admit individuals to one or more classes of nonvoting members. The class or classes of nonvoting members shall have such rights and obligations as the Board finds appropriate.

ARTICLE V

DIRECTORS

SECTION 5.01. POWERS

(a) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the activities and affairs of this corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) Specific Powers. Without prejudice to the general powers set forth in Section 5.01(a), but subject to the same limitations, the directors shall have the power to:

(i) Appoint and remove, at the pleasure of the Board, all officers of this corporation, including the Executive Director; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation (if any) and require from them security for faithful performance of their duties;

(ii) Change the principal office or the principal business office in the State of California from one location to another; cause this corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings;

(iii) Adopt and use a corporate seal and alter the form thereof;

(iv) Borrow money and incur indebtedness on behalf of this corporation and cause to be executed and delivered for the purposes of this corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities; and

(v) Participate in advocacy that directly concerns the benefits of the urban forest, or directly affects developing the best urban forest in the greater Sacramento region.

SECTION 5.02. NUMBER AND SELECTION OF DIRECTORS AND RESTRICTIONS ON DIRECTORS

(a) Authorized Number. The number of directors of this corporation shall be not less than fifteen (15) nor more than thirty (30).

(b) Selection. At the expiration or earlier termination of the terms of office of the directors currently serving on the Board, their successors shall be chosen by a majority vote of the members of the Board then in office, whether or not less than a quorum, or by a sole remaining director.

(c) Restrictions on Directors. Not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is either (i) any person currently being compensated by this corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as a director; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. However, any violation of the provisions of this subsection shall not affect the validity or enforceability of any transaction entered into by this corporation. A director may not participate in any vote on any proposed transaction with another organization or entity of which such director is also an employee, principal or director.

(d) Compensation. Directors, as such, shall not be entitled to compensation for their services, but may receive such reimbursement of expenses of attendance, if any, as may be fixed or determined by resolution of the Board of Directors; provided, however, that nothing herein contained shall be construed to preclude any director from serving in any other capacity or receiving compensation for any such other service.

(e) Conflicts of Interest. Each director shall abide by a conflict of interest policy that the Board finds appropriate. Each director shall annually sign a statement providing that said director understands and pledges to follow the conflict of interest policy.

(f) Attendance. Directors are expected to attend all regular and special meetings and perform all duties as set forth in these Bylaws. Unexcused absences and failure to perform said duties may form the basis for suspension or removal of any director as set forth in Section 5.04(b) below.

SECTION 5.03. TERM OF OFFICE OF DIRECTORS

The directors currently serving on the Board and directors selected in accordance with Section 5.02(b) shall hold office for a term of two (2) years. Directors' terms shall be staggered so that approximately one-third to one-half of the authorized number of directors are elected or re-elected at each annual meeting of the Board. There is no limitation on the number of terms a director may serve. Each director, including a director designated to fill a vacancy, shall hold office until the expiration of the term for which designated and until a successor has been designated and qualified.

SECTION 5.04. VACANCIES

(a) Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following: (i) the death, removal, suspension or resignation of any director; (ii) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; or (iii) an increase in the number of authorized directors.

(b) Suspension or Removal. Any director may be suspended or removed following notice and a majority vote of all members of the Board; provided, however, that the director who is the subject of the removal action shall not be entitled to vote on such an action or be counted as a member of the Board when calculating the required vote; and provided further, that each vote to remove a director shall be a separate vote on the sole question of the removal of that particular director.

(c) Resignations. Except as provided in this subsection, any director may resign by giving written notice to the President or the Secretary of this corporation. The resignation shall be effective when the notice is given unless such notice specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except upon notice to the Attorney General of the State of California, no director may resign if this corporation would then be left without a duly elected director or directors in charge of its affairs.

(d) Filling Vacancies. Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, 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 Sections 5.06 or 5.08, respectively, or (iii) a sole remaining director.

(e) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before the director's term of office expires.

SECTION 5.05. PLACE OF MEETINGS; MEETINGS BY TELEPHONE AND OTHER ELECTRONIC MEANS

(a) Place of Meetings. Meetings of the Board shall be held at the principal office of this corporation or at such other place as has been designated by the Board. In the absence of any such designation, meetings shall be held at the principal office of this corporation.

(b) Meetings by Telephone and Other Electronic Means. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply: (i) each director participating in the meeting can communicate with all of the other directors concurrently; and (ii) each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

SECTION 5.06. REGULAR AND SPECIAL MEETINGS

(a) Annual Meetings. The Board shall hold an annual meeting in conjunction with the regularly scheduled Board meeting in the month of June of each year for the purpose of organization, election of officers and the transaction of other business; provided, however, that the Board may fix another time or place for the holding of its annual meeting. Notice of this meeting shall not be required if the time and place of the meeting is fixed by the Bylaws or the Board.

(b) Regular Meetings. Regular meetings of the Board may be held at such time and place as the Board may fix from time to time. Notice of regular meetings shall not be required if the time and place of the meeting is fixed by the Bylaws or the Board.

(c) Special Meetings.

(i) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the President or any Vice President, or the Secretary or any two directors.

(ii) Notice.

a. Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each director by one of the following methods:

1. by personal delivery of written notice;
2. by first-class mail, postage prepaid;
3. by telephone, (i) directly to the director, (ii) to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director, or (iii) through the use of a voice messaging system or other system or technology designed to record and communicate messages; or
4. by telegraph, facsimile, electronic mail or other electronic means.

b. Time Requirements. Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery or by 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 shall be provided at least forty-eight (48) hours before the time set for the meeting.

c. Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of this corporation. It need not specify the purpose of the meeting.

SECTION 5.07. QUORUM

A majority of the current authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.09. Subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to: (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest; (ii) approval of certain transactions between corporations having common directorship; (iii) creation of and appointments to committees of the Board; and (iv) indemnification of directors, 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 be regarded as the act of the Board. A meeting at which a quorum is initially present may

continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 5.08. WAIVER OF NOTICE

Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to such director.

SECTION 5.09. ADJOURNMENT

A majority of the directors present, whether or not quorum is present, may adjourn any meeting to another time and place.

SECTION 5.10. NOTICE OF ADJOURNED MEETING

Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

SECTION 5.11. ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board are notified in writing forty-eight (48) hours in advance as to the action to be taken and a majority of the members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Consent may be solicited verbally, in person or by telephone, or by electronic means, but shall be effective only upon written consent. Written consent may be conveyed by: personal delivery, first-class mail, telegraph, facsimile, electronic mail or other electronic means. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For the purposes of this Section 5.11 only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VI

COMMITTEES

SECTION 6.01. COMMITTEES OF THE BOARD

The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee, who may replace an absent member at any meeting. The Board may also appoint one or more non-directors to any such committee. Any such committee, to the extent provided in the resolution of the Board, shall have all of the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) fill vacancies on the Board or in any committee which has the authority of the Board;
- (b) fix compensation of the directors for serving on the Board or on any committee;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the Board or the members thereof; or
- (f) approve any contract or transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, except as such approval is provided for in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

SECTION 6.02. MEETINGS AND ACTIONS OF THE COMMITTEES

Meetings and action of committees of the Board shall be governed by, held and taken in accordance with the provisions of Article V of these Bylaws, concerning meetings and other action of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined either by resolution of the Board or, if there is no Board resolution, by resolution of the committee of the Board. Minutes shall be kept of each meeting of any committee of the Board and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of the Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE VII

OFFICERS

SECTION 7.01. OFFICERS

The officers of this corporation shall include a President, a Secretary and a Treasurer. Unless otherwise designated by the Board, the Treasurer shall also act as this corporation's Chief Financial Officer. This corporation may also have, at the Board's discretion, an Executive Director, one or more Vice Presidents, one or more assistant Secretaries, one or more assistant Treasurers, and such other officers as may be appointed in accordance with Section 7.03 of these Bylaws. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

SECTION 7.02. ELECTION OF OFFICERS

The officers of this corporation, except those appointed in accordance with the provisions of Section 7.03 of this Article VII, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

SECTION 7.03. OTHER OFFICERS

The Board may appoint and may authorize the President or another officer to appoint any other officers that this corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the Bylaws or determined from time to time by the Board.

SECTION 7.04. REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

SECTION 7.05. RESIGNATION OF OFFICERS

Any officer may resign upon written notice to this corporation without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

SECTION 7.06. VACANCIES IN OFFICE

A vacancy occurring in any office because of death, resignation, removal, disqualification or other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

SECTION 7.07. RESPONSIBILITIES OF OFFICERS

(a) President. The President (assuming such person is a director) shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time.

(b) Executive Director. Subject to the control and supervision of the Board, the Executive Director, if any, shall be the general manager of this corporation and shall generally supervise, direct and control the activities and affairs and the officers of this corporation. The Executive Director shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

(c) Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank, shall perform all of the duties of the President, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or the Bylaws.

(d) Secretary.

(i) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and of committees of the Board. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall make, or cause to be made, available a copy of these Bylaws and the Articles of Incorporation at all annual, regular, and special meetings.

(ii) Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by these Bylaws to be given and shall perform such other duties as may be prescribed by the Board or the Bylaws.

(e) Treasurer.

(i) Books of Account. The Treasurer of this corporation shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of this corporation, and shall send or cause to be sent to the directors such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of this corporation with such depositories as may be designated by the Board, shall disburse the funds of this corporation as may be ordered by the Board, shall render to the President, if any, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of this corporation and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(iii) Bond. If required by the Board, the Treasurer shall give this corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to this corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer upon his or her death, resignation, retirement or removal from office.

ARTICLE VIII

INDEMNIFICATION AND INSURANCE

SECTION 8.01. INDEMNIFICATION

(a) Right of Indemnity. To the fullest extent permitted by law, this corporation may indemnify its directors, officers, employees and other person described in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any “proceeding”, as that term is used in such Section and including an action by or in the right of this corporation, by reason of the fact that such person is or was a person described by such Section. “Expenses”, as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law.

(b) Approval of Indemnity. Upon written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Public Benefit Corporation Law, the Board shall promptly determine in accordance with Section 5238(e) of the California Nonprofit Public Benefit Corporation Law whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met.

(c) Advancement of Expenses. To the fullest extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by this corporation prior to the final disposition of the proceeding upon receipt by this corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by this corporation.

SECTION 8.02. INSURANCE

This corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees and other agents of this corporation, against any liability asserted against or incurred by an officer, director, employee or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

ARTICLE IX

RECORDS AND REPORTS

SECTION 9.01. MAINTENANCE OF CORPORATE RECORDS

This corporation shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Minutes in written form of the proceedings of the Board and committees of the Board.

SECTION 9.02. INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of this corporation and the records of each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 9.03. ANNUAL REPORT

Pursuant to Section 6321(3) or (2) of the California Nonprofit Public Benefit Corporation Law, not later than one hundred twenty (120) days after the close of the fiscal year of this corporation, the Board shall cause an annual report to be sent to all directors of the corporation. This report and any accompanying material may be sent by electronic transmission by the corporation. Such report shall contain the following information in appropriate detail:

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

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

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

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

(v) Any information required by Section 9.04.

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

SECTION 9.04. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

This corporation shall prepare annually and furnish to each director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the close of the fiscal year of this corporation:

(a) Any transaction to which this corporation, its parent or its subsidiary was a party, and in which any director or officer of this corporation, its parent or subsidiary (but mere common directorship shall not be considered such an interest) had a direct or indirect material financial interest, if such transaction involved over fifty thousand dollars (\$50,000), or was one of a number of transactions with the same person involving, in the aggregate, over fifty thousand dollars (\$50,000).

(b) Any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of this corporation pursuant to Section 8.01 hereof.

This report shall include a brief description of the transaction, the names of the director(s) or officer(s) involved, their relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated. This report and any accompanying material may be sent by electronic transmission by the corporation.

ARTICLE X

CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, 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 above, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular and the term “person” includes both a legal entity and a natural person.

ARTICLE XI

AMENDMENTS

SECTION 11.01. ACTION BY THE BOARD

The Bylaws may be amended or repealed and new Bylaws may be adopted by a majority vote of the Board.

SECTION 11.02. LIMITATIONS ON AMENDMENT OF BYLAWS

Where any provision of these Bylaws requires the vote of a larger proportion of the directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number. No amendment may extend the term of a director beyond that for which such director was elected.

SECTION 11.03. MAINTENANCE OF RECORDS

The Secretary of this corporation shall see that a true and correct copy of all amendments of the Bylaws, duly certified by the Secretary, is attached to the official Bylaws of this corporation and is maintained with the official records of this corporation at the principal office of this corporation.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the duly elected and acting Secretary of the [REDACTED] a California nonprofit public benefit corporation, and the above Bylaws, consisting of 16 pages (plus the cover page and table of contents), are the Bylaws of this corporation as duly adopted at a meeting of the Board of Directors held on October 27, 2008 and that they have not been amended or modified since that date.

Executed on Feb 28, 2011, at [REDACTED], California.

[REDACTED]

[Handwritten signature]

[REDACTED]

Secretary