

BYLAWS
OF
ODD FELLOWS SIERRA RECREATION ASSOCIATION

ARTICLE I. OFFICES

Section 1. Principal Executive Office. The principal executive office of the corporation shall be fixed and located in the County of Tuolumne, California. The county of the corporation's principal executive office may be changed only upon the written approval of two-thirds (2/3ds) of the outstanding memberships entitled to vote or by the written assent of two-thirds (2/3ds) of the Members entitled to vote such memberships.

Section 2. Other Offices. Other business offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

ARTICLE II. MEMBERS

Section 1. Members as Shareholders. The Shareholders of this corporation shall be referred to as Members. All rights granted by law to Shareholders of the corporation in respect to their shares shall accrue to the Members in respect to their memberships.

Section 2. Membership Issuance, Member Qualifications. Memberships of the corporation shall be issued from time to time by the Board as persons become qualified in two (2) series designated, respectively, Series A and Series B. The rights, preferences, privileges, and restrictions of Series A and Series B memberships shall be equal and identical in all respects except that, unless otherwise provided by law, the holders of Series A memberships shall have and possess the exclusive right in the event of a voluntary or involuntary liquidation, dissolution, or winding up of the corporation to receive, ratably, all the assets of the corporation. The qualifications of persons eligible to hold memberships are as follows:

a. No person may be issued a membership in the corporation unless he is a Member of a duly constituted Subordinate or Rebekah Lodge of the Independent Order of Odd Fellows, or any lodge which is a branch of the Independent Order of Odd Fellows, and owns a lot, or an interest therein, in the subdivision known as "Odd Fellows Sierra Camp Subdivisions Nos. 1 and 2" in Tuolumne County, California.

b. No person may be a holder of a Series A membership unless he has been a Member of the corporation and/or a Member of the predecessor to the corporation for a period of five (5) consecutive years. All other Members shall hold Series B memberships.

c. When the holder of a Series B membership fulfills the five (5)-year requirement described in the preceding subparagraph, he may become the holder of a Series A membership by presenting his membership certificate to the Secretary of the corporation, who shall issue a Series A membership certificate and make an appropriate entry on the records of the corporation.

d. No person may hold more than one (1) membership in the corporation.

e. If the holder of a Series A membership transfers his membership to a person who qualifies to hold a Series B membership but not a Series A membership, the transferee shall present his certificate to the Secretary of the corporation, who shall issue the transferee a new Series B certificate and make an appropriate entry on the records of the corporation.

f. In case a lot described in subparagraph a of this Section is co-owned, the following provisions shall apply:

(1) If only one (1) co-owner is eligible for membership, that person shall be entitled to one (1) membership, the series of which shall be determined by whether that person fulfills the five (5)-year requirement of subparagraph b of this Section.

(2) If more than one (1) co-owner is eligible for membership, only one (1) of such co-owners shall be entitled to hold a membership. The eligible co-owners shall inform the Secretary of the corporation in writing of the person who shall be entitled to hold the membership, the series of which shall be determined by whether such designated person fulfills the five (5)-year requirement of subparagraph b of this Section.

g. Anything in these Bylaws to the contrary notwithstanding, if the holder of a Series A membership transfers his membership to his spouse, and the spouse becomes qualified within one (1) year of the transfer to hold a Series A membership but for the five (5)-year requirement of subparagraph b of this Section, the transferee spouse shall be eligible to hold a Series A membership.

h. If a Member of the corporation or his transferee ceases to fulfill the above qualifications for membership, he shall be removed as a Member of the corporation and shall forfeit all rights accruing to such membership effective as of the date he fails to fulfill such qualifications. The former Member or his transferee furthermore shall surrender his certificate of membership to the Secretary of the corporation for cancellation. A certificate not so surrendered forthwith becomes null and void and ceases to be evidence of the right or title of the Member or any transferee to the membership purporting to be represented thereby.

Section 3. Assessability of Memberships. Subject to the approval of the Members of the corporation as that term is defined in California Corporations Code section 153, the Directors of the corporation shall have the power and authority to levy and collect from time to time, as in their discretion they may deem advisable, assessments upon all of the memberships of the corporation at any time issued and outstanding, and shall have all of the authority, rights, and privileges with reference to such assessments as are provided by law in respect to corporations the directors of which have such power of assessment; provided, however, that neither any assessment nor the levy thereof shall create any personal liability on any Member of the corporation.

Section 4. Place of Meetings. All annual or other meetings of Members shall be held at the Recreation Hall, Odd Fellows Sierra Park of Tuolumne, California, or at any other place within or without the State of California which may be designated either by the Board of Directors or by the written consent of all persons entitled to vote thereat and not present at the meeting, given either before or after the meeting, and filed with the Secretary of the corporation.

Section 5. Annual Meetings. The annual meetings of Members shall be held on the Sunday immediately preceding the day on which Memorial Day is celebrated at a time set by the Board of Directors.

Written notice of each annual meeting shall be given to each Member entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such Member at his address appearing on the books of the corporation or given by him to the corporation for the purpose of notice. If any notice or report addressed to the Member at the address of such Member appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the Member at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the Member upon written demand of the Member at the principal executive office of the corporation for a period of one year from the date of the giving of the notice or report to all other Members. If a Member gives no address, notice shall be deemed to have been given him if sent by mail or other means of written communication addressed to the place where the principal executive office of the corporation is situated or if published at least once in some newspaper of general circulation in the county in which said principal executive office is located.

All such notices shall be given to each Member entitled thereto not less than ten (10) days nor more than thirty (30) days before each annual meeting. Any such notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication. An

affidavit of mailing of any such notice in accordance with the foregoing provisions executed by the Secretary, Assistant Secretary, or any transfer agent of the corporation shall be prima facie evidence of the giving of the notice.

Such notices shall specify:

- a. The place, the date, and the hour of such meeting;
- b. Those matters which the Board, at the time of the mailing of the notice, intends to present for action by the Members;
- c. If Directors are to be elected, the names of nominees intended at the time of the notice to be presented by the Board for election;
- d. The general nature of a proposal, if any, to take action with respect to approval of, (i) a contract or other transaction with an interested Director, (ii) amendment of the Articles of Incorporation or Bylaws, (iii) a reorganization of the corporation as defined in Section 181 of the General Corporation Law, (iv) voluntary dissolution of the corporation, or (v) a distribution in dissolution other than in accordance with the rights of outstanding memberships; and
- e. Such other matters, if any, as may be expressly required by statute.

Section 6. Special Meetings. Special meetings of the Members for the purpose of taking any action permitted by the Members under the General Corporation Law and the Articles of Incorporation of this corporation may be called at any time by the Chairman of the Board or the President or by the Board of Directors or by Members holding not less than ten percent (10%) of the corporation's memberships. Upon request in writing that a special meeting of Members be called for any proper purpose directed to the Chairman of the Board, President, Vice President, or Secretary by any person (other than the Board) entitled to call a special meeting of Members, the Officer forthwith shall cause notice to be given to Members entitled to vote that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) nor more than sixty (60) days after receipt of the request. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of Members. In addition to the matters required by items (a) and, if applicable, (c) of the preceding Section, notice of any special meeting shall specify the general nature of the business to be transacted, and no other business may be transacted at such meeting.

Section 7. Quorum. The presence in person or by proxy of the persons entitled to vote one-third (1/3) of the voting

memberships at any meeting shall constitute a quorum for the transaction of business. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the memberships required to constitute a quorum.

Section 8. Adjourned Meeting and Notice Thereof. Any Members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the memberships, the holders of which are either present in person or represented by proxy thereat; but in the absence of a quorum, no other business may be transacted at such meeting except as provided in Section 4 above.

When any Members' meeting, either annual or special, is adjourned for forty-five (45) days or more, or if after adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as provided above, 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 thereat other than by announcement of the time and place thereof at the meeting at which such adjournment is taken.

Section 9. Voting. Unless a record date for voting purposes be fixed as provided in Section 1 of Article V of these Bylaws, then subject to the provisions of Sections 702 and 704, inclusive, of the Corporations Code of California (relating to voting of shares held by a fiduciary in the name of a corporation or in joint ownership), only persons in whose names memberships entitled to vote stand on the records of the corporation at the close of business on the business day next preceding the day on which notice of the meeting is given, or if such notice is waived, at the close of business on the business day next preceding the day on which the meeting of Members is held, shall be entitled to vote at such meeting, and such day shall be the record date for such meeting. Such vote may be viva voce or by ballot; provided, however, that all elections for Directors must be by ballot upon demand made by a Member at any election and before the voting begins. If a quorum is present, except with respect to election of Directors, the affirmative vote of the majority of the memberships represented at the meeting and entitled to vote on any matter shall be the act of the Members unless the vote of a greater number or voting by classes is required by the General Corporation Law or the Articles of Incorporation. Subject to the requirements of the next sentence, every Member entitled to vote at any election for Directors shall have the right to cumulate his votes and give one candidate a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which his shares are entitled or to distribute his votes on the same principle among as many candidates as he shall think fit. No Member shall be entitled to cumulative votes unless the name of

the candidate or candidates for whom such votes would be cast has been placed in nomination prior to the voting and any Member has given notice at the meeting prior to voting of such Member's intention to cumulate his votes. The candidates receiving the highest number of votes of shares entitled to be voted for them, up to the number of Directors to be elected, shall be elected.

Section 10. Validation of Defectively Called or Noticed Meetings. The transactions of any meeting of Members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, or who, though present, has at the beginning of the meeting properly objected to the transaction of any business because the meeting was not lawfully called or convened, or to particular matters of business legally required to be included in the notice but not so included, signs a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11. Action Without Meeting. Directors may be elected without a meeting by a consent in writing, setting forth the action so taken and signed by all of the persons who would be entitled to vote for the election of Directors, provided that, without notice except as hereinafter set forth, a Director may be elected at any time to fill a vacancy not filled by the Directors by the written consent of persons holding a majority of the outstanding memberships entitled to vote for the election of Directors.

Any other action, which under any provision of the California General Corporation Law may be taken at a meeting of the Members, may be taken without a meeting and without notice except as hereinafter set forth if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding memberships having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all memberships entitled to vote thereon were present and voted. Unless the consents of all Members entitled to vote have been solicited in writing,

a. Notice of any proposed Member approval of (i) a contract or other transaction with an interested Director, (ii) indemnification of an agent of the corporation as authorized by Section 15 of Article III of these Bylaws, (iii) a reorganization of the corporation as defined in Section 181 of the General Corporation Law, or (iv) a distribution in dissolution other than in accordance with the rights of outstanding preferred shares, if any, without a meeting by less than unanimous written consent, shall be given at least ten (10) days before the consummation of the action authorized by such approval; and

b. Prompt notice shall be given of the taking of any other corporate action approved by Members without a meeting by less than unanimous written consent,

to those Members entitled to vote who have not consented in writing. Such notices shall be given in the manner, and shall be deemed to have been given, as provided in Section 5 of Article II of these Bylaws.

Unless, as provided in Section 1 of Article V of these Bylaws, the Board of Directors has fixed a record date for the determination of Members entitled to notice of and to give such written consent, the record date for such determination shall be the day on which the first written consent is given. All such written consents shall be filed with the Secretary of the corporation.

Any Member giving a written consent, or the Member's proxyholders, or a transferee of the memberships, or a personal representative of the Member or their respective proxyholders, may revoke the consent by a writing received by the corporation prior to the time that written consents of the number of memberships required to authorize the proposed action have been filed with the Secretary of the corporation but may not do so thereafter. Such revocation is effective upon its receipt by the Secretary of the corporation.

Section 12. Proxies. Every person entitled to vote or execute consents shall have the right to do so either in person or by one (1) or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the Secretary of the corporation. Any proxy duly executed is not revoked and continues in full force and effect until, (i) an instrument revoking it or a duly executed proxy bearing a later date is filed with the Secretary of the corporation prior to the vote pursuant thereto, (ii) the person executing the proxy attends the meeting and votes in person, or (iii) written notice of the death or incapacity of the maker of such a proxy is received by the corporation before the vote pursuant thereto is counted; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which such proxy is to continue in force.

Section 13. Inspectors of Election. In advance of any meeting of Members, the Board of Directors may appoint any persons other than nominees for office as inspectors of election to act at such meeting or any adjournment thereof. If inspectors of election be not so appointed, the Chairman of any such meeting may, and on the request of any Member shall, make such appointment at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more Members or proxies, the majority of memberships represented shall

determine whether one or three inspectors are to be appointed. In case any person appointed as inspector fails to appear or fails or refuses to act, the vacancy may, and on request of any Member shall, be filled by appointment by the Board of Directors in advance of the meeting, or at the meeting by the Chairman of the meeting.

The duties of such inspectors shall be prescribed by Section 707 of the General Corporation Law and shall include: determining the number of memberships outstanding and the voting power of each; the memberships represented at the meeting; the existence of a quorum; the authenticity, validity, and effect of proxies; receiving votes, ballots, or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining when the polls shall close; determining the result; and such acts as may be proper to conduct the election or vote with fairness to all Members. In the determination of the validity and effect of proxies, the dates contained on the forms of proxy shall presumptively determine the order of execution of the proxies regardless of the postmark dates on the envelopes in which they are mailed.

The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. If there are three inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all. Any report of certificate made by the inspectors of election is prima facie evidence of the facts stated therein.

Section 14. Conduct of Meetings. Meetings of Members shall be presided over by the President of the corporation or, in his absence, by the Vice President or, in the absence of both, by a person chosen by the vote of a majority of the memberships represented at the meeting and entitled to vote. The Secretary of the corporation shall act as Secretary of all meetings of Members provided that in his absence the presiding Officer shall appoint another person to act as Secretary of the 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, with the Articles of Incorporation of this corporation, or with law.

ARTICLE III. DIRECTORS

Section 1. Powers. Subject to limitations of the Articles of Incorporation and of the California General Corporation Law as to action to be authorized or approved by the Members, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors; provided, however, that all timbering

operations on, and all extraction of other natural resources from, any property owned by the corporation must be approved by the Members. Without prejudice to such general powers but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers: to wit,

First - To select and remove all the Officers, agents, and employees of the corporation; prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws; fix their compensation; and require from them security for faithful service.

Second - To conduct, manage, and control the affairs and business of the corporation and to make such rules and regulations therefor not inconsistent with law or with the Articles of Incorporation or the Bylaws as they may deem best.

Third - To change the principal executive office and principal office for the transaction of the business of the corporation from one location to another as provided in Article I, Section 1, hereof; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of California as provided in Article I, Section 2, hereof; to designate any place within or without the State of California for the holding of any Members' meeting or meetings; and to adopt, make, and use a corporate seal and to prescribe the forms of certificates of membership and to alter the form of such seal and of such certificates from time to time as in their judgment they may deem best, provided such seal and such certificates shall at all times comply with the provisions of law.

Fourth - To authorize the issue of memberships of the corporation from time to time, upon such terms as may be lawful and in accordance with the Articles and Bylaws of the corporation.

Fifth - To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

Sixth - By resolution adopted by a majority of the authorized number of Directors, to designate an executive and other committees, each consisting of two or more Directors, to serve at the pleasure of the Board, and to prescribe the manner in which proceedings of such committee shall be conducted. Unless the Board of Directors shall otherwise prescribe the manner of proceedings of any such committee, meetings of such committee may be regularly scheduled in advance and may be called at any time by any two members thereof; otherwise, the provisions of these Bylaws with respect to notice and conduct of meetings of the Board shall govern. Any such committee, to the extent provided in a resolution of the Board, shall have all of the authority of the Board except with respect to:

- a. The approval of any action for which the General Corporation Law or the Articles of Incorporation also require Shareholder approval;
- b. The filling of vacancies on the Board or in any committee.
- c. The fixing of compensation of the Directors for serving on the Board or on any committee;
- d. The adoption, amendment, or repeal of Bylaws;
- e. The amendment or repeal of any resolution of the Board;
- f. Any distribution to the Members except at a rate or in a periodic amount or within a price range determined by the Board; and
- g. The appointment of other committees of the Board or the members thereof.

Section 2. Number and Qualification of Directors. The authorized number of Directors shall be nine (9) until changed by amendment of the Articles of Incorporation or by a bylaw amending this Section 2 duly adopted by the vote or written consent of holders of a majority of the outstanding memberships entitled to vote; provided that a proposal to reduce the authorized number of Directors below five (5) cannot be adopted if the votes cast against its adoption at a meeting, or the memberships not consenting in the case of action by written consent, are equal to more than sixteen and two-thirds percent ($16\frac{2}{3}\%$) of the outstanding memberships entitled to vote.

Section 3. Election and Term of Office. Each Director shall hold office for a period of three (3) years, and one-third ($\frac{1}{3}$) of the members of the Board of Directors shall be elected at each annual meeting. If any such annual meeting is not held or the Directors are not elected thereat, however, the Directors may be elected at any special meeting of Members held for that purpose. All Directors shall hold office until their respective successors are elected subject to the General Corporation Law and the provisions of these Bylaws with respect to vacancies on the Board.

Section 4. Vacancies. A vacancy in the Board of Directors shall be deemed to exist in case of the death, resignation, or removal of any Director as permitted by law, if the authorized number or directors is increased, or if the Members fail at any annual or special meeting of the Members at which Director or Directors are elected to elect the full authorized number of Directors to be voted for at that meeting.

Vacancies in the Board of Directors shall be filled by the runners-up in order of finish in the prior election of Directors.

If such runners-up are insufficient to fill the vacancies, the vacancies shall be filled as follows:

a. Except for a vacancy created by the removal of a Director, vacancies may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until his successor is elected at an annual or a special meeting of the Members. A vacancy in the Board of Directors created by the removal of a Director may only be filled by the vote of a majority of the memberships entitled to vote represented at a duly held meeting at which a quorum is present or by the written consent of the holders of a majority of the outstanding memberships.

b. The Members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors. Any such election by written consent shall require the consent of holders of a majority of the outstanding memberships entitled to vote.

Any Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors of the corporation unless the notice specifies a later time for the effectiveness of such resignation. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board or the Members shall have the power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

Section 5. Place of Meeting. Regular meetings of the Board of Directors shall be held at any place within or without the State which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board may be held either at a place so designated or at the principal executive office.

Section 6. Organization Meeting. Immediately following each annual meeting of Members, the Board of Directors shall hold a regular meeting at the place of said annual meeting or at such other place as shall be fixed by the Board of Directors for the purpose of organization, election of Officers, and the transaction of other business. Call and notice of such meetings are hereby dispensed with.

Section 7. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held without call at such times and places as determined by the Board of Directors by resolution

duly adopted. Notice of all such regular meetings of the Board of Directors is hereby dispensed with.

Section 8. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the Chairman of the Board, the President, any Vice President, the Secretary, or by any two Directors.

Written notice of the time and place of special meetings shall be delivered personally to each Director or communicated to each Director by telephone or by telegraph or by mail, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation or, if it is not so shown on such records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal executive office of the corporation is located at least seven (7) days prior to the time of the holding of the meeting. In case such notice is delivered personally or by telephone as above provided, it shall be so delivered at least seven (7) days prior to the time of the holding of the meeting. Such mailing, telegraphing, or delivery, personally or by telephone as provided above, shall be due, legal, and personal notice to such Director.

Any notice shall state the date, place, hour of the meeting, and the general nature of the business to be transacted, and no other business may be transacted at the meeting.

Section 9. Action Without Meeting. Any action by the Board of Directors may be taken without a meeting if any members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of such Directors.

Section 10. Action at a Meeting: Quorum and Required Vote. Presence of a majority of the authorized number of Directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business except as hereinafter provided. Members of the Board may participate in a meeting through use of conference, telephone, or similar communications equipment so long as all members participating in such meeting can hear one another. Participation in a meeting as permitted in the preceding sentence constitutes presence in person at such meeting. 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 of Directors unless a greater number or the same number, after disqualifying one or more Directors from voting, is required by law, by the Articles of Incorporation, or by these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal

of Director, provided that any action taken is approved by at least a majority of the required quorum for such meeting.

All meetings of the Board of Directors 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 or in conflict with these Bylaws, with the Articles of Incorporation of the corporation, or with law. Meetings of Directors shall be presided over by the President of the corporation or, in his absence, by the Vice President or, in the absence of both, by a person chosen by a majority of directors present. The Secretary of the corporation shall act as Secretary of the Board of Directors. In case the Secretary is absent from the meeting, the presiding Officer may appoint any person to act as Secretary for the meeting.

Section 11. Validation of Defectively Called or Noticed Meetings. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting each of the Directors not present or who though present has prior to the meeting or at its commencement protested the lack of proper notice to him, signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Adjournment. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 13. Notice of Adjournment. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment. Otherwise, notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

Section 14. Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses as may be fixed or determined by resolution of the Board.

Section 15. Indemnification of Agents of the Corporation; Purchase of Liability Insurance.

a. For the purposes of this Section, "agent" means any person who is or was a Director, Officer, employee, or other agent

of this corporation, or is or was serving at the request of this corporation as a Director, Officer, Employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation, or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under subdivision (d) or subdivision (e)(3) of this Section.

b. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of this corporation) by reason of the fact that such person is or was an agent of this corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

c. This corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action by or in the right of this corporation to procure a judgment in its favor by reason of the fact that such person is or was an agent of this corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this subdivisions (c):

(1) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to this corporation in the performance of such person's duty to this corporation unless and only to the extent that the court in which such action was brought shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(2) Of amount paid in settling or otherwise disposing of a threatened or pending action with or without court approval; or

(3) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval.

d. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in subdivision (b) or (c) or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

e. Except as provided in subdivision (d), any indemnification under this Section shall be made by this corporation only if authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in subdivision (b) or (c) by:

(1) A majority vote of a quorum consisting of Directors who are not parties to such proceeding;

(2) Approval or ratification by the affirmative vote of a majority of the memberships of this corporation entitled to vote represented at a duly held meeting at which a quorum is present or by the written consent of holders of a majority of the outstanding memberships entitled to vote. For such purpose, the memberships owned by the person to be indemnified shall not be considered outstanding or entitled to vote thereon; or

(3) The court in which such proceeding is or was pending, upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this corporation.

f. Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section.

g. Nothing contained in this Section shall affect any right to indemnification to which persons other than Directors and Officers of this corporation or any subsidiary hereof may be entitled by contract or otherwise.

h. No indemnification or advance shall be made under this Section except as provided in subdivision (d) or subdivision (e)(3) in any circumstance where it appears:

(1) That it would be inconsistent with a provision of the Articles, a resolution of the Members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification; or

(2) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

i. Upon and in the event of a determination by the Board of Directors of this corporation to purchase such insurance, this corporation shall purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this corporation would have the power to indemnify the agent against such liability under the provisions of this Section.

ARTICLE IV. OFFICERS

Section 1. Officers. The Officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices except that the offices of President and Secretary shall not be held by the same person.

Section 2. Election. The Officers of the corporation, except such Officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the Board of Directors at its first meeting following the annual election of Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Subordinate Officers, Etc. The Board of Directors may appoint and may empower the President to appoint such other Officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4. Removal and Resignation. Any Officer may be removed, either with or without cause, by the Board of Directors at any regular or special meeting thereof or, except in case of an Officer chosen by the Board of Directors, by any Officer upon whom such power of removal may be conferred by the Board of Directors (subject in each case to the rights, if any, of an Officers under any contract of employment).

Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the corporation without prejudice, however, to the rights, if any, of the corporation under any contract to which such Officer is a party. Any such resignation shall take effect at the date of the receipt of any such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board of Directors for the unexpired portion of the term. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 6. President. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and Officers of the corporation. He shall preside at all meetings of the Members and at all meetings of the Board of Directors. He shall be ex-officio a member of all the standing committees including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 7. Vice President. In the absence or disability of the President, the Vice Presidents in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President and, when so acting, shall have all the powers of and be subject to all 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 respectively by the Board of Directors or the Bylaws.

Section 8. Secretary. The Secretary shall record, or cause to be recorded, and shall keep, or cause to be kept, at the principal executive office and such other place as the Board of Directors may order, a book of minutes of actions taken at all meetings of Directors and Members with the time and place of holding, whether regular or special, and if special, how authorized, the

notice thereof given, the names of those present at Directors' meetings, the number of memberships present or represented at Members' meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal executive office or at the office of the corporation's transfer agent, a membership register or a duplicate membership register showing the names of the Members and their addresses, the number and classes of memberships held by each, the number and date of certificates issued for the same, and the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors required by the Bylaws or by law to be given, and he shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 9. Treasurer. The Treasurer shall be the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and shares. Any surplus including earned surplus, paid-in surplus, and surplus arising from a reduction of stated capital shall be classified according to source and shown in a separate account. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE V. MISCELLANEOUS

Section 1. Record Date. The Board of Directors may fix a time in the future as a record date for the determination of the Members entitled to notice of and to vote at any meeting of Members or entitled to give consent to corporate action in writing without a meeting, to receive any report, to receive any dividend or distribution or any allotment of rights, or to exercise rights in respect to any change, conversion, or exchange of memberships. The record date so fixed shall be not more than sixty (60) days nor less than ten (10) days prior to the date of any meeting nor more than sixty (60) days prior to any other event for the purposes of which it is fixed. When a record date is so fixed, only

Members of record on that date are entitled to notice of and to vote at any such meeting, to give consent without a meeting, to receive any report, to receive a dividend, distribution, or allotment of rights, or to exercise the rights, as the case may be, notwithstanding any transfer of any memberships on the books of the corporation after the record date, except as otherwise provided in the Articles of Incorporation or Bylaws.

Section 2. Inspection of Corporate Records. The accounting books and records, the record of Members, and minutes of proceedings of the Members and the Board and committees of the Board of this corporation and any subsidiary of this corporation shall be open to inspection upon the written demand on the corporation of any Member or holder of a voting trust certificate at any reasonable time during usual business hours, for a purpose reasonably related to such holder's interests as a Member or as the holder of such voting trust certificate. Such inspection by a Member or holder of a voting trust certificate may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

A Member or Members holding at least five percent (5%) in the aggregate of the outstanding voting memberships of the corporation or who hold at least one percent (1%) of such voting memberships and have filed a Schedule 14B with the United States Securities and Exchange Commission relating to the election of Directors of the corporation shall have (in person, or by agent or attorney) the right to inspect and copy the record of Members' names and addresses and membership holdings during usual business hours upon five (5) business days' prior written demand upon the corporation, upon written demand, and upon the tender of its usual charges, a list of the Members' names and addresses, who are entitled to vote for the election of Directors, and their membership holdings, as of the most recent record date for which it has been compiled or as of a date specified by the Member subsequent to the date of demand. The list shall be made available on or before the latter of five (5) business days after the demand is received or the date specified therein as the date as of which the list is to be compiled.

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

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 4. Annual and Other Reports. The Board of Directors of the corporation shall cause an annual report to be sent to the Members not later than one hundred twenty (120) days after the close of the fiscal or calendar year; provided, however, this requirement is waived if the corporation has less than one hundred (100) holders of record of its memberships determined as provided in Section 605 of the California Corporations Code. Such report shall contain a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year 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.

A Member or Members holding at least five percent (5%) of the outstanding memberships of any class of the corporation may make a written request to the corporation for an income statement of the corporation for the three (3)-month, six (6)-month, or nine (9)-month period of the current fiscal year ended more than thirty (30) days prior to the date of the request and a balance sheet of the corporation as of the end of such period and, in addition, if no annual report for the last fiscal year has been sent to Members, the annual report for the last fiscal year. The corporation shall use its best efforts to deliver the statement to the person making the request within thirty (30) days thereafter. A copy of any such statements shall be kept on file in the principal executive office of the corporation for twelve (12) months, and they shall be exhibited at all reasonable times to any Member demanding an examination of them or a copy shall be mailed to such Member.

The corporation shall, upon the written request of any Member, mail to the Member a copy of the last annual, semi-annual, or quarterly income statement which it has prepared and a balance sheet as of the end of the period. The quarterly income statements and balance sheets referred to in this Section shall be accompanied by the report thereon, if any, of any independent accountants engaged by the corporation or the certificate of an authorized Officer of the corporation that such financial statements were prepared without audit from the books and records of the corporation.

Section 5. Contracts, Etc., How Executed. The Board of Directors, except as in the Bylaws otherwise provided, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, 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 for any purpose or to any amount.

Section 6. Certificate for Memberships. Every holder of a membership in the corporation shall be entitled to have a certificate signed in the name of the corporation by the Chairman or Vice Chairman of the Board or the President or a Vice President and by the Chief Financial Officer or an Assistant Treasurer or the Secretary or any Assistant Secretary, certifying the series owned. Any of the signatures on the certificate may be facsimile provided that in such event at least one (1) signature, including that of either Officer or the corporation's registrar or transfer agent, if any, shall be manually signed. In case any Officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such Officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if such person were an Officer, transfer agent, or registrar at the date of issue.

Any such certificate shall also contain such legend or other statement as may be required by Section 418 of the General Corporation Law, the Corporate Securities Law of 1968, the federal securities laws, and any agreement between the corporation and the issuee thereof.

Certificates for memberships may be issued prior to full payment under such restrictions and for such purposes as the Board of Directors or the Bylaws may provide; provided, however, that any such certificate so issued prior to full payment shall state on the face thereof the amount remaining unpaid and the terms of payment thereof.

No new certificate for memberships shall be issued in lieu of an old certificate unless the latter is surrendered and cancelled at the same time; provided, however, that a new certificate will be issued without the surrender and cancellation of the old certificate if (1) the old certificate is lost, apparently destroyed, or wrongfully taken; (2) the request for the issuance of the new certificate is made within a reasonable time after the owner of the old certificate has notice of its loss, destruction, or theft; (3) the request for the issuance of a new certificate is made prior to the receipt of notice by the corporation that the old certificate has been acquired by a bona fide purchaser; (4) the owner of the old certificate files a sufficient indemnity bond with or provides other adequate security to the corporation; and (5) the owner satisfies any other reasonable requirements imposed by the corporation. In the event of the issuance of a new certificate, the rights and liabilities of the corporation and of the holders of the old and new certificates shall be governed by the provisions of Section 9104 and 9405 of the California Commercial Code.

Section 7. Representation of Shares of Other Corporations. The President or any Vice President and the Secretary or any Assistant Secretary of this corporation are authorized to vote, represent, and exercise on behalf of this corporation all rights

incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted to said Officers to vote or represent on behalf of this corporation any and all shares held by this corporation in any other corporation or corporations may be exercised either by such Officers in person or by any other person authorized so to do by proxy or power of attorney duly executed by said Officers.

Section 8. Inspection of Bylaws. The corporation shall keep in its principal executive office in California, or if its principal executive office is not in California, then at its principal business office in California (or otherwise provide upon written request of the Member), the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Members at all reasonable times during office hours.

ARTICLE VI. AMENDMENTS

Section 1. Power of Members. New Bylaws may be adopted or these Bylaws may be amended or repealed only by the affirmative vote of a majority of the outstanding memberships entitled to vote, or by the written assent of Members entitled to vote such memberships.