

RESTATED BYLAWS OF STARVISTA

A California Nonprofit Public Benefit Corporation
[As Adopted on April 2, 2015]

ARTICLE 1. NAME AND PURPOSE

Section 1.1 Name

The name of the corporation is StarVista.

Section 1.2 Purpose

The corporation is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. More specifically, such purposes include, but are not limited to, the provision of counseling and other services, which are beneficial to the welfare of children, youth and families.

ARTICLE 2. OFFICES

Section 2.1 Principal Office

The principal office of the corporation for the transaction of its business is located in San Mateo County, California.

Section 2.2 Other Offices

The corporation may also have offices at such other places, either within or without San Mateo County, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 3. MEMBERS

Section 3.1 Determination of Members

This corporation shall make no provisions for members; however, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

ARTICLE 4. DIRECTORS

Section 4.1 Number

The corporation shall have a minimum of 13 and a maximum of 22 directors, and collectively they shall be known as the Board of Directors. The number of directors within said range shall be determined by the Board of Directors. (Of said range of directors, up to two seats shall be designated for youth age 23 and under with the number of said seats to be filled to be determined by the Board of Directors (directors shall be known as Youth Directors). The Board may also determine that representation of youth is structured as a Youth Advisory Council.

Section 4.2 Powers

The activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of, the Board of Directors, subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws.

Section 4.3 Duties

It shall be the duty of directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.
- (b) Appoint and remove, employ and discharge, and prescribe the duties and fix the compensation of the Chief Executive Officer of the corporation.
- (c) Meet at such times and places as required by these Bylaws.
- (d) Register their addresses with the Secretary of the corporation, and notices of meetings telegraphed, telephoned, mailed, faxed or electronically mailed to them at such addresses shall be valid notice thereof.

Section 4.4 Terms of Office

- (a) The regular term of office for a director shall be two years. A Director may serve up to three 2 year terms. The Board of Directors will be divided into two equal panels so that one-half shall be elected annually. Board members will serve until the Annual Meeting when a replacement is elected. Board members may serve for no more than six consecutive years unless their first term began as a replacement for a director leaving prior to completing his/her term.
- (b) When it is in the best interest of the Board of Directors and the organization, a director may be invited to serve one additional two-year terms beyond the limit described above. This exception must be approved by a majority vote of the Board of Directors, with affected directors abstaining from voting. A Director may not serve more than a maximum of 8 consecutive years.

Section 4.5 Compensation

Directors shall serve without compensation. Directors may be compensated for rendering services to the corporation in any capacity other than director when such other compensation is reasonable and is allowable under the funding guidelines that affect the agency.

Section 4.6 Restriction Regarding Interested Directors.

Notwithstanding any other provision of these Bylaws, not more than 49% of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) any person currently being compensated by the corporation for services rendered it within the previous 12 months, or in the future, whether as a full- or part-time employee, independent contractor, or otherwise; or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Directors shall disclose to the Board of Directors any actual or perceived conflict of interest related to any item before the Board. Any Director, whether or not an interested person, shall abstain from voting on items in which there is an actual or perceived conflict of interest.

Section 4.7 Place of Meetings

Meetings shall be held at the principal office of the corporation or at such place as has been designated by the Executive Committee of the Board.

Section 4.8 Regular and Annual Meetings

Meetings of directors shall be held at minimum four times a year. The time and location of the meetings shall be determined by resolution of the Board.

There shall be an Annual Meeting in May whereby new directors and officers shall be elected. The time and location of the meeting shall be determined by resolution of the Board and can include the established board meeting

Section 4.9 Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson of the Board or by any two directors, and such meeting shall be held at the principal office of the corporation or at such other place as may be designated by the Board.

Section 4.10 Notice of Meetings

When a special meeting of the Board of Directors is called, the notice shall specify the time of such meeting, the place, and the general nature of the business proposed to be transacted and shall be delivered personally or sent by first class mail or by telephone, telegraph, facsimile, electronic mail or similar means to all directors. If notice is sent by first class mail, a special meeting of the Board of Directors may be held no less than five days after notice is given. If notice is given personally or by telephone, telegraph, facsimile, electronic mail or similar means, a special meeting of the Board of Directors may be held no less than 24 hours after notice is given.

Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or at the time of transmission by telephone, telegraph, facsimile, electronic mail or similar means.

Notwithstanding the foregoing, if the Chairperson or any two directors determine that exigent circumstances exist requiring that an immediate special meeting of the Board of Directors be called with a notice period shorter than that stipulated by the Bylaws, the notice period may be waived, provided that (i) such special meeting shall be limited to a single item of proposed business, (ii) a minimum of six hours notice is given to all directors personally or by telephone, telegraph, facsimile, or electronic mail, (iii) a quorum attends the meeting or has voted on the proposed business item personally or by telephone, telegraph, facsimile, or electronic mail, and (iv) a majority of said quorum consents to such special meeting.

Section 4.11 Contents of Notice

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 4.12 Quorum for Meetings

A quorum shall consist of one-half of the number of currently seated directors who are not Youth Directors, appearing in person or by proxy.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chairperson shall entertain at such meetings is a motion to adjourn.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the recalled adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to the withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by a least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

Section 4.13 Majority Action as Board Action

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

Except as provided in Article 4, Section 4(b), each member of the Board of Directors shall have one vote.

Section 4.14 Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his/her absence, the Vice Chairperson of the Board or, in the absence of each of these persons, by a person designated by the Chairperson or, if none, by an acting Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board of Directors, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of 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 provisions of law.

Section 4.15 Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. For the purposes of this section only, "all members of the Board of Directors" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors

without a meeting and that the Bylaws of this corporation authorize the directors to so act and such statement shall be prima facie evidence of such authority.

Section 4.16 Vacancies

Vacancies on the Board of Directors shall exist on the death, resignation or removal of any director.

The Board of Directors may declare vacant the office of any director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Directors may be removed without cause by a majority of the directors then in office. Board members may be removed from office for a lack of attendance during the 12-month period preceding the Annual Meeting.

Any director may resign effective upon giving written notice to the Chairperson of the Board, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director in charge of its affairs, except upon written notice to the Attorney General of the State of California.

Vacancies on the Board of Directors 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, or (ii) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waiver of notice complying with this Article, or (iii) a sole remaining director.

A person elected to fill a vacancy as provided in this Article shall hold office to complete the term of the director he or she is replacing or until his or her death, resignation or removal from office.

Section 4.17 Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 4.18 Indemnification by Corporation of Directors, Officers, Employees and Other Agents

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified by the corporation against expenses actually and reasonably incurred by the person in connection with such proceeding, provided that the Board of Directors determines, in its sole judgment, that the person acted in good faith and in a manner that he or she reasonably believed to be in the best interests of the corporation.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation, but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

The corporation shall not, however, indemnify such person with respect to matters as to which the person shall be finally adjudged to have been guilty of fraud, or misconduct in the performance of his or her duties.

Section 4.19 Insurance for Corporate Agents

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

Section 4.20 Proxies

Every director entitled to vote on any matter shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by that director or filed with the secretary of the corporation. A proxy shall be deemed signed if the director's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, facsimile, or otherwise) by the director. A validly executed proxy which does not have a specific expiration date or state that it is irrevocable shall continue in full force and effect unless (i) revoked by the person executing it by a writing delivered to the corporation before the vote pursuant to that proxy is counted, or attendance at the meeting and voting in person by the director executing that proxy, or (ii) written notice of the death or incapacity of the director executing the proxy is received by the corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of two months from the date of the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by provisions of the California Corporations Code.

ARTICLE 5. OFFICERS

Section 5.1 Number of Officers

The officers of this corporation shall be a Chairperson, Vice Chairperson, Chief Executive Officer, Secretary, Treasurer, and Chief Financial Officer (CFO).

Section 5.2 Qualification, Election, and Term of Office

Any member of the Board of Directors may serve as an officer of this corporation. No individual may hold more than one office at a time. The Chairperson will be elected to a two-year term; all other officers shall be elected for a one-year term by the Board upon recommendation of the Board Executive Committee. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. No officer shall hold an office for greater than two consecutive terms (except the CFO and CEO) unless authorized to serve an additional consecutive term by a vote of the majority of the Board of Directors. Each subsequent consecutive term beyond the first two consecutive terms will require approval by a vote of the majority of the Board of Directors each year.

Section 5.3 Removal and Resignation

The Board of Directors may remove any officer, with cause and a vote of the majority of the board, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson of the Board. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.4 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Board of Directors shall fill the vacancy.

Section 5.5 Duties of Chairperson

The Chairperson shall preside at all meetings of the Board of Directors and the Executive Committee and shall work with the Chief Executive Officer to ensure that all orders and resolutions of the Board of Directors are carried into effect. The Chairperson shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 5.6 Duties of the Vice Chairperson

In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the Vice Chairperson shall perform all the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairperson. The Vice Chairperson shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed the Board of Directors.

Section 5.7 Duties of Chief Executive Officer

The Chief Executive Officer shall be responsible for the day-to-day activities of the corporation. The Chief Executive Officer shall have other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 5.8 Duties of Corporate Secretary

The Secretary of the corporation shall:

- (a) Certify and keep at the principal office of the corporation the original or a copy of these Bylaws as amended or otherwise altered to date.
- (b) Cause minutes to be taken at all meetings of the Board of Directors.
- (c) Keep at the principal office of the corporation, or at such other place as the Board of Directors may determine, minutes of all meetings of the directors and the Executive Committee (and if deemed necessary by the Board of Directors, meetings of other committees of directors and of members), recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.
- (d) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (e) Be custodian of the records and the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is required by law or by these Bylaws.
- (f) Keep at the principal office of the corporation a membership list containing the name and address of all members of the Board of Directors, and in the case where any membership has been terminated, he or she shall record such fact together with the date on which such membership ceased.
- (g) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
- (h) In general, perform all duties incident to the office of Secretary and such other duties as may be required

by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 5.9 Duties of Treasurer

- (a) The Treasurer shall perform such duties as may be assigned to him or her from time to time by the Board of Directors.
- (b) The Treasurer shall act as the liaison between the Chief Financial Officer and the Board of Directors.

Section 5.10 Duties of Chief Financial Officer

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits, and Funds," the Chief Financial Officer shall be responsible for the following duties but may delegate these duties as appropriate:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- (c) Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
- (f) Render to the Chairperson and directors, whenever requested, an account of any or all of his or her transactions as Chief Financial Officer and of the financial condition of the corporation.
- (g) Prepare or cause to be prepared, and certify or cause to be certified when necessary, the financial statements to be included in any required reports.
- (h) In general, perform all duties incident to the office of Chief Financial Officer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 6. COMMITTEES

Section 6.1 Executive Committee

The Chairperson, Vice Chairperson, Secretary, CEO, Past Chairperson, and Treasurer of the corporation shall constitute an Executive Committee. The Executive Committee shall have the authority to act in lieu of the Board of Directors between regular meetings, except that the Executive Committee shall not have authority with respect to:

- (a) The filling of vacancies on the Board of Directors.
- (b) The amendment or repeal of bylaws or the adoption of new bylaws.

- (c) The amendment or repeal of any resolution of the Board of Directors which, by its express terms, is not so amendable or repeal able.
- (d) The appointment to committees of the Board of Directors.
- (e) The approval of any transaction to which this corporation is a party and in which one or more of the directors is an interested person, except as expressly provided in Section 5233 (d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board of Directors may at any time revoke or modify any or all of the authority so delegated.

Section 6.2 Board Development Committee

The Board Development Committee will develop an ongoing slate of potential board members. The Committee Chairperson will submit potential board members to the StarVista Executive Committee for approval in order to move candidates to the full Board for a vote.

Section 6.3 Other Committees

- (a) The corporation shall have such other committees as may from time to time be designated by the Board of Directors. Such other committees shall consist of at least two directors, and may also consist of persons who are not members of the Board of Directors. These additional committees shall act in an advisory capacity only to the Board of Directors, unless otherwise authorized by resolution of the Board of Directors.
- (b) If a committee is formed to monitor the corporation's financial performance, or to make financial recommendations to the Board of Directors, or both, the majority of the committee members must be directors, and the Chairperson of such committee, who must be a director, shall be an ex officio member of the Executive Committee.

Section 6.4 Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for the regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors or by the committees. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 7. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 7.1 Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 7.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required

by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Chief Executive Officer and countersigned by the Chairperson or Treasurer of the Board of the corporation if greater than \$50,000.

Section 7.3 Deposits

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

Section 7.4 Gifts

The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest, or devise for the charitable or public purpose of this corporation.

ARTICLE 8. CORPORATE RECORDS, REPORTS AND SEAL

Section 8.1. Maintenance of Corporate Records

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of Directors (and if deemed necessary by the Board, meetings of other committees of directors and of members), indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.
- (d) A copy of corporation's Articles of Incorporation and Bylaws as amended to date.

Section 8.2 Corporate Seal

The Board of Directors may adopt, use, and at will alter a corporate seal. Such seal shall be kept at the principal office of the corporation.

Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instruments.

Section 8.3 Director's Inspection Rights

Every director shall have the absolute right at any reasonable time and with notice to inspect all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 8.4 Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney, and the right to inspection includes the right to copy and make extracts.

Section 8.5 Annual Report

The Board shall cause an annual report to be furnished not later than 210 days (seven months) days after the close of the corporation's fiscal year to all directors of the corporation, which report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of fiscal year. (b)

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

(c) The revenue or receipts of the corporation, including unrestricted, temporarily restricted and permanently restricted revenue, for the fiscal year.

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

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

Section 8.6 Annual Statements of Specific Transactions to Members

This corporation shall mail or deliver to all directors a statement, within 120 days after the close of its fiscal year, which briefly describes the amount and circumstances of any indemnification or transaction in which the corporation, or its parent or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest: (i) any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest), or (ii) any holder of more than 10% of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than \$50,000 or which was one of a number of transactions with the same interested involving, in the aggregate, more than \$50,000.

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than \$10,000 paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE 9. FISCAL YEAR

Section 9.1 Fiscal Year of the Corporation

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE 10. AMENDMENT OF BYLAWS

Section 10.1 Amendment

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

Any Board member may propose an alteration or amendment of the Bylaws by presenting such a proposal in writing to the Secretary of the Board. The Secretary shall cause the proposal to be mailed to all Board members at least 10 days prior to a meeting at which the proposal will be considered. To become effective, the proposal must receive a two-thirds vote of those directors present at the meeting at which the proposal is considered and a quorum is present.

ARTICLE 11. AMENDMENT OF ARTICLES

Section 11.1 Amendment by Board of Directors

Amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors.

Section 11.2 Certain Amendments

Notwithstanding the above Section of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement of purpose which appears in the original Articles of Incorporation or the names and addresses of the first directors of this corporation or the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 12. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

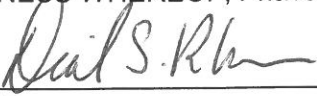
Section 12.1 Prohibition Against Sharing Corporate Profits and Assets

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purpose, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation then remaining in the hands of the Board of Directors, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of this corporation, and that the above bylaws, consisting of 12 pages, are the Restated Bylaws of this corporation as approved and at a meeting of the Board of Directors on April 4, 2015.

IN WITNESS WHEREOF, I have subscribed my name on this 4th day of April, 2015.



Secretary

Approved:



Chairperson

Date April 2, 2015