

CERTIFICATE OF AMENDED AND RESTATEMENT OF BYLAWS

OF THE

ASSOCIATED STUDENTS OF CALIFORNIA STATE UNIVERSITY CHANNEL ISLANDS, INC.

A California Nonprofit Corporation

Section 1. **PURPOSES:** The Corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

Section 2. **NAME:** The name of the corporation is the Associated Students of California State University Channel Islands, Inc.

Section 3. **GENERAL AND SPECIFIC PURPOSES:** The purpose of this corporation is for the education and advancement of CSUCI's associated students. Notwithstanding any other provisions of the Articles of Incorporation, the corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the corporation. The corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue code, or the corresponding section of any future federal tax code.

Section 4. **PRINCIPAL OFFICE OF THE CORPORATION:** The corporation shall have and continuously maintain in the County of Ventura, State of California, a principal office for the transaction of the corporation's business, and may have such other offices within the State of California as the Board of Directors may from time to time determine.

Section 5. **MEMBERS:** In accordance with Section 5310 of the California Nonprofit Public Benefit Corporation Law, the corporation shall have no members within the meaning of Section 5056 of that law. All actions which would otherwise require approval by a majority of all members or approval by members shall require only approval of the Board of Directors. All rights which would otherwise vest in members shall vest in the Directors.

Section 6. **PERSONS ASSOCIATED WITH THE CORPORATION:** By resolution, the Board of Directors may create any executive committees, advisory boards, councils, honorary memberships or other bodies as it deems appropriate. The Board of Directors may also, by resolution, confer upon any such class or classes of non-voting members. The class or classes shall have such rights and obligations as the Board finds appropriate other than the right to vote:

- (a) for the election of a Director or Directors or an officer or officers; or
- (b) on a disposition of all or substantially all of the assets of the corporation; or
- (c) on a merger; or
- (d) on a dissolution; or
- (e) on changes to the corporation's Articles of Incorporation or Bylaws;

all such voting rights being vested exclusively in the Board of Directors.

Section 7. **BOARD OF DIRECTORS:** For the purposes of these Bylaws, "Board of Directors" or "Board" refers to the Board of Directors of the corporation, unless otherwise specifically indicated. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation law, the corporation's Articles of Incorporation, these Bylaws, and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

7.1 General Powers: All the business and affairs of the corporation shall be managed and controlled by the Board of Directors. The Board may delegate the management of the corporation's activities to person(s), management company, or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral, or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercise full authority over the conduct of the corporation's activities, and the Board may rescind any such assignment, referral, or delegation at any time.

7.2 Specific Powers: Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law.

- (a) To select and remove all of the officers, agents and employees of the corporation and to fix their compensation.
- (b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor which are not inconsistent with the law, the corporation's Articles of Incorporation or these Bylaws, as it deems best;
- (c) To adopt, make and use a corporate seal and to alter the form of the seal from time to time, as it deems best;
- (d) To borrow money and incur indebtedness for the purpose 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 and other evidences of debt and securities therefore;

(e) To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage;

(f) To act as trustee under any trust incidental to the principal object of the corporation, and receive, hold, administer, exchange and expend funds and property subject to such trust;

(g) To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of real and personal property;

(h) To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose;

(i) To carry out such other duties as are described in the Charter.

Section 8. **NUMBER AND DETERMINATION OF DIRECTORS:** The authorized number of Directors shall not be less than fourteen (14). A candidate must be at least eighteen (18) years of age to serve on the Board. The Board of Directors shall include, nine (9) CSUCI students, three (3) CSUCI staff/administrators, one (1) CSUCI faculty member, and one (1) community board member.

Section 9. **SELECTION AND TENURE:** All of the initial fourteen (14) Directors of the corporation shall be selected by the Incorporator and shall serve initial one (1), two (2) or three (3) year terms on the corporation's Board of Directors as determined by the Incorporator. All subsequent Directors shall be selected as follows and for the following terms. The Editor of the CSUCI school newspaper, President of the CSUCI Student Body, President of the Student Programming Board, a CSUCI student elected by the Student Government Senate, the editor of the CSUCI yearbook and four (4) CSUCI students elected at-large by the CSUCI student body. The four (4) student Directors who hold office by virtue of their position shall serve as Directors for as long as they hold that position. Two of the other four (4) student Directors elected at large shall serve one (1) year terms; the other two (2) student Directors shall serve two (2) year terms. The five (5) non-student Directors shall be selected by the President of California State University Channel Islands. No Director shall serve more than two (2) full three (3) year terms, but may subsequently be appointed as a Director after an absence from the Board for at least one (1) year.

Section 10. **EVENTS CAUSING VACANCIES ON BOARD:** A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Non-Profit Public Benefit Corporation Law, Chapter 2, Article 3; (c) in the case of CSUCI student Directors either (1) violations of the CSU-Channel Islands student code of conduct which result in disciplinary probation, suspension, or expulsion or (2) failure to maintain the required 2.5 grade point

average; (d) two (2) or more unexcused absences from standing Board meetings or (e) the increase of the authorized number of Directors.

Section 11. **RESIGNATION OF DIRECTORS:** Except as provided below, any Director may resign by giving written notice to the Chairperson of the Board, if any, or to the Executive Director, Chairperson or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Section 12. **VACANCIES:** Any vacancy occurring on the Board of Directors of the corporation shall be filled by the Board of Directors.

Section 13. **COMPENSATION OF DIRECTORS:** No Director shall receive any salary or other similar compensation for any services as a Director; however, the Board of Directors may authorize in advance the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors.

Section 14. **INSPECTION BY DIRECTORS:** Each Director shall have the right any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation for a purpose reasonably related to such person's interest as a director, provided that such Director shall not have the right to inspect those books, records or documents made privileged or confidential by law. This inspection must be made by the Director in person, provided that the Director may be accompanied by an agent or attorney, the right of inspection includes the right to copy and make extracts of documents. Nothing in this section shall affect the right of the Board of Directors to conduct the business of the corporation as set forth in these Bylaws.

Section 15. **MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT:**

15.1 Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- (a) Each member participating in the meeting can communicate concurrently with all other members;
- (b) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation;
- (c) The Board has adopted and implemented a means of verifying both of the following:
 - (1) A person communicating by telephone, video screen, or other

communications equipment is a director entitled to participate in the Board meeting;

(2) All statements, questions, actions or votes were made by that director and not by another person not permitted to participate as a director; and,

Section 16. **ANNUAL AND OTHER MEETINGS:** The board shall hold an annual meeting in the month of June for the purposes of organization, selection of directors and officers, and the transaction of other business.

Section 17. **REGULAR MEETINGS:** Regular meetings of the Board, including the annual meeting, shall be held without call or notice on such dates and at such times and places as may be from time to time fixed by the Board and shall comply with notice and public meeting provisions of the Education Code (Section 89920, et seq.).

Section 18. **SPECIAL MEETINGS:** Special meetings of the Board for any purpose(s) may be called at any time by the Chairperson of the Board, if there is such an officer, the President or the Secretary. Special meetings of the Board may be held only after each Director has received at least twenty-four (24) hours notice given personally or by telephone, telegraph, telefax or other similar means of communication in accordance with provisions of the Education Code (Section 89920, et seq.).

Section 20. **NOTICE OF MEETINGS:**

20.1 Notice of the time and place of meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) telegram; (e) facsimile; (f) electronic mail; or (g) other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on the corporation's records.

20.2 Notices sent by first-class mail shall be deposited in the United States mail at least five (5) days before the time set for the meeting. Notices given by personal delivery, telephone, electronic mail, or telegraph shall be delivered, telephoned, sent or given to the telegraph company, respectively, in accordance with notice provisions of the Education Code (Section 89920 et seq.).

20.3 The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

Section 21. **QUORUM:** A simple majority of the authorized number of Directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Non-Profit Public Benefit Corporation Law, or other applicable statutes, including, without

limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 22. **WAIVER OF NOTICE:** Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 23. **ADJOURNMENT:** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 24. **NOTICE OF ADJOURNED MEETING:** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

Section 25. **PUBLIC NOTICE OF MEETINGS:** Notwithstanding any other requirements contained in these Bylaws, all meetings of the Board of Directors of the corporation shall be held in compliance with all applicable requirements of the Education Code (Section 89920, et seq.).

Section 26. **INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS:**

26.1 Right of Indemnity. To the fullest extent permitted by law, the corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

26.2 Approval of Indemnity. On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or

Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

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

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

Section 27. **COMMITTEES:**

27.1 Creation of Powers of Committees. The Board of Directors, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more directors and no one who is not a Director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office/authorized number of directors. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may:

- (a) Fill vacancies on the Board or any committee of the Board;
- (b) Fix compensation of the Directors for serving on the Board or on any committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.
- (e) Create any other committees of the Board or appoint the members of committees of the Board;
- (f) Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected; or
- (g) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest (except as special approval is provided for in Corporations Code Section 5233(d)(3). Any such action must be taken consistent with all applicable conflict of interest laws.

27.2 Meetings and Action of Committees. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings, other Board actions, and the Education Code, if applicable, to the particular committee, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

Section 28. **OFFICERS OF THE CORPORATION:**

28.1 The Officers of the corporation shall be a President, Vice President, Secretary, and a Chief Financial Officer (aka Treasurer). The corporation, at the Board's direction, may also have a Chairperson of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more assistant Treasurers, and such other officers as may be appointed under these Bylaws. The term of office shall be from June 1st to May 31st of each year.

28.2 Duplication of Office Holders. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairperson of the Board.

28.3 Election of Officers. The officers of this corporation, except any appointed under Section 28.4 of these Bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

28.4 Appointment of Other Officers. The Board of Directors may appoint and authorize the Chairperson of the Board, the President, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

28.5 Removal of Officers. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause. An officer who was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

28.6 Resignation of Officers. Any officer may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

28.7 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these

Bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

28.8 Chairperson of the Board. If a Chairman of the Board of Directors is elected, he or she shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no Executive Director, the Chairman of the Board shall also be the Chief Executive Officer and shall have the powers and duties of the Executive Director of the corporation set forth in these Bylaws.

28.9 Executive Director. Subject to such supervisory powers as the Board of Directors may give to the Chairman of the Board, if any, and subject to the control of the Board, the Executive Director shall be the general manager of the corporation and shall supervise, direct and control the corporation's activities, affairs, and officers. The Executive Director shall preside in the absence of the Chairman of the Board, or if none, at all Board meetings. The Executive Director shall have such other powers and duties as the Board or the Bylaws may require.

28.10 Vice Chairpersons. If the Executive Director is absent or disabled, the Vice Chairpersons, if any, in order of their rank as fixed by the Board of Directors, or, if not ranked, a Vice President designated by the Board, shall perform all duties of the President. When so acting, a Vice President shall have all powers of and be subject to all restrictions on the President. The Vice Presidents shall have such other powers and perform such other duties as the Board or the Bylaws may require.

28.11 Secretary. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and the number of members present or represented at members' meetings. The Secretary shall keep or cause to be kept, at the principal California office, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or Bylaws may require.

28.12 Chief Financial Officer. The Chief Financial Officer (aka Treasurer) shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board of Directors. The books of account shall be open to inspection by any Director at all reasonable times. The Chief Financial Officer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; (ii) disburse the corporation's funds as the Board may order; (iii) render to the President, Chairperson of the Board, if any, and the Board, when required, an account of all transactions as Chief Financial Officer and of the financial condition

of the corporation; and (iv) have such other powers and perform such other duties as the Board or the Bylaws may require. If required by the Board, the Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement or removal from office.

Section 29. **CONTRACTS WITH DIRECTORS AND OFFICERS:** No Director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's Directors are Directors or have a material financial interest, shall be interested, directly or indirectly, in the contract or transaction, unless (a) the material facts regarding that Director's financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction was entered into. This section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation. All actions taken under this Article must be made in compliance with all applicable conflict of interest laws.

Section 30. **CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS:**

30.1 Contracts. The Board of Directors may authorize any officer or agent of the corporation, in addition to the Officers so authorized by these Bylaws, 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.

30.2 Loans. The Board of Directors shall not make any loan of money or property to or guarantee the obligation of any Director or officer, unless approved by the Attorney General. The above provisions do not apply to a loan of money to or for the benefit of an officer in circumstances where the loan is necessary, in the judgment of the Board, to provide financing for the purchase of the principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by the real property purchased with the loan.

30.3 Borrowing. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

30.4 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, and all notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

30.5 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.

30.6 Gifts. The Board of Directors may at their discretion accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the corporation.

Section 31. **MISCELLANEOUS:**

31.1 Fiscal Year. 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 unless otherwise determined by resolution of the Board of Directors.

31.2 Rules. The Board of Directors may adopt, amend or repeal rules not inconsistent with these Bylaws for the management of the internal affairs of the corporation and the governance of its officers, agents, committees and employees.

31.3 Books and Records. The corporation shall keep correct and complete books and records of account and minutes of the proceedings of the Board of Directors and committees. Copies of the minutes of the Board of Directors and of the committees shall be regularly distributed to each member of the Board of Directors.

31.4 Corporate Seal. The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word "California."

31.5 Waiver of Notice. Whenever any notices are required to be given under the provisions of the Nonprofit Public Benefit Corporation Law of the State of California, or under the provisions of the Articles of Incorporation of the Corporation, or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether dated before or after the time stated herein, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

Section 32. **AMENDMENT TO BYLAWS:** These Bylaws may be amended at any regular meeting of the Board of Directors, or at any special meeting called solely for that purpose, by a majority vote of the Board of Directors, and provided that the amendment has been submitted in writing at the previous regular meeting, or submitted in writing to the Directors at least thirty (30) days prior to the next regular meeting of the Board.

The foregoing Amendment and Restatement of the Articles of Incorporation have been

unanimously approved by the Board of Directors of this Corporation.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate of Amendment and Restatement of Bylaws are true and correct of our own knowledge.

President:

Secretary:

Date

Date