

**AMENDED AND RESTATED BYLAWS
OF
THE DALAI LAMA FOUNDATION, INC.**

(As of March 19, 2009)

**AMENDED AND RESTATED BYLAWS
OF
THE DALAI LAMA FOUNDATION, INC.**

TABLE OF CONTENTS

| | <u>Page</u> |
|---|-------------|
| ARTICLE I NAME | 1 |
| ARTICLE II OFFICES | 1 |
| Section 1. Principal Office..... | 1 |
| Section 2. Other Offices..... | 1 |
| ARTICLE III OBJECTIVES | 1 |
| Section 1. IRS Section 501(c)(3) Purposes..... | 1 |
| Section 2. Specific Objectives and Purposes | 1 |
| ARTICLE IV NONPARTISAN ACTIVITIES | 2 |
| ARTICLE V DEDICATION OF ASSETS | 2 |
| ARTICLE VI MEMBERSHIP | 2 |
| ARTICLE VII DIRECTORS | 2 |
| Section 1. Powers..... | 2 |
| Section 2. Number and Qualification of Directors | 3 |
| Section 3. Designation and Term of Office of Directors | 3 |
| Section 4. Vacancy | 4 |
| Section 5. Place of Meeting; Meetings by Telephone | 4 |
| Section 6. Annual Meeting | 5 |
| Section 7. Other Regular Meetings..... | 5 |
| Section 8. Special Meetings..... | 5 |
| Section 9. Quorum | 6 |
| Section 10. Waiver of Notice..... | 6 |
| Section 11. Adjournment | 6 |
| Section 12. Notice of Adjournment | 6 |
| Section 13. Action Without Meeting | 6 |
| Section 14. Fees and Compensation | 7 |
| Section 15. Honorary Directors | 7 |
| ARTICLE VIII COMMITTEES..... | 7 |
| Section 1. Committees of the Board | 7 |
| Section 2. Meetings and Action of Committees | 7 |
| Section 3. Term of Office | 7 |

TABLE OF CONTENTS
(continued)

| | <u>Page</u> |
|---|-------------|
| Section 4. Vacancies | 8 |
| Section 5. Quorum | 8 |
| Section 6. Rules | 8 |
| Section 7. Limitations | 8 |
| ARTICLE IX OFFICERS | 8 |
| Section 1. Officers | 8 |
| Section 2. Election and Term of Office | 9 |
| Section 3. Subordinate Officers | 9 |
| Section 4. Removal and Resignation | 9 |
| Section 5. Vacancies | 9 |
| Section 6. Chairman of the Board | 9 |
| Section 7. President | 10 |
| Section 8. Vice President | 10 |
| Section 9. Treasurer | 10 |
| Section 10. Secretary | 10 |
| Section 11. Assistant Treasurers and Assistant Secretaries | 11 |
| ARTICLE X INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS | 11 |
| Section 1. Definitions | 11 |
| Section 2. Successful Defense by Agent | 11 |
| Section 3. Actions Brought by Persons Other than the Corporation | 11 |
| Section 4. Actions Brought by or on Behalf of the Corporation | 12 |
| Section 5. Determination of Agent's Good Faith Conduct | 12 |
| Section 6. Limitations | 13 |
| Section 7. Advance of Expenses | 13 |
| Section 8. Contractual Rights of Nondirectors and Nonofficers | 13 |
| Section 9. Insurance | 13 |
| Section 10. Fiduciaries of Corporate Employee Benefit Plan | 14 |
| ARTICLE XI RECORDS AND REPORTS | 14 |
| Section 1. Maintenance and Inspection of Articles and Bylaws | 14 |
| Section 2. Maintenance and Inspection of Other Corporate Records | 14 |
| Section 3. Inspection by Directors | 14 |
| Section 4. Annual Report | 14 |
| ARTICLE XII CONTRACTS, CHECKS AND GIFTS | 15 |
| Section 1. Contracts | 15 |
| Section 2. Checks, Drafts, Etc | 15 |
| Section 3. Gifts | 15 |
| ARTICLE XIII FISCAL YEAR | 15 |
| ARTICLE XIV CONSTRUCTION AND DEFINITION | 15 |

TABLE OF CONTENTS
(continued)

| | <u>Page</u> |
|--|-------------|
| ARTICLE XV AMENDMENTS..... | 16 |
| ARTICLE XVI MISCELLANEOUS PROVISIONS..... | 16 |
| Section 1. Representation of Shares of Other Corporations | 16 |
| Section 2. Inspection of Bylaws | 16 |

AMENDED AND RESTATED BYLAWS
OF
THE DALAI LAMA FOUNDATION, INC.

ARTICLE I

NAME

The name of the corporation shall be The Dalai Lama Foundation, Inc..

ARTICLE II

OFFICES

Section 1. Principal Office

The principal office for the transaction of the business of the corporation shall be located at such place as the board of directors may from time to time decide. The board of directors is hereby granted full power and authority to change the location of the principal office from one location to another.

Section 2. Other Offices

The board of directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III

OBJECTIVES

Section 1. IRS Section 501(c)(3) Purposes.

The objectives of the corporation shall be as stated in the Articles of Incorporation. Specifically, the objectives shall include charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be: To support the work of His Holiness the 14th Dalai Lama, Tenzin Gyasto, to reduce conflict and suffering, and promote peace and happiness, by educating the citizens of the world in the areas of peace, ethics and altruism.

ARTICLE IV

NONPARTISAN ACTIVITIES

The corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), and the corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V

DEDICATION OF ASSETS

The properties and assets of The Dalai Lama Foundation, Inc. are irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code. No part of the net income or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of the corporation. On liquidation or dissolution of the corporation, all properties and assets and obligations shall be distributed and paid over to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

MEMBERSHIP

The corporation shall have no members.

ARTICLE VII

DIRECTORS

Section 1. Powers

(a) General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.

(b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the board of directors shall have power to:

(i) Select and remove all officers, agents and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these bylaws; and fix their compensation.

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

(iii) Adopt, make and use a corporate seal and alter the form of the seal.

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

Section 2. Number and Qualification of Directors

The authorized number of directors shall be not less than four (4) nor more than fifteen (15) until changed by an amendment to these bylaws, with the exact number of directors to be fixed, within the limits specified, by approval of the board of directors. The directors need not be residents of the State of California.

Section 3. Designation and Term of Office of Directors

(a) The directors shall be designated by the board of directors. Effective as of January 1, 2009, each of the directors shall hold office for three (3) years and until a successor has been designated and qualified, unless such director resigns or is removed as provided in these bylaws. For directors with terms commencing on or after January 1, 2010, no director shall serve for more than two (2) consecutive three (3) year terms. After not serving on the board of directors for a period of one (1) year, an individual is again eligible for election in the same manner as an individual not previously a director. At the time of election, the term to be served by a director may be fixed by the board of directors for less than three (3) years, to allow for the staggering of terms or to accommodate a director's personal circumstances.

(b) Effective upon the adoption of these bylaws, the board of directors shall be divided into three (3) classes designated as Class I, Class II and Class III, respectively. Directors shall be assigned to each class in accordance with a resolution or resolutions adopted by the board of directors. At the first meeting following the date of adoption of these bylaws of at which directors are elected, the term of office of the Class I directors shall expire and Class I directors shall be elected for a term of three (3) years with a term commencing January 1, 2009 and ending December 31, 2011. For directors elected to serve terms commencing January 1, 2010, the term of office of the Class II directors shall expire and Class II directors shall be elected for a full term of three (3) years ending December 31, 2012. For directors elected to serve terms commencing

January 1, 2011, the term of office of the Class III directors shall expire and Class III directors shall be elected for a full term of three (3) years ending December 31, 2013. At each succeeding annual election, directors shall be elected for a full term of three (3) years to succeed the directors of the class whose terms expire at December 31 of such year.

Section 4. Vacancy

(a) Events causing vacancy. A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the following:

(i) The death, resignation or removal of any director.

(ii) The declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law.

(iii) The increase of the authorized number of directors.

(b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairman of the board, the president, the secretary or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) Filling vacancies. Vacancies on the board of directors may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

(d) No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

(e) Restriction on interested directors. Not more than forty-nine percent (49%) of the persons serving on the board of directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it in the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 5. Place of Meeting; Meetings by Telephone

Regular meetings of the board of directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the board or in the

notice of the meeting. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the board of directors may be held at any place consented to in writing by all the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 6. Annual Meeting

At such time and place fixed by the board of directors, the board of directors shall hold a regular annual meeting for the purpose of organization, election of officers and the transaction of other business. Notice of this meeting shall not be required.

Section 7. Other Regular Meetings

Other regular meetings of the board of directors shall be held without notice and call at such time as shall from time to time be fixed by the board of directors. Such regular meetings may be held without notice.

Section 8. Special Meetings

(a) Authority to call. Special meetings of the board of directors for any purpose may be called at any time by the chairman of the board or the president, or any vice president and the secretary, or any two (2) directors if there is more than one (1) director.

(b) Notice.

(i) Manner of giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage prepaid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; (d) by telegram, charges prepaid; (e) by telecopy (FAX); or (f) by electronic mail. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

(ii) Time requirements. Notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, telecopy (FAX) or electronic mail shall be delivered, telephoned or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

(iii) Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting if it is to be held at the principal executive office of the corporation.

Section 9. Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article VII. Every action taken or decision 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, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) creation of and appointment to committees of the board of directors and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 10. Waiver of Notice

The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 11. Adjournment

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

Section 12. Notice of Adjournment

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

Section 13. Action Without Meeting

Any action required or permitted to be taken by the board of directors may be taken without a meeting if all members of the board, individually or collectively, consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

Section 14. Fees and Compensation

Directors as such shall not receive any compensation for their services, but by resolution of the board of directors, expenses of attendance, if any, may be allowed for attendance at regular or special meetings of the board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 15. Honorary Directors

The board of directors may elect Honorary Directors, without limit as to number or period of service, except that Honorary Directors shall be subject to removal by the same vote as other directors. Honorary Directors shall not be members of the board and shall have no voting rights, but except when the board of directors is in executive session, shall have the same rights as other directors to attend and speak at meetings of the board. Unless the context otherwise requires, the term "directors" in these bylaws does not include Honorary Directors.

ARTICLE VIII

COMMITTEES

Section 1. Committees of the Board

The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee.

Section 2. Meetings and Action of Committees

Meetings and actions of committees of the board of directors shall be governed by, held and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the committee of the board. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The board of directors may adopt rules for the government of any committee, provided they are consistent with these bylaws, or in the absence of rules adopted by the board, the committee may adopt such rules.

Section 3. Term of Office

Each member of a committee shall continue as such until the next annual meeting of the board of directors of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the manner as provided in the case of the original appointments.

Section 5. Quorum

Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

Section 7. Limitations

No committee may:

- (a) fill any vacancies on the board of directors or on any committee;
- (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 of directors which by its express terms is not so amendable or repealable;
- (e) appoint any committees of the board of directors or the members thereof;
- (f) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (g) approve any transaction (1) to which the corporation is a party and one or more directors have a material financial interest; or (2) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

ARTICLE IX

OFFICERS

Section 1. Officers

The officers of the corporation shall be a Chairman of the Board (if appointed by the board of directors), a President, one or more Vice Presidents (the number thereof to be determined by the board of directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article IX. Except insofar as their duties may conflict, any two or more

offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board.

Section 2. Election and Term of Office

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 IX, shall be chosen annually by the board of directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified, subject to the rights, if any, of an officer under any contract of employment. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until that officer's successor shall have been duly elected and shall have qualified.

Section 3. Subordinate Officers

The board of directors may appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, each such officer to have the authority and perform the duties prescribed from time to time by the board of directors and to hold office until he or she shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the board, or, except in the case of an officer chosen by the board of directors, by an officer upon whom such power of removal may be conferred by the board of directors. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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. Any such resignation shall take effect at the date of the receipt of 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. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 5. Vacancies

A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 6. Chairman of the Board

The Chairman of the Board, if there be such an officer, shall preside at all meetings of the board of directors and perform such other duties as the directors may assign.

Section 7. President

The President shall be the chief executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments that the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be specially designated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the board of directors.

Section 8. Vice President

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president (or, if there be more than one vice president, the first vice president) shall perform the duties of the president, and when so acting shall have all the powers and be subject to all the restrictions upon the president. The vice president shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

Section 9. Treasurer

The 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 Treasurer 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 Treasurer shall 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 of directors may designate, shall disburse the corporation's funds as the board of directors may order, shall render to the president, chairman of the board and the board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation and shall have such other powers and perform such other duties as the board of directors or these bylaws may prescribe.

If required by the board of directors, the Treasurer 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 Treasurer on his or her death, resignation, retirement or removal from office.

Section 10. Secretary

The Secretary shall keep or cause to be kept the minutes of the meetings of the board of directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, be custodian of the corporate records and of the seal of the corporation, see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws, and in general perform all duties incident to the

office of secretary and such other duties as pertain to the office or as prescribed from time to time by the board of directors.

Section 11. Assistant Treasurers and Assistant Secretaries

If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties, in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the board of directors.

ARTICLE X

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 1. Definitions

For the purpose of this Article X:

(a) “agent” means any person who is or was a director, officer, employee or other agent of the corporation; or is or was serving at the request of the corporation as a director, officer, employee or other agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise; or was a director, officer, employee or other agent of a foreign or domestic corporation that was a predecessor corporation of the corporation or of another enterprise at the request of the predecessor corporation.

(b) “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and

(c) “expenses” includes, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his or her position or relationship as agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article X.

Section 2. Successful Defense by Agent

To the extent that an agent of the corporation has been successful on the merits in the defense of any proceeding referred to in this Article X, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him or her, then the provisions of Sections 3 through 5 below shall determine whether the agent is entitled to indemnification.

Section 3. Actions Brought by Persons Other than the Corporation

Subject to the required findings to be made pursuant to Section 5 below, the 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 brought by, or on behalf of, the corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. Actions Brought by or on Behalf of the Corporation

(a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

(b) Claims and suits awarded against agent. The 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 brought by or on behalf of the corporation, by reason of the fact that the person is or was an agent of the corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5 below must be made in the manner provided for in that section; and

(ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, in itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of the corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.

(b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with paragraph a above shall be made by:

(i) the board of directors, by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or

(ii) the court in which the proceeding is or was pending. Such determination may be made on application brought by the corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by the corporation.

Section 6. Limitations

No indemnification or advance shall be made under this Article X, except as provided in Section 2 or 5b above, in any circumstance when it appears:

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

(b) That the indemnification would be inconsistent with any condition expressly provided by a court in approving a settlement.

Section 7. Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the corporation before the final disposition of the proceeding, on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article X.

Section 8. Contractual Rights of Nondirectors and Nonofficers

Nothing contained in this Article X shall affect any right to indemnification to which persons other than directors and officers of the corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9. Insurance

The board of directors may adopt a resolution authorizing the purchase and maintenance of 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 the corporation would have the power to indemnify the agent against that liability under the provisions of this Article X; provided, however, that the corporation shall not have the power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Corporations Code.

Section 10. Fiduciaries of Corporate Employee Benefit Plan

This Article X does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 1a of this Article X. Nothing contained in this Article X shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE XI

RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and Bylaws

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in such state, the original or a copy of the Articles of Incorporation and bylaws as amended to date.

Section 2. Maintenance and Inspection of Other Corporate Records

The accounting books, records and minutes of proceedings of the board of directors and any committee(s) of the board of directors shall be kept at such place or places designated by the board of directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

Section 3. Inspection by Directors

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

Section 4. Annual Report

An annual report shall be sent to the directors within one hundred twenty (120) days of the close of the corporation's fiscal year, containing the following information in reasonable detail:

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

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

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

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

(e) Any information required by California Corporations Code Section 6322.

ARTICLE XII

CONTRACTS, CHECKS AND GIFTS

Section 1. Contracts

The board of directors, except as otherwise provided in these bylaws, may authorize any officer or officers, or any agent or agents, to enter into any contract or execute any instrument in the name 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 in any amount.

Section 2. 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. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

Section 3. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the corporation.

ARTICLE XIII

FISCAL YEAR

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

ARTICLE XIV

CONSTRUCTION AND DEFINITION

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XV

AMENDMENTS

Bylaws may be adopted, amended or repealed by the board of directors. The board of directors may not extend the term of a director beyond that for which the director was elected.

ARTICLE XVI

MISCELLANEOUS PROVISIONS

Section 1. Representation of Shares of Other Corporations

The president, or such other officers as the board of directors may select for that purpose, are authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all voting securities of any other corporations standing in the name of the corporation. The authority herein granted to said officers to vote or represent on behalf of the corporation any and all voting securities held by the corporation in any other corporations may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officer.

Section 2. Inspection of Bylaws

These bylaws, as amended or otherwise altered to date, certified by the secretary shall be open to inspection by the directors at all reasonable times during office hours.