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AMENDED AND RESTATED BYLAWS
OF
WOMEN'S ENERGY MATTERS (WEM)

A California Nonprofit Public Benefit Corporation

ARTICLE 1.
NAME

Section 1.1 Name. The name of this corporation is Women's Energy Matters (the "Corporation").

ARTICLE 2.
OFFICES

Section 2.1 Principal Office. The principal office of the corporation is located in Marin County, State of California. This office shall constitute the international headquarters as well as the United States national office of the corporation.

Section 2.2 Change of Address. The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____, 20__

_____ Dated: _____, 20__

_____ Dated: _____, 20__

Section 2.3 Other Offices. The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE 3.
PURPOSES

Section 3.1 Objectives and Purposes. The primary objectives and purposes of this corporation are to create an international network of people, particularly but not exclusively women, who will educate themselves and others about all aspects of energy-including personal energy and food as well as technological energy-focusing on the real costs of fossil fuels and

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nuclear power and the need to make a rapid transition away from energy forms that damage the personal and ecological environments, and towards energy forms that can be sustained indefinitely and will promote jobs, peace, prosperity and democracy.

The corporation will provide education regarding how women make significant energy decisions, including for appliances, buildings, transportation, and food. The corporation will examine how various demands on women's own energy-working outside the home, caring for children and elders, managing finances, cooking, cleaning, gardening, shopping, nursing the sick, maintaining friendships and family ties, serving the community and participating in social change organizations impact their ability to assist in the transition to sustainable energy. The corporation will also study and distribute information on particular ways women find to bring about changes in both personal and social realms.

Section 3.2 Specific Objectives and Purposes. The specific objectives and purposes of this corporation shall include but not be limited to organizing speaking engagements, workshops, conferences and other public events; conducting research, writing articles and creating brochures, newsletters, videos and artistic works; evaluating and reporting on the energy consumption and sustainability of various products and technologies and encouraging sustainable choices; developing and implementing renewable energy and energy-efficiency projects; representing the interests of consumers in administrative and judicial proceedings concerning public utilities matters; and conducting other activities in order to carry out its charitable and educational purposes.

The corporation will expand its educational network as widely as possible, including establishing and chartering various local, state, regional, and other national groups, and providing ways for the various affiliated groups to communicate, interact and support each other.

ARTICLE 4.
DIRECTORS

Section 4.1 Number. The corporation shall have no less than three (3) nor more than eleven (11) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

Section 4.2 Powers. Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws, 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.

Section 4.3 Duties. It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws; and undertake other responsibilities as the Board deems necessary from time to time;

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(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation until an Executive Director is hired; thereafter, the Executive Director will be responsible for hiring, firing, prescribing duties and fixing the compensation of the staff;

(c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;

(d) Create guidelines and charter agreements for establishing affiliated local, state, regional and national groups;

(e) Meet at such times and places as required by these Bylaws;

(f) 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;

(g) Provide loans and/or grants on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, loan agreements and documents evidencing such loans and/or grants; and

(h) Register their addresses with the Secretary of the corporation, and notices of meetings mailed, faxed or emailed to them at such addresses shall be valid notices thereof.

Section 4.4 Election; Term of Office. All directors shall be elected by the Board of Directors, which procedure shall be established by the Board of Directors. Election of Directors shall take place annually at a regular meeting or a special meeting of the Board of Directors. Each Director shall hold office for two (2) years, beginning with the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies. The term of office for directors may be staggered so that half (1/2) of the directors are elected each year, as determined by the Board.

Section 4.5 Compensation. Directors shall serve without compensation, except they shall be allowed reasonable advancement or reimbursement of expenses incurred on behalf of the Corporation.

Section 4.6 Restriction Regarding Interested Directors. Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purpose of this Section, "interested persons" means either:

(a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full-or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

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(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.

Section 4.7 Place of Meetings. Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors. Any meeting, regular or special, may be held by conference telephone or computer conference or email, so long as all directors participating in such meeting can hear or see one another's communications.

Section 4.8 Meetings of the Board. A regular meeting of the Board of Directors shall be held at least once a year at such time and place as shall be designated by the directors.

Section 4.9 Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice-President, the Secretary, or by any two directors, and such meetings shall be held at the place designated by the person or persons calling the special meeting.

Section 4.10 Notice of Meetings. Notice of regular and special meetings shall be given to the directors not less than seven (7) days prior to the meeting if delivered by first class mail or not less than forty-eight (48) hours prior to the meeting if the notice is delivered personally or by telephone, fax, or e-mail. The notice must state the date and time of the meeting and the place of the meeting if it is other than the principal office of the Corporation.

Section 4.11 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. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting also need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 4.12 Quorum for Meetings. A majority of the directors currently on the Board shall constitute a quorum for the transaction of business, except to adjourn.

Section 4.13 Board Action. Every act or decision done or made by consensus or by sixty percent (60%) vote 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, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

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 or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a 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, provided that, in her or his absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

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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 shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. 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. For the purpose of this Section, "all members of the Board" shall not include any "interested director" as defined by Section 5233 of the California Corporations Code.

Section 4.16 Removal of Directors. The Board of Directors of the Corporation may remove any director from the Board with or without cause.

Section 4.17 Vacancies. A vacancy on the Board of Directors shall be deemed to exist if the actual number of Directors is less than the number of authorized Directors for any reason.

Section 4.18 Resignations. Except as provided below, any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, 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 or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by the Board of Directors.

Section 4.19 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 expires.

Section 4.20 Nonliability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 4.21 Indemnification by Corporation of Directors and Officers. The Corporation shall indemnify its directors, officers, employees, and agents, including persons formerly occupying any such position, to the fullest extent permitted by law against all expenses, judgments, fines, and other amounts actually and reasonably incurred by them in connection with any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative. In all cases where indemnification is sought, the Corporation shall be subject to the restrictions and requirements contained in Section 5238 of the California Corporations Code.

Section 4.22 Insurance for Corporate Agents. Except as may be otherwise provide under provisions of law, 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,

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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 4.23 Standard of Care - General. A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes 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 under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) One or more officers or employees of the Corporation whom the director believes to be reliable and competent in the matters presented;

(b) Counsel, independent accountants, or other persons as to matters which the director believes to be within such persons' professional or expert competence; or

(c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need thereof is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except in the case of a self-dealing director, as defined in Section 5233 of the California Corporations Code, a person who performs the duties of a director in accordance with the above shall have no liability based upon any alleged failure to discharge that person's obligations as a director, including (without limiting the generality of the foregoing) any actions or omissions that exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, may be dedicated.

Section 4.24 Standard of Care -- Investments. Except with respect to assets held for use or used directly in carrying out the Corporation's charitable activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling, and managing the Corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of the Corporation's capital. The provisions of Section 4.22 shall apply to this Section 4.23.

The Board shall also comply with all additional standards, if any, imposed by the Corporation's articles of incorporation, these Bylaws, or the express terms of any instrument or agreement pursuant to which the assets were obtained by the Corporation.

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Section 4.25 Self-Dealing Transactions. A self-dealing transaction is one (a) to which the Corporation is a party and (b) in which one or more of the directors has a material financial interest, either directly or because the transaction is between the Corporation and any entity in which one or more of the Corporation's directors has a material financial interest. The Board shall not approve a self-dealing transaction unless:

(a) the Corporation is entering into the transaction for its own benefit;

(b) the transaction is fair and reasonable as to the Corporation at the time the Corporation entered into the transaction;

(c) the Board's approval occurs prior to consummating the transaction or any part thereof, unless (i) the Board's approval was not reasonably practicable to obtain prior to consummating the transaction, (ii) a committee or person authorized by the Board approves the transaction prior to its consummation, and (iii) the Board ratifies the transaction at its next meeting after determining that (i) and (ii) have been satisfied;

(d) the Board's approval is made in good faith;

(e) the Board's approval is made by a vote of a majority of the directors then in office without counting the vote of the interested director or directors;

(f) the Board's approval is made with knowledge of (i) the material facts concerning the transaction and (ii) the interested director's or directors' interest in the transaction; and

(g) after reasonable investigation, the Board has considered and in good faith determined after reasonable investigation under the circumstances that, under the circumstances, the Corporation could not have obtained a more advantageous arrangement with reasonable effort.

Section 4.26 Inspection. Every director shall, at his or her own expense, have the absolute right at any reasonable time during the business hours of the Corporation to inspect and copy all books, records, and documents, and to inspect the physical properties, of the Corporation.

ARTICLE 5.
OFFICERS

Section 5.1 Designation of Officers. The officers of the corporation shall be a President, Vice President, a Secretary, and a Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

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Section 5.2 Qualifications, Election, and Term of Office. Any person may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and 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.

Section 5.3 Subordinate Officers. The Board of Directors may appoint such other officers as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 5.4 Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of 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. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section 5.5 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 the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 5.6 Reimbursement of Expenses. The Corporation may provide reimbursement for expenditures on behalf of the Corporation by its officers.

Section 5.7 Duties of President. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 5.8 Duties of Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President 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.

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Section 5.9 Duties of Secretary. The Secretary shall:

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.

Keep at the principal office of the corporation or at such other place as the board may determine, a copy of the Corporation's Articles of Incorporation and these Bylaws, as amended to date, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, 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.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law of the provisions of these Bylaws, to duly executed documents of the corporation.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws and the minutes of the proceedings of the directors of the corporation.

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, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 5.10 Duties of Treasurer. Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

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.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

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.

Keep and maintain adequate and correct account of the corporation's properties and business transactions, including accounts if its assets, liabilities, receipts, disbursements, gains and losses.

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 therefor.

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Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer 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.

Section 5.11 Compensation. The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if approved in accordance with the requirements set forth in Section 4.25 of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation.

ARTICLE 6.
COMMITTEES

Section 6.1 Executive Committee. The Board of Directors may designate an Executive Committee consisting of two (2) or more of its members and may delegate to such committee any of the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, except with respect to:

(a) The filling of vacancies on the board or on any committee which has the authority of the board.

(b) The amendment or repeal of Bylaws or the adoption of new Bylaws.

(c) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.

(d) The appointment of committees of the board or the members thereof.

(e) The approval of any transaction to which this corporation is a party and in which one or more of the dircctors has a material financial interest, 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 may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

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Section 6.2 Other Committees. The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 6.3 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 regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. 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 President and if in excess of One Thousand Dollars ($1,000) countersigned by the Treasurer of the corporation.

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 nonprofit purposes 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:

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(a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings 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;

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 instrument.

Section 8.3 Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 8.4 Annual Report. The Board shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, 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 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 Section 8.5.

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 8.5 Annual Statement of Certain Transactions. This corporation shall mail or deliver to all directors a statement within one hundred twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

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(a) Any 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:

(1) Any director or officer of the corporation, or its parent of subsidiary (a mere common directorship shall not be considered a material financial interest); or

(2) Any holder of more than ten percent (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 Fifty Thousand Dollars ($50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than Fifty Thousand Dollars ($50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than Ten Thousand Dollars ($10,000) paid during the previous fiscal year to any director or officer.

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

The fiscal year of the corporation shall begin on the 1st day of January and end of the 31st day of December of each year.

ARTICLE 10.
AMENDMENT OF BYLAWS

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 by approval of the Board of Directors. Such amendment or newly adopted Bylaws shall take effect immediately.

ARTICLE 11.
MEMBERS

The Corporation shall have no members as defined in Section 5056 of the California Corporations Code. The Corporation may, from time to time, refer to certain persons associated

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with the Corporation as "members," but no such reference shall constitute any person as a member within the meaning of Section 5056 of the California Corporations Code.

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CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Amended and Restated Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation.

Dated: 12-16, 2005

Sarah Seeds Willner

Sarah Seeds Willner, Secretary

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