

AMENDED BYLAWS OF

AGUA HEDIONDA LAGOON FOUNDATION

A California Nonprofit Public Benefit Corporation

ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business shall be located in San Diego County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The original address of the principal office shall be 325 Elm Avenue, Suite E-2, Carlsbad, CA 92008-2918. The Board of Directors may, however, 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 an amendment of these Bylaws:

800 Grand Avenue, Suite C-I4, Carlsbad, CA 92008 ----- Dated: August 21, 1998

1580 Cannon Road, Carlsbad, CA 92008 ----- Date: November 25, 2003

SECTION 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 may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2. PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be:

(a) In general, to help conserve, restore and enhance the environmental features of the Agua Hedionda Lagoon, marsh, wetlands and watershed area located in San Diego County, California;

(b) To conserve and enhance the Agua Hedionda Lagoon with a balanced use of recreational and commercial uses;

(c) To work with private persons and groups and with local, state, and federal governmental agencies in programs to conserve and restore the recreational, commercial and environmental features of the Agua Hedionda Lagoon, marsh, wetlands and watershed area, including, but not limited to, programs designed to prevent contamination and avoidable erosion in its drainage basin, and to prevent siltation of the lagoon itself;

(d) To solicit donations of funds and properties from public and private sources to be used for the conservation and restoration of the Agua Hedionda Lagoon, marsh, wetlands, and watershed area, and to enhance opportunities for balanced recreation and commercial use;

(e) To acquire, by gift, bequest, lease and/or purchase, environmentally sensitive lands within or adjacent to the Agua Hedionda Lagoon, marsh, wetlands and watershed area, to maintain and manage such lands for the purpose of conserving and restoring the Agua Hedionda Lagoon or to transfer such lands to governmental agencies by gifts or at cost;

(f) To encourage and facilitate the public and private cooperative development of recreational uses through gift, bequest, lease and/or purchase;

(g) To promote public education and awareness regarding the environmental features and public benefits of the Agua Hedionda Lagoon, marsh, wetlands and watershed area and of ways to conserve and restore them.

ARTICLE 3. MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS

Any person, business, or organization dedicated to the objectives and purposes set forth in Section 1, above, is qualified to become a member of this corporation.

SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership on making application therefore in writing and payment of the applicant's first dues, as specified in the following sections of this Article.

SECTION 4. MEMBERSHIP TERMS

Membership shall be offered on the following term options. All members, regardless of term, are members of the same class.

(a) Monthly membership: A monthly membership begins on the date of admission and continues for one month. It may renew for successive one-month periods upon payment of applicable dues or under an authorized automatic-renewal arrangement.

(b) Annual membership. An annual membership begins on the date of admission and continues for one year, ending on the corresponding anniversary date unless renewed. The annual dues for an annual membership may be paid in full at the commencement of the membership term or in monthly installments over the course of the one-year term.

(c) Two-year membership. A two-year membership begins on the date of admission and continues for two years, ending on the second anniversary date unless renewed.

(d) Lifetime membership. A lifetime membership begins on the date of admission and continues for the life of the member, unless terminated earlier in accordance with these Bylaws. A lifetime membership is nontransferable, nonassignable, and not inheritable.

A membership expires at the end of its applicable term unless renewed or otherwise continued under these Bylaws.

SECTION 5. FEES, DUES AND ASSESSMENTS

(a) The dues payable to the corporation by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors. The Board may, by resolution and subject to California Corporations Code § 5210, delegate to the Chief Executive Officer the authority to establish, modify, and administer the amount and schedule of membership dues and any related fees and assessments, provided that all corporate powers shall continue to be exercised under the ultimate direction of the Board. The Board may at any time amend, limit, or revoke such delegation.

(b) Memberships shall be nonassessable.

SECTION 6. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 7. MEMBERSHIP RECORD

The corporation shall keep a membership record containing the name and address of each member. Termination of the membership of any member shall be recorded in this record, together with the date of termination of such membership. Such record shall be kept at the corporation's principal office, or at such other place as the Board may direct, and shall be available for inspection by any Director or Officer of the corporation during regular business hours. Subject to Division 2, Part 2, Chapter 13, Article 3 (commencing at Section 6330) of the California Corporations Code and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

(a) inspect and copy the records of members' names, addresses, and voting rights, at a reasonable time, upon five business days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or

(b) obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, an alphabetized list of names, addresses, and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

The corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made under this Section shall be deemed a reasonable alternative, unless within a reasonable time after acceptance of the offer the corporation fails to do those things which it offered to do. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the corporation.

SECTION 8. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 9. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 10. EXPIRATION; TERMINATION OF MEMBERSHIP

(a) Termination of Membership. Unless earlier terminated in accordance with subparagraph (b), below, and in accordance with Cal. Corp. Code § 5340(c), in the event that a member shall fail to renew such member's membership prior to the expiration thereof, such membership shall expire at 12:00 a.m. Pacific Time on the last day of the applicable anniversary month of the date the membership commenced.

(b) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her written notice of resignation delivered to the President, Secretary, or the Chief Executive Officer (or such other officer that the Board may designate) of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Upon a good faith determination by the Board of Directors, a committee authorized by the board, or the Chief Executive Officer (or such other officer that the Board may designate) that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

(3) Unless subparagraph (a), above, applies, upon a failure to pay dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally, mailed, or via electronic mail to such member by the Secretary of the corporation or by any other officer or employee of the corporation authorized by the Board. The Board may delegate to the Chief Executive Officer the authority to designate the officer or employee authorized to provide such notice. The Board may at any time amend, limit, or revoke such delegation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

(c) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (b)(2) of this section, the following procedure shall be implemented:

(1) A notice shall be sent by certified or registered mail, return receipt requested, to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be postmarked at least fifteen (15) days before the proposed effective date of the expulsion.

(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

(4) Any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

SECTION 11. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

ARTICLE 4. MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. ANNUAL MEETINGS

The members shall meet annually on the third Saturday of October of each year, at 10:00 a.m. Pacific Time for the purpose of electing Directors and transacting other business as may come before the meeting. Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes shall be elected. Each voting member shall cast one vote, with voting being by secret ballot only. The annual meeting of members for the

purpose of electing Directors shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

If the day fixed for the annual meeting falls on a legal holiday, such meeting shall be held at the same hour and place on the next Saturday.

At the first annual meeting, the members shall elect the total number of Directors authorized by these Bylaws who shall hold office for the terms specified in Section 4 of Article 5 of these Bylaws. Thereafter, at each annual meeting of members, the members shall elect Directors to succeed the Directors whose terms expire at that meeting and to fill any directorships otherwise vacant as of the record date for the meeting or as otherwise determined by the Board before the meeting. Each Director elected shall serve for the term as authorized by these Bylaws.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the Board of Directors, or the President of the corporation. In addition, special meetings of the members for the purpose of the removal of Directors and election of their replacements may be called by five percent (5%) or more of the members.

SECTION 4. NOTICE OF MEETINGS

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail that notice shall be postmarked at least twenty (20) days before the meeting.

(b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication, to include facsimile and e-mail, addressed to the member at the address of such member appearing in the record of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in mail or other means of written communication.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting,

those matters which the Board, at that time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which Directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by certified or registered mail, return receipt requested, to the President, Vice-President, or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt by the officer of the request for the meeting. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present in person and if, either before or after the meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waivers of notice or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that, if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- (1) Removal of directors without cause;
- (2) Filling of vacancies on the Board by the members;
- (3) Amending the Articles of Incorporation; and
- (4) An election to voluntarily wind up and dissolve the corporation.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of ten percent (10%) of the voting members of the corporation; provided, however, that if the total voting members shall exceed 200 members, a quorum shall consist of 20 members

The members present at an annual meeting or at a duly called and noticed special meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. Notice of the adjourned meeting shall be required, however, if the adjournment is for more than forty-five (45) days from the date of the original meeting.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting.

However, that if any regular or annual meeting is actually attended in person by less than one third of the voting power, the only matters that may be voted on are those of which notice of their general nature was given in the notice of the regular or annual meeting.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

SECTION 7. VOTING RIGHTS

Each member of record in good standing, including each lifetime member, is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote, unless otherwise directed by the chairperson of the meeting. Election of Directors, however, shall be by secret ballot.

"Each member" shall mean a dues-paying unit or a lifetime membership unit. That is, each dues-paying unit, whether consisting of one person or more than one person, shall be entitled to only one vote.

A "member of record" shall be a member who was in good standing on the date thirty (30) calendar days before the date of the meeting at which the vote is taken.

A "member in good standing" shall be a member whose required dues are paid on a current basis, or in the case of a lifetime member, whose membership is not suspended or terminated in accordance with these Bylaws.

A "lifetime member" shall be a member that has been granted lifetime membership under these Bylaws or pursuant to policies adopted by the Board and for which no periodic dues are required.

SECTION 8. NO PROXY VOTING

Members entitled to vote shall not be permitted to vote or act by proxy, and no provision in the Bylaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the corporation, or, in his or her absence, by the Vice-President of the corporation or, in the absence of both of these persons, by a Chairperson chosen by a majority of the voting members, present in person. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law. Notwithstanding the foregoing, provided that any action taken at a meeting is otherwise valid in accordance with applicable law, the Articles, and these Bylaws, such action shall not be invalidated solely because it was not taken in accordance with Robert's Rules of Order.

SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter.

The ballot shall be mailed to the members together with a return envelope in which the ballot is to be sealed and returned. The return envelope shall have a place thereon for the signature of the voting member and the ballot shall not be counted if said envelope is not signed.

The ballots shall be opened by a five-member Balloting Committee appointed by the Board of Directors, none of whom shall be members of the Board of Directors or officers of the corporation. Upon opening the ballot envelopes, the ballots and the envelopes immediately shall be separated in such manner as to insure the confidentiality of the voting process. Said ballots and envelopes shall be retained with the corporate records for a period of six (6) months following the election and then shall be destroyed.

The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4 (b) of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, they shall not be counted as votes either for or against the election of a Director.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of Directors by members. Such procedures shall be reasonable given the nature, size and operations of the corporation, and shall include:

- (a) A reasonable means of nominating persons for election as Directors.

(b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.

(c) A reasonable opportunity for all nominees to solicit votes.

(d) A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage) the corporation shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporation's option, the right to do either of the following: (1) inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or (2) obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand. The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified herein as the date of which the list is to be compiled.

If this corporation publishes any material soliciting votes for any nominee for Director in any publication owned or controlled by the corporation, it shall make available to all other nominees, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the other nominees for purpose reasonably related to the election.

Generally, any person who is qualified to be elected to the Board of Directors shall be nominated at the annual meeting of members held for the purpose of electing Directors by any member present at the meeting in person. However, if the corporation has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5521 of the California Nonprofit Corporation Law may be used to nominate persons for election to the Board of Directors.

If this corporation has five thousand (5,000) or more members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law shall be followed by this corporation in nominating and electing persons to the Board of Directors.

ARTICLE 5. DIRECTORS

SECTION 1. NUMBER

The corporation shall have no fewer than fifteen (15) 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, and the number may be increased by the Board of Directors by resolution adopted by the Board, up to a total of twenty-five (25) Directors so long as the total number authorized shall be an odd number. The six (6) new Directors shall be appointed by the Board of Directors, on a staggered term basis, as determined by the Board, and their appointment confirmed at the next Meeting of the Members.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, 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.

These powers include but are not limited to the following:

(a) subject to the direction and control of the Board of Directors, the Chief Executive Officer shall have authority to appoint and remove the Corporation's officers, agents and employees; to prescribe the powers and duties of such persons that are consistent with applicable law, the Articles of Incorporation, and with these Bylaws; and to recommend the compensation and any security required for the faithful performance of their duties, provided that the Board of Directors shall retain the authority to approve compensation and to require security where appropriate.

(b) change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities with or outside California; and designate any place within or outside California for holding any meeting of members.

(c) adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

(d) 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 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 of this corporation, or by these Bylaws.

(b) Appoint and remove, employ and discharge, and except otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation. However, subject to the direction and control of the Board of Directors and except as otherwise provided in these Bylaws, the Board of Directors may delegate to the Chief Executive Officer the authority to appoint and remove, employ and discharge, and prescribe the duties of all officers, agents and employees of the Corporation, and to recommend their compensation, if any, subject to any limitations or approvals established by the Board of Directors.

(c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly. However, subject to the direction and control of the Board of Directors and except as otherwise provided in these Bylaws, the Chief Executive Officer shall supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly.

(d) Meet at such times and places as required by these Bylaws.

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

SECTION 4. TERMS OF OFFICE

Except as otherwise provided in these Bylaws, each Director shall hold office for three (3) years and until a successor is duly elected and qualified. The initial Directors of the corporation shall hold office until their successors are elected at the first annual meeting of the members and qualify. Those three (3) Directors elected at the first annual meeting of the members who receive the 7th, 8th and 9th largest numbers of votes, respectively, shall hold office for an initial term of one (1) year. Those three (3) Directors elected at the first annual meeting of the members who receive the 4th, 5th and 6th largest numbers of votes respectively, shall hold office for an initial term of two (2) years. No Director shall serve more than two (2) consecutive terms; provided however, that nothing in this sentence shall be construed to prohibit subsequent terms if at least one (1) year has expired since the end of the second consecutive term, and provided, further, that the limitation on the term of a Director shall not preclude a Director who has "termed out" from continuing as an Officer of the corporation or in any other capacity.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid their actual necessary expenses incurred in attending Directors meetings. In addition, they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

SECTION 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 purposes 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

(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.

(c) however, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

SECTION 7. PLACE OF MEETING

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

SECTION 8. REGULAR MEETINGS

Regular meetings of Directors shall be held at a time and place fixed by the Directors from time to time. Said meeting shall be open to the regular membership and to the public unless otherwise determined by a majority of Directors.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 10. NOTICE OF MEETINGS

Special meetings of the Board shall be held upon ten (10) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, telegraph, facsimile or e-mail. If sent by mail or telegram, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. If sent by facsimile or e-mail, notice shall be deemed to be delivered when sent. Such notices shall be addressed to each Director at his or her address as shown in the records of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the original meeting.

SECTION 11. CONTENTS OF NOTICE

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

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLD MEETINGS

The transactions of any meeting of the Board, however called and noticed, and wherever held, are as valid as though the meeting had been held after proper call and notice, provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Directors then in office.

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

such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

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

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

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 523e), required a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board of Directors, or, in his or her absence, by the Vice Chairperson 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 his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with Articles of Incorporation of this corporation, or with any provisions of law. Notwithstanding the foregoing, provided that any action taken at a meeting is otherwise valid in accordance with applicable law, the Articles, and these Bylaws, such action shall not be invalidated solely because it was not taken in accordance with Robert's Rules of Order.

SECTION 16. 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 documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Directors; (2) whenever the number of authorized Directors is increased; and (3) on failure of the members in any election to elect the full number of Directors authorized.

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

If this corporation has any members, then, if the corporation has less than fifty (50) members, Directors may be removed without cause by a majority of all members, or, if the corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

Any Director may resign effective upon giving written notice to 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 Attorney General.

Vacancies on the Board may be filled by a majority of Directors then in office, whether or not less than a quorum, or by a sole remaining Director. If this corporation has members, however, vacancies created by the removal of a Director may be filled only by the approval of the members. The members, if any, of this corporation may elect a Director at any time to fill any vacancy not filled by the Directors.

A person elected to fill a vacancy as provided in this Section may hold office for the expired term or a full term, as determined by the Board at the time of election.

SECTION 18. NON-LIABILITY OF DIRECTORS

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

SECTION 19. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

To the extent that a person, who is, or was, a Director, officer, employee or other agent of this corporation, has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

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

SECTION 20. INSURANCE FOR CORPORATE AGENTS

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

ARTICLE 6. OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of this corporation shall be a President, a Chief Executive Officer, a Secretary, and a chief financial officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, one or more Vice Presidents, Assistant

Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President.

SECTION 2. QUALIFICATIONS, ELECTION, AND TERM OF OFFICE

Any person may serve as an officer of this corporation. Except for officers elected by the Board of Directors upon the initial organization of the corporation, officers shall be elected by the Board of Directors at its regular meeting in the month of October of each even numbered year or at the next regular meeting thereafter, if the newly elected Board is unable to conduct such an election at the October meeting. 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 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents 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 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 the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. 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. 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 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 or officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the Chairperson of the Board of Directors unless the Board appoints another person as Chairperson. The President shall 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 as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. If applicable, the President shall preside 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 7. DUTIES OF CHIEF EXECUTIVE OFFICER

The Chief Executive Officer ("CEO") shall, subject to the direction of the Board of Directors and the powers allocated to the President under the California Nonprofit Public Benefit Corporation Law and the organizing documents of the corporation, serve as the chief executive and administrator of the corporation. Without limiting the foregoing, the Chief Executive Officer shall:

(a) Serve as the lead spokesperson, development professional, program director and chief administrator for the Foundation;

(b) Maintain a positive working relationship with the Foundation's Board of Directors, its membership, and the local community;

(c) Create and manage quality, goal-oriented fundraising campaigns and lagoon-oriented educational programs;

(d) Oversee the administration and fiscal management of the Foundation and its Discovery Center located at 1580 Cannon Road, Carlsbad, California (the "D.C.");

(e) Enter into such contracts and agreements as the CEO determines to be reasonably necessary or appropriate in connection with the Foundation's exempt purpose and any contract of insurance that the CEO deems necessary or appropriate for the protection of the Foundation, for the conservation of Foundation assets, or for any purpose beneficial to the Foundation, provided that any agreement that is not in the ordinary course of the Foundation's business shall be approved by the Board;

(f) Employ persons in the operation and management of the Foundation;

(g) Subject to the direction and control of the Board of Directors, appoint and remove the Corporation's officers, agents and employees; to prescribe the powers and duties of such persons, consistent with applicable law, the Articles of Incorporation, and these Bylaws; and to recommend the compensation of such persons and any security required for the faithful performance of their duties, provided that the Board shall retain the authority to approve compensation and to require security where appropriate.

(h) Subject to the direction and control of the Board of Directors and except as otherwise provided in these Bylaws, the CEO shall supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly.

(i) Prepare or cause to be prepared reports, statements, and other relevant information for distribution to the Foundation and its members;

(j) Lease or purchase personal property for use by the Foundation; and

(k) Execute, acknowledge and deliver any and all instructions to effectuate the foregoing and take all such actions in connection therewith as the CEO may deem necessary or appropriate.

CEO will abide by all policies and decisions made by the Foundation, as well as all applicable federal, state and local laws, regulations or ordinances, including, but not limited to, the preservation of the corporation's tax exemption under Section 501(c)(3) of the Internal Revenue Code.

SECTION 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 such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 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 book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding,

whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceeding 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 see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or by these Bylaws.

Keep at the principal office of the corporation a membership record containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership record together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership record, 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 of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors. The Board may authorize the Secretary to keep any or all of the aforementioned documents at a location other than the principal office of the corporation.

SECTION 10. DUTIES OF TREASURER

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

Ensure all funds and securities of the corporation are kept in such banks, trust companies, or other depositions as shall be selected by the Board of Directors.

Ensure all funds are invested in compliance with the Investment Policy.

Ensure accurate and correct accounts of the corporation's business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and cashflows are kept.

Present financial statement reports at the Board meetings.

Work with the corporation's management team to develop the annual budget and provide ongoing monitoring of the actual results compared to the budget.

Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of 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 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 permitted under the provisions of Article 5, Section 6, 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 to the corporation which relate to the performance of the charitable or public purposes of this corporation.

ARTICLE 7. COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of Directors then in office, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

(a) The approval of any action which, under law or the provision of these Bylaws, requires the approval of the members or of a majority of all of the members.

(b) The filling of vacancies on the Board or on any committee which has authority of the Board.

(c) The fixing of compensation of the Directors for serving on the Board or on any committee.

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

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

(f) The appointment of committees of the Board or the members thereof.

(g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

(h) The approval of any transaction to which this corporation is a party and in which one or more of the Directors 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.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by the Board of Directors. Such other committees may consist of persons who are not also members of the Board, but the Board of Directors shall select the committee members and the chairperson of each said committee, each to serve for a period of one year or less, as determined by the Board of Directors. These additional committees shall act in an advisory capacity only to the Board of Directors and shall be clearly titled as "advisory" committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and actions 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 meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. 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 8. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 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 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, promissory notes, and other evidence of indebtedness of the corporation shall be signed by any two of the President, Secretary, and Treasurer of the corporation. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, the Chief Executive Officer shall sign checks, drafts, and orders for the payment of money in the ordinary course of business; provided that, in the event any of the foregoing instruments shall be executed other than in the ordinary course of business, such instrument shall be approved by resolution of the Board of Directors prior to its execution.

SECTION 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, as long as said funds are fully insured.

SECTION 4. GIFTS

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

ARTICLE 9. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

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

(a) Minutes of all meetings of Directors, committees of the Board and 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.

(c) A record of its members indicating their names and addresses and designated representatives.

(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

The documents referenced in subsections (a) through (c) inclusive may be kept at such other place as the Board may from time to time direct.

SECTION 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 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 4. MEMBERS' INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the right to inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member. This right is subject to the provisions of Article 3, Section 7, above.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

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

SECTION 6. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to the members as required by applicable California law. The annual report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust fund, 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 expense or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

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

The annual report shall be accompanied by any report thereon of independent accounts, 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. The report shall be prepared, audited, and made available in the manner required by paragraph (1) of subdivision (e) of Section 12586 of the Government Code, if applicable.

ARTICLE 10. FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

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

ARTICLE 11. BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public 25 benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

(a) subject to the power of the members, if any, to change or repeal them, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of Directors of the corporation, the maximum or minimum number of Directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this section; or

(b) by approval of the members, if any, of this corporation.

ARTICLE 12. AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by approval of the members of this corporation.

SECTION 3. CERTAIN AMENDMENTS

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

ARTICLE 13. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

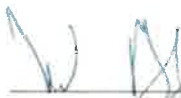
No member, Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such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

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on April 18, 1990, duly amended by the Board of Directors of said corporation on November 25, 2003, and duly amended by the Board of Directors of said corporation on September 18, 2026.

Dated: _____

9/25/2026



Secretary, Vinit Ahooja