

BYLAWS
OF
California Barbeque Association, Inc.
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE 1 NAME AND PURPOSE

Section 1.1 As set forth in the Articles of Incorporation, initially endorsed by and filed with the Secretary of State of the State of California on January 12, 2004 under Corporate Number 2640910, and as restated on February 15, 2017, the name of the corporation is California Barbeque Association, Inc. (the “Corporation”).

Section 1.2 The Corporation is a nonprofit, public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law of the State of California for charitable purposes.

Section 1.3 The specific purposes of the Corporation (“Specific Purposes”) are to:

- (a) Support the health and education of needy children;
- (b) Support emergency disaster relief efforts, including any individuals who are serving or have served as first responders; and
- (c) Support active duty members or veterans of any branch of the United States Armed Forces.

Section 1.4 The Corporation may engage in barbecue and other activities which benefit the Specific Purposes either directly or indirectly, such as by providing contributions to or sanctioning events which benefit charities whose purpose is within the scope of the Specific Purposes, or as the board of directors of the Corporation (the “Board”) may determine from time to time.

Section 1.5 The Corporation is organized and shall be operated exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (“Section 501(c)(3)”). No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Section 1.6 The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any Member, Director, or Officer thereof (as those terms are subsequently defined) or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which

is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3).

ARTICLE 2 PRINCIPAL OFFICE

Section 2.1 The principal office of the Corporation shall be in the State of California.

Section 2.2 The Corporation may have additional offices at such places, both within and without the State of California, as the Board may from time to time establish.

ARTICLE 3 MEMBERS

Section 3.1 The affairs of the Corporation shall be managed by its members (each individually a "Member" and jointly the "Members"), who may exercise all the powers of the Corporation, except such powers as may be exercised exclusively by the Board.

Section 3.2 The Corporation is a membership organization, in which each director of the Corporation (each individually a "Director" and jointly the "Directors") thereby becomes a Member, and other persons (whether individuals or corporations) may become Members in accordance with the rules set forth in these bylaws and as the Board may determine from time to time.

Section 3.3 The eligibility, types, levels, voting rights, membership benefits, annual dues and other conditions, rules, rights and obligations of or respecting Members shall be as set forth in these bylaws or as the Board may determine from time to time.

Section 3.4 The Members shall be classified as:

- (a) Regular Members;
- (b) Lifetime Members;
- (c) Honorary Members; or
- (d) Business Members.

Section 3.5 Membership in the Corporation shall be represented by certificates, cards or other documents, in such form as the Board may determine from time to time.

Section 3.6 Each separate Membership that provides for voting rights shall entitle the owner (or owners thereof, in the case of a Membership which is held as community property, jointly, in common or otherwise) to one and only one vote, irrespective of the level, type, dues or other conditions of such Membership.

Section 3.7 Regular Members, Lifetime Members and Business Members shall be voting Members, unless the Board determines otherwise prior to grant of the Membership, and communicates that determination to the prospective member at such a time as allows the prospective member to withdraw their eligibility, including any promised payments or services, for Membership.

- Section 3.8 There shall be no lifetime Memberships, whether granted in exchange for payment or donation to the Corporation or otherwise, except those lifetime Memberships which:
- (a) Were in existence as of December 1, 2016; or
 - (b) May be granted to “Hall of Fame” Members, as such group shall be defined from time to time by the Board, and as such definition is posted publicly on the Corporation’s website or other readily available publication.
- Section 3.9 The Board may award honorary Memberships to such persons, businesses, or organizations with terms, conditions, membership level, and duration as the Board may determine at the time of the award. Honorary Members:
- (a) Shall have no rights to management of the Corporation and as such are non-voting Members;
 - (b) May not surpass the bronze business level; and
 - (c) Are not entitled to any subscription or other privilege paid for from any of the Corporation’s funds.
- Section 3.10 Any provision of these bylaws to the contrary notwithstanding, Memberships shall be non-transferable.
- Section 3.11 The Secretary of the Corporation shall maintain a register of all Members of the Corporation, which shall include, for each Member, the Member’s name, whether the Membership is voting or non-voting, the Member’s mailing addresses and other contact information, and such other information as the Board may determine from time to time.
- Section 3.12 The Corporation shall exclusively recognize the rights of the person or persons who are registered on its books as a Member, as being a Member. The Corporation shall not be obligated to recognize any equitable or other claim to or interest in Membership on the part of any third person, whether or not the Corporation shall have express or other notice thereof, except as otherwise required by law.
- Section 3.13 The Board shall determine from time to time the amount and due date for the payment of dues by Members.
- Section 3.14 The Board shall adopt such rules of order for meetings of the Members as it may determine from time to time.
- Section 3.15 Members may serve as Directors and officers of the Corporation (each individually an “Officer” and jointly the “Officers”), but Members as such shall have no right or authority to provide services to the Corporation. The Members shall only have such rights, including the right to vote for Directors, as may be authorized by these bylaws or as the Board may determine from time to time, or as otherwise required by law.

ARTICLE 4 REGULAR MEETINGS OF THE MEMBERS

- Section 4.1 Regular meetings of the Members (“Regular Meetings”) shall include the annual meeting and such other regularly scheduled meetings of the Members as the Board may determine from time to time.
- Section 4.2 Each Regular Meeting shall be held via conference call or at such location as may be determined from time to time by the Board.
- Section 4.3 Each Regular Meeting shall be held on such a day as determined by the Board.
- Section 4.4 Notwithstanding as otherwise provided for in these bylaws, each annual meeting of the Members shall be held on such a day as determined by the Board, and shall be held within thirteen (13) months of the immediately preceding annual meeting.
- Section 4.5 Notice of any Regular Meeting shall state the date, time, place and purpose thereof and shall be given to each Member entitled to vote thereat not less than thirty (30) days before the date of such meeting.
- Section 4.6 The business transacted at any Regular Meeting shall be limited to such purposes as may be stated in the notice thereof, except that the Members shall have the right to question any of the financial affairs of the Corporation, including its annual report and financial statements, during a question and answer period which shall be conducted in such manner and for such time as the Board may determine is appropriate.
- Section 4.7 Attendance of a Member at any Regular Meeting shall constitute a waiver of objection to such meeting, except if such Member attends for the express purpose of objecting to such meeting and states such objection, including the grounds therefore, at the commencement of such meeting.

ARTICLE 5 SPECIAL MEETINGS OF MEMBERS

- Section 5.1 Special meeting of the Members (“Special Meetings”) may be called for by any of the following:
- (a) The consent of a group of voting Members who collectively hold at least one-fifth of all Memberships that provide for voting rights;
 - (b) The consent of a majority of the Directors; or
 - (c) The President of the Corporation.
- Section 5.2 Each Special Meeting shall be held at the principal office of the Corporation or at such place as may be determined by the Board at the time the special meeting is called.
- Section 5.3 Each Special Meeting shall be held on such date and at such time as may be determined by the person(s) who called such meeting.
- Section 5.4 Each Special Meeting shall be held for such purpose(s) as may be determined by the person(s) who called such meeting.

- Section 5.5 Notice of the special meeting of the members shall state the date, time, place and purpose thereof and shall be given to each Member entitled to vote thereat not less than ten (10) days before the date of such meeting.
- Section 5.6 The business transacted at any Special Meeting shall be limited to such purpose(s) as shall have been stated in the notice thereof.
- Section 5.7 Attendance of a Member at any Special Meeting shall constitute a waiver of objection to such meeting, except if such Member attends for the express purpose of objecting to such meeting and states such objection, including the grounds therefore, at the commencement of such meeting.

ARTICLE 6 QUORUM AND VOTING BY MEMBERS

- Section 6.1 A quarter (25%) share of all the Members entitled to vote, represented in person or by proxy, shall constitute a quorum at all meetings of the Members for the transaction of business.
- Section 6.2 If a quorum shall not be present at any meeting of the Members, the Members present in person or represented by proxy shall have the power to adjourn such meeting, without notice other than announcement of such adjournment, until a quorum shall be able to be gathered.
- Section 6.3 At any meeting adjourned for lack of quorum, where subsequently a quorum is obtained, the meeting may be reopened any business may be transacted which may have been transacted at the meeting as originally noticed.
- Section 6.4 If a quorum shall be present at any meeting of the members, the affirmative vote of a majority of the votes represented at such meeting shall be the act of the Members, unless the vote of a greater number is required by law.
- Section 6.5 Each Member having voting power shall be entitled to one vote on each matter submitted to a vote at any meeting of the Members.
- Section 6.6 At any meeting of the Members, each Member entitled to vote may vote in person or by proxy, executed in writing by the Member or by the Member's duly authorized attorney-in-fact.
- Section 6.7 At any meeting of the Members where elections for Directors are to take place, each voting Member shall have one vote per Director position available to be filled. Members may not cumulate their votes, but may vote only once for each candidate.

ARTICLE 7 ACTION OF MEMBERS BY WRITTEN BALLOT WITHOUT A MEETING

- Section 7.1 Any action which may be taken at any Regular Meeting or Special Meeting may be taken without a meeting if the Corporation distributes a written or electronic ballot to each Member entitled to vote on the matter.

Section 7.2 The ballot shall:

- (1) Set forth the proposed action;
- (2) Provide an opportunity to specify approval or disapproval of each proposal;
- (3) Indicate the number of responses needed to meet the quorum requirements;
- (4) Indicate the number of affirmative votes required to authorize the action for which approval of the Members is being sought;
- (5) Provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith;
- (6) Specify the time by which they must be received by the corporation in order to be counted; and
- (7) Provide a reasonable time within which to return the ballot to the Corporation.

Section 7.3 Approval of action by written or electronic 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.

Section 7.4 Directors may be elected by written or electronic ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are distributed. 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.

Section 7.5 Where the election of Directors is to be done by either written or electronic ballot without a meeting, each voting Member shall have one vote per Director position available to be filled. Members may not cumulate their votes, but may vote only once for each candidate, as per California Corporations Code Section 5513(e) and any subsequent amendments.

Section 7.6 A written or electronic ballot may not be revoked after its receipt by the Corporation, deposit in the mail, or electronic transmission to the Corporation, as applicable to the type of ballot and whichever occurs first.

ARTICLE 8 DIRECTORS

Section 8.1 The affairs of the Corporation shall be managed by its Board, which may exercise all the powers of the Corporation, except such powers as may be exercised exclusively by the Members.

- Section 8.2 The Board shall adopt such rules of order for meetings of the Board as it may determine to be appropriate.
- Section 8.3 The Directors shall keep the records of the Corporation at such place as they deem reasonable.
- Section 8.4 Directors shall be required to be Members of the Corporation but shall not be required to be citizens of the United States or residents of the State of California.
- Section 8.5 Directors shall serve without compensation, and the Board shall have no authority to authorize the payment of any compensation to Directors or Officers for their services to the Corporation as Directors or Officers.
- Section 8.6 The authorized number of Directors shall be not less than four (4) or more than nine (9); the exact authorized number to be fixed, within these limits, by resolution of the Board.
- Section 8.7 Each Director shall be elected by the Members and shall serve from the conclusion of the annual meeting of the members at which that Director is elected or some later date as set out in the election guidelines put forth by the Board, and serve until a successor shall have been elected and shall qualify.
- Section 8.8 Except as set forth in Section 8.9, Directors will be voted on and serve as Director only through a vote of the Members.
- Section 8.9 Each vacancy on the Board, including any vacancy resulting from any increase in the number of Directors, may be appointed by the President then in office, and a Director so appointed shall serve until the next annual meeting or until a successor shall have been elected and shall qualify.
- Section 8.10 A Director may be removed only by a majority vote of the members of the Board. Nothing herein shall be deemed to prevent or restrict the Board from replacing an Officer or other employee, who also is a Director, as an Officer or other employee.

ARTICLE 9 REGULAR MEETINGS OF THE BOARD

- Section 9.1 Regular meetings of the Board (“Board Meeting”) shall include the annual meeting and other regularly scheduled meetings of the Board, as the Board may determine necessary.
- Section 9.2 Each Board Meeting shall be held via conference call or at such location as may be fixed from time to time by the Board.
- Section 9.3 Each annual meeting of the Board shall be held in December, immediately prior to the annual meeting of the Members, or at such other day as may be fixed from time to time by the Board, and other Board Meetings shall be held on such dates as may be fixed from time to time by the Board.
- Section 9.4 Notice of each Board Meeting shall state the date, time, place and purpose thereof and shall be given to each Director not less than ten (10) days before the date of such meeting.

Section 9.5 Each annual meeting of the Board shall be held for the purpose of appointing Officers and conducting such other business as the Board may determine, and each other regular meeting shall be held for the purpose of conducting such business as the Board may determine.

Section 9.6 The Secretary shall keep regular minutes of Board Meetings and proceedings, which may be inspected by any Director at any reasonable time.

ARTICLE 10 SPECIAL MEETINGS OF THE BOARD

Section 10.1 Special meetings of the Board (“Special Board Meeting”) may be called by either of the following:

(a) Any two (2) Directors; or

(b) The President.

Section 10.2 Each Special Board Meeting shall be held at the principal office of the corporation or at such place as may be determined from time to time by the Board.

Section 10.3 Each Special Board Meeting shall be held on such date and at such time as may be determined by the person(s) who called such meeting.

Section 10.4 Each Special Board Meeting shall be held for such purpose(s) as may be determined by the person(s) who called such meeting.

Section 10.5 Notice of the Special Board Meeting shall state the date, time, place and purpose thereof and shall be given to each Director not less than ten (10) days before the date of such meeting.

Section 10.6 The attendance of a Director at any meeting shall constitute a waiver of objection to such meeting, except if said Director attends the meeting for the express purpose of objecting to such meeting and states such objection, including the grounds therefore, at the commencement of such meeting.

Section 10.7 The business transacted at any Special Board Meeting shall be limited to such purpose(s) as stated in the notice thereof.

Section 10.8 The Secretary shall keep regular minutes of Special Board Meetings and proceedings, which may be inspected by any Director at any reasonable time.

ARTICLE 11 QUORUM AND VOTING BY DIRECTORS

Section 11.1 A majority of the Directors then in office shall constitute a quorum at all meetings of the Board for the transaction of business.

Section 11.2 If a quorum shall not be present at any meeting of the Board, the Directors then present in person shall have the power to adjourn such meeting, without notice other than announcement of such adjournment, until such a time as a quorum can be assembled.

- Section 11.3 At any meeting adjourned for lack of quorum, where subsequently a quorum is obtained, the meeting may be reopened and any business may be transacted which may have been transacted at the meeting as originally noticed.
- Section 11.4 If a quorum shall be present at any meeting of the Board, the affirmative vote of a majority of the votes of the Directors present at such meeting shall be the act of the Board, unless the vote of a greater number is required by law or these Bylaws.
- Section 11.5 Each Director shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board.
- Section 11.6 Only a Director who is present at a meeting shall be entitled to vote thereat.
- Section 11.7 A Director is present at a meeting if the Director is:
- (a) Present in person at the meeting; or
 - (b) Present by telephone, if the Director can hear and be heard by all other Directors who are present physically or by telephone.
- Section 11.8 Any action required or permitted to be taken by the Board 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. For the purposes of this Section only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law . Such written consent or consents shall be filed with the minutes of the proceedings of the Board. 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 without a meeting and that these bylaws authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

ARTICLE 12 COMMITTEES

- Section 12.1 The Board by resolution may establish any other committee to have and exercise such authority, under such terms and for such period as the Board may determine from time to time, and the Board may appoint one or more Members, Directors, Officers, or non-members to serve on such committee, except that no such committee may bind the Corporation to any agreement or may incur any liability without the specific approval of the Board.
- Section 12.2 Any vacancy in the membership of any committee shall be filled in accordance with the resolution of the Board which establishes or maintains such committee or, if no such resolution has been adopted, by the Board.
- Section 12.3 All committees shall keep regular minutes of their meetings and proceedings, which may be inspected by any Director at any reasonable time.

ARTICLE 13 NOTICES

- Section 13.1 Whenever notice is required to be given to any Member, Officer, or Director, it shall not be construed to mean personal notice or actual notice but shall mean a notice given in writing in any of the following manner, except as otherwise required by law:
- (a) By postal mail, addressed to the Member, Officer or Director, as such address appears in the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to have been given when the same shall be deposited in the mail;
 - (b) By facsimile transmission (“fax”), sent to the fax of the Member, Officer or Director, as such fax number appears in the records of the Corporation, and such notice shall be deemed to have been given when the same shall be transmitted via fax; or
 - (c) By email, sent to the email address of the Member, Officer or Director, as such email address appears in the records of the Corporation, and such notice shall be deemed to have been given when the same shall be sent via email.
- Section 13.2 Whenever any notice whatsoever is required to be given, a waiver in writing, executed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- Section 13.3 If any Membership is owned jointly by two or more people, notice may be given to any of such joint owners, and such notice shall be deemed notice to all such joint owners.

ARTICLE 14 OFFICERS

- Section 14.1 The Officers shall be appointed by the Board and shall include a President, Vice President, Secretary, Treasurer, and such other officers as the Board may determine from time to time.
- Section 14.2 The Board may appoint such additional Vice Presidents and other Officers as the Board may determine necessary.
- Section 14.3 Such additional Officers shall have such authority and responsibility as the Board may determine.
- Section 14.4 At its first meeting after each annual meeting, the Board shall appoint the President, Vice President, Secretary, Treasurer and other Officers.
- Section 14.5 No compensation shall be paid to any Officer for services to the Corporation.
- Section 14.6 Each Officer shall hold office until a successor is chosen and qualifies.
- Section 14.7 Each Officer shall serve at the pleasure of the Board and may be removed from office at any time by the Board for any reason, with or without cause, in the sole discretion of the Board.

- Section 14.8 The Board shall be required to fill a vacancy in any office as soon as practicable.
- Section 14.9 Each Officer shall ensure that the affairs of the Corporation are conducted in accordance with law, the Articles and these bylaws, and any resolutions of the Board.
- Section 14.10 The President shall:
- (a) Be the chief executive officer of the Corporation;
 - (b) Have the general responsibility to manage the affairs of the Corporation on a day-to-day basis in accordance with the resolutions of the Board;
 - (c) Execute all documents to be executed by the Corporation, except if the execution thereof shall have been delegated expressly by the Board to another Officer(s); and
 - (d) Have such other authority and responsibility as the Board may determine from time to time.
- Section 14.11 The Vice President, or, if there shall be more than one, the Vice Presidents in the order determined by the Board, shall:
- (a) Perform the duties of the President in the absence or disability of the President; and
 - (b) Have such other authority and responsibility as the Board may determine from time to time.
- Section 14.12 The Secretary shall:
- (a) Record all proceedings and meetings of the Members and Board in a minute book to be kept for such purpose;
 - (b) Give or cause to be given notice of all meetings of Members and the Board; and
 - (c) Have such other authority and responsibility as the Board may determine from time to time.
- Section 14.13 The Treasurer shall:
- (a) Be the chief financial officer of the Corporation;
 - (b) Have custody of the corporate funds and securities;
 - (c) Keep full and accurate books of account;
 - (d) Deposit and maintain all moneys and other valuables of the Corporation in the name and to the credit of the Corporation in such bank(s) or other depositories as the Board may determine from time to time;

- (e) Disburse the funds of the Corporation strictly as the Board shall determine;
- (f) Render a complete financial accounting twenty-eight (28) days after the last day of each calendar quarter and at such other times as the Board shall determine from time to time; and
- (g) Have such other authority and responsibility as the Board may determine from time to time.

Section 14.14 Each Officer other than the President, Vice President(s), Secretary and Treasurer shall have such authority and responsibility as the Board shall determine.

ARTICLE 15 ANNUAL REPORT

Section 15.1 The Board shall cause to be prepared, not later than one hundred twenty (120) days after the close of each fiscal year, an annual report which shall include financial statements, which shall be prepared in accordance with generally accepted accounting principals for a nonprofit corporation, consistently applied, except that the Board shall have the right to modify or waive the requirement for such financial statements, if the Board determines that the cost for preparing such financial statements is prohibitive or excessive, but in such case the Board shall be required to cause to be prepared at least a balance sheet and income statement prepared on the cash-basis of accounting and as herein below further described.

Section 15.2 The balance sheet shall set forth: the assets, liabilities and surplus of the corporation; the bases employed in stating the valuation of the assets and any changes in such bases during such fiscal year; the amount of any surplus, the sources thereof, and any changes therein during such year; the number of voting and non-voting Members, divided or allocated in such manner as the Board may determine from time to time; the amount of loans or advances to or from Members, Directors, Officers or employees; the name of the person(s) who prepared the balance sheet; and such other balance sheet information as the Board may determine from time to time.

Section 15.3 The income statement shall set forth: the amount of income and expense by category; the amount of cash receipts and cash disbursements, in the form of a separate schedule or as a statement of changes in financial condition; the name of the person(s) who prepared the balance sheet; and such other income statement information as the Board may determine from time to time.

Section 15.4 The Directors shall cause the annual report to be sent or otherwise, as the Board may determine from time to time, to be made available to the voting Members, as soon as practicable upon completion of the annual report.

ARTICLE 16 GENERAL MATTERS

Section 16.1 The fiscal year of the Corporation shall be the calendar year.

Section 16.2 All meetings of the Members, Board and committees, shall be open and Members may attend, except for authorized executive sessions, as herein below provided.

Section 16.3 At meetings of the Board and of committees, the Board and committees may retire to executive session, which shall be closed to all persons except Directors and, in the case of a committee, those on such committee, for any of the following reasons:

- (a) Matters concerning the financial standing of any Member, in terms of delinquency and the like;
- (b) Matters concerning personnel, including all matters concerning actual or prospective Members, Directors, Officers, committee members, employees and others;
- (c) Matters concerning contracts, including negotiations and enforcement actions;
- (d) Matters concerning actual or possible litigation; or
- (e) Such other matters deemed appropriate in the Board's sole discretion.

Section 16.4 These bylaws may be amended by:

- (a) The Members at any meeting of the Members, provided that notice of the proposed amendment shall be contained in the notice of such meeting of the Members; or
- (b) By the Board provided that notice of the proposed amendment shall be contained in the notice of such meeting of the Board, and that any such amendment is not in violation of California Corporations Code Section 5150.

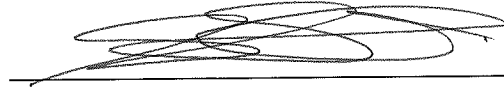
Section 16.5 The record date for purposes of determining the Members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of Members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

Section 16.6 The Members, Directors, and Officers shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of **California Barbeque Association, Inc.**, a California nonprofit public benefit corporation; that these Bylaws, consisting of thirteen (13) pages, are these bylaws of this Corporation as adopted by the Board of Directors and subsequently approved by the Members on February 6, 2017; and that these Bylaws have not been amended or modified since that date.

Executed on February 15, 2017 at Redlands, California.



Scott Shimano
Secretary