

REVISED BYLAWS
of
TRI-VALLEY CONSERVANCY
As of, 12 July, 2007

ARTICLE I
PRINCIPAL OFFICE

The principal office of this corporation shall be located within the Livermore-Amador Valley in the County of Alameda, California.

ARTICLE II
MEMBERSHIP

This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number and Qualification of Directors. The number of authorized directors shall be not less than five, nor more than twelve, with the exact number of directors to be fixed from time to time by resolution of the Board of Directors. No director may hold any elective public office. The directors shall be appointed as follows:

- (a) One director shall be appointed by the Alameda County Board of Supervisors.
- (b) One director shall be appointed by the Pleasanton City Council.
- (c) One director shall be appointed by the Livermore City Council.
- (d) One director shall be appointed by the Friends of the Vineyards, a California corporation.

- (e) One director shall be appointed by the Livermore Valley Winegrowers Association, a California corporation.
- (f) The remaining authorized directors (the “at-large directors”) shall be elected by a majority of the directors then in office.

Section 3. Limitations on Interested Persons. At all times, not more than 25% of the directors of this corporation may be interested persons. An interested person means any of the following:

- (a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as a director; or
- (b) any parent, child, step-parent, step-child, brother, sister, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by this corporation.

Section 4. Term of Office of Directors. The directors then in office shall elect their successors, with approximately one-fourth of the total authorized number of directors elected each year. Except as provided below, each director shall be elected for a term of four years. Whenever a new director position is authorized as provided in Article III, Section 2, the Board shall select an initial term for that position of one, two, three, or four years so that approximately one-fourth of directors’ terms shall expire each year. No director may serve more than eleven years on the Board. A director may not be appointed or elected if the director’s length of service will exceed this eleven year limit before completion of the term.

Section 5. Vacancies. A vacancy on the Board of Directors shall be deemed to exist at the occurrence of any of the following:

- (a) the death, resignation, or removal of any director;
- (b) the expiration of a director’s term without the election or appointment of a successor as set forth in Article III, Section 2; or
- (c) the actual number of directors is less than the authorized number for any other reason.

If a vacancy occurs due to the death, resignation, or removal of an appointed director, such vacancy shall be filled by a director appointed for the remainder of the vacant term by the organization that appointed the director that has died, resigned or been removed (the

“appointing organization”). The Board, by majority vote, shall appoint a director to fill any other vacancy, including any vacancy of an at-large director.

In the event an appointing organization fails within ninety days to fill a vacancy created by the death, resignation, or removal of its appointed director, or to appoint a new director after the expiration of its appointed director’s term, the remaining directors shall, by a majority vote, appoint a director to fill the vacancy for the remainder of the term or replace the director whose term has expired. Following the end of this director’s term, or if a vacancy is created by the death, resignation, or removal of this director, the appointing organization that previously failed to appoint a director will again have ninety days to appoint a director pursuant to this Section.

Section 6. Resignation. Resignations shall be effective upon receipt in writing by the Chair or the Secretary of this corporation, unless a later effective date is specified in the resignation.

Section 7. Removal.

- (a) Any director may be removed without cause only (i) by the organization that appointed the director or (ii) by the vote of a majority of the directors then in office at any meeting of which notice was effected pursuant to Article III, Section 10. Waiver of notice shall not cure a defect of notice with regards to removal without cause.
- (b) The Board may remove a director for cause at any meeting, without any requirement of notice if such director (i) fails or ceases to meet the required qualifications to be a director set forth in Article III, Section 2, (ii) is declared of unsound mind by a final order of court, (iii) is convicted of a felony, or (iv) is found by a final order or judgment of any court to have breached a duty under the California Nonprofit Corporation Law or other applicable federal or state laws.
- (c) The Board may remove a director for cause if such director fails to attend three Regular Board meetings during any twelve (12) month period (see note). at any meeting of which notice was effected pursuant to Article III, Section 10. Waiver of notice shall not cure a defect of notice with regards to removal without cause.

(note) If the Board determines that the absences were justified, there is no further action required. If the Board determines that the reasons for the director’s failure to attend the meetings in question were not justified, the Board shall remove the director and declare the office vacant.

If the Board declares any office vacant, Conservancy staff will notify the affected director that his/her term has been officially terminated. The vacancy will be filled in accordance with the Conservancy’s Bylaws and policies.

Attendance requirements are to ensure that the Board’s meetings are regularly attended, so that the Conservancy’s business can be conducted.

It is only in the extreme or unique case where the Board would be asked to terminate a Director's appointment due to lack of attendance.

- (d) In the case of the removal of an appointed director for cause, as provided for in subsection (b) or (c) above, the appointing organization must be given advance notice of the removal. In the case of the removal of an appointed director without cause, as provided for in subsection (a) above, the appointing organization must first give written consent for the removal.

Section 8. Regular Meetings. A meeting of the Board of Directors shall be held at least once a year. Notice of regular meetings shall be given to each director at least three days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice mail, messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place, and time of the meeting.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called for any purpose and at any time by the Chair or any two directors. Notice shall be given to each director at least twenty-four(24) hours in advance if given personally or by telephone, including a voice mail, facsimile, electronic mail, or other electronic means, and shall state the date, place, and time of the meeting.

Section 10. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice if a quorum is present, and if, either before or after the meeting, each of the directors not present provide: a waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who participates in the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 11. Public Notice

A. Public Notice. Notice of all regular meetings shall be provided to those members of the public requesting such notice at the same time and in the same manner as any notice provided to the directors. This corporation may charge a reasonable fee for providing such notice.

B. Meetings. All members of the public shall be allowed to attend any regular meeting of the Board of Directors; provided that the Board of Directors may meet in closed session for any purpose that a majority of the Board of Directors participating in the meeting agree upon, including for illustration, but in no way limited to (i) considering appraisal reports and formulating offers for the acquisition of real property or interests therein; or (ii)

negotiating with a seller or donor for the acquisition of real property or interests therein (iii) personnel issues.

Section 12 Quorum. A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. Only when the requirements of quorum are met may the Board of Directors take actions on behalf of this corporation as provided for in these bylaws, or in the California Nonprofit Public Benefit Corporation Law. For the purposes of these Bylaws, an action of the board shall include, but is not limited to, delegations, appointments, exercises of powers, discharging of duties, removals, and ratifications. A meeting at which a quorum is initially present may continue to take actions on behalf of the Board notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting and the action is not otherwise prohibited by these Bylaws

Section 13. Continuance of Meeting. A majority of the directors present, whether or not constituting a quorum, may continue any meeting to another time or place. Notice of the time and place of holding a continued meeting need not be given, unless the meeting is continued for more than 24 hours, in which case notice of the time and place shall be given before the time of the continued meeting to the directors who were not present at the time of the continuance.

Section 14. Teleconferencing. For the purposes of this section, “teleconference” means a meeting of the Board of Directors, the members of which are in different locations, connected by electronic means, through either audio or video, or both. Directors shall be deemed both present for purposes of quorum and participating in the meeting through the use of teleconferencing so long as all of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is provided with the means of participating in all matters before the Board, including but not limited to the capacity to propose, or to interpose and objection to, a specific action to be taken by this corporation;
- c) All votes taken during a teleconferenced meeting are by rollcall.

Section 15. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

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

- (i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
- (ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VI below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's public or charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid undue risk looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital.

Section 16. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 17. Compensation. Directors shall serve without compensation. The Board may authorize reimbursement of actual reasonable expenses to a director of actual reasonable expenses incurred in carrying out a director's duties.

ARTICLE IV COMMITTEES

Section 1. Board Committees. The Board of Directors may establish one or more Board Committees. The members of any Board Committee may consist of directors or non-directors. The Chair shall appoint the chair and the members of each committee, including the Standing Committees described in Section 2 below, and may remove the chair or any member with or without cause, unless the Chair's powers are otherwise restricted in these Bylaws. Board committees may not exercise the authority of the Board to make decisions on

behalf of this corporation, but shall be restricted to making recommendations to the Board and implementing Board decisions and policies under the supervision and control of the Board, unless the Committee is explicitly granted the power to make decisions in these Bylaws, or the ability to exercise discretion in making decisions is necessarily incident to the execution of the committee's duties. The Board of Directors may not delegate to any committee the authority to make decisions on behalf of this corporation.

Section 2. Standing Committees. This corporation shall have at least the following permanent Board Committees ("Standing Committees"):

A. Finance Committee. The Finance Committee shall advise on the financial affairs of this corporation, including the investment and management of funds. The Treasurer of this corporation shall be chair of this Committee.

B. Board Development Committee. The Board Development Committee shall be responsible for interviewing, cultivating, identifying and recruiting potential candidates for Board membership; evaluating current Board members' participation; and acting as the nominating committee by presenting director and officer candidates for election.

C. Resource Development Committee. The Resource Development Committee shall set direction for this corporation's fundraising efforts and shall assist this corporation's Executive Director in maintaining a positive image of this corporation in the community by planning for and monitoring public relations and publicity activities.

D. Human Resources Committee. The Human Resources Committee will review the performance and salary of the Executive Director and report their recommendations to the Board of Directors at the time the annual budget is approved.

E. Land Conservation Committee. The Land Conservation Committee shall provide a framework for identifying and evaluating important conservation lands to be preserved for future generations and quality of life in the Tri-Valley. It will review each proposed project and recommend to the full board a course of action regarding the property.

Within the general subject matter jurisdiction described above, the specific tasks and responsibilities of each Standing Committee shall be determined from time to time by the Board.

Section 3. Audit Committee. In any tax year in which it is required by United States Internal Revenue Service Rules and Regulations or any other applicable statutes, rules, regulations, or governmental organizations, this corporation shall have an Audit Committee. As of this date, this corporation is required by the IRS to obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Members of the Audit Committee shall be appointed by the Board of Directors and may include both directors and non-directors, subject to the following limitations: (a) a majority of the

members of the Audit Committee may not consist of members of the Finance Committee; (b) the chair of the Audit Committee may not be a member of the Finance Committee; (c) the Audit Committee may not include any member of the staff, including the Chair or Treasurer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members may not receive compensation.

The Audit Committee shall: (1) recommend to the Board of Directors the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

ARTICLE V OFFICERS

Section 1. Officers. The officers of this corporation shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer. This corporation may also have, at the discretion of the directors, such other officers as may be designated by resolution and appointed by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair. All officers shall be elected from among the directors of this corporation, and must remain directors to be eligible to continue to serve as officers.

Section 2. Election. The officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. An individual shall not serve as Chair for more than two consecutive years. If the Board finds that it is necessary under the circumstances, the Board may authorize the Chair to serve for a third consecutive year. In no event shall a Chair serve more than three consecutive years.

Section 3. Removal. Any officer may be removed, with or without cause, by a vote of the majority of directors then in office.

Section 4. Resignation. Any director may resign an office at any time by giving written notice to the Executive Director of this corporation. Any resignation shall take effect on receipt of that notice by the Executive Director or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. Chair. The Chair, who may also be referred to as the Chairman of the Board, shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The Chair shall preside at all meetings of the Board of Directors. The Chair shall have the general powers and duties of management usually vested in the offices of Chairman of the Board and President and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Chair shall be responsible to the Board, shall see that the Board is advised on all significant matters of this corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The Chair shall be empowered to act, speak for, or otherwise represent this corporation between meetings of the Board within the boundaries of policies and purposes established by the Board.

Section 7. Vice-Chair. The Vice-Chair shall, in the absence or disability of the Chair, carry out the duties of the Chair and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board, shall supervise the giving of such notices as may be proper or necessary, including those required for compliance with these Bylaws, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 9. Treasurer. The Treasurer shall be the chief financial officer of this corporation and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. If required by the Board, the Treasurer shall give this corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of his or her office and for restoration to this corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

ARTICLE VI CERTAIN TRANSACTIONS

Section 1. Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director.

Section 2. Self-Dealing Transactions. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

- a) Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (1) this corporation is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to this corporation at the time; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.
- b) Except as provided in subsection a) above, the Board may not otherwise approve or permit this corporation to engage in any self-dealing transaction.

ARTICLE VII INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation may indemnify its Agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "Agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other Agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any Agent seeking indemnification, to the extent that the Agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the Agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, may authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an Agent of this corporation in defending any proceeding prior to final disposition, pursuant to the provisions of this article, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the Agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the Agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any Agent against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the Agent under law.

ARTICLE VIII MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time or is otherwise granted by these Bylaws. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the Treasurer or the person or persons on whom such power may be conferred by the Board from time to time.

Section 3. Annual Reports to Directors. The Chair shall furnish an annual written report to all directors of this corporation containing, but in no way limited to, the following information:

- (a) the assets and liabilities of this corporation, including trust funds, as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities of this corporation, including trust funds, during the fiscal year;
- (c) the revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and
- (e) any transaction during the previous fiscal year involving more than \$50,000 between this corporation (or its parent or subsidiaries, if any) and any of its directors (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this corporation or its parent or subsidiaries, if any, or any of a number of such transactions in which the same person had a direct or indirect material

report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be accompanied by any report thereon of independent accountants obtained pursuant to Article VIII, Section 4.

Section 4. Financial Audits. This Board shall obtain a financial audit for each tax year of this corporation. The Board is responsible for securing the financial audit in those years where no Audit committee exists. Whether or not they are required by law, any audited financial statements prepared for this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years, by (1) making them available at this corporation's principal, regional, and district offices during regular business hours, and (2) by either mailing a copy to any person who so requests in person or in writing, or by posting them on this corporation's website.


Section 5. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the directors at least one week in advance of any Board meeting at which they will be considered for adoption. The vote of a majority of the directors then in office shall be required to adopt a bylaw amendment.

Section 6. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, Karl Wentz, certify that I am presently the duly elected and acting Secretary of Tri-Valley Conservancy, a California nonprofit public benefit corporation, and the above Bylaws, consisting of 12 pages, are the Bylaws of this corporation as adopted by its Board of Directors, on July 12, 2007

DATED: July 12, 2007


Karl Wentz, Secretary

**AMENDMENT TO BYLAWS OF THE
TRI-VALLEY CONSERVANCY**

Pursuant to resolution duly adopted by a majority vote of the entire Board of Directors of the Tri-Valley Conservancy, a California nonprofit public benefit corporation, the Bylaws of the corporation are hereby amended as follows:

1. Section 7(c) Removal of Article III of the Revised Bylaws dated July 12, 2007 is amended as follows:

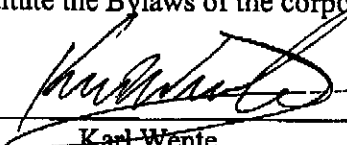
The Board may remove a director for cause if such director fails to attend **two (2)** Regular Board meetings during any twelve (12) month period (see note) at any meeting of which notice was effected pursuant to Article III, Section 10. Waiver of notice shall not cure a defect of notice with regards to removal without cause.

2. The foregoing amendment of the Bylaws is made pursuant to the authority granted to the Board of Directors in Article VIII Section 5. Amendments of the Bylaws, and has been duly approved by a majority vote of the Board of Directors.

CERTIFICATE OF SECRETARY

I, the undersigned duly elected Secretary of the Tri-Valley Conservancy, a California nonprofit public benefit corporation, do hereby certify that the foregoing Amendment to the Bylaws of the Tri-Valley Conservancy, consisting of one page inclusive of this Certification, was approved by resolution duly adopted by a majority vote of the entire Board of Directors of the corporation on April 10, 2008, and the Bylaws as amended by this Amendment do now constitute the Bylaws of the corporation.

Date: April 10, 2008



Karl Wente
Secretary