

May 3, 2013

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of the Shareholders of ODD FELLOWS SIERRA RECREATION ASSOCIATION on May 26, 2013 at 9:00 a.m. at the Odd Fellows Sierra Park Recreation Hall, Long Barn, California.

The items of business to be acted on during the Meeting include:

a) To consider the transfer of (i) all real property located within the boundaries of I.O.O.F. Odd Fellows Sierra Camp Subdivision No. 1 and I.O.O.F. Odd Fellows Sierra Camp Subdivision No. 2 (collectively, the "Park") that is owned by the Corporation (the "Real Property to be Transferred") *together with* (ii) all improvements and fixtures located thereon and all tangible personal property of the Corporation (collectively the "Non-Water Related Personal Property to be Transferred") and together with the Real Property to be Transferred, collectively, the "Non Water Related Assets to Be Transferred") to Sierra Park Services, Inc. (a corporation to be formed by the Corporation with the California Secretary of State) *excepting only*,

- 1) Lot 67 Block 21 (APN 031-064-10) of the Park which is owned by the Corporation (the "Caretaker's Lot").
- 2) Any water lines, wells, water storage tanks and related improvements located on the Real Property to be Transferred (which such water lines, wells, pumps, water storage tanks and related improvements shall not be included in the definition of Non-Water Related Personal Property to be Transferred).
- 3) Any water rights associated with Sugar Pine Creek.

The Corporation will retain an easement over the streets and roads of the Park for ingress and egress and for the removal of timber from certain real property adjacent to the Park owned by the Corporation (the "Timber Land"). The Real Property to Be Transferred will *not* include any other real property owned by the Corporation, including, but not limited to, the Timber Land.

The purpose of Sierra Park Services, Inc. will be to own, operate, maintain, repair and improve the Real Property to be Transferred and the Non Water Related Personal Property To Be Transferred.

The Corporation will grant one common share of Sierra Park Services, Inc. to each lot owner of the Park.

b) To consider the transfer of all water lines, wells, pumps, water storage tanks and related improvements located within the Park or on the Timber Land (the "Water Related Personal Property to be Transferred") to Sierra Park Water Company, Inc. (a corporation to be formed by the Corporation with the California Secretary of State).

The Corporation will lease to Sierra Park Water Company, Inc. the area of the Timber Land on which the water lines and water storage tanks that currently serve the Park are located. Sierra Park Services, Inc. will lease the right to extract water from the Real Property to be Transferred (after transfer by the Corporation) to Sierra Park Water Company, Inc.. In addition, Sierra Park Services, Inc. will grant an easement to Sierra Park Water Company, Inc. over, under and through the area of the Real Property to be Transferred which the water pipes, wells and related improvements that currently serve the Park are located.

The purpose of Sierra Park Water Company, Inc. will be to own, operate, maintain, repair and improve the Water Related Personal Property To Be Transferred.

The Corporation proposes that Sierra Park Water Company, Inc. will be licensed by and regulated by the California Public Utilities Commission.

The Corporation will grant one common share of Sierra Park Water Company, Inc. to each lot owner of the Park.

c) To consider, after the transfer of the Non-Water Related Assets to Be Transferred and Water Related Assets to Be Transferred as set forth above, the transfer of any monies remaining in the Corporation's Oak Valley Community Bank deposit account, the Corporation's Oak Valley Community Bank money market account, Wells Fargo Bank (commonly referred to as the "Water Reserve Fund"), Wells Fargo Bank (commonly referred to as the "Equipment Reserve Fund"), and Wells Fargo Bank (commonly referred to as the "Road Reserve Fund") to Sierra Park Services, Inc. and Sierra Park Water Company, Inc. less:

- i) all costs and expenses incurred by the Corporation in providing water to lot owners of the Park;
- ii) all costs and expenses incurred by the Corporation in maintaining and repairing the roads and streets within the Park;
- iii) all costs and expenses incurred by the Corporation in providing the use to the lot owners of the Park of certain areas of, and improvements to, the Park, owned by the Corporation, including, without limitation, access gate, lake, recreation hall, picnic area, baseball field, playground, and other similar types of areas and improvements;
- iv) all costs and expenses incurred by the Corporation in providing other services to the lot owners of the Park, including, without limitation, pine needle removal, trash disposal, snowplowing, maintenance and repair of vehicles and equipment used to provide services, an onsite caretaker to assist in providing services, improving, maintaining and repairing access gate, lake, recreation hall, picnic area, baseball field, playground, and other similar types of areas and improvements, and certain other services;
- v) all expenses and costs incurred by the Corporation in connection with the formation of Sierra Park Community Services District and the qualification of Sierra Park Community Services District as a community services district, the formation of Sierra Park Services, Inc., the formation of Sierra Park Water

Company, Inc. and qualification with the California Public Utilities Commission, transfer of the Non-Water Related Assets to Be Transferred and Water Related Assets to Be Transferred and the granting of the easement referenced above, including, but not limited to, attorneys' fees and costs and surveying fees and costs;

- vi) all attorneys' fees and costs incurred by the Corporation in connection with any ongoing litigation and in connection with certain other legal matters; and
- vii) such reserves as are determined by the Corporation as necessary to provide for any contingent liabilities with regard to any of the foregoing.

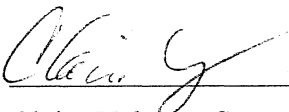
No transfer of any monies will take place until the Non-Water Related Assets to Be Transferred and Water Related Assets to Be Transferred have been transferred and the Corporation has paid (or reserved against) all costs, expenses and liabilities referenced above; and

- d) To consider that all Series "B" Shareholders shall become Series "A" Shareholders of the Corporation.
- e) To consider the amendment of the Articles of Incorporation of the Corporation in the form of **Exhibit "A"** hereto.
- e) To consider the amendment of the Bylaws of the Corporation in the form of **Exhibit "B"** hereto.
- f) To consider the harvesting of timber from the Timber Land.
- g) To conduct such other business as may properly come before the meeting or any adjournment thereof.

Your participation in the affairs of the Corporation is important, regardless of the number of shares you hold. If you do not plan to attend the Meeting, please return the proxy in the envelope provided.

I look forward to seeing you on May 26, 2013

Cordially,



Claire Velayas, Secretary

ODD FELLOWS SIERRA RECREATION ASSOCIATION PROXY

I hereby appoint _____ to act as my proxy and vote all stock owned by the undersigned at the annual meeting of the shareholders of ODD FELLOWS SIERRA RECREATION ASSOCIATION.

It is my understanding that said annual meeting of shareholders will take place on May 26, 2013.

By: _____
Print Name: _____

Odd Fellows Sierra Recreation Assoc.

P. O. Box 116

Long Barn, CA 95335

Odd Fellows Sierra Recreation Assoc.

P. O. Box 116

Long Barn, CA 95335

**CERTIFICATE OF RESTATEMENT OF
THE ARTICLES OF INCORPORATION
OF
ODD FELLOWS SIERRA RECREATION ASSOCIATION**

_____ and _____ certify that:

1. They are the President and Secretary, respectively, of ODD FELLOWS SIERRA RECREATION ASSOCIATION, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

RESTATED
ARTICLES OF INCORPORATION
OF
ODD FELLOWS SERRA RECREATION ASSOCIATION

ONE: The name of this corporation is ODD FELLOWS SIERRA RECREATION ASSOCIATION

TWO: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THREE: This corporation is authorized to issue a total of 1,000 shares of common stock only. This corporation is not authorized to issue any other classes of shares of stock.

FOUR: The Board of Directors may levy assessments upon the outstanding shares of the corporation provided, however, that neither any assessment nor the levy thereof shall create any personal liability on any shareholder of the corporation. The majority of the outstanding shares of the corporation must approve such assessments.

FIVE: One-third (1/3) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of this corporation.

SIX: The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

SEVEN: This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code of the State of California) for breach of duty to this corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the corporations Code of the State of California, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code of the State of California.

3. The foregoing Restatement of Articles of Incorporation has been duly approved by the Board of Directors of the corporation.

4. The foregoing amendment and restatement of Articles of Incorporation and has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is _____. The number of shares voting in favor of the amendment was _____ which is _____% of the outstanding shares of the corporation.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: May ____, 2013

_____, President

Dated: May ____, 2013

_____, Secretary

**AMENDED AND RESTATED
BYLAWS OF
ODD FELLOWS SIERRA RECREATION ASSOCIATION,
A CALIFORNIA CORPORATION**

**ARTICLE I
DIRECTORS; MANAGEMENT**

Section 1. Powers, Standard of Care.

A. Powers: Subject to the provisions of the General Corporation Law of California, and subject to any limitation in the Articles of Incorporation and the Bylaws relating to action required to be approved by the Shareholders or by the outstanding shares, the business and affairs of this corporation shall be managed by and all corporate powers shall be exercised by or under the direction of the Board of Directors.

B. Standard of Care; Liability

i. Each Director shall exercise such powers and otherwise perform such duties in good faith, in the manner such Director believes to be in the best interests of the corporation and its shareholders, and with such care including reasonable inquiry, using ordinary prudence, as a person in a like position would use under similar circumstances.

ii. 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 which case prepared or presented by:

(a) One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented,

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

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

Section 2. Number and Qualification of the Board.

The authorized number of Directors of the corporation shall be at least five (5) but not more than nine (9). This number may be changed by amendment to the Articles of Incorporation or by amendment to this Section 2, of Article I of these Bylaws, adopted by the vote or written consent of the Shareholders entitled to exercise majority voting power, as provided in California Corporations Code Section 212.

Section 3. Election and Term of Office of Directors.

Directors shall be elected at each annual meeting of the Shareholders to hold office until the next annual meeting. Each Director, including a Director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

Section 4. Vacancies.

A vacancy in the Board of Directors shall be deemed to exist in the event of the death, resignation, or removal of any Director, or if the Shareholders fail, at any meeting of the Shareholders at which any Directors are elected, to elect the full number of authorized Directors.

Vacancies may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director, except that a vacancy created by the removal of a Director may be filled only by the Shareholders, by either vote of the majority of the shares entitled to vote represented at a duly held meeting at which a quorum is present, or by the written consent of holders of all of the outstanding shares entitled to vote. Each Director so elected shall hold office until the next annual meeting of the Shareholders and until a successor has been elected and qualified.

The Shareholders may elect a Director or Directors to fill any other vacancy or vacancies not filled by the Directors. If made by written consent, any such election shall, except as provided above with respect to vacancies caused by the removal of a Director, require consent of only a majority of the outstanding shares entitled to vote.

Any Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for that resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

Section 5. Removal of Directors.

The entire Board of Directors or any individual Director may be removed from office as provided by Sections 302, 303 and 304 of the California Corporations Code. In such a case, the remaining Board Members may elect a successor Director to fill such vacancy for the removed Director's remaining unexpired term. No Director may be removed (unless the entire Board is removed) when the votes cast against removal or not consenting in writing to such removal would be sufficient to elect such Director if voted cumulatively at an election at which the same total number of votes were cast (or, if such action is taken by written consent, all shares entitled to vote were voted) and the entire number of Directors authorized at the time of the Directors most recent election were then being elected; and when by the provisions of Articles the holders of the shares of

any class or series voting as a class or series are entitled to elect one or more Directors, any Director so elected may be removed only by the applicable vote of the holders of the shares of that class or series.

Section 6. Place of Meetings.

Regular meetings of the Board of Directors shall be held at any place within the State of California designated from time to time by Board resolution. Absent such resolution, regular meetings shall be held at the corporation's principal executive office. Special meetings shall be held at any place within the State of California designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the corporation's principal executive office.

Any meeting may be held by conference telephone, or video screen communication, and participation in such meeting shall constitute presence at such meeting, so long as all Directors participating in such meeting can hear one another.

Any meeting may be held by electronic mail or other electronic transmission, and participation in such meeting shall constitute presence at such meeting, so long as (i) each Director participating in the meeting can communicate with all of the others concurrently; (ii) each Director is provided with the means of participating in all matters before the Board, including the capacity to propose or object to a specific action proposed to be taken by the corporation.

Section 7. Annual Meetings.

Immediately following each annual meeting of Shareholders, the Board of Directors shall hold a regular meeting for the purpose of organization, the election of officers and the transaction of other business. Notice of this meeting shall not be required. Minutes of any meeting of the Board, or any committee thereof, shall be maintained as required by Section 1500 of the California Corporations Code by the Secretary or other officer designated for that purpose.

Section 8. Other Regular Meetings.

Other regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice, provided the time and place has been fixed by the Board of Directors, and further provided the notice of any change in the time of such meetings shall be given to all the Directors. Notice of a change in the time shall be given to each Director in the same manner as notice for special meetings of the Board of Directors. If said day falls upon a holiday, such meetings shall be held on the next succeeding day thereafter.

Section 9. Special Meetings/Notices.

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board or the President or any Vice President or the Secretary or any two Directors.

Notice of the time and place for special meetings shall be delivered to each Director personally or be given by telephone (including a voice messaging system or other system), facsimile, electronic mail or other electronic means, or be sent by first class mail addressed to each Director at his or her address as it is shown in the records of the corporation. If such notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time the holding of the meeting. If such notice is delivered by telegram, it shall be delivered to the telegram company at least forty-eight (48) hours before the time of the holding of the meeting. If such notice is delivered personally or by telephone, facsimile, electronic mail or other electronic means, it shall be so delivered at least forty-eight (48) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated to either the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director.

The notice need not specify the purpose of the meeting, or the place, if the meeting is to be held at the principal executive office of the corporation.

Section 10. Waiver of Notice.

The transactions of any meeting of the Board of Directors, however called, noticed, or wherever held, shall be as valid as though had at a meeting duly held after the regular call and notice if a quorum be present and if, either before or after the meeting, each of the Directors not present signs or otherwise provides a written waiver of notice, a consent to holding the meeting or an approval of the minutes thereof. Waiver of notices or consents need not specify the purpose of the meeting.

All such waivers, consents and approvals shall be filed with the corporate records or made part of the meeting minutes. Notice of a meeting shall also be deemed given to any Director who attends without protesting the lack of notice to such Director. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article I. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum was present shall be regarded as the act of the Board of Directors, subject to the provisions of California Corporations Code Sections 310, 311 and 317(e). A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 11. Adjournment.

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

Section 12. Notice of Adjournment.

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

Section 13. Sole Director Provided by Articles of Incorporation.

In the event only one Director is required by the Bylaws or Articles of Incorporation, any references herein to notices, waivers, consents, meetings, or other actions by the majority or quorum of Directors shall be deemed notice, waiver, etc. by such sole Director, who shall have all the rights and duties and shall be entitled to exercise all the powers and shall assume all the responsibilities otherwise herein described given to a Board of Directors.

Section 14. Directors Acting by Unanimous Written Consent.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting with the same force and effect as if taken by unanimous vote of Directors, if authorized by a writing signed individually or collectively by all members of the Board. Such consent shall be filed with the regular minutes of the Board.

Section 15. Fees and Compensation of Directors.

Directors and members of a Directors' Committee may receive such compensation for their services, and such reimbursement of expenses, as may be fixed or determined by resolution of the Board of Directors. Nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity as an officer, employee, or otherwise, and receiving compensation for such services.

Section 16. Committees.

Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of two (2) or more members of the Board and shall have such powers of the Board as may be expressly delegated to them by resolution of the Board of Directors. The Board may designate one (1) or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Committees shall have such powers of the Board of Directors as may be expressly delegated to it by resolution of the Board of Directors except those powers expressly made nondelegable by California Corporations Code Section 311.

Section 17. Meetings and Action of Committees.

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article I, Sections 6, 8, 9, 10, 11, 12, and 14, with such changes in the context of those Sections as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time of the regular meetings of committees may be determined by resolution of the Board of Directors as well as the committee, and special meetings of committees may also be called by resolutions of the Board of Directors and notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

Section 18. Advisory Directors.

The Board of Directors from time to time may elect one (1) or more persons to be advisory Directors, who shall not by such appointment be members of the Board of Directors. Advisory Directors shall be available from time to time to perform special assignments specified by the President, to attend meetings of the Board of Directors upon invitation and to furnish consultation to the Board. The period during which the title shall be held may be prescribed by the Board of Directors. If no period is prescribed, title shall be held at the pleasure of the Board.

**ARTICLE II
OFFICERS**

Section 1. Officers.

The principal officers of the corporation shall be a Chairman of the Board or a President or both, a Secretary and a Chief Financial Officer who may also be called Treasurer. The corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries, and such other officers as may be appointed in accordance with the provision of Section 3 of this Article. One person may hold two or more offices.

Section 2. Election of Officers.

The principal officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Subordinate Officers, Etc.

The Board of Directors may empower the President to appoint and remove such officers (other than the principal officers) as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4. Removal and Resignation of Officers.

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by a majority of the Directors at that time in office, at any regular or special meeting of the Board, or, excepting the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Section 5. Vacancies in Office.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 6. Chairman of the Board.

The Chairman of the Board, if such an officer be elected, shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board of Directors or prescribed by the Bylaws. If there is no President, the Chairman of the Board shall in addition be the Chief Executive Officer of the corporation and shall have the powers and duties prescribed in Section 7 of this Article.

Section 7. President.

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and the officers of the corporation. He or she shall preside at all the meetings of the Shareholders and, in the absence of the Chairman of the Board, or if there be none, at all meetings of Shareholders and, in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Directors. He or she shall have the general powers and duties of management usually vested in the office of President of a corporation, shall be ex officio a member of all the standing committees, including the executive committee, if any, and shall have such other powers and duties as may be described by the Board of Directors or the Bylaws.

Section 8. Vice Presidents.

In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors, shall perform all the duties of the President, and so acting shall have all the powers of, and be subject to the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws, the President, or the Chairman of the Board.

Section 9. Secretary.

The Secretary shall keep or cause to be kept at the principal executive office or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors, Committees of Directors, and Shareholders, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Directors and Committee meetings, the number of shares present or represented at Shareholders meetings, and the proceedings thereof.

The Secretary shall keep or cause to be kept at the principal office or at the office of the corporation's transfer agent, a share register, or duplicate share register, showing the names of the shareholders and their addresses; the number of classes of shares held by each; the number and date of certificates issued for the same; and the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give or cause to be given notice of all meetings of the Shareholders and of the Board of Directors required by the Bylaws or by law to be given, shall keep

the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 10. Chief Financial Officer.

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and shares. The books of account shall at all reasonable times be open to inspection by any Director.

The Chief Financial Officer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his or her transactions as Chief Financial Officer and of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

**ARTICLE III
SHAREHOLDER MEETINGS AND SHAREHOLDERS**

Section 1. Place of Meetings.

Unless all Shareholders consent to a meeting by electronic transmission as set forth in Section 2 of this Article, meetings of Shareholders shall be held at a physical location, which may be any place within or without the State of California designated by the Board of Directors. In the absence of such designation, Shareholders' meetings shall be held at the principal executive office of the Shareholder.

Section 2. Meetings Using Video Screen or Electronic Communication.

Meetings of the Shareholders may be conducted, either in whole or in part, by electronic video screen communication. Meetings may also be conducted, in whole or in part, by electronic transmission (other than video screen communication) if all Shareholders consent thereto and none of such consents is revoked prior to the holding of the meeting.

A request by the corporation to the Shareholders for consent to conduct a meeting of Shareholders by electronic transmission may be made in the same manner as a notice of Shareholders meeting as set forth in Section 4 of this Article and shall include a statement that, absent consent of each Shareholder to conduct a meeting by electronic transmission, the meeting shall be held at a physical location in accordance with Section 1 of this Article.

Shareholders not physically present (in person or by proxy) at a meeting may, by video screen communication or electronic transmission, be deemed present and may participate and vote at the meeting. When conducting any meeting in whole or in part by video screen communication or electronic transmission, the corporation shall implement reasonable measures to provide Shareholders a reasonable opportunity to read or hear

the proceedings in real time as the proceedings occur and to vote on matters submitted thereat for Shareholder vote.

The corporation shall maintain a record of any Shareholder vote or other action taken by means of video screen communication or electronic transmission.

Section 3. Annual Meeting.

The annual meeting of the Shareholders shall be held on the Sunday that precedes Memorial Day. At the annual meeting, the Shareholders shall elect a Board of Directors, report the affairs of the corporation, and transact such other business as may properly be brought before the meeting. If the above date is inconvenient, the annual meeting of Shareholders shall be held each year on a date and at a time designated by the Board of Directors within twenty (20) days of the above date upon proper notice to all shareholders.

Section 4. Special Meetings.

A special meeting of the Shareholders, for any purpose or purposes whatsoever, may be called at any time by the Board of Directors, or by the Chairman of the Board of Directors, or by the President, or by one or more Shareholders holding shares in the aggregate entitled to cast not less than 10% of the votes at any such meeting.

If a special meeting is called by any person or persons other than the Board of Directors, the request shall be in writing, specifying the time of such meeting and the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the Chairman of the Board, the President, any Vice President or the Secretary of the corporation. The officer receiving such request shall forthwith cause notice to be given to the Shareholders entitled to vote, in accordance with the provisions of Sections 5 and 6 of this Article, that a meeting will be held at the time requested by the person or persons calling the meeting, not less than thirty-five (35) nor more than sixty (60) days after the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person or persons requesting the meeting may give the notice in the manner provided in these Bylaws or upon application to the Superior Court as provided in California Corporations Code Section 305(c). Nothing contained in this paragraph of this Section shall be construed as limiting, fixing or affecting the time when a meeting of Shareholders called by action of the Board of Directors may be held.

Section 5. Notice of Meetings; Reports.

Notice of meetings, annual or special, shall be given in writing not less than ten (10) nor more than sixty (60) days before the date of the meeting, to Shareholders entitled to vote thereat by the Secretary or the Assistant Secretary, or if there be no such officer, or in the case of his or her neglect or refusal, by any Director or Shareholder.

Such notices or any reports shall be given personally or by mail, or other means of communication as provided in California Corporations Code Section 601, and shall be sent to the Shareholder's address appearing on the books of the corporation, or supplied

by him or her to the corporation for the purposes of notice, and in absence thereof as provided in California Corporations Code Section 601 by posting notice at a place where the corporation's principal executive office is located or by publication at least once in a newspaper of general circulation in the county in which the principal executive office is located. Notice of any meeting of Shareholders shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (ii) in the case of an annual meeting, those matters which the Board of Directors, at the date of the mailing of notice, intends to present for action by the Shareholders. At any meetings where Directors are elected, notice shall include the names of the nominees, if any, intended at the date of notice to be presented by the management for election.

If action is proposed to be taken at any meeting for approval of (i) contracts or transactions in which a Director has a direct or indirect financial interest, pursuant to California Corporations Code Section 310, (ii) an amendment to the Articles of Incorporation, pursuant to Section 902 of such Code, (iii) a reorganization of the corporation, pursuant to Section 1201 of such Code, (iv) dissolution of the corporation, pursuant to Section 1900 of such Code, or (v) a distribution to preferred Shareholders, pursuant to Section 2007 of the Code, the notice shall also state the general nature of such proposal.

Section 6. Quorum.

The presence in person or by proxy of the holders of at least one-third (1/3) of the shares entitled to vote at any meeting of Shareholders shall constitute a quorum for the transaction of business. The Shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by a majority of the shares required to constitute a quorum, or such greater percentage vote, or by voting by class, as may be required by the Articles of Incorporation or the California Corporations Code.

Section 7. Adjourned Meeting and Notice Thereof.

Any Shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the shares represented at such meeting, either in person or by proxy, but in the absence of a quorum, no other business may be transacted at such meeting.

When any meeting of Shareholders, either annual or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof, or the means of electronic transmission or electronic video screen communication by which the Shareholders may participate, are announced at the meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than forty-five (45) days from the date set for the original meeting, in which case the Board of Directors shall set a new record date. Notice of any such adjourned meeting shall be given to each Shareholder of record entitled to vote at the adjourned meeting in accordance with the provisions of Section 5 of this

Article. At any adjourned meeting the corporation may transact any business which might have been transacted at the original meeting.

Section 8. Waiver of Notice or Consent by Absent Shareholders.

The transactions at any meeting of Shareholders, either annual or special, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, not present in person or by proxy, signs or otherwise provides a written waiver of notice or a consent to a holding of the meeting, or any approval of the minutes thereof. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any regular or special meeting of Shareholders, except that if action is taken or proposed to be taken for approval of any of those matters specified in the last paragraph of Section 5 of this Article, the waiver of notice or consent shall state the general nature of such proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Attendance of a person at a meeting shall also constitute a waiver of notice of such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice if such objection is expressly made at the meeting.

Section 9. Shareholders Acting Without a Meeting; Filling Vacancies on Board.

Any action that may be taken at a meeting of the Shareholders may be taken without a meeting or notice of meeting if authorized by a writing signed by all of the Shareholders entitled to vote at a meeting for such purpose and filed with the Secretary of the corporation; provided further, that while Directors ordinarily can be elected only by unanimous written consent under California Corporations Code Section 603(d), as to vacancy created by causes other than removal, if the Directors fail to fill a vacancy, a Director to fill that vacancy may be elected by the written consent of persons holding a majority of shares entitled to vote for the election of Directors.

Section 10. Other Actions Without a Meeting.

Unless otherwise provided in the General Corporation Law, any action that may be taken at any annual or special meeting of Shareholders may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

Unless the consents of all Shareholders entitled to vote have been solicited in writing,

(a) Notice of any Shareholder approval pursuant to California Corporations Code Sections 310, 317, 1201 or 2007 without a meeting by less than unanimous written

consent shall be given at least ten (10) days before the consummation of the action authorized by such approval; and

(b) Prompt notice shall be given of the taking of any other corporate action approved by Shareholders without a meeting by less than unanimous written consent, to each of those Shareholders entitled to vote who have not consented in writing.

Any Shareholder giving a written consent, or the Shareholder's proxyholders, or a transferee of the shares of a personal representative of the Shareholder or their respective proxyholders, may revoke the consent by a writing received by the corporation prior to the time that written consents of the number of shares required to authorize the proposed action have been filed with the Secretary of the corporation, but may not do so thereafter. Such revocation is effective upon its receipt by the Secretary.

Section 11. Voting Rights; Cumulative Voting.

Only persons in whose names shares entitled to vote stand on the stock records of the corporation on the day fixed by the Board of Directors for the determination of the Shareholders of record, shall be entitled to vote at any Shareholders' meeting.

Provided the candidate's name has been placed in nomination prior to the voting and one or more Shareholders have given notice at the meeting prior to voting of the Shareholders intent to cumulate the Shareholders votes, every Shareholder entitled to vote at any election for Director of any corporation for profit may cumulate his or her votes and give one candidate a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which his or her shares are entitled, or distribute his or her votes on the same principle among as many candidates as he or she thinks fit.

The candidate receiving the highest number of votes up to the number of Directors to be elected are elected.

The Board of Directors may fix a time as a record date for the determination of the Shareholders entitled to notice of and to vote at any such meeting, or entitled to receive any such dividend or distribution, or any allotment, rights, or to exercise the rights in respect to any such change, conversion, or exchange of shares. In such case only Shareholders of record on the date so fixed shall be entitled to notice of and to vote at such meeting, or to receive such dividends, distribution, or allotment of rights or to exercise such rights, as the case may be, notwithstanding a transfer of any share on the books of the company after any record date fixed as aforesaid.

Section 12. Proxies.

Every Shareholder entitled to vote for Directors or on any other matter shall have the right to do so either in person or by one or more agents authorized by a proxy validly executed by the Shareholder. A proxy may be executed by written authorization signed, or by electronic transmission authorized, by the Shareholder or the Shareholder's attorney in fact, giving the proxyholder(s) the power to vote the Shareholder's shares. A proxy shall be deemed signed if the Shareholder's name or other authorization is placed on the proxy (whether by manual signature, typewriting, telegraphic or electronic transmission

or otherwise) by the Shareholder or the Shareholder's attorney in fact. A proxy may also be transmitted orally by telephone if submitted with information from which it may be determined that the proxy was authorized by the Shareholder or the Shareholder's attorney in fact.

A validly executed proxy which does not state that it is irrevocable shall continue in full force and effect unless revoked by the person executing it, prior to the vote pursuant thereto, by a writing delivered to the corporation stating that the proxy is revoked or by a subsequent proxy executed by, or attendance at the meeting and voting in person by the person executing the proxy; provided, however, that no such proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of California Corporations Code Section 705(e) and (f).

Section 13. Chairperson and Secretary of Meeting.

The President, or in the absence of the President, any Vice President, shall call the meeting of the Shareholders to order, and shall act as Chairperson of the meeting. In the absence of the President and all the Vice Presidents, Shareholders shall appoint a Chairperson at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Shareholders, but in the absence of the Secretary at any meeting of the Shareholders, the presiding officer shall appoint any person to act as such Secretary of the meeting.

Section 14. Inspectors of Election.

Before any meeting of Shareholders, the Board of Directors may appoint any person other than nominees for office to act as inspectors of election at the meeting or its adjournment. If no inspectors of election are appointed, the Chairperson of the meeting may, and on the request of any Shareholder or his or her proxy shall, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If inspectors are appointed at a meeting on the request of one or more Shareholders or proxies, the holders of a majority of shares or their proxies present at the meeting shall determine whether one (1) or three (3) inspectors are to be appointed. If any person appointed as inspector fails to appear or fails or refuses to act, the vacancy may be filled by appointment by the Board of Directors before the meeting, or by the Chairman at the meeting.

The duties of these inspectors shall be as follows:

- (a) Determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
- (b) Receive votes, ballots, or consents;

(c) Hear and determine all challenges and questions in any way arising in connection with the right to vote;

(d) Count and tabulate all votes or consents;

(e) Determine the election result; and

(f) Do any other acts that may be proper to conduct the election or vote with fairness to all Shareholders.

Section 15. Assessability of Shares.

The Board of Directors may levy assessments upon the outstanding shares of the corporation provided, however, that neither any assessment nor the levy thereof shall create any personal liability on any shareholder of the corporation. The majority of the outstanding shares of the corporation must approve such assessments.

**ARTICLE IV
CERTIFICATES AND TRANSFERS OF SHARES**

Section 1. Certificates for Shares.

Certificates for shares shall be of such form and device as the Board of Directors may designate and shall state the name of the record holder of the shares represented thereby; its number and date of issuance; the number of shares for which it is issued; a statement of the rights, privileges, preferences and restrictions, if any; a statement as to the redemption or conversion, if any; a statement of liens or restrictions upon transfer or voting, if any; and if the shares be assessable, or if assessments are collectible by personal action, a plain statement of such facts.

Every certificate for shares must be signed by the President or a Vice President and a Secretary or an Assistant Secretary, and must be authenticated by the signature of the President and Secretary or an Assistant Secretary. No certificate or certificates for shares are to be issued until such shares are fully paid, unless the Board authorizes the issuance of certificates or shares as partly paid, provided that such certificates shall state the amount of consideration to be paid therefore and the amount paid thereon.

Section 2. Transfer on the Books.

Upon surrender to the Secretary or transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction on its books.

Section 3. Lost or Destroyed Certificates.

Any person claiming a certificate of stock to be lost or destroyed shall make an affidavit or affirmation of that fact and shall, if the Directors so require, give the corporation a bond of indemnity, in the form and with one or more sureties satisfactory to the Board,

in at least double the value of the stock represented by said certificate, whereupon a new certificate may be issued in the same manner and for the same number of shares as the one alleged to be lost or destroyed.

Section 4. Transfer Agents and Registrars.

The Board of Directors may appoint one or more transfer agents or transfer clerks and one or more registrars, which shall be an incorporated bank or trust company, either domestic or foreign, who shall be appointed at such times and places as the requirements of the corporation may necessitate and the Directors may designate.

Section 5. Record Date; Closing Stock Transfer Books.

In order that the corporation may determine the Shareholders entitled to notice of any meeting or to vote or entitled to receive payment of any dividend or other distribution or allotment of any rights or entitled to exercise any rights in respect of any lawful action, the Board may fix in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days prior to the date of such meeting nor more than sixty (60) days prior to any other action. If no record date is fixed:

(a) The record date for determining Shareholders entitled to notice of or to vote at a meeting of Shareholders shall be at the close of the business on the business day next preceding the day on which notice is given or, if notice is waived, at close of business on the business day next preceding the day on which the meeting is held.

(b) The record date for determining Shareholders entitled to give consent to corporate action in writing without a meeting, when no prior action by the Board is necessary, shall be the day on which the first written consent is given.

(c) The record date for determining Shareholders for any other purpose shall be the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

The Board of Directors may close the books of the company against transfers of shares during the whole or any part of such period.

Section 6. Legend Condition.

In the event any shares of this corporation are issued pursuant to a permit or exemption therefrom requiring the imposition of a legend condition, the person or persons issuing or transferring said shares shall make sure said legend appears on the certificate and on the stub relating thereto in the stock record book and shall not be required to transfer any shares free of such legend unless an amendment to such permit or a new permit be first issued so authorizing said deletion.

ARTICLE V INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

The corporation may at its option, to the maximum extent permitted by the California General Corporation Law and by the articles, indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the corporation. For the purposes of this Section, an "agent" of the corporation includes a person who is or was a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a corporation which was a predecessor corporation of the corporation or of any other enterprise at the request of such predecessor corporation.

ARTICLE VI CORPORATE RECORDS AND REPORTS; INSPECTION

Section 1. Records.

The corporation shall maintain, in accordance with generally accepted accounting principles, adequate and correct accounts, books and records of its business and properties. If the corporation has fewer than one hundred (100) Shareholders, the financial statements need not be prepared according to generally accepted accounting principles so long as the financial statement reasonably sets forth the assets and liabilities, income and expenses of the corporation, and discloses the accounting basis used. All of such books, records and accounts shall be kept at the corporation's principal executive office in the State of California, as fixed by the Board of Directors, from time to time, or at such place or places as designated by the Board of Directors, and shall be kept in either written form or another form capable of being converted into writing, or in any combination of the foregoing. The minutes and accounting books and records shall be open to inspection upon written demand of any Shareholder or holder of a voting trust certificate, at any reasonable time during usual business hours, for a purpose reasonably related to such holder's interest as a Shareholder or as the holder of a voting trust certificate. Such inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. The foregoing rights of inspection shall extend to the records of each subsidiary corporation.

Section 2. Maintenance and Inspection of Share Register.

The corporation shall keep at its principal executive office, or at the office of its transfer agent or registrar, if either be appointed and as determined by Board of Directors' resolution, a record of its Shareholders and the number and class of shares held by each. A Shareholder or Shareholders of the corporation holding at least five percent (5%) in the aggregate of the corporation's outstanding voting shares of the corporation may (i) inspect, and copy the records of Shareholder names and addresses and shareholding during usual business hours upon five (5) days prior written demand upon the corporation, and/or (ii) obtain from the transfer agent of such transfer agent's usual charges for such a list, a list of the names and addresses of the Shareholders entitled to vote for the election of Directors, and their shareholdings, as of the most recent record

date for which list has been compiled or as of a date specified by the Shareholders subsequent to the day of demand. Such list shall be made available by the transfer agent on or before the later of five (5) days after the demand is received or the date specified therein as the date as of which the list is to be compiled. The record of Shareholders shall also be open to inspection upon the written demand of any Shareholder or holder of a voting trust certificate, at any time during usual business hours, for a purpose reasonably related to such holder's interest as a Shareholder or as a holder of a voting trust certificate. Any inspection and copying under this Section may be made in person or by an agent or attorney of such Shareholder or holder of a voting trust certificate making such demand.

Section 3. Maintenance and Inspection of Bylaws.

The corporation shall keep at its principal executive office, or if its principal executive office is not in this state, at its principal business office in this state, the original or a copy of the Bylaws amended to date, which shall be open to inspection by the Shareholders at all reasonable times during office hours. If the principal executive office of the corporation is outside the state and the corporation has no principal business office in this state, the Secretary shall, upon written request of any Shareholder, furnish to such Shareholder a copy of the Bylaws as amended to date.

Section 4. Annual Report to Shareholders.

Provided this corporation has one hundred (100) Shareholders or less, the Annual Report to Shareholders referred to in Section 1501 of the General Corporation Law is expressly dispensed with, but nothing herein shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to Shareholders of the corporation as they deem appropriate. Should this corporation have one hundred (100) or more Shareholders, an Annual Report must be furnished not later than one hundred twenty (120) days after the end of each fiscal period.

Section 5. Financial Statements.

A copy of any annual financial statement and any income statement of the corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the corporation as of the end of each such period, that has been prepared by the corporation shall be kept on file at the principal executive office of the corporation for twelve (12) months from the date of its execution, and each such statement shall be exhibited at all reasonable times to any Shareholder demanding an examination of such statement or a copy shall be made to any such Shareholder.

If a Shareholder or Shareholders holding at least five percent (5%) of the outstanding shares of any class of stock of the corporation make a written request to the corporation for an income statement of the corporation for the three (3) month, six (6) month, or nine (9) month period of the then current fiscal year ended more than thirty (30) days prior to the date of the request, and a balance sheet of the corporation at the end of such period, the Chief Financial Officer shall cause such statement to be prepared, if not

already prepared, and shall deliver personally or mail such statement or statements to the person making the request within thirty (30) days after the receipt of such request. If the corporation has not sent to the Shareholders its Annual Report for the last fiscal year, this report shall likewise be delivered or mailed to such Shareholder or Shareholders within thirty (30) days after such request.

The corporation also shall, upon the written request of any Shareholder, mail to the Shareholder a copy of the last annual, semi-annual or quarterly income statement that it has prepared and a balance sheet as of the end of such period. This quarterly income statement and balance sheets referred to in this Section shall be accompanied by the report thereon, if any, of any independent accountants engaged in the corporation or the certificate of authorized officer of the corporation that such financial statements were prepared without audit from the books and records of the corporation.

Section 6. Annual Statement of General Information.

The corporation shall, in a timely manner, file with the Secretary of State of California, on the prescribed form, a statement setting forth the authorized number of Directors, the names and complete business or residence addresses of all incumbent Directors, the names and complete business or residence addresses of the Chief Executive Officer, Secretary, and Chief Financial Officer, the street address of its principal executive office or principal business office in this state the general type of business constituting the principal business activity of the corporation, and such other information as may be required by law, together with a designation of the agent of the corporation for the purpose of the service of process, all in compliance with California Corporations Code Section 1502.

**ARTICLE VII
GENERAL CORPORATE MATTERS**

Section 1. Checks, Drafts, and Evidences of Indebtedness.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 2. Corporate Contracts and Instruments, How Executed.

The Board of Directors, except as in the Bylaws otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of any officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 3. Representation of Shares of Other Corporation.

The Chairman of the Board, the President, or any Vice President, or any other person authorized by resolution of the Board of Directors by any of the foregoing designated officers, is authorized to vote on behalf of the corporation any and all shares of any other corporation or corporations, foreign or domestic, standing in the name of the corporation. The authority herein granted to said officers to vote or represent on behalf of the corporation any and all shares held by the corporation in any other corporation or corporations may be exercised by any such officer in person or by any person authorized to do so by proxy duly elected by said officer.

Section 4. Construction and Definitions.

Unless the context requires otherwise, the general provisions, rules of construction, and the definitions of the California General Corporation Laws shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

**ARTICLE VIII
AMENDMENTS TO BYLAWS**

Section 1. Amendment by Shareholders.

New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote or written consent of holders of a majority of the outstanding shares entitled to vote; provided, however, that if the Articles of Incorporation of the corporation set forth the number of authorized Directors of the corporation, the authorized number of Directors may be changed only by an amendment of the Articles of Incorporation.

Section 2. Amendment by Directors.

Subject to the rights of the Shareholders as provided in Section 1 of this Article, to adopt, amend, or repeal Bylaws, and the limitation of California Corporations Code Section 204(a)(5) and 212, Bylaws may be adopted, amended, or repealed by the Board of Directors.

**ARTICLE IX
MISCELLANEOUS**

Section 1. References to Code Sections.

Section designations of three (3) digits or more herein refer to the General Corporation Law of California as effective January 1, 1977.

Section 2. Effect of Shareholders Agreement.

Any Shareholders agreement authorized by California Corporations Code Section 300(b) shall only be effective to modify the terms of these Bylaws if this corporation elects to become a close corporation with appropriate filing of or amendment to its Articles as required by California Corporations Code Section 202 and shall terminate when this corporation ceases to be a close corporation. Such an agreement cannot waive or alter Sections 158, (defining close corporations), 202 (requirements of

Articles of Incorporation), 500 and 501 (relative to distribution), 111 (merger), 1201(e) (reorganization) or Chapter 15 (records and reports), Chapter 16 (inspection rights), Chapter 18 (involuntary dissolution), or Chapter 22 (crimes and penalties). Any other provisions of the Code or these Bylaws may be altered or waived thereby, but to the extent they are not so altered or waived these Bylaws shall be applicable.

Section 3. Subsidiary Corporations.

Shares of this corporation owned by a subsidiary shall not be entitled to vote on any matter. A subsidiary for these purposes is defined in California Corporations Code Section 189(a) and (b).

Section 4. Offices.

The Board of Directors shall fix the location of the principal executive office of the corporation at any place within the State of California. If the principal executive office is located outside this state, and the corporation has one or more business offices in this state, the board of directors shall likewise fix and designate a principal business office in the State of California.

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

CERTIFICATE

I, _____, hereby certify that:

I am the Secretary of ODD FELLOWS SIERRA RECREATION ASSOCIATION, a California corporation. The foregoing Amended and Restated Bylaws, consisting of twenty (20) pages, are a true and correct copy of the Bylaws of the corporation as duly adopted by approval of the Board of Directors of the corporation at a regular meeting duly held on May __, 2013, at Sonora, California.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the corporation this __ day of May 2013.

_____, Secretary

Odd Fellows Sierra Recreation Assoc.

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