

BYLAWS
OF
ROTARY CLUB OF VENTURA - EAST
FOUNDATION, INC.

1.0 NAME.

The name of this Corporation shall be ROTARY CLUB OF VENTURA - EAST FOUNDATION, INC.

2.0 OFFICES.

2.1 Principal.

The principal office for the transaction of the business of the Corporation ("principal executive office") is located at 1050 South Kimball Road, Ventura, California 93004. The Directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

2.2 Other Offices.

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.

3.0 OBJECTIVES AND PURPOSES

The specific purposes of this Corporation are:

A. To make contributions to and otherwise aid charitable organizations and charitable activities designated by this Corporation or the Rotary Club of Ventura - East and described in Section 5.01(c)(3) of the Internal Revenue Code.

B. To directly engage in and carry on programs for charitable and educational purposes.

4.0 NONPARTISAN ACTIVITIES:

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purpose described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any

candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

5.0 DEDICATION OF ASSETS.

The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, officer or director of this Corporation. Its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

6.0 MEMBERS.

The Corporation shall have no members, and every act required by law to be done or approved by members of the Corporation shall be done or approved by the Board of Directors.

7.0 DIRECTORS.

7.1 Powers.

A. General Corporation Powers. The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. All directors shall be members of the Rotary Club of Ventura - East.

B. Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

(1) Select and remove all officers, agents and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation.

(2) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, dependency or country and conduct business within or outside the State of California.

(3) Adopt, make and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.

(4) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

7.2 Number and Qualifications of Directors.

The authorized number of Directors shall be nine (9). The number of Directors may be changed by unanimous resolution of the Directors at any regular or special meeting or without a meeting pursuant to written consent of all the Directors.

The Directors shall consist of the immediate past president, the acting president and the president elect of the Rotary Club of Ventura - East, and six (6) members elected from the general membership of the Rotary Club of Ventura - East. The immediate past president, acting president and president elect shall serve one (1)-year terms. After the initial election, the six (6) members elected from the general membership shall serve three (3)-year terms. At the initial election two (2) members shall serve for one (1) year, two (2) members shall serve for two (2) years, and two (2) members shall serve for three (3) years. Except for the directors so appointed because of the positions as immediate past president, acting president and president elect of the Rotary Club of Ventura - East, no director shall serve more than two (2) consecutive terms. In the event the immediate past president, acting president or president elect is already serving as a Director, a replacement director shall be elected for a one (1)-year term.

7.3 Election and Term of Office of Directors.

Directors shall be elected at the regular meeting of the Rotary Club of Ventura - East on the second Thursday of May of each year. However, if that meeting is not held or the Directors are not elected at that meeting, they may be elected at any special or regular Rotary Club of Ventura - East meeting held for that purpose. Each Director, including a Director elected to fill a vacancy or office shall serve until expiration of the term for which elected and thereafter until a successor has been elected and qualified.

The directors elected for their designated term shall take office on July 1st and serve through June 30th of the year in which their term so ends. Provided, however, should the initial directors be elected prior to July 1st, then such directors shall take office immediately and also serve their designated term.

7.4 Vacancies.

A. Events Causing Vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:

(1) The death, resignation or removal of any Director from the Board of Directors or from membership in the Rotary Club of Ventura - East.

(2) The declaration by resolution of the Board of Directors of a vacancy of this office of a Director who has been declared of unsound mind by an order of court or convicted of felony or has been found by final order or judgment of any court to have breached a duty under Sections 5230 and following of the California Nonprofit Corporation Law;

(3) An increase in the authorized number of Directors, or

(4) The failure of the Directors, at any meeting at which any Director or Directors are to be elected, to elect the number of Directors to be elected at such meeting.

B. Resignation. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chairman of the Board, the President, the Secretary or the Board of Directors. The Board of Directors may elect a successor to take office as of the date when resignation becomes effective. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

C. Effect of Reduction in Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

7.5 Place of Meetings; Meetings by Telephone.

Regular meetings of the Board of Directors may be held at any place within the State of California that has been designated from time to time by resolution of the Board. A regular or special meeting of the Board of Directors may also be held at any place consented to in writing by all the Board members, either before or after the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

7.6 Annual Meeting.

The Board of Directors shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business. The date, time and place of this meeting shall be at such date, time and place as fixed by resolution of the Board, and thereafter notice of this meeting shall not be required.

7.7 Other Regular Meetings.

Other regular meetings of the Board of Directors may be held without call at such time as from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice.

7.8 Special Meetings.

A. Authority to Call. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board or the President, or any Vice President, the Secretary, or any two (2) Directors.

B. Notice.

(1) Manner of Giving. Notice of the time and place of special meetings shall be given to each Director by one of the following members:

(a) By personal delivery of written notice;

(b) By first-class, postage paid;

(c) By telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; or

(d) By telegram, charges prepaid, or by fax. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation.

(2) Time Requirements. Notices sent by first-class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or telegraph shall be delivered, telephoned or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

(3) Notice Contents. The notice shall state the time, place and purpose for the meeting.

7.9 Quorum.

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Paragraph 7.11 herein. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to: (1) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (2) appointment of committees, and (3) indemnification of Directors.

7.10 Waiver of Notice.

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if: (1) a quorum is present, and (2) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. 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.

7.11 Notice of Adjournment

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

7.12 Action Without Meeting.

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

7.13 Fees and Compensation of Directors.

Directors and members of committees shall not receive compensation for their services as such, but may receive such reimbursement of expenses as is authorized by resolution of the Board of Directors from time to time.

8.0 COMMITTEES:

The Board of Directors, by resolution adopted by a majority of the Directors then in office, designate one (1) or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the

Board, except that no committee, regardless of Board resolution, may:

A. Take any final action on matters which, under the Nonprofit Corporation Law of California, requires approval by the entire Board;

B. Fill vacancies on the Board of Directors or in any committee which has the authority of the Board;

C. Amend or repeal Bylaws or adopt new Bylaws;

D. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or appealable;

E. Appoint any other committees of the Board of Directors or the members of these committees;

F. Approve any transaction: (1) to which the Corporation is a party and one (1) or more Directors have a material financial interest; and (2) between the Corporation and one (1) or more of its Directors or between the Corporation or any person in which one (1) or more of its Directors have a material financial interest.

8.2 Meetings and Action of Committees.

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 of these Bylaws concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

9.0 OFFICERS.

9.1 Officers.

The officers of the Corporation shall be a President, President Elect, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one (1) or more Vice Presidents, one (1) or more Assistant Secretaries, one (1) or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Paragraph 9.3 hereof. Any number of offices may be held by the same person.

9.2 Election of Officers.

The officers of the Corporation, except those appointed in accordance with the provisions of Paragraph 9.3 hereof, shall be chosen by the Board of Directors, and each shall serve for one (1) term (year) at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

9.3 Subordinate Officers.

The Board of Directors may appoint, and may authorize the Chairman of the Board or the President or another officer to appoint, any other officers which the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

9.4 Removal of Officers.

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

9.5 Resignation of Officers.

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in 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 the Corporation under any contract to which the officer is a party.

9.6 Vacancies in Offices.

A vacancy in any office because of death, resignation, disqualification or any other cause shall be filled only in the

manner prescribed in these Bylaws for regular appointments to that office.

9.7 Responsibilities of Officers.

A. **Chairman of the Board.** If such an officer be elected, the Chairman of the Board shall preside at meetings of 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 Paragraph B below.

B. **President.** Subject to such supervisory powers as may be given by the Board of Directors to the Chairman of the Board, if any, the President shall, subject to the control of the Board of Directors, generally supervise, direct and control the business and the officers of the Corporation. He or she shall preside at all meetings of the members 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 such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

C. **President Elect.** In the absence or disability of the President, the President Elect shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions upon, the President. The President Elect 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 Chairman of the Board.

D. **Secretary.** The Secretary shall attend to the following:

(1) **Book of Minutes.** The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Directors and committees of Directors, with the time and place of holding, whether regular or special, and if special, who authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(2) **Notices, Seal and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the members of the Board of Directors required by the Bylaws to be given. He or she shall keep the seal of the Corporation in safe custody. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

E. Treasurer. The Treasurer shall attend to the following:

(1) Books of Account. The Treasurer 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 other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(2) Deposit and Disbursements of Money and Valuables. The Treasurer shall deposit all money 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; shall disburse the funds of the Corporation as may be prescribed by the Board of Directors or the Bylaws.

(3) Bond. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in the amount of and with the surety or sureties specified by the Board for faithful performance of the duties of this office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in his possession or under his control on his death, resignation, retirement or removal from office.

10.0 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS.

10.1 Definitions.

For the purpose of this Article:

A. "Agent" means any person who is or was a Director, officer, employee or other agent of this Corporation, or is or was serving at the request of this Corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or as a Director of a corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;

B. "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and

C. "Expenses" includes, without limitation, all attorney fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorney fees,

costs and other expenses incurred in establishing a right to indemnification under this article.

10.2 Successful Defense by Agent.

To the extent that an agent of the Corporation has been successful on the merits in the defense of any proceeding referred to in this article, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by this agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

10.3 Actions Brought by Persons Other Than the Corporation.

Subject to the required findings to be made pursuant to Paragraph 10.5 below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an officer, Director or person granted relator status by the Attorney General, or by the Attorney General on the ground that the defendant Director was or is engaging in self-dealing within the meaning of California Corporations Code section 5233, or by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceedings.

10.4 Action Brought by or on Behalf of the Corporation.

A. Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, their agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceedings, unless it is settled with the approval of the Attorney General.

B. Claims and Suits Awarded Against Agent. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or as an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- (1) The determination of good faith conduct required by 10.5 below must be made in the manner

provided for in that section; and

(2) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

10.5 Determination of Agent's Good Faith Conduct.

The indemnification granted to an agent in Paragraphs 10.3 and 10.4 above is conditioned on the following:

A. Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this Corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceedings, the person must have had no reasonable cause to believe that his conduct was unlawful.

B. Manner of Determination of Good Faith Conduct. The determination that an agent did act in a manner complying with Paragraph (A) above shall be made by:

(1) The Board of Directors by a majority of a quorum consisting of Directors who are not parties to the proceeding; or

(2) The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is proposed by this Corporation.

10.6 Limitations.

No indemnification or advance shall be made under this article, except as provided in Paragraphs 10.2 and 10.4(B)(2), in any circumstance when it appears:

A. The indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the Direc-

tors, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceedings in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification, or

B. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

10.7 Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to prepay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this article.

10.8 Contractual Rights of Nondirectors and Nonofficers.

Nothing contained in this article shall affect any right to indemnification to which persons other than Directors and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

10.9 Insurance.

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability under the provisions of this section.

11.0 RECORDS AND REPORTS.

11.1 Maintenance of Corporate Records.

The Corporation shall keep adequate and correct books and records of account, and minutes in written form of the proceedings of the Board of Directors and committees of the Board. All such records shall be kept at the corporation's principal executive office or, if the Corporation has no principal executive office, at the principal residence of the Secretary of the Corporation in office from time to time or at such other place as may be designated by resolution of the Board of Directors.

11.2 Maintenance and Inspection of Articles and Bylaws.

The Corporation shall keep at its principal executive office the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times. If the Corporation has no principal executive office the Articles and Bylaws shall be kept at the principal

residence of the Secretary of the Corporation in office from time to time or at such other place as may be designated by resolution of the Board of Directors.

11.3 Inspection by Directors.

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

11.4 Annual Report.

A. Not later than one hundred twenty (120) days after the close of the Corporation's fiscal year, the Board shall cause an annual report to be prepared and distributed to all Directors. Such report shall contain the following information in reasonable detail:

(1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.

(2) The principal changes in assets and liabilities, including trust funds during the fiscal year.

(3) The revenue and receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

(5) Any information required by Paragraph 11.6 hereof.

B. The report required by this section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

C. The Board may elect to cause to be prepared and distributed the annual information return(s) which it is required to file with the Internal Revenue Service, and in such event such return(s) shall satisfy the requirements of this section (other than subsection 11.5 hereof).

11.5 Annual Statement of Certain Transactions and Indemnification.

No later than the time the Corporation distributes its annual

report, and in any event no later than one hundred twenty (120) days after the close of the Corporation's fiscal year, the Corporation shall prepare and mail or deliver to each Director a statement of the amount and circumstances of any transaction or indemnification of the following kind:

A. Any transaction(s) in which the Corporation was a party, and in which any Director or officer of the Corporation had a direct or indirect financial interest;

B. Any indemnifications or advances during the fiscal year to any officer or Director of the Corporation pursuant to Article 10 hereof, unless such indemnification has already been approved by the Board pursuant to Paragraph 10.5B(1) hereof.

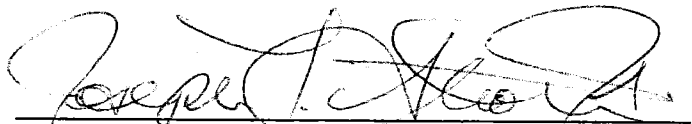
12.0 CONSTRUCTION AND DEFINITIONS.

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

13.0 AMENDMENTS.

A. These Bylaws may be amended from time to time by a majority vote of the Board of Directors.

B. If any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of Directors.



Joseph L. Strohman, Jr.,
Incorporator

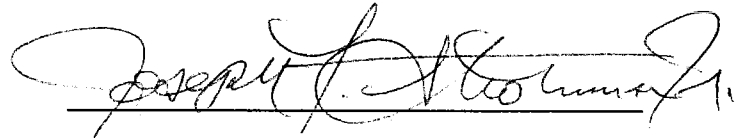
CERTIFICATE OF SECRETARY

I, the undersigned, certify that:

1. I am the presently elected and acting secretary of Rotary Club of Ventura - East Foundation, Inc., a California corporation; and

2. The above Bylaws, consisting of fifteen (15) pages, are the Bylaws of this corporation as adopted and ratified at a meeting of the board of directors held on April 7, 1992.

IN WITNESS WHEREOF, I have subscribed my name and affixed the seal of this corporation on April 8, 1992.


Secretary