

AMENDED AND RESTATED BYLAWS
OF
RUIZ 4 KIDS,
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I
ORGANIZATION

Section 1.01 **Name**. The name of this Corporation is RUIZ 4 KIDS.

Section 1.02 **Purposes and Limitations**. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific and primary purpose of this Corporation is to raise, secure, and distribute contributions for the benefit of needy children in the community.

This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any of the above statements of purposes and powers, this Corporation shall not, except to an unsubstantial degree, engage in any activities, or exercise any powers that are not in furtherance of the specific and primary purposes of this Corporation and this Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or (b) by corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Section 1.03 **Dedication of Assets**. The property of this Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director or officer thereof or to the benefit of any private person. Upon the dissolution or winding up 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 or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). And which is qualified for exemption from taxation under Section 2370d of the California Revenue and Taxation Code (or the corresponding provision of any future California Revenue and Tax Law).

ARTICLE II
OFFICES

Section 2.01 **Principal Office**. The principal office for the transaction of the activities and affairs of the Corporation (“principal executive office”) is fixed and located at 501 S. Alta Avenue, Dinuba, California 93618. The Board of Directors may change the principal executive office from one location to another. Any change of this location shall be noted by the Secretary of the Corporation on these Bylaws opposite this section, or this section may be amended to state the new location.

ARTICLE III MEMBERSHIP

Section 3.01 **Members.** This Corporation shall have no members within the meaning of Section 5056 of the California Corporations Code. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of a majority of the Board of Directors. All rights which would otherwise vest in the members shall vest in the Directors.

Section 3.02 **Affiliated Persons.** Nothing in this Article III shall limit the right of the Corporation to refer to contributors, advisors, or other persons or entities associated with it as “member” even through those contributors, advisors, or other persons or entities are not members, and no reference shall constitute anyone a member, within the meaning of Section 5056 of the California Corporations Code. The Corporation may confer by amendment of its Articles of Incorporation or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation’s Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of Section 5056 of the California Corporations Code.

ARTICLE IV DIRECTORS

Section 4.01 **Powers.** Subject to the provisions and limitations of the California Nonprofit Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation or these Bylaws, the activities 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. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provide the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by, or under the ultimate direction of, the Board of Directors.

Without prejudice to these general powers and subject to the same limitations, the Board of Directors, in addition to the other powers enumerated in these Bylaws, shall have the power to:

- (a) Appoint and remove, at the pleasure of the Board of Directors, all officers, agents, and employees of the Corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation, if any; and require from them security for faithful service;
- (b) Change the principal executive office in the State of California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state or country and conduct its activities within or without the State of California; and designate any place within or without the State of California for holding any meeting of Directors;
- (c) Adopt and use a corporate seal; and
- (d) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation’s purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 4.02 **Number and Qualification of Directors.** The authorized number of Directors shall be no less than seven (7) and no more than fifteen (15) until changed by amendment to this bylaw made pursuant to the provisions of Article IX of these Bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors. Directors need not be residents of the State of California.

Section 4.03 **Duties of Directors.** In addition to those duties required under California law, the Corporation's Articles of Incorporation and these Bylaws, the Directors shall perform the following duties:

- (a) Set policy for the Corporation;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the Corporation;
- (c) Supervise all officers, agents and volunteers of the Corporation to assure their duties are performed properly,
- (d) Regularly attend meetings of the Board of Directors; and
- (e) Serve on at least one (1) standing committee.

Section 4.04 **Restriction on Interested Persons as Directors.** No more than forty-nine percent (49%) of the persons serving on the Board of Directors may be interested persons. For purposes of this Section 4.03, an "interested person" is (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this bylaw shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 4.05 Election, Designation, and Term of Office of Directors. All of the Directors for the Corporation shall be elected at an annual meeting of the Directors by the majority vote of the members of the Board of Directors then in office. The Nominating Committee shall present a slate of nominees for election as Directors. Nominations may also be made by Directors from the floor.

At the request of any Director holding office, the election of Directors shall be by secret ballot. Each such successor Directors shall hold office for two (2) years or until the second succeeding annual meeting of Directors. If any such successor Directors are not elected at any annual meeting, they may be elected at any special meeting of Directors held for that purpose or by unanimous written consent. Each such Director, including a Director appointed to fill a vacancy or elected at a special Directors' meeting or by unanimous written consent, shall hold office until expiration of the term for which appointed or elected and until a successor Director has been elected and qualified.

No Director shall serve more than three elected, consecutive terms. A Director who has served three consecutive two-year terms may not seek reappointment to the Board until at least two years have passed. Directors on hiatus can remain active by serving in an advisory or associate capacity.

Section 4.06 **Vacancies; Resignation of Directors.** A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of any of the following: (a) the death or resignation of any Director; (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; or (c) the increase of the authorized number of Directors.

Except as provide below, any Director may resign by giving written notice to the Chairman of the Board of Directors, if any, the President, the Secretary, or the Board of Directors of the Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a future time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of State of California, no Director may resign if the Corporation would be left without a duly elected Director or Directors.

Vacancies on the Board of Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

No reduction of the authorized number of Directors shall have the effect of removing any Director from office before that Director's term of office has expired.

Section 4.07 **Place of Directors' Meetings; Meetings By Telephone.** Meetings of the Board shall be held at any place, within or without the State of California, that has been designated, at the principal executive office of the Corporation. Any meeting may be held by conference telephone, or other similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

Section 4.08 **Annual Meeting of Directors.** The Board of Directors shall hold an annual meeting the Fall of each year. Each such annual meeting shall be held for purposes of organization, the election of Directors and officers, and the transaction of other business. Notice of this meeting shall not be required.

Section 4.09 **Other Regular Meetings.** Other regular meetings of the Board of Directors may be held without notice at such time and place as the Board of Directors may fix from time to time by resolutions of the Board of Directors, provided a copy of such resolution is given to each Director.

Section 4.10 **Special Meetings.** Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board of Directors, if any, the President, the Vice President, the Secretary or any two (2) Directors.

Special meetings of the Board of Directors shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or other systems or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation.

The notice shall state the time of the meeting, and the place if the place is other than the principal executive office of the Corporation. The notice need not specify the purpose of the meeting.

Section 4.11 **Quorum.** A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action take or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board of Directors, subject to the provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (b) approval of certain transactions between corporations having common directorships; (c) creation of, and appointments to, committees of the Board of Directors, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 4.12 **Waiver of Notice.** Notice of a meeting need not be given to any Director who, either before or after the meetings, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to that Director.

Section 4.13 **Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 4.14 **Notice of Adjourned Meeting.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another 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.

Section 4.15 **Action Without a 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 of Directors consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an “interested director,” as defined in Section 5233 of the California Corporations Code, shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board of Directors. All such consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 4.16 **Compensation and Reimbursement of Directors.** Directors shall serve without compensation and may not be compensated for rendering personal services to the Corporation in any capacity whatsoever. Notwithstanding this fact, Directors and members of committees may receive such reimbursement of expenses, as may be fixed or determined by resolution of the Board of Directors to be just and reasonable as to the Corporation at the time that such resolution is adopted.

ARTICLE V COMMITTEES; BOARD OF ADVISORS

Section 5.01 **Committees of the Board.** The Corporation may have the following standing committees, as well as any other committees approved by a majority of the Directors then in office, provided a quorum is present: (i) Executive Committee, (ii) Audit Committee, (iii) Public Relations/Technology Committee, (iv) Scholarship Committee, (v) Compadre Committee, (vi) Sunshine Committee, (vii) Golf Committee, (viii) Fall Fundraiser Committee, and (ix) Denison Committee. A chairperson for each committee shall be appointed by the Board of Directors and shall serve at the pleasure of the Board of Directors. Committee members shall be appointed by the committee chairperson and shall serve at the pleasure of the chairperson. Committee members need not be Directors. Each committee shall have the authority provided by the Board of Directors or these Bylaws, except that no committee, regardless of Board resolution, may:

- (1) Fill vacancies on the Board of Directors;
- (2) Fix compensation for the Directors for serving on the Board of Directors or on any committee;
- (3) Amend or repeal these Bylaws or adopt new bylaws;
- (4) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable; or
- (5) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233 (d)(3) of the California Corporations Code.

Section 5.02 **Meetings and Actions of Committees.** Meetings and actions of the committees of the Board of Directors shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of

special meetings of such committees may be determined either by Board resolution or, if these is none, by resolution of the committee of the Board of Directors. Minutes of each meeting of any committee of the Board of Directors shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee, provided that such rules are consistent with these Bylaws or, in the absence of rules adopted by the Board of Directors, the committee may adopt such rules. Committee chairpersons shall report on committee activity at each meeting of the Board of Directors. All committees must operate within the budget approved by the Board of Directors. Unbudgeted expenses or cost over-runs must received the prior approval of the Board of Directors.

Section 5.03 **Executive Committee.** The President, Vice President, Secretary and Chief Financial Officer of and the Assistant Treasurer of the Corporation shall constitute the Executive Committee. The Executive Committee shall (i) establish agendas for regular and annual meetings of the Board of Directors, (ii) make recommendations on certain actions to be taken by the Board of Directors, (iii) act on behalf of the Board of Directors in extreme circumstances, and (iv) perform all other functions which may be prescribed from time to time by the Board of Directors.

Section 5.04 **Audit Committee.** The Audit Committee shall (i) oversee the Corporation's internal control system, (ii) investigate the accuracy of the records and reports to the governing body, (iii) determine proper authorization of activities and expenditures, (iv) determine the physical existence of assets, (v) review the tax-exempt status and identification of any activities that may endanger it, and (vi) ascertain corporate, federal and state reports are filed in a timely manner.

Section 5.05 **Fall Fundraiser Committee.** The Fall Fundraiser Committee shall (i) develop policies and procedure for the annual Fall fundraiser, (ii) prepare a budget for proposed event and present it to the Executive Committee by October for inclusion in the following year's budget for the Corporation, (iii) coordinate all planning and meetings for event, and (iv) perform all other functions which may be prescribed from time to time by the Board of Directors.

Section 5.06 **Golf Committee.** The Golf Committee shall (i) develop policies and procedures for the golf tournament, (ii) prepare a budget for the golf tournament and present it to the Executive Committee by October for inclusion in the following year's budget for the Corporation, (iii) coordinate all planning and meetings for the golf tournament, and (iv) perform all other functions which may be prescribed from time to time by the Board of Directors.

Section 5.07 **Scholarship Committee.** The Scholarship Committee shall (i) develop and provide to the Board of Directors recommendations for long-term goals and future projects in education, (ii) develop criteria for scholarship recipient selection, (iii) prepare scholarship applications and select scholarship recipients, (iv) attend scholarship presentations, and (v) perform all other functions which may be prescribed from time to time by the Board of Directors.

Section 5.06 **Compadre Committee.** The Compadre Committee shall (i) develop a plan for enlisting compadres, (ii) provide nurturing and recognition for compadres, (iii) develop and implement fundraising efforts, and (iv) perform all other functions which may be prescribed from time to time by the Board of Directors.

Section 5.07 **Public Relations/Technology Committee.** The Public Relations/Technology Committee shall (i) develop and maintain public relations/technology, (ii) prepare a budget for public relations/technology and present it to the Executive Committee by October for inclusion in the following year's budget for the Corporation, (iii) coordinate all planning and meetings regarding public relations/technology, and (iv) perform all other functions which may be prescribed from time to time by the Board of Directors.

Section 5.08 **Sunshine Committee.** The Public Relations/Technology Committee shall (i) develop and maintain special efforts and event functions, (ii) prepare a budget and present it to the Executive Committee by October for inclusion in the following year's budget for the Corporation, (iii) coordinate all committee planning and meetings, and (iv) perform all other functions which may be prescribed from time to time by the Board of Directors.

Section 5.09 **Denison Committee.** The Denison Committee shall (i) develop and maintain Corporation presence within the Denison area, (ii) prepare a budget and present it to the Executive Committee by October for inclusion in the following year's budget for the Corporation, (iii) coordinate all committee planning and meetings, and (iv) perform all other functions which may be prescribed from time to time by the Board of Directors.

Section 5.10 **The Board of Advisors.** The Board of Advisors shall provide advice and counsel to the Board of Directors and serve as goodwill ambassadors of the Corporation. Members of the Board of Advisors shall be appointed annually for two (2) year terms by the Board of Directors. There shall be no limit to number of terms a person may serve on the Board of Advisors. Members of the Board of Advisors shall serve as goodwill ambassadors and advocates for the Corporation. Members of the Board of Advisors shall advise the Board of Directors on available options or recommend actions in areas of their expertise. Member of the Board of Advisors shall endeavor to keep themselves informed on children in need issues via the Corporation's literature and correspondence and through attendance at periodic meetings of the Board of Advisors chaired by the President.

ARTICLE VI OFFICERS

Section 6.01 **Officers of the Corporation.** The officers of the Corporation shall be a President, a Vice President, a Secretary, a Chief Financial Officer, and an Assistant Treasurer. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board and such other officers as may be appointed in accordance with Section 6.02 of the Bylaws. No more than one (1) of the above-referenced four (4) principal offices of the Corporation may be held by the same person.

Section 6.02 **Appointment of Officer.** The officers of the Corporation, except such officers as may be appointed under Section 6.03 of these Bylaws, shall be chosen bi-annually by the Board of Directors and shall serve at the pleasure of the Board of Directors.

Section 6.03 **Additional Officers.** The Board of Directors may appoint and may authorize the Chairman of the Board of Directors, the President, or other officer, to appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined by the Board of Directors.

Section 6.04 **Removal and Resignation of Officers.** Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board of Directors and also, if the officer was not chosen by the Board of Directors, by any officer on whom the Board may confer that power of removal.

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 6.05 **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 that office, provided, however, that vacancies need not be filled on an annual basis or bi-annual basis.

Section 6.06 **Chairman of the Board**. If a Chairman of the Board of Directors is appointed, such officer shall preside at meetings of the Board of Directors and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

Section 6.07 **President**. Subject to such supervisory powers as the Board of Directors may give to the Chairman of the Board of Directors, if any, and subject to the control of the Board of Directors, the President shall:

- A. Be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers;
- B. Preside, in the absence of the Chairman of the Board of Directors, or if there is none, at all meetings of the Board of Directors and the Executive Committee;
- C. Together with other officers and committee chairs, develop job descriptions for representatives of the Corporation;
- D. Make appointments where authorized by the Board of Directors;
- E. Be an active spokesperson for the Corporation; and
- F. Perform all duties incidental to the office of President and such other duties as may be required by law, these Bylaws, or which may be prescribed from time to time by the Board of Directors.

Section 6.08 **Vice President**. If the President is absent or disabled, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all powers of, and be subject to, all restrictions on the President. The Vice President shall serve on the Audit Committee and shall work with the Chief Financial Officer to monitor the budgets of those committees for which he or she has oversight responsibility. In addition to the foregoing, the Vice President shall have such other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

Section 6.09 **Secretary**. If both the President and Vice President are absent or disabled, the Secretary shall perform all duties of the President. The Secretary shall keep or cause to be kept, at the Corporation's principal executive office or such other place as the Board of Directors may direct, a book of minutes, proceedings, and actions of the Board of Directors. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal executive office in the State of California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of committees of the Board of Directors required by these Bylaws to be given. The Secretary shall maintain a list of Directors, including names, addresses, and day and evening telephone numbers. The Secretary shall handle all matters of correspondence as directed by the Board of Directors. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

Section 6.10 **Chief Financial Officer**. If the President, Vice President and Secretary are absent or disabled, the Chief Financial Officer shall perform all duties of the President. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board of Directors. The books of account shall be open to inspection by any Director at all reasonable times.

The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name of, and to the credit of, the Corporation with such depositories as the Board of Directors may designate; shall disburse the Corporation's funds as the Board of Directors may order; shall render to the President, Chairman of the Board of Directors, if any, and the Board of Directors, when requested, an account of all transactions

As Chief Financial Officer and of the financial condition of the Corporation; shall prepare, or arrange preparation, and certify, or arrange certification, of an annual financial report for the Corporation within sixty (60) days after the close of the Corporation's fiscal year; and shall have such other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

ARTICLE VII INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 7.01 **Agents, Proceedings, and Expenses.** For the purposes of this Article, "agent" means any person who is or was 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 was a Director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of this Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expense" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 7.04 or 7.05 (c) of this Article VII.

Section 7.02 **Actions Other Than By the Corporation.** This Corporation shall have the power to indemnify any person who was or is a party, or is threatened to made a party, to any proceeding (other than an action by, or in the right of, this Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action brought 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, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of this Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order settlement, conviction, or upon a plea of nolo contedere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 7.03 **Actions By the Corporation.** This Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by, or in the right of, this Corporation, or brought under Section 5233 of the California Corporations Code, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that person is or was an agent of this Corporation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement f that action if that person acted in good faith, in a manner that person believe to be in the best interests of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 7.03 for any of the following reasons:

A. In respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to this Corporation in the performance of that person's duty to this Corporation, unless, and only to the extent that, the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for the expenses and then only to the extent that the court shall determine;

B. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

C. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Section 7.04 **Successful Defense By Agent.** To the extent that an agent of this Corporation has been successful on the merits in defense of any proceeding referred to in Sections 7.02 or 7.03 of this Article VII, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 7.05 **Required Approval.** Except as provided in Section 7.04 of this Article VII, any indemnification under this Article VII shall be made by this Corporation only if authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 7.02 or 7.03 of this Article VII, by any of the following:

- A. A majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
- B. The court in which the proceeding is or was pending, upon application made by this Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this Corporation.

Section 7.06 **Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding upon receipt of an undertaking by, or on behalf of, the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VII.

Section 7.07 **Other Contractual Rights.** No provision made by this Corporation to indemnify its Directors or officers for the defense of any proceeding, whether contained in the Corporation's Articles of Incorporation or Bylaws, a resolution of the Board of Directors, an agreement or otherwise, shall be valid unless consistent with this Article VII. Nothing contained in this Article VII shall affect any right to indemnification to which persons other than Directors and officers of this Corporation may be entitled by contract or otherwise.

Section 7.08 **Limitations.** No indemnification or advance shall be made under this Article VII, except as provided in Sections 7.04 or 7.05 (c, in any circumstances where it appears:

- A. That it would be inconsistent with a provision of the Articles of Incorporation, Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- B. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7.09 **Insurance.** Upon and in the event of a determination by the Board of Directors of this Corporation to purchase such insurance, this Corporation shall purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against, or incurred by, the agent in such capacity or arising out of the agent's status as such whether or not this Corporation would have the power to indemnify the agent against the liability under the provisions of this Article VII; provided, however, that this Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Corporations Code.

ARTICLE VIII

RECORDS AND REPORTS; FINANCIAL OPERATION

Section 8.01 **Records and Reports.** The Corporation shall keep:

1. Adequate and correct books and records of account; and
2. Written minutes of the proceedings of its Board of Directors and the committees of the Board of Directors.

Section 8.02 **Maintenance and Inspection of Articles and Bylaws.** The Corporation shall keep at its principal executive office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members of the Board of Directors at all reasonable times during office hours.

Section 8.03 **Inspection by Directors.** Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 8.04 **Annual Report.** The Board shall cause an annual report to be sent to the Directors within one hundred twenty (120) days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year ended:

1. The assets and liabilities of the Corporation as of the end of the fiscal year.
2. The principal changes in assets and liabilities.
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.
4. The expenses or disbursements of the Corporation for both general and restricted purposes.
5. A summary of each committee's activities for the past year and goals for the next year.
6. Any information required by Section 8.05 of Article VIII of these Bylaws.

The annual report shall be accompanied by any report on it 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 Corporation's books and records.

This requirement of an annual report shall not apply if the Corporation receives less than Twenty-five Thousand and No/10 dollars (\$25,000) in gross revenues during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing.

Section 8.05 **Annual Statement of Certain Transactions and Indemnifications.** As part of the annual report to the Board of Directors of the Corporation, or as a separate document if no annual report is issued, the Corporation shall annually furnish to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the Corporation's fiscal year:

- I. Any transaction (i) which the Corporation, its parent (if any), or its subsidiary (if any) was a party; (ii) in which an "interested person" had a direct or indirect material financial interest; and (iii) which involved more than Fifty Thousand and No/100 Dollars (\$50,000.00), or was one of a number of transactions with the same interested person involving, in the aggregate, more than Fifty Thousand and No/100 Dollars (\$50,000.00). For this purpose, an "interested person" is either of the following:
 - A. Any Director or officer of the Corporation, its parent, if any, or subsidiary, if any (but mere common directorship shall not be considered such an interest); or

- B. Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.
2. Any indemnifications or advances aggregating more than Ten Thousand and No/100 Dollars (\$10,000.00) paid during the fiscal year ended to any officer or Director of the Corporation under Sections 7.01 through 7.03 of these Bylaws.

Section 8.06 **Fiscal Year**. The fiscal year of the Corporation shall begin January 1st and end on December 31st of the same year.

Section 8.07 **Annual Budget**. The Board of Directors shall adopt an annual budget at the first meeting in January of the fiscal year. Such budget shall be developed first at the committee level. After developing individual committee budgets, committee representatives and the Executive Committee shall meet and prepare a consolidated budget for the approval of the Board of Directors.

Section 8.08 **Checks and Notes**. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders of the payment of money, and other evidence of indebtedness of the Corporation shall be co-signed by two (2) officers.

ARTICLE IX GENERAL CORPORATE MATTERS

Section 9.01 **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 the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 9.02 **Amendment by Directors**. New bylaws may be adopted, or these Bylaws may be amended or repealed, by the Board of Directors. No amendment may extend the term of a Director beyond that for which such Director was elected.

**CERTIFICATE
Of ADOPTION**

I certify I am the duly appointed and authorized Secretary of Ruiz 4 Kids, a California nonprofit public benefit corporation, that the foregoing Amended and Restated Bylaws, consisting of thirteen (13) pages, are the Bylaws of this Corporation as approved by the Board of Directors of the Corporation, effective as of June 22nd of 2007, and that said Bylaws have not been amended or modified since the date thereof.

Dated: June, 22, 2007

Tiffany Martin, Secretary, Ruiz 4 Kids

RESOLUTION
to the BOARD OF DIRECTORS
of RUIZ 4 KIDS
to AMEND BYLAWS

WHEREAS, Ruiz for Kids, a California nonprofit public benefit corporation with the specific and primary purpose to raise, secure, and distribute contributions for the benefit of needy children; and

WHEREAS, Section 9.02 of the Ruiz 4 Kids Bylaws states new bylaws may be adopted, amended or repealed by the Board of Directors; and

WHEREAS, the Ruiz 4 Kids Board of Directors has found it necessary to revise the corporate bylaws;

WHEREAS, the Executive Committee considered and recommended amendments to the bylaws regarding the number of Directors, term limits for Directors, the date of the annual meeting, the addition of committees, the date of adoption of the annual budget, and the addition of an Assistant Treasurer as an Officer of the Corporation; and

BE IT RESOLVED, that the Board of Directors of Ruiz 4 Kids formally adopts the attached amended set of bylaws.

Signed and dated by the President of Ruiz 4 Kids' Board of Directors on this the 22nd day of June, 2007.

CERTIFICATION

I hereby certify the foregoing Resolution was adopted by the Ruiz 4 Kids Board of Directors at the regular meeting held on the 22nd day of June, 2007.

Signature-Paul Eveland, President, Ruiz 4 Kids

Date

Witness-Antonio Viramontes, Vice President, Ruiz 4 Kids

Date

Witness-Tiffany Martin, Secretary, Ruiz 4 Kids

Date