

ARTICLES OF INCORPORATION OF RACE FOR RESEARCH

ARTICLE I **NAME**

The name of this corporation is RACE FOR RESEARCH hereafter "Corporation". The principal office or headquarters for the transaction of business shall be located at 970 N 5th St, San Jose, located within the County of Santa Clara and State of California. The RACE FOR RESEARCH shall have and shall continuously maintain corporation status in the State of California as a registered office and agent,

ARTICLE II **DURATION**

The period of duration is perpetual.

ARTICLE III **PURPOSE**

The purpose for which this Corporation is organized is to engage in any such lawful act and/or activity under the General Law of California other than the banking business, trust company business or the practice of a profession not permitted to be incorporated by and pursuant to the California Corporations Statute.

ARTICLE IV **REGISTERED OFFICE/AGENT**

The street address of the initial registered office is 970 N 5th St, San Jose, California 95112. The name of the initial registered agent at said address is MICKELINA MONICO.

ARTICLE V **BOARD OF DIRECTORS**

The initial Board of Directors and the names and addresses of the persons who are to serve as

Directors or until such time as their successors are elected and qualified are as follows:

President: MICKELINA MONICO

921 Cashew Way
Fremont, California 94536
PRESIDENT

Vice President: MARK MONICO

921 Cashew Way
Fremont, California 94536
VICE PRESIDENT

Treasurer: MARY PIRARO

970 N 5th St
San Jose, California 95112
TREASURER

Secretary: KENNY PIRARO

970 N 5th St
San Jose, California 95112
SECRETARY

ARTICLE VI

ARTICLE VII **INDEMNIFICATION**

The Corporation does hereby indemnify any and all Directors, Officers, employees, Incorporators and/or Shareholders of the corporation from any and all liability with regards to the corporation and the business of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable California State Corporation Statute.

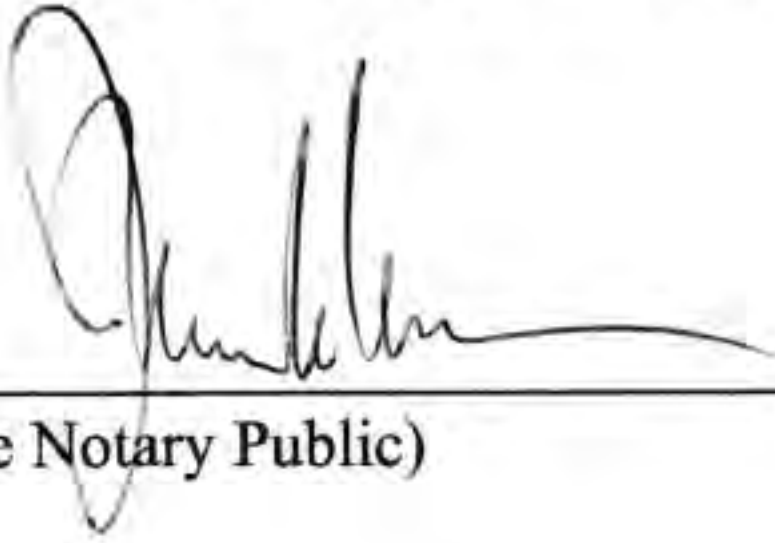
ARTICLE IX **CORPORATE GOVERNANCE**

All other matters regarding Corporation's rules of corporate governance are contained within

Incorporators:

known to me or have satisfactorily proven that they are the Directors or Incorporators of the Articles of Incorporation, that they signed the aforementioned document as such, and that the statements contained therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year as written above.



(Signature Notary Public)

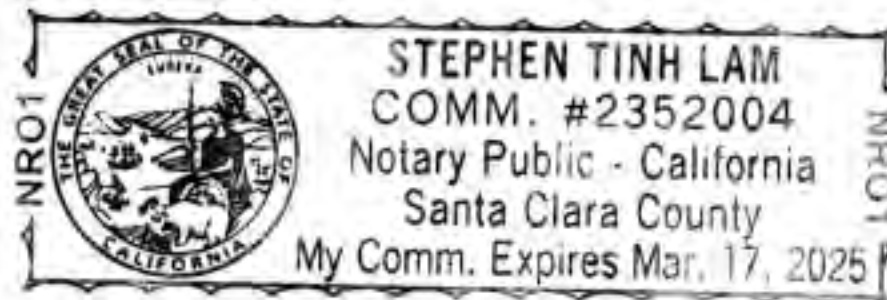
STEPHEN TINH LAM

(Printed Name of Notary Public)

My Commission Expires:

3/17/2025

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.



State of California, County of SANTA CLARA

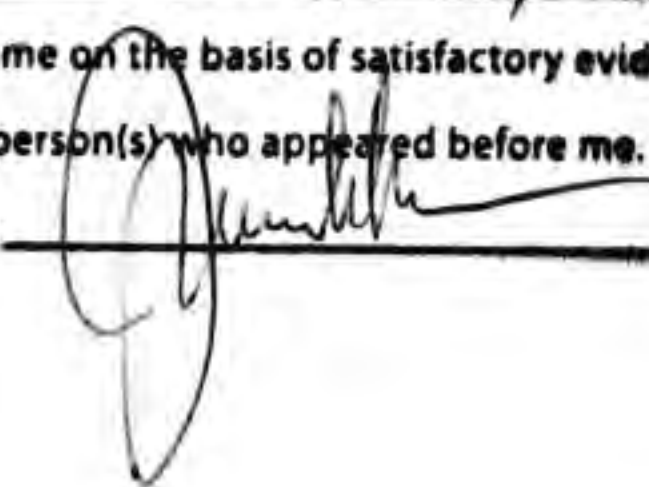
Subscribed and sworn to (or affirmed) before me

on this 4 day of AUG, 2023

by MICKELINA MONICO, MARK MONICO,

proved to me on the basis of satisfactory evidence MARY PIRARO,
Kenny PIRARO

to be the person(s) who appeared before me.

Signature: 

Corporation's bylaws.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of California, we the undersigned, constituting the Directors or Incorporators of this Corporation, have executed these Articles of Incorporation on August 4, 2023.



(President)



(Vice President)



(Treasurer)



(Secretary)

STATE OF CALIFORNIA

COUNTY OF SANTA CLARA

On this date, 8/4/2023, before me a notary public, the undersigned authority, the following personally appeared:

Members of the Board:

MICKELINA MONICO

MARK MONICO

MARY PIRARO

KENNY PIRARO

NON-PROFIT BYLAWS OF RACE FOR RESEARCH

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of California and the Articles of Incorporation of Race For Research. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of California, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 - NAME

The legal name of the Non-Profit Corporation/Organization shall be known as Race For Research, and shall herein be referred to as the "Corporation/Organization."

ARTICLE 2 - PURPOSE

The general purposes for which this Corporation/Organization has been established are as follows:

The purpose for which the Non-Profit Corporation/Organization is formed is set forth in the attached Articles of Incorporation of Exhibit "A."

The Corporation/Organization is established within the meaning of IRS Publication 557 Section 501(c) (3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code. The Corporation/Organization shall be operated exclusively for/to

(a) primarily to raise money for pediatric cancer research and treatment research through fundraising events, monetary and in-kind donations.

(b) to raise awareness in younger generations of the importance of volunteering and the importance of philanthropy and giving back to the community.

(c) to create an environment that provides opportunity for kids to work together for the betterment of others.

(d) to promote kids in their sport who make an effort to participate in race for research events

through social media, print media and other media outlets.

In addition, this Corporation/Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation/Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation/Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation/Organization. At no time and in no event shall the Corporation/Organization participate in any activities which have not been permitted to be carried out by a Corporation/Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

ARTICLE 3 - OFFICES

The principal office of the Corporation/Organization shall be located at 970 N 5th St, San Jose, California 95112.

The Corporation/Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation/Organization may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 4 - DEDICATION OF ASSETS

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 - BOARD OF DIRECTORS

General Powers and Responsibilities

The Corporation/Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of California. The Board shall establish policies and directives governing business and programs of the Corporation/Organization and shall delegate to the Executive Director and

Corporation/Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have up to 20 members, but no fewer than one (1) Board members. The number of Board members may be increased beyond 20 members by the affirmative vote of a simple majority of the then-serving Board of Directors. A Board member need not be a resident of the State of California.

In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which will have the same rights and obligations, including voting power, as the other directors.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Corporation/Organization in any other capacity and receiving compensation for services rendered.

Board Elections

The Governance Committee, if created, shall present nominations for new and renewing Board members as needed. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by a two-thirds majority of those Board members at a Board meeting at which a quorum is present. If no Governance Committee is created, then this duty shall fall upon another committee created for that purpose or upon the Board of Directors.

Term of Board

All appointments to the Board shall be for a term of one (5) years. No person shall serve more than 2 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 5 additional year(s). No person shall serve more than 20 consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 5 days have passed since the conclusion of such Board member's service.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a

director, or has missed 6 consecutive meetings of the Board of Directors, or a total of 6 meetings of the Board during any one calendar year; at board's discretion.

- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 a.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the chair of the Board, the president of Corporation/Organization, the secretary of Corporation/Organization, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of California is first notified, no director may resign when the Corporation/Organization would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by a two-thirds majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of then-serving Board members.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair of the Board or any 2 regular Board members may call a special meeting of the Board with 5 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or text. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is

to be conducted, so long as it is a reasonable place to hold any special meeting of the Board. Meeting may be held via online Zoom or other service provider.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation/Organization to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 10 business days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Corporation/Organization and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors or Board Committees, the presence of 8 persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board (President) shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board member shall only have one vote.

Proxy

Members of the Board shall not be allowed to vote by written proxy.

Board Member Attendance

An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her

commitment to the Corporation/Organization. The Board may deem a Board member who has missed 6 consecutive meetings without such a reevaluation with the Chair, to have resigned from the Board.

ARTICLE 6 - OFFICERS

Officers and Duties

The Board shall elect officers of the Corporation/Organization which shall include either a Chair of the Board (Chief Executive Officer) or a President (Executive Director) or both a Chair of the Board and a President, a Secretary, a Treasurer (Chief Financial Officer), and any other officers with any titles and duties as stated in these Bylaws. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Chair of the Board, President, and/or Secretary of the Corporation/Organization, without bias or predisposition to all rights, if any, of the Corporation/Organization under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance with the herein prescribed Bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

Chair of the Board (Chief Executive Officer)

It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The Chair of the Board is authorized to execute, in the name of the Corporation/Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation/Organization, except when required by law that the President's signature must be provided.

Vice Chair of the Board

In the absence of the Chair of the Board, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice Chair of the Board to perform all the duties of the

Chair of the Board, and in doing so, he/she shall have all authority and powers of and shall be subject to all of the restrictions on the Chair of the Board.

President (Executive Director)

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Corporation/Organization, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation/Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board of Directors may place the President under a contract of employment where appropriate. The President shall be empowered to act, speak for, or otherwise represent the Corporation/Organization between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation/Organization, to execute in the name of the Corporation/Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation/Organization, and to negotiate any and all material business transactions of the Corporation/Organization.

Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation/Organization, which are required to be kept at the principal office of the Corporation/Organization, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Corporation/Organization and shall see that the seal of the Corporation/Organization, if any, is affixed to all documents, the execution of which on behalf of the Corporation/Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

Treasurer (Chief Financial Officer)

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation/Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation/Organization, as

may be ordered by the Board of Directors, and shall render to the Chair of the Board, President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation/Organization.

The Treasurer shall give the Corporation/Organization a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation/Organization of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Corporation/Organization shall pay the cost of such a bond.

ARTICLE 7 - COMMITTEES

Committees of Directors

The Board of Directors may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more sub-committees to the board to act on the benefit of Race for Research. Sub-committees will be appointed by the board with a minimum of two board members overseeing their activities and reporting back to the board of directors. Sub-committee members shall not act independently in any way of the general board. All activities need approval prior to taking place. Sub-committee members need approval from the board of directors to make any monetary expenditures prior to engaging in any purchases. Without approval, reimbursement may be denied.

ARTICLE 8 - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation/Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

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

- a) One or more officers or employees of the Corporation/Organization whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems 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 deems to merit confidence,

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

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation/Organization, or assets held by it, are dedicated.

Loans

The Corporation/Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the California Attorney General; provided, however, that the Corporation/Organization may advance money to a director or officer of the Corporation/Organization or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Corporation/Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Restriction on Interested Directors

Not more than 0%% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Corporation/Organization 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; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The Chair of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Corporation/Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation/Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgement of Conflict of Interest Policy

Each director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that the Corporation/Organization is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Violation of Loyalty - Self-Dealing Contracts

A self-dealing contract is any contract or transaction (i) between this Corporation/Organization and one or more of its Directors, or between this Corporation/Organization and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between this Corporation/Organization and a corporation, firm, or association of which one or more of its directors are Directors of this Corporation/Organization. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said Interested Director(s));
- b) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith ☐ without counting the vote of the Interested Director(s) ☐ and the contract is just and reasonable as to the Corporation/Organization at the time it is authorized, approved, or ratified; or
- c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation/Organization at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent permitted by law, the Corporation/Organization shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation/Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law, and, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Corporation/Organization of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation/Organization for those expenses.

The Corporation/Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation/Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9 - EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation/Organization.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation/Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation/Organization, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation/Organization shall be executed, signed, and/or endorsed by the President, Vice President, Treasurer, Secretary.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation/Organization, or in special accounts of the Corporation/Organization, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Corporation/Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation/Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation/Organization.

ARTICLE 10 - RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Corporation/Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation/Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Corporation/Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation/Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation/Organization shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation/Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

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/Organization and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Corporation/Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Corporation/Organization shall make these financial statements available to the California Attorney General and members of the public for inspection no later than 60 days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within 60 days after the end of the fiscal year of the Corporation/Organization, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the Corporation/Organization for both general and restricted purposes during the fiscal year.
- d) The information required by the Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000.00 or indemnifications involving more than \$10,000.00 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation/Organization that such statements were prepared without audit from the books and records of the Corporation/Organization.

ARTICLE 11 - FISCAL YEAR

The fiscal year for this Corporation/Organization shall end on December 31.

ARTICLE 12 - AMENDMENTS AND REVISIONS

These Bylaws may be adopted, amended, or repealed by a simple majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these Bylaws. If any provision of these Bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE 13 - CORPORATE/ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Corporation/Organization. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 14 - CONSTRUCTION AND DEFINITIONS

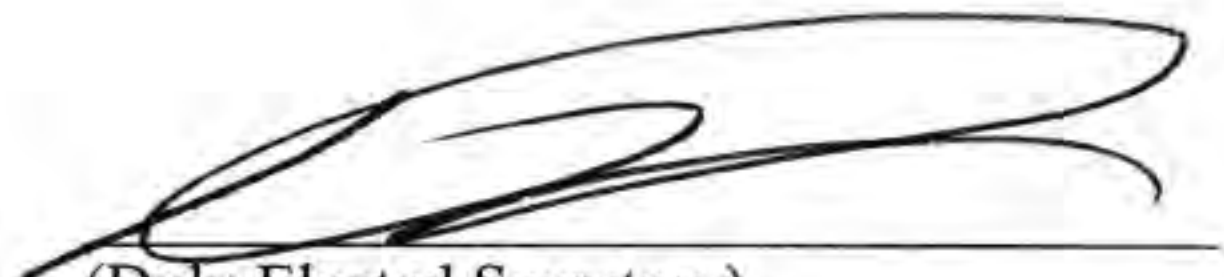
Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the

masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, Kenny Piraro, certify that I am the current elected and acting Secretary of the Corporation/Organization, and the above Bylaws are the bylaws of this Corporation/Organization as adopted by the Board of Directors on August 4, 2023, and that they have not been amended or modified since the date above.

EXECUTED on this 4TH day of AUGUST, in the County of Santa Clara in the State of California.



(Duly Elected Secretary)

EXHIBIT "A"

ARTICLES OF INCORPORATION

ARTICLE III

This corporation is organized pursuant to the General Nonprofit Corporation Law of California.

ARTICLE IV

The County is the State of California where the principal office for the transaction of the business of this corporation is located in the County of Santa Clara.

ARTICLE V

The name of the existing unincorporated association which is being incorporated herein is RACE FOR RESEARCH.

ARTICLE VI

(a) The names and addresses of the persons who are to act in the capacity of Directors, all residents of California, until the selection of their successors, are as follows:

Mickelina Monico 921 Cashew Way, Fremont, California

Mark Monico 921 Cashew Way, Fremont California

Mary Piraro 970 North Fifth Street, San Jose, California

Kenny Piraro 970 North Fifth Street, San Jose, California

Board Members:

Angie Hannagan

Angie Osborne

Denise DeMartini

Janet Monico

Karen Rozendahl

Kelly Monico-Love

Nicole Dozier

Shelaine Prince

Steve Osborne

Theresa DeMartini

Tori Kott

(b) The number of directors of the corporation shall be four, until changed by an amendment to the Articles or by a By-Law adopted by the members.

ARTICLE VII

No part of the net earnings of this corporation shall inure to the benefit of any member thereof or any individual, and no substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. All of the assets of this corporation shall be held and used for the furtherance of its charitable purposes, and in the event of winding up or dissolution of the corporation, after paying or adequately providing for the debts and obligations, the directors shall dispose of any of the remaining assets of the

corporation only to a nonprofit charitable organization exempt under Section 501 c 3 of the Internal Revenue Code and its Regulations as they now exist or as they are hereafter amended.

ARTICLE VIII

The corporation shall have the power to purchase, lease, accept by way of gift or contribution or otherwise acquire, hold, own and enjoy, sell, lease, mortgage and otherwise encumber and dispose of any and all of its real and personal property, to borrow money, carry on any and all operations necessary or convenient in connection with the transaction of any of its business, and to engage in any lawful activities in furtherance of its purposes. Notwithstanding any other provision of these articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under 501 c3 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IX

The term for which this corporation shall exist shall be perpetual, unless sooner terminated or wound up by its members.

ARTICLE X

This corporation shall not issue capital stock.

IN WITNESS WHEREOF, the undersigned and above-named incorporators and first directors of this corporation have executed these Articles of Incorporation on , .

NONPROFIT GOVERNANCE BY STATE

<i>STATE</i>	<i>DIRECTORS</i>	<i>OFFICERS</i>	<i>MEMBERS</i>
ALABAMA	* Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Quorum: majority * Committee: minimum 2 directors	* Required: A president, one or more vice-presidents, a secretary, a treasurer; others as deemed necessary * Term: default is 1 year, 3 years is maximum * Other: two or more offices may be held by the same person except the offices of president and secretary.	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes
ALASKA	* Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Quorum: majority * Term: 3 years * Committee: minimum 2 directors on executive committee	* Required: A president, one or more vice-presidents, a secretary, and a treasurer; others as deemed necessary * Other: two or more offices may be held by the same person except the offices of president and secretary.	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes
ARIZONA	* Number: minimum 1 * Qualifications: natural person; no residency requirement; no membership requirement * Quorum: majority * Term: 1 year * Committee: minimum 1 director	* Required: As defined in articles of incorporation; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes

ARKANSAS	* Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 6 year maximum * Quorum: majority * Committee: minimum 2 directors	* Required: A president, a secretary, and a treasurer; others as appointed by the board * Term: 3 year maximum * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes
CALIFORNIA	* Number: minimum 1 * Qualifications: none; no residency requirement; no membership requirement * Term: 1 year, 4 year maximum unless the corporation has no members, in which case 6 years is the maximum term * Quorum: majority * Committee: minimum 2 directors * Other: No director may vote by proxy	* Required: A corporation shall have a chair of the board, who may be given the title chair of the board, chairperson of the board, chairman of the board, or chairwoman of the board, or a president or both, a secretary, a treasurer or a chief financial officer or both, and any other officers with any titles and duties as shall be deemed necessary * Other: two or more offices may be held by the same person except that the president may not also serve as secretary or treasurer; all officers are to be elected by the board	* Members: optional * Regular Meeting: required in years where directors are to be elected * Quorum: 1/3rd votes
COLORADO	* Number: minimum 1 * Qualifications: natural person; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 1 director	* Required: A president, a secretary, a treasurer; others as deemed necessary * Qualifications: an individual 18 years or older * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: 1/4th votes

CONNECTICUT	* Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: until the next annual meeting * Quorum: majority * Committee: minimum 1 director	* Required: As defined in articles of incorporation; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required only if members are entitled to vote for directors * Quorum: majority of entitled votes
DISTRICT OF COLUMBIA	* Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 1 director	* Required: Minimum 2 officers - one responsible for the management of corporation (e.g. "President") and another responsible for financial affairs (e.g. "Treasurer"); others as deemed necessary * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: majority of entitled votes
DELAWARE	* Number: minimum 1 * Qualifications: natural person; no residency requirement; no membership requirement * Term: until successor is elected and qualified * Quorum: majority * Committee: minimum 1 director	* Required: As defined in articles of incorporation; at least 1 officer to prepare minutes and authenticate records * Term: until successor is elected and qualified * Other: two or more offices may be held by the same person	* Members: required * Annual Meeting: required if members are entitled to vote for directors (unless elected by written consent in lieu of a meeting) * Quorum: 1/3rd votes
FLORIDA	* Number: minimum 3 * Qualifications: natural person; 18 years or older (one director may be 15 years or older if permitted by board); no residency requirement; no membership requirement * Term: 1 year * Quorum: majority	* Required: As defined in articles of incorporation; at least 1 officer to prepare minutes and authenticate records * Term: 1 year * Other: two or more offices may be held by the same person; officers are elected by the board	* Members: optional, defined in articles of incorporation * Regular Meeting: as defined in articles of incorporation * Quorum: as defined in articles of incorporation

	* Committee: minimum 2 directors		
GEORGIA	* Number: minimum 1 * Qualifications: natural person; 18 years or older; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 1 director	* Required: As defined in articles of incorporation; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes
HAWAII	* Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 2 directors	* Required: As defined in articles of incorporation; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes
IDAHO	* Number: minimum 3; minimum 1 for religious corporation * Qualifications: natural person; no residency requirement; must be a member if a cooperative corporation * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 2 directors	* Required: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * Other: two or more offices may be held by the same person except the offices of president and secretary (except in a religious corporation)	* Members: optional; required for a cooperative corporation * Annual Meeting: required * Quorum: 1/10th votes

ILLINOIS	* Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: until the next election * Quorum: majority * Committee: minimum 2 directors and directors must be the majority of membership, except for committees involved in electing directors	* Required: As defined in articles of incorporation; at least 1 officer to certify corporate records (e.g. "Secretary") * Other: two or more offices may be held by the same person if the bylaws clearly state so	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes
INDIANA	* Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 1 director	* Required: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes
IOWA	* Number: minimum 1 * Qualifications: natural person; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 2 directors	* Required: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes

KANSAS	* Number: minimum 1 * Qualifications: natural person; no residency requirement; no membership requirement * Term: until successor is elected and qualified * Quorum: majority * Committee: minimum 1 director	* Required: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required if members are entitled to vote for directors (unless elected by written consent in lieu of meeting) * Quorum: Except for election of the governing body, a majority of those present constitutes a quorum so long as proper notice is provided
KENTUCKY	* Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: 1 year, and until successor is elected and qualified * Quorum: majority * Committee: minimum 2 directors	* Required: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes
LOUISIANA	* Number: minimum 3; if there are less than 3 members the minimum number of directors is equal to the minimum number of members * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 2 directors	* Required: A president, a secretary, a treasurer (may be a corporation); others as deemed necessary and appointed by the board * Other: two or more offices may be held by the same person but this person may only sign instruments in one capacity when signatures of two officers are required; officers needs not be directors; treasurer may be a corporation	* Members: nonstock nonprofit corporations are assumed to have membership; if no members other than the board then the directors act as the members * Annual Meeting: required * Quorum: majority

MAINE	* Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 2 directors on executive committee, no minimum on other committees	* Required: A president, a secretary or clerk, a treasurer; others as deemed necessary * Term: 1 year * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes
MARYLAND	* Number: minimum 1 * Qualifications: none; no residency requirement; no membership requirement * Term: next annual meeting until successor is elected and qualified * Quorum: majority * Committee: minimum 1 director	* Required: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * Term: 1 year and until successor is elected and qualified * Other: two or more offices may be held by the same person except the offices of president and vice-president; this person may sign instruments in only one capacity when the signature of two officers is required	* Members: if no members, then the directors act as the members * Annual Meeting: required * Quorum: majority of entitled votes
MASSACHUSETTS	* Number: minimum 1 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 1 director	* Required: A president, a clerk, a treasurer; others as deemed necessary and appointed by the board * Other: the president must be a director; the clerk must be a Massachusetts resident unless a resident agent was appointed	* Members: if there are no members then the directors act as the members * Quorum: majority of entitled votes

MICHIGAN	* Number: minimum 3 * Qualifications: A corporation organized for purposes described in section 501(c)(3) of the IRS code may include 1 or more directors on its board who are 16 or 17 years of age as long as that number does not exceed 1/2 the total number of directors required for a quorum for the transaction of business. No residency requirement. No membership requirement. * Term: next annual meeting and until successor is elected and qualified * Quorum: majority * Committee: minimum 1 director	* Required: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * Other: two or more offices may be held by the same person; this person may sign instruments in only one capacity when the signature of two officers is required	* Members: optional; a corporation organized upon a nonstock basis shall be organized upon either a membership basis (has members) or a directorship basis (may or may not have members). * Annual Meeting: required with the exception of written consent * Quorum: majority of entitled votes
MINNESOTA	* Number: minimum 3 * Qualifications: natural person; majority must be adults; no residency requirement; no membership requirement * Term: 1 year (unless otherwise provided for in the articles of the bylaws) * Quorum: majority * Committee: one or more natural persons, need not be directors	* Required: one or more natural persons exercising the offices of president and treasurer, however designated * Other: two or more offices may be held by the same person; this person may sign instruments in only one capacity when the signatures of two officers are required	* Members: optional; default is no members * Annual Meeting: required * Quorum: 1/10th votes
MISSISSIPPI	* Number: no minimum; set by articles of incorporation or bylaws * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 2 directors	* Required: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes

MISSOURI	* Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 6 year maximum * Quorum: majority * Committee: minimum 2 directors	* Required: A chairman or president or both, a secretary, a treasurer; others as deemed necessary and appointed by the board * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes
MONTANA	* Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: 1 year (unless otherwise specified in the articles of the bylaws) * Quorum: majority * Committee: minimum 2 directors	* Required: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes
NEBRASKA	* Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: 1 year (unless otherwise specified in the articles of the bylaws) * Quorum: majority * Committee: minimum 2 directors	* Required: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes

NEVADA	* Number: minimum 1 * Qualifications: individuals 18 years or older; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 1 director; non-director members are allowed	* Required: A president or chair of the board, a secretary, a treasurer; others as deemed necessary * Qualifications: natural person * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required unless election of directors is specified otherwise in bylaws * Quorum: 1/10th votes
NEW HAMPSHIRE	* Number: minimum 5 voting members * Qualifications: at least 5 voting members who are not of the same immediate family or related by blood or marriage (some exceptions apply); no residency requirement; no membership requirement * Quorum: majority * Committee: minimum 2 directors	* Required: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person	* Members: optional; default is no members * Annual Meeting: required * Quorum: majority of entitled votes; no voting rights except as stated in articles of incorporation or bylaws
NEW JERSEY	* Number: minimum 3 * Qualifications: 18 years or older; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 1 member	* Required: A president, a secretary, a treasurer; others as deemed necessary * Other: two or more offices may be held by the same person; this person may sign instruments in only one capacity when the signatures of two officers are required	* Members: optional * Regular Meeting: required annually or biennially * Quorum: majority of entitled votes

NEW MEXICO	* Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: until successor is elected and qualified * Quorum: majority * Committee: minimum 2 directors	* Required: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person if the bylaws specifically allow it	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes
NEW YORK	* Number: minimum 3 * Qualifications: 18 years of age (some exceptions apply); no residency requirement; no membership requirement * Term: 1 year (unless otherwise specified in the articles of the bylaws), 5 year maximum * Quorum: majority * Committee: minimum 3 directors	* Required: A president, one or more vice-presidents, a secretary, a treasurer; others as deemed necessary and appointed by the board * Term: 1 year * Other: two or more offices may be held by the same person except for president and secretary	* Members: optional * Annual Meeting: required * Quorum: majority of entitled votes
NORTH CAROLINA	* Number: minimum 1 * Qualifications: natural person; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 2 members	* Required: As defined in bylaws or by board resolution * Other: two or more offices may be held by the same person; this person may sign in only one capacity when the signatures of two officers are required	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes

NORTH DAKOTA	* Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 10 year maximum for fixed members * Quorum: majority * Committee: minimum 1 person need not be a member or director; except litigation committee which must contain at least 1 independent director or other independent person	* Required: A president, and a secretary; others as deemed necessary and appointed by the board * Qualifications: 18 years of age or older	* Members: optional; default is no members * Annual Meeting: required * Quorum: 1/10th votes
OHIO	* Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: until successor is elected * Quorum: majority * Committee: minimum 1 director	* Required: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board (need not be a director) * Other: two or more offices may be held by the same person	* Members: if no members then the directors act as members * Annual Meeting: required; default date is first Monday four months after the close of fiscal year * Quorum: presence of voting members
OKLAHOMA	* Number: minimum 1 * Qualifications: natural person; no residency requirement; no membership requirement * Term: until successor is elected and qualified * Quorum: majority * Committee: minimum 1 director	* Required: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person	* Members: if no members then directors act as members * Annual Meeting: required * Quorum: 1/3rd members

OREGON	* Number: minimum 1 individual for mutual benefit or religious corporation; minimum 3 individuals for public benefit corporation * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 2 directors	* Required: A president, treasurer, and a secretary; others as deemed necessary * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: presence of votes
PENNSYLVANIA	* Number: minimum 1; default 3 * Qualifications: natural person 18 years or older (some exceptions); no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 1 director	* Required: A president, a secretary, a treasurer; others as deemed necessary * Qualifications: president and secretary must be 18 years or older; treasurer may be a corporation or a natural person * Other: two or more offices may be held by the same person	* Members: if no members then directors act as members * Annual Meeting: required * Quorum: majority of entitled votes
RHODE ISLAND	* Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: default is 1 year, 3 year maximum * Quorum: majority * Committee: minimum 2 directors	* Required: A president, a secretary, a treasurer; others as deemed necessary * Term: 1 year (unless otherwise specified in the articles or bylaws), 3 year maximum * Other: two or more offices may be held by the same person except the offices of president and secretary	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes

SOUTH CAROLINA	* Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 2 directors	* Required: A president, a secretary, a treasurer; others as deemed necessary * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes
SOUTH DAKOTA	* Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 2 directors	* Required: A president, one or more vice-presidents, a secretary, a treasurer; others as deemed necessary * Other: two or more offices may be held by the same person if allowed in the bylaws, except for president and secretary	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes
TENNESSEE	* Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 1 natural person who need not be a director	* Required: A president, and a secretary; others as deemed necessary * Other: two or more offices may be held by the same person except for president and secretary	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes
TEXAS	* Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: until successor is elected, appointed or designated and qualified * Quorum: majority	* Required: A president, and a secretary; others as deemed necessary * Other: two or more offices may be held by the same person except for president and secretary	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes

	* Committee: management committee must have 2 persons and the majority must be directors (some exceptions apply)		
UTAH	* Number: minimum 3 * Qualifications: natural person 18 years or older; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 2 directors	* Required: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * Qualifications: natural person 18 years or older; need not be a director * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: presence of voting members
VERMONT	* Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 6 year maximum * Quorum: majority * Committee: minimum 2 directors	* Required: A president, a secretary, a treasurer; others as deemed necessary * Other: two or more offices may be held by the same person except president and secretary	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes
VIRGINIA	* Number: minimum 1 * Qualifications: none; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 2 directors	* Required: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes

WASHINGTON	* Number: minimum 1 * Qualifications: none; no residency requirement; no membership requirement * Term: until successor selected and qualified * Quorum: majority * Committee: minimum 2 directors	* Required: A president, one or more vice-presidents, a secretary, a treasurer; others as deemed necessary * Other: two or more offices may be held by the same person except for president and secretary	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes
WEST VIRGINIA	* Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: until successor selected and qualified * Quorum: majority * Committee: minimum 2 directors	* Required: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: presence of voting members
WISCONSIN	* Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 3 directors	* Required: A president, a secretary, a treasurer unless otherwise defined in articles of incorporation or bylaws * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes
WYOMING	* Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 2 directors	* Required: A president, a secretary, a treasurer unless specified otherwise in the articles of incorporation or bylaws * Other: two or more offices may be held by the same person	* Members: optional * Annual Meeting: required * Quorum: 1/10th votes

BYLAWS OF RACE FOR RESEARCH

ARTICLE I - BUSINESS AND PURPOSE

The Corporation is established to engage in any lawful business or enterprise. By way of example and without limitation the Corporation may engage in any lawful business.

In the performance of its business, the Corporation shall have all powers granted by the general Corporation laws of the state of California. Specifically, and without limitation, the Corporation shall have the power to engage generally in any and all phases of the business of owning, holding, managing, controlling, acquiring, purchasing, disposing of, or otherwise dealing in or with any interest or rights in any real or personal property. The foregoing shall include but is not limited to the power to invest and trade in the securities markets including without limitation the right to buy, sell, trade, barter, or otherwise exchange, acquire, and dispose of stocks, bonds, commodities, futures, options, puts, calls (including naked puts and calls), or other vehicles of public or private companies, mutual funds, or other entities, whether such be for the Corporation's own account or on the account of a customer or client of the Corporation; where the Corporation engages in such activities on behalf of a client or customer, said transactions may be conducted through banking or brokerage accounts in the Corporation's own name or in the name of said client or customer. The business and purpose shall include the conducting and engaging in such activities as is necessary or useful in connection with the foregoing.

ARTICLE II - OFFICES

The registered office of the Corporation shall be located in the city of San Jose, in the State of California. The Corporation may also maintain offices at such other places within or outside of the State of California, as the Board of Directors may, from time to time, determine or deem necessary.

ARTICLE III - MEETING OF SHAREHOLDERS

ANNUAL MEETINGS:

The annual meeting of the shareholders of the Corporation shall be held in January of each year at such date, time, and location as shall be determined, from time to time, by the Directors.

SPECIAL MEETINGS:

Special meetings of the shareholders may be called by the Board of Directors or President of the Corporation and shall be held at such date, time, and location as shall be determined, from time to time, by the Board of Directors or officer calling said meeting.

PLACE OF MEETINGS:

Meetings of shareholders shall be held at the registered office of the Corporation, or at such other places, within or outside the State of California as the Directors may from time to time fix. If no designation is made, the meeting shall be held at the Corporation's registered office in the State of California.

NOTICE OF MEETINGS:

Written or printed notice of each meeting of shareholders, whether annual or special, signed by the President, Vice President, or Secretary, stating the time when and place where it is to be held, as well as the purpose or purposes for which the meeting is called shall be served either personally, by mail or by electronic communication including, but not limited to, electronic mail by or at the direction of the President, the Secretary, or the officer or the person calling the meeting, not less than 30 nor more than 30 days before the date of the meeting, unless the lapse of the prescribed time shall have been waived before or after the taking of such action, upon each shareholder of record entitled to vote at such meeting, and to any other shareholder to whom the giving of notice may be required by law. If mailed, such notice shall be deemed to be given when deposited in the United States mail, addressed to the shareholder as it appears on the share transfer records of the Corporation or to the current address, which a shareholder has delivered to the Corporation in a written notice.

Further notice of an annual or special meeting to a shareholder is not required under the following circumstances

- when notice of two consecutive annual or special meetings, and all notices of meetings or of the taking of action by written consent without a meeting of the shareholder during the period between those two consecutive annual meetings; or
- all, and at least two payments sent by first-class mail of dividends or interest on securities during a 12-month period

have been mailed addressed to him or her at his or her address as shown on the records of the Corporation and have been returned undeliverable.

QUORUM:

Except as otherwise provided herein, or by law, or in the Articles of Incorporation (such Articles and any amendments thereof being hereinafter collectively referred to as the "Articles of Incorporation"), a quorum shall be present at all meetings of shareholders of the Corporation, if the holders of a majority of the shares entitled to vote on that matter are represented at the meeting in person or by proxy.

The subsequent withdrawal of any shareholder from the meeting, after the commencement of a meeting, or the refusal of any shareholder represented in person or by proxy to vote, shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

Despite the absence of a quorum at any meeting of shareholders, the shareholders present may adjourn the meeting.

VOTING AND ACTING:

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, any corporate action, the affirmative vote of the majority of shares entitled to vote on that matter and represented either in person or by proxy at a meeting of shareholders at which a quorum is present, shall be the act of the shareholders of the Corporation.

Except as otherwise provided by statute, the Certificate of Incorporation, or these Bylaws, at each meeting of shareholders, each shareholder of the Corporation entitled to vote thereat, shall be entitled to one vote for each share registered in his/her name on the books of the Corporation.

Where appropriate communication facilities are reasonably available, any or all shareholders shall have the right to participate in any shareholders' meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

PROXIES:

Each shareholder entitled to vote or to express consent or dissent without a meeting, may do so either in person or by proxy, so long as such proxy is executed in writing by the shareholder himself, his/her authorized officer, director, employee, or agent, or by causing the signature of the stockholder to be affixed to the writing by any reasonable means, including, but not limited to, a facsimile signature, or by his/her attorney-in-fact annexed thereto and duly authorized in writing. Every proxy shall be revocable at will unless the proxy conspicuously states that it is irrevocable and the proxy is coupled with an interest. A telegram, telex, cablegram, or similar transmission by the shareholder, or a photographic, photo static, or facsimile, shall be treated as a valid proxy, and treated as a substitution of the original proxy, so long as such transmission is a complete reproduction executed by the shareholder. If it is determined that the telegram, cablegram or other electronic transmission is valid, the persons appointed by the Corporation to count the votes of shareholders and determine the validity of proxies and ballots or other persons making those determinations must specify the information upon which they relied. No proxy shall be valid after the expiration of six months from the date of its execution, unless otherwise provided in the proxy. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Corporation. If any shareholder designates two or more persons to act as proxies, a majority of those persons present at the meeting, or, if one is present, then that one has and may exercise all of the powers conferred by the shareholder upon all of the persons so designated unless the shareholder provides otherwise.

ACTION WITHOUT A MEETING:

Unless otherwise provided for in the Articles of Incorporation, any action to be taken at any annual or special shareholders' meeting, may be taken without a meeting, without prior notice, and without a vote if written consents are signed by a majority of the shareholders of the Corporation, except, however, if a different proportion of voting power is required by law, the

Articles of Incorporation, or these Bylaws, and that proportion of written consent that is required. Such written consents must be filed with the minutes of the proceedings of the shareholders of the Corporation. Any meeting required or authorized to be held by these articles may be conducted by means of a telephone conference, or similar method of communication by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this/her section constitutes presence in person at the meeting.

ARTICLE IV - BOARD OF DIRECTORS

NUMBER, TERM, ELECTION AND QUALIFICATIONS:

The Board of Directors or shareholders all have the power, in the interim between annual and special meetings of the shareholders, to increase or decrease the number of Directors of the Corporation. A Director need not be a shareholder of the Corporation unless the Certificate of Incorporation of the Corporation or these Bylaws so require.

Except as may otherwise be provided herein or in the Articles of Incorporation, the members of the Board of Directors of the Corporation shall be elected at the first annual shareholders' meeting and at each annual meeting thereafter, unless their terms are staggered in the Articles of Incorporation of the Corporation or these Bylaws, by a plurality of the votes cast at a meeting of shareholders, by the holders of shares entitled to vote in the election.

The first Board of Directors shall hold office until the first annual meeting of shareholders and until their successors have been duly elected and qualified or until there is a decrease in the number of Directors. Thereafter, Directors will be elected at the annual meeting of shareholders and shall hold office until the annual meeting of the shareholders next succeeding his/her election, unless their terms are staggered in the Articles of Incorporation of the Corporation (so long as at least one-fourth ($\frac{1}{4}$) in number of the Directors of the Corporation are elected at each annual shareholders' meeting) or these Bylaws, or until his/her prior death, resignation or removal. Any Director may resign at any time upon written notice of such resignation to the Corporation.

All Directors of the Corporation shall have equal voting power unless the Articles of Incorporation of the Corporation provide that the voting power of individual Directors or classes of Directors are greater than or less than that of any other individual Directors or classes of Directors, and the different voting powers may be stated in the Articles of Incorporation or may be dependent upon any fact or event that may be ascertained outside the Articles of Incorporation if the manner in which the fact or event may operate on those voting powers is stated in the Articles of Incorporation. If the Articles of Incorporation provide that any Directors have voting power greater than or less than other Directors of the Corporation, every reference in these Bylaws to a majority or other proportion of Directors shall be deemed to refer to majority or other proportion of the voting power of all the Directors or classes of Directors, as may be required by the Articles of Incorporation.

DUTIES AND POWERS:

The Board of Directors shall be responsible for the control and management of the business and affairs, property, and interests of the Corporation, and may exercise all powers of the Corporation, except such as those stated under California state law, in the Articles of Incorporation or by these Bylaws expressly conferred upon or reserved to the shareholders or any other person or persons named therein. The board shall be responsible for making all major and significant legal, tax, and financial decisions including, but not limited, to the following:

- Opening bank and brokerage accounts and establishing lines of credit, margin accounts, and other borrowing authority;
- Establishing written employment agreements and contractor agreements where the amount to be paid hereunder exceeds \$200.00 or where any portion of the compensation is based in any manner upon the Corporation's profitability or financial performance;
- Amendments to the Articles of Incorporation or Bylaws;
- Shareholder agreement, voting trusts, or proxies to which the Corporation is a party;
- Tax elections, including but not limited to the election for Internal Revenue Code (IRC) sub-chapter S §475, or otherwise;
- The purchase or sale of a business or significant interest therein;
- The purchase, sale, lease, or donation of property (real or personal, tangible or intangible) used in the operation of the business, including but not limited to office buildings/space, computer systems, vehicles, patents, trademarks, or copyrights;
- Reorganizations, mergers, and acquisitions;
- Loans, refinancing, and issuance of bonds;
- Declaration of dividends; stock splits; stock issuance; redemption or retirement of corporate shares;
- Liquidation or dissolution of the Corporation;
- The establishment, termination, increase, or decrease in employee benefit plans including but not limited to pension and profit sharing plans; life, health medical, and dental insurance plans; child care plans; educational plans; or others;
- The initiation, defense, settlement, compromise, or termination of lawsuits and claims;

- Indemnification of Directors, Officers, or others;
- Change of Registered Agent or Registered Office;
- Filling vacancies on the Board of Directors or Officers;
- Establishing and terminating committees; appointing and removing members from committees;
- Salary and compensation matters pertaining to corporate officers; Ratification of prior corporate acts by Directors and Officers.

REGULAR MEETINGS; NOTICE:

A regular meeting of the Board of Directors shall be held either within or outside the State of California at such time and at such place as the Board shall fix.

No notice shall be required of any regular meeting of the Board of Directors and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting when such time and place was fixed before such change, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in these Bylaws with respect to special meetings, unless such notice shall be waived in the manner set forth in these Bylaws.

SPECIAL MEETINGS; NOTICE:

Special meetings of the Board of Directors shall be held at such time and place as may be specified in the respective notices or waivers of notice thereof.

Except as otherwise required by statute, written notice of special meetings shall be mailed directly to each Director, addressed to him at his/her residence or usual place of business, or delivered orally, with sufficient time for the convenient assembly of Directors thereat, or shall be sent to him at such place by telegram, facsimile or email, or shall be delivered to him personally not later than the day before the day on which the meeting is to be held. If mailed, the notice of any special meeting shall be deemed to be delivered on the second day after it is deposited in the United States mail, so addressed, with postage prepaid. If notice is given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. A notice, or waiver of notice, except as required by these Bylaws, need not specify the business to be transacted at or the purpose or purposes of the meeting.

Notice of any special meeting shall not be required to be given to any Director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

CHAIRPERSON:

The Chairperson of the Board, if any and if present, shall preside at all meetings of the Board of Directors. If there shall be no Chairperson, or he or she shall be absent, then the President shall preside, and in his/her absence, any other director chosen by the Board of Directors shall preside.

QUORUM AND ADJOURNMENTS:

At all meetings of the Board of Directors, or any committee thereof, the presence of a majority of the entire Board, or such committee thereof, shall constitute a quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation, or these Bylaws.

A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, whether or not a quorum exists. Notice of such adjourned meeting shall be given to Directors not present at time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors who were present at the adjourned meeting.

MANNER OF ACTING:

At all meetings of the Board of Directors, each director present shall have one vote, irrespective of the number of shares of stock, if any, which he or she may hold.

Except as otherwise provided by law, by the Articles of Incorporation, or these Bylaws, action approved by a majority of the votes of the Directors present at any meeting of the Board or any committee thereof, at which a quorum is present shall be the act of the Board of Directors or any committee thereof.

Any action authorized in writing made prior or subsequent to such action, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation, shall be the act of the Board of Directors, or any committee thereof, and have the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board or committee for all purposes.

Where appropriate communications facilities are reasonably available, any or all directors shall have the right to participate in any Board of Directors meeting, or a committee of the Board of Directors meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

VACANCIES:

Unless otherwise provided for by the Articles of Incorporation of the Corporation, any vacancy in the Board of Directors occurring by reason of an increase in the number of directors or by reason of the death, resignation, disqualification, removal, or inability to act of any director, or other cause, shall be filled by an affirmative vote of a majority of the remaining directors, though less than a quorum of the Board or by a sole remaining Director, at any regular meeting or

special meeting of the Board of Directors called for that purpose, except whenever the shareholders of any class or classes or series thereof are entitled to elect one or more Directors by the Certificate of Incorporation of the Corporation, vacancies and newly created directorships of such class or classes or series may be filled by a majority of the Directors elected by such class or classes or series thereof then in office, or by a sole remaining Director so elected.

Unless otherwise provided for by law, the Articles of Incorporation or these Bylaws, when one or more Directors shall resign from the board and such resignation is effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote otherwise to take effect when such resignation or resignations shall become effective.

RESIGNATION:

A Director may resign at any time by giving written notice of such resignation to the Corporation.

REMOVAL:

Unless otherwise provided for by the Articles of Incorporation, one or more or all the Directors of the Corporation may be removed with or without cause at any time by a vote of two-thirds of the shareholders entitled to vote thereon, at a special meeting of the shareholders called for that purpose, unless the Articles of Incorporation provide that Directors may only be removed for cause, provided however, such Director shall not be removed if the Corporation states in its Articles of Incorporation that its Directors shall be elected by cumulative voting and there are a sufficient number of shares cast against his/her or her removal, which if cumulatively voted at an election of Directors would be sufficient to elect him or her. If a Director was elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove that Director.

COMPENSATION:

The Board of Directors may authorize and establish reasonable compensation of the Directors for services to the Corporation as Directors, including, but not limited to, attendance at any annual or special meeting of the Board.

COMMITTEES:

Unless otherwise provided for by the Articles of Incorporation of the Corporation, the Board of Directors may from time to time designate from among its members one or more committees, and alternate members thereof, as they deem desirable, each consisting of one or more members, with such powers and authority (to the extent permitted by law and these Bylaws) as may be provided in such resolution. Unless the Articles of Incorporation or Bylaws state otherwise, the Board of Directors may appoint natural persons who are not Directors to serve on such committees authorized herein. Each such committee shall serve at the pleasure of the Board and, unless otherwise stated by law, the Certificate of Incorporation of the Corporation or these Bylaws, shall be governed by the rules and regulations stated herein regarding the Board of Directors. Any meeting required or authorized to be held by this/her article may be conducted by

means of a telephone conference, or similar method of communication by which all persons participating in this/her meeting can hear each other. Participation in a meeting pursuant to this/her section constitutes presence in person at the meeting.

ARTICLE V - OFFICERS

NUMBER, QUALIFICATIONS, ELECTION AND TERM OF OFFICE:

The Corporation's officers shall have such titles and duties as shall be stated in these Bylaws or in a resolution of the Board of Directors which is not inconsistent with these Bylaws. The officers of the Corporation shall consist of a president, secretary, and treasurer, and also may have one or more vice presidents, assistant secretaries, and assistant treasurers, and such other officers as the Board of Directors may from time to time deem advisable. Any officer may hold two or more offices in the Corporation.

The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of shareholders.

Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his/her election, and until his/her successor shall have been duly elected and qualified, subject to earlier termination by his/her or her death, resignation or removal.

DESIGNATION OF OFFICERS:

Chairman of the Board – The Chairman of the Board shall preside at the meetings of the stockholders and the Board of Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

President – The President shall be the chief executive officer of the Corporation and shall have active management of the business of the Corporation. He or she shall execute on behalf of the Corporation all instruments requiring such execution except to the extent the signing and execution thereof shall be expressly designated by the Board of Directors to some other officer or agent of the Corporation.

Secretary – The Secretary shall act under the direction of the President and shall have custody of and maintain all corporate records except the financial records. He or she shall authenticate all non-financial records and documents of the Corporation. Subject to the direction of the President he or she shall attend all meetings of the Board of Directors and all meetings of the stockholders and record the proceedings. He or she shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all annual and special meetings of the stockholders and Board of Directors, and shall perform such other duties as may be prescribed by the President or the Board of Directors.

Treasurer – The Treasurer shall act under the direction of the President. Subject to the direction of the President, he or she shall have custody of the corporate funds and securities and shall keep

full and accurate accounts of receipts and disbursements in books belonging to the Corporation. He or she shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in 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 President of the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his/her transactions as the Treasurer and of the financial condition of the Corporation

RESIGNATION:

Any officer may resign at any time by giving written notice of such resignation to the Corporation.

REMOVAL:

Any officer elected by the Board of Directors may be removed, either with or without cause, and a successor elected by the Board at any time, and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

VACANCIES:

A vacancy, however caused, occurring in the Board and any newly created Directorships resulting from an increase in the authorized number of Directors may be filled by the Board of Directors.

BONDS:

The Corporation may require any or all of its officers or Agents to post a bond, or otherwise, to the Corporation for the faithful performance of their positions or duties.

COMPENSATION:

The compensation of the officers of the Corporation shall be fixed from time to time by the Board of Directors. Any meeting required or authorized to be held by this article may be conducted by means of a telephone conference or similar method of communication by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLES VI - BOOKS AND RECORDS

BOOKS AND RECORDS:

The Corporation shall keep as permanent records the minutes of all meetings of its shareholders and Board of Directors; a record of all actions taken by the shareholders or Board of Directors without a meeting; and, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the above named Corporation. The Corporation shall also continuously maintain accurate accounting records. Furthermore, the Corporation shall maintain the following:

- A record of its shareholders in a form that permits preparation of a list of the names and addresses of all shareholders in alphabetical order by class of shares showing the number and series of shares held by each;
- The Corporation's Articles or Restated Articles of Incorporation and all amendments thereto currently in effect;
- The Corporation's Bylaws or Restated Bylaws and all amendments thereto currently in effect;
- Resolutions adopted by the Board of Directors creating one or more classes or series of shares and fixing their relative rights, preferences, and limitations if shares issued pursuant to those resolutions are outstanding;
- The minutes of all shareholders' meetings and records of all actions taken by shareholders without a meeting, including the financial statements furnished to shareholders as may be required under California law;
- A list of the names and business street addresses of the Corporation's current directors and officers; and
- A copy of the above named Corporation's most recent annual report delivered to the Department of State for the Corporation's State of Incorporation.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form.

SHAREHOLDER'S INSPECTION RIGHTS:

A shareholder of the Corporation (including a beneficial owner whose shares are held in a voting trust or a nominee on behalf of a beneficial owner) may inspect and copy, during regular business hours at the Corporation's principal office, any of the corporate records required to be kept pursuant to these Bylaws, or the Articles of Incorporation, or as may be required by law, if said shareholder gives the above named Corporation written notice of such demand at least 30 business days before the date on which the shareholder wishes to inspect and copy. The foregoing right of inspection is subject, however, to such other restrictions as are applicable under California Law, including, but not limited to, the inspection of certain records being permitted only if the demand for inspection is made in good faith and for a proper purpose (as well as the shareholder describing with reasonable particularity the purpose and records desired to be inspected and such records are directly connected with the purpose). Notice as required herein shall be directed to the Secretary of the Corporation.

FINANCIAL INFORMATION:

Unless modified by resolution of the shareholders within 30 days of the close of each fiscal year, the Corporation shall furnish the shareholders annual financial statements required by state and

federal law which may be consolidated or combined statements of the Corporation and one or more of its subsidiaries as appropriate. This includes a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of cash flows for that year. If financial statements are prepared on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis. If the annual financial statements are reported on by a public accountant, said accountant's report shall accompany said statements. If said annual financial statements are not reported on by a public accountant, then the statements shall be accompanied by a statement of the president or other person responsible for the above named Corporation's accounting records (i) stating his/her reasonable belief whether the statements were prepared on the basis of generally accepted accounting principles and if not, describing the basis of preparation; and (ii) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year. The annual financial statements shall be mailed to each shareholder of the above named Corporation within 60 days after the close of each fiscal year or within such additional time as is reasonably necessary to enable the above named Corporation to prepare same.

OTHER REPORTS TO SHAREHOLDERS:

The Corporation shall report any indemnification or advanced expenses to any director, officer, employee, or agent (for indemnification relating to litigation or threatened litigation) in writing to the shareholders with or before the notice of the next shareholders' meeting, or prior to such meeting if the indemnification or advance occurs after the giving of such notice but prior to the time such meeting is held. Said report shall include a statement specifying the persons paid, the amounts paid, and the nature and status (at the time of such payment) of the litigation or threatened litigation.

Additionally, if the Corporation issues or authorizes the issuance of shares for promises to render services in the future, the above named Corporation shall report in writing to the shareholders the number of shares authorized or issued and the consideration received by the Corporation, with or before the notice of the next shareholders' meeting.

ARTICLE VII - SHARES OF STOCK

CERTIFICATE OF STOCK:

The shares of the Corporation shall be represented by certificates or shall be uncertificated shares.

Certificated shares of the Corporation shall be signed, (either manually or by facsimile), by officers or agents designated by the Corporation for such purposes, and shall certify the number of shares owned by him in the Corporation. Whenever any certificate is countersigned or otherwise authenticated by a transfer agent or transfer clerk, and by a registrar, then a facsimile of the signatures of the officers or agents, the transfer agent or transfer clerk or the registrar of the Corporation may be printed or lithographed upon the certificate in lieu of the actual signatures. If the Corporation uses facsimile signatures of its officers and agents on its stock

certificates, it cannot act as registrar of its own stock, but its transfer agent and registrar may be identical if the institution acting in those dual capacities countersigns or otherwise authenticates any stock certificates in both capacities. If any officer who has signed or whose facsimile signature has been placed upon such certificate, shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of its issue.

If the Corporation issues uncertificated shares as provided for in these Bylaws, within a reasonable time after the issuance or transfer of such uncertificated shares, and at least annually thereafter, the Corporation shall send the shareholder a written statement certifying the number of shares owned by such shareholder in the Corporation.

Except as otherwise provided by law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.

LOST OR DESTROYED CERTIFICATES:

The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen, or destroyed if the owner:

- so requests before the Corporation has notice that the shares have been acquired by a bona fide purchaser,
- files with the Corporation a sufficient indemnity bond; and
- satisfies such other requirements, including evidence of such loss, theft, or destruction, as may be imposed by the Corporation.

TRANSFERS OF SHARES:

Transfers or registration of transfers of shares of the Corporation shall be made on the stock transfer books of the Corporation by the registered holder thereof, or by his/her attorney duly authorized by a written power of attorney; and in the case of shares represented by certificates, only after the surrender to the Corporation of the certificates representing such shares with such shares properly endorsed, with such evidence of the authenticity of such endorsement, transfer, authorization and other matters as the Corporation may reasonably require, and the payment of all stock transfer taxes due thereon.

The Corporation shall be entitled to treat the holder of record of any share or shares as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable, or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

RECORD DATE:

The Board of Directors may fix, in advance, which shall not be more than sixty days before the meeting or action requiring a determination of shareholders, as the record date for the determination of shareholders entitled to receive notice of, or to vote at, any meeting of shareholders, or to consent to any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividends, or allotment of any rights, or for the purpose of any other action. If no record date is fixed, the record date for shareholders entitled to notice of meeting shall be at the close of business on the day preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held, or if notice is waived, at the close of business on the day before the day on which the meeting is held.

The Board of Directors may fix a record date, which shall not precede the date upon which the resolution fixing the record date is adopted for shareholders entitled to receive payment of any dividend or other distribution or allotment of any rights of shareholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action.

A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting.

FRACTIONS OF SHARES/SCRIP:

The Board of Directors may authorize the issuance of certificates or payment of money for fractions of a share, either represented by a certificate or uncertificated, which shall entitle the holder to exercise voting rights, receive dividends and participate in any assets of the Corporation in the event of liquidation, in proportion to the fractional holdings; or it may authorize the payment in case of the fair value of fractions of a share as of the time when those entitled to receive such fractions are determined; or it may authorize the issuance, subject to such conditions as may be permitted by law, of scrip in registered or bearer form over the manual or facsimile signature of an officer or agent of the Corporation, or its agent for that purpose, exchangeable as therein provided for full shares, but such scrip shall not entitle the holder to any rights of shareholder, except as therein provided. The scrip may contain any provisions or conditions that the Corporation deems advisable. If a scrip ceases to be exchangeable for full share certificates, the shares that would otherwise have been issue-able as provided on the scrip are deemed to be treasury shares unless the scrip contains other provisions for their disposition.

ARTICLE VIII - DIVIDENDS

Dividends may be declared and paid out of any funds available therefore, as often, in such amounts, and at such time or times as the Board of Directors may determine, and shares may be issued pro rata and without consideration to the Corporation's shareholders or to the shareholders of one or more classes or series.

Shares of one class or series may not be issued as a share dividend to shareholders of another class or series unless:

- so authorized by the Articles of Incorporation;
- a majority of the shareholders of the class or series to be issued approve the issue; or
- there are no outstanding shares of the class or series of shares that are authorized to be issued.

ARTICLE IX - INDEMNIFICATION

RIGHT OF INDEMNIFICATION:

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, hearing or suit, of any kind whether civil, administrative or criminal, by reason of the fact that he/she or a person of whom he/she is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation or for its benefit as a director or officer of another Corporation, or as a representative in an enterprise of any kind, shall be indemnified and held harmless to the fullest extent legally permissible under the General Corporation Law of the State of California. This indemnification shall include all expenses, liability, and loss (including attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. The expenses of Officers and Directors incurred in defending a civil or criminal action, suit, or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Director or Officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such Directors, Officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any Bylaw, agreement, vote of stockholders, provisions of law, or otherwise, as well as their rights under this Article.

INSURANCE FOR INDEMNIFICATION:

The Board of Directors may direct the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation. Or on behalf of any person who is or was serving at the request of the Corporation as a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another Corporation, or as its representative in a partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

AMENDMENT:

The Board of Directors may from time to time adopt further Bylaws with respect to indemnification and may amend these and such Bylaws to provide at all times the fullest indemnification permitted by the General Corporation Law of the State of California.

ARTICLE X - FISCAL YEAR

The fiscal year of the Corporation will end on December 31. Notwithstanding, the foregoing, the fiscal year shall be subject to change by the Board of Directors from time to time, subject to applicable law.

ARTICLE XI - CORPORATE SEAL

The corporate seal, if any, shall be in such form as shall be prescribed and altered, from time to time, by the Board of Directors. The use of a seal or stamp by the Corporation on corporate documents is not necessary and the lack thereof shall not in any way affect the legality of a corporate document.

ARTICLE XII - AMENDMENTS

BY SHAREHOLDERS:

All Bylaws of the Corporation shall be subject to alteration or repeal, and new Bylaws may be made, by a majority vote of the shareholders at the time entitled to vote in the election of Directors even though these Bylaws may also be altered, amended, or repealed by the Board of Directors.

BY DIRECTORS:

The Board of Directors shall have power to make, adopt, alter, amend, and repeal, from time to time, Bylaws of the Corporation.

ARTICLE XIII - WAIVER OF NOTICE

Whenever any notice is required to be given by law, the Articles of Incorporation or these Bylaws, a written waiver signed by the person or persons entitled to such notice, whether before or after the meeting by any person, shall constitute a waiver of notice of such meeting.

ARTICLE XIV - INTERESTED DIRECTORS AND OFFICERS

No contract or transaction shall be void or voidable if such contract or transaction is between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other Corporation, partnership, association, or other organization in which one or more of its Directors or Officers are directors or officers, or have a financial interest, when such Director or Officer is present at or participates in the meeting of the Board, or the committee of the

shareholders which authorizes the contract or transaction, or his/her, her, or their votes are counted for such purpose, if:

- the material facts as to his/her, her, or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee and are noted in the minutes of such meeting, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or
- the material facts as to his/her, her or their relationship or relationships or interest or interests and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or
- the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee of the shareholders; or
- the fact of the common directorship, office, or financial interest is not disclosed or known to the Director or Officer at the time the transaction is brought before the Board of Directors of the Corporation for such action.

Such interested Directors may be counted when determining the presence of a quorum at the Board of Directors' or committee meeting authorizing the contract or transaction.

ARTICLE XV - ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT

The Corporation shall, within sixty days after the filing of its Articles of Incorporation with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of incorporation occurs each year, file with the Secretary of State a list of its President, Secretary, and Treasurer, and all of its Directors, along with the post office box or street address, either residence or business, and a designation of its registered agent in the state of California. Such list shall be certified by an officer of the Corporation.

APPROVED AND ADOPTED on August 4, 2023.

A handwritten signature in black ink, consisting of a large, stylized loop followed by a horizontal line and a small flourish.

(Secretary Signature)