

**BYLAWS
OF
THE FLY BRAVE FOUNDATION
a California Nonprofit Public Benefit Corporation**

**ARTICLE I
RECITALS AND DEFINITIONS**

Section 1.01. Name of Corporation. The name of this Corporation shall be THE FLY BRAVE FOUNDATION, and shall be referred to herein as the “Corporation.”

Section 1.02. Corporation Is Nonprofit. This Corporation is formed pursuant to the California Nonprofit Public Benefit Corporation Law (Cal. Corp. Code, §5110, et seq.) as a public benefit corporation.

Section 1.03. Specific Purpose. The specific and primary purpose of this Corporation shall be to provide financial support to nonprofit tax exempt charitable organizations in the communities of the Greater Sacramento area of Northern California who have as their charitable goals, objectives and programs directed to the support of the arts, education, and the provision of transitional housing resources to needy individuals and families.

**ARTICLE II
PRINCIPAL OFFICE**

Section 2.01. Location of Principal Office. The principal office of the Corporation will be initially located at 6807 San Joaquin Street, or as the Board may from time to time designate by resolution.

**ARTICLE III
MEMBERSHIP**

Section 3.01. No Statutory Members. This Corporation shall have no members as that term is defined in California Corporations Code section 5056. Unless otherwise provided herein or in the California Nonprofit Public Benefit Corporation Law, any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members under the California Corporations Code or otherwise by law shall vest in the Board of Directors.

Section 3.02. Associates. Nothing in this Article III shall be construed as limiting the right of the Corporation to refer to persons associated with it who participate in any activities or programs of the Corporation as “members” even though such persons are not members, as defined in section 5056 of the California Corporations Code. Such persons shall be deemed to be associated persons with respect to the corporation as that term is defined in California Corporations Code section 5332 and no references to associated persons as “members” shall make any such person a member of this Corporation, as defined in Corporations Code section 5056.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01. Number of Directors; Qualifications.

(a) Number and Qualifications. The authorized number of directors shall be not less than seven (7) nor more than nine (9) persons until changed by an amendment to these Bylaws. The exact number of directors shall be fixed, within the limits specified, by resolution of the Board. To be eligible to serve on the Board, an individual must be in good standing.

(b) Qualifications.

(i) Good Standing Requirement. To be eligible to serve on the Board of Directors a candidate must be in good standing with the Corporation. To be considered in good standing, a candidate for election to the Board must be current in the payment of all dues or assessments imposed pursuant to Article IX, below, and not be subject to suspension of his or her rights and privileges as a member of the Corporation.

(ii) Limitation on Interested Persons Serving on the Board. In accordance with Corporations Code section 5227, no more than forty-nine percent (49%) of the persons serving on the Board of Directors may be interested persons. An “interested person” means either (i) a person who is currently being compensated by the Corporation for services rendered to it within the previous twelve months, whether as a full- or part-time employee, independent contractor, or otherwise; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of an interested person.

Section 4.02. Term of Office. The term of office of all members of the Board shall be two (2) years. There shall be no limitation upon the number of consecutive terms to which a director may be re-elected. Each director, including a director elected to fill a

vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 4.03. Nomination and Election of Directors.

(a) Appointment of Nominating Committee. At least sixty (60) days prior to the date of any election of directors, the president shall appoint a nominating committee to select qualified candidates for election to those positions on the Board of Directors held by directors whose terms are then expiring. The committee shall make its recommendations at least fifteen (15) days before the election and shall nominate at least one (1) or more candidate for each position to be filled.

(b) Election of Directors. The election of directors shall take place at the annual meeting of the Board, provided, however, that vacancies may be filled prior to the annual meeting date as provided in Section 4.05(c), below. Election to the Board shall require a two-thirds (2/3rds) vote of the directors whose terms of office are not expiring.

Section 4.04. Removal of Directors and Filling Vacancies on the Board of Directors.

(a) Vacancies, Generally. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation or removal of a director; or (ii) an increase of the authorized number of directors.

(b) Resignation of Directors. Any director may resign, which resignation shall be effective on giving written notice to the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

(c) Filling of Vacancies.

(i) Vacancies on the Board may be filled by the vote of a majority of a quorum of the Board, or if the number of directors then in office is less than a quorum, the vacancy may be filled by (A) the unanimous written consent of the remaining directors, or (B) the affirmative vote of a majority of the remaining members of the Board at a duly held meeting or (C) by the sole remaining director.

(d) Removal of Directors for Cause. The Board of Directors shall have the power and authority to remove a director and declare his or her office vacant if he or

she has (i) been declared of unsound mind by a final order of court; (ii) been convicted of a felony; (iii) been found by a final order or judgment of any court to have breached any duty under California Corporations Code sections 5230 through 5237, inclusive, (relating to the standards of conduct of directors).

(e) Removal of Directors Without Cause. Except as otherwise provided in subparagraph (d), above, a director may only be removed from office prior to expiration of his or her term by the affirmative vote of a majority of the directors then in office.

ARTICLE V BOARD MEETINGS

Section 5.01. Place of Meetings; Meetings by Conference Telephone or Other Electronic Means. Regular and special meetings of the Board of Directors may be held at any place within the Counties of Yolo and Sacramento that has been designated from time to time by resolution of the Board and stated in the notice of the meeting. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Notwithstanding the above provisions of this Section 5.01, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Members of the Board may participate in a meeting through the use of conference telephone, electronic video screen communication, or electronic transmission by and to the Corporation so long as the requirements set forth in Corporations Code sections 20 and 21 are satisfied.. Participation in a meeting through the use of conference telephone pursuant to this Section constitutes presence in person at that meeting as long as all members of the Board participating in the meeting are able to hear one another. Participation in a meeting through the use of a conference telephone or electronic video screen communication pursuant to this Section constitutes presence in person at that meeting so long as all members participating in the meeting are able to hear one another. Participation in a meeting through the use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following elements are satisfied: (i) each Board member participating in the meeting can communicate with all other directors concurrently; (ii) each director is provided the means of participating in all matters coming before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

Section 5.02. Annual Meeting of Directors. The Board of Directors shall hold an annual meeting for the purpose of organization, election of directors and officers, and the transaction of other business. The annual meeting shall be held during the month of January of each year, unless the Board of Directors determines it is in the best interests of the organization to hold the annual meeting at another time. The date, time and location of the meeting shall be set forth in the notice thereof issued in accordance with Section 5.05, below.

Section 5.03. Other Regular Meetings. Other regular meetings of the Board shall be held without call at such time as shall from time to time be fixed by the Board of Directors and communicated to the individual Board members. Ordinarily, regular meetings shall be conducted at least quarterly; provided, however, that regular meetings can be held as infrequently as every six (6) months if the Board's business does not justify more frequent meetings. Notice of the date, time and place of regular meetings shall be communicated to the Board members not less than seventy-two (72) hours prior to the meeting; provided, however, that notice need not be given to any Board member who signs a written waiver of notice or consent to holding the meeting as more particularly provided in Section 5.07, below.

Section 5.04. Special Meetings of the Board. Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board, the president, any Vice Chair, the secretary or any two (2) directors.

Section 5.05. Notice of Meetings.

(a) Manner of Giving Notice. Notice of the time and place of the annual and any special meetings of the Board shall be given to each director by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage prepaid; (iii) by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail or other electronic means. Notice of a meeting need not be given to any director who signs a written waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at commencement of the meeting, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the Corporation records or made a part of the minutes.

(b) Content of Notices. The notice shall state the date, time and place of the meeting and shall include an agenda listing those items of business that are scheduled for action at the time the notice is given.

Section 5.06. Quorum Requirements.

(a) Specified Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except that a quorum need not be present to vote to adjourn as provided in Section 5.08, below.

(b) Action of the Board. Except as otherwise provided in these Bylaws or in sections 5212 (appointment of committees), 5233(requirements for the approval of self-dealing transactions), 5234 (approval of certain contracts), 5235 (fixing compensation), and 5238(e) (approving indemnification of a director) the Nonprofit Public Benefit Corporation Law, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

(c) Effect of Withdrawal of Directors From Meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting or such greater number as is required by the Articles of Incorporation or these Bylaws.

Section 5.07. Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present, individually or collectively, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Corporation records or made a part of the minutes of the meeting and shall have the same force and effect as a unanimous vote of the Board. The requirement of notice of a meeting shall also be deemed to have been waived by any director who attends the meeting without protesting before or at its commencement about the lack of notice.

Section 5.08. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place or may adjourn for purposes of reconvening in executive session to discuss and vote upon personnel matters, litigation in which the Corporation is or may become involved and orders of business of a similar nature. If the meeting is adjourned for more than twenty-four (24) hours, notice of adjournment to any other time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Except as hereinabove provided, notice of adjournment need not be given.

Section 5.09. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as an unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For purposes of this section, “all members of the Board” shall not include any “interested director” as defined in California Corporations Code section 5233 and Section 4.01(c)(ii), above.

Section 5.10. Compensation. Directors, officers and members of committees shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board of Directors to be just and reasonable. Expenses shall be supported by an invoice or voucher acceptable to the Board. This Section 5.10 shall not be construed to preclude any director from serving the Corporation in any other capacity, such as an officer, agent, employee, or otherwise, and receiving compensation for those services.

ARTICLE VI DUTIES AND POWERS OF THE BOARD

Section 6.01. General Corporation Powers. Subject to any limitations imposed by the Nonprofit Public Benefit Corporation Law, these Bylaws or the Articles of Incorporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. Subject to the limitations expressed in Section 7.01, below, the Board may delegate the management of the activities of the Corporation to any person or persons or committee, provided, however, that notwithstanding any such delegation the activities and affairs of the Corporation shall continue to be managed and all Corporate powers shall continue to be exercised under the ultimate direction of the Board.

Section 6.02. Specific Powers. Without prejudice to the general powers of the Board of Directors as set forth in Section 6.01, above, the directors shall have the power to:

- (a) Exercise all powers vested in the Board under the laws of the State of California.
- (b) Appoint and remove all officers of the Corporation, if any, and other Corporation employees; prescribe any powers and duties for such persons that are consistent with law, the Articles of Incorporation and these Bylaws;

(c) Appoint such agents and employ such other employees, including attorneys and accountants, as it sees fit to assist in the operation of the Corporation, and to fix their duties and to establish their compensation.

(d) Adopt and establish rules and regulations governing the affairs and activities of the Corporation.

(e) Enforce all applicable provisions of these Bylaws.

(f) Contract for and pay premiums for insurance and bonds (including fidelity and/or indemnity bonds) which may be deemed necessary or appropriate for the Corporation to maintain.

(g) Pay all taxes and charges incurred by or levied against the Corporation.

(h) Delegate its duties and powers hereunder to the officers of the Corporation or to committees established by the Board, subject to the limitations expressed in Section 7.01, below.

(i) Prepare budgets and maintain a full set of books and records showing the financial condition of the affairs of the Corporation in a manner consistent with generally accepted accounting principles, and at no greater than annual intervals prepare an annual financial report, a copy of which shall be delivered to each Director as provided in Section 9.05, below.

(j) Appoint such committees as it deems necessary from time to time in connection with the affairs of the Corporation in accordance with Article VII, below.

(k) Fill vacancies on the Board of Directors or in any committee.

(l) Open bank accounts and borrow money on behalf of the Corporation and designate the signatories to such bank accounts.

(m) Bring and defend actions on behalf of the Corporation so long as the action is pertinent to the operations of the Corporation.

Section 6.03. Limitations on Powers.

(a) Self-Dealing Transactions. Notwithstanding the powers conferred on the Board pursuant to Sections 6.01 and 6.02, above, this Corporation shall not engage in any transaction which meets the definition of a “self-dealing transaction” as defined in California Corporations Code section 5233 unless the transaction has been approved by one (1) or more of the means specified in section 5233(d).

(b) Transactions Between Corporations Having Common Directorships. Unless it is established that the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified, this Corporation shall not enter into a contract or transaction with any other corporation, association or entity in which one (1) or more of the Corporation's directors are directors unless the material facts as to the transaction and the director's common directorship are fully known or disclosed to the Board. The Board must approve, authorize or ratify any such contract or transaction in good faith and by a vote sufficient without counting the vote of the common director(s).

(c) Loans to Directors or Officers. This Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless the transaction is first approved by the California Attorney General. This provision shall not apply to any reasonable advance on account of expenses anticipated to be incurred in the performance of the director's or officer's duties.

(d) Standards for Investment. Except as provided in California Corporations Code sections 5240(c) and 5241, in the investment, reinvestment, purchase, acquisition, exchange, sale and management of the Corporation's investments, the Board shall:

(i) Avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Corporation's capital; and

(ii) Comply with additional standards, if any, imposed by the Articles of Incorporation, these Bylaws, any resolutions duly adopted by the Board, or the express terms of any instrument or agreement pursuant to which the invested assets were contributed to the Corporation.

ARTICLE VII COMMITTEES

Section 7.01. Committees of Directors. The Board may, by resolution adopted by a majority of the directors then in office, designate one (1) or more committees to serve at the pleasure of the Board. A committee comprised solely by directors may exercise all the authority of the Board with respect to matters within their area of assigned responsibility, except that no committee, regardless of Board resolution, may:

(a) Take any final action on any matter which, under the Nonprofit Corporation Law of California, also requires approval of the Members.

- (b) Fill vacancies on the Board of Directors or on any committee which has been delegated any authority of the Board.
- (c) Amend or repeal Bylaws or adopt new Bylaws.
- (d) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable.
- (e) Appoint any other committees of the Board of Directors or the members of those committees.
- (f) Expend Corporation funds to support a nominee for director after there are more people nominated for director than can be elected.
- (g) Approve any self-dealing transaction unless authorized by California Corporations Code section 5233(d)(3).

Section 7.02. Other Committees. The Board may establish other committees as deemed necessary or appropriate to implement the charitable programs or activities of the Corporation, increase the effectiveness of the Corporation, provide information or otherwise assist the Board. Such committees may include persons who are not directors; provided, however, that any committee which includes non-directors may not exercise any powers of the Board, but rather shall serve as an advisory or recommending body to the Board.

Section 7.03. Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article V, above, concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

ARTICLE VIII OFFICERS

Section 8.01. Officers. The officers of the Corporation shall be a President/Chair of the Board, at least one Vice President, a Secretary and a Chief Financial Officer. The Corporation may also have, at the discretion of the Board, one (1) or more assistant secretaries, one (1) or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 8.03, below. One (1) or more person may hold two (2) or more offices, except that neither the secretary nor the chief financial officer may serve concurrently as Chair of the Board.

Section 8.02. Election of Officers. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Sections 8.03 and 8.05, below, shall be chosen annually by majority vote of the Board at the annual meeting of the Corporation, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 8.03. Subordinate Officers. The Board may appoint, and may empower the president to appoint, such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws and as the Board may from time to time determine.

Section 8.04. Removal and Resignation of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting of the board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors. Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 8.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 8.06. Chair of the Board. The Chair of the Board shall be elected by the Board from among the directors. He or she shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the Corporation. He or she shall

preside at all meetings of the Board, and shall have the general power and duties of management usually vested in the office of Chair of the Board of a nonprofit charitable organization, together with such other powers and duties as may be prescribed by the Board or the Bylaws.

Section 8.07. Vice President. The Vice Chair of the Board/Vice President shall be elected by the Board from among the directors. In the absence or disability of the Chair of the Board, the Vice Chair of the Board shall perform all the duties of the Chair of the Board and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair of the Board. He or she shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws. It shall be the policy of this Corporation that the person appointed to serve as Chair of the board be a director that has expressed a commitment to continue as an officer in the capacity of the chair of the board upon expiration of the incumbent Chair's term of office or upon the Chair's earlier resignation or removal. The Corporation has the discretion to have more than one Vice President.

Section 8.08. Secretary. The secretary shall keep or cause to be kept at the principal office or such other place as the Board may order, a book of minutes of all meetings of directors, with the time and place of holding same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings and the proceedings thereof. The secretary shall keep, or cause to be kept, appropriate current records showing the names and mailing addresses of any persons designated as "members" of the Corporation. He or she shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws or by law to be given, and he or she shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

Section 8.09. Chief Financial Officer. The Chief Financial Officer, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books and records shall at all reasonable times be open to inspection by any director. The Chief Financial Officer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board. He or she shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the Chair of the Board and directors whenever they request it, an account of all of his or her transactions as the Chief Financial Officer and of the financial condition of the

Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws. If required by the Board, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

ARTICLE IX CORPORATION FINANCES

Section 9.01. Annual Contribution Requirement. The Board shall be empowered, but shall not be obligated, to implement a policy which requires those persons who serve as directors to make an annual minimum financial contribution to the support of the Corporation.

Section 9.02. Checks. All checks or demands for money and notes of the Corporation shall be signed by the Chair of the Board and the Chief Financial Officer, or by such other officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 9.03. Financial Statements. The Board of Directors shall cause an audit or a review of the financial affairs of this Corporation to be made at least every twelve (12) months. Such audit shall reflect the financial condition of this Corporation as of the date of the audit and shall summarize the financial transactions in which this Corporation was involved during the period between the last of such audits and the date of the current audit. A copy of the audit shall be available for examination by each of the directors of this Corporation. A copy of any annual financial statement and any income statement of the Corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the Corporation as of the end of such period, that has been prepared by the Corporation shall be kept on file in the principal office of the Corporation for at least twelve (12) months.

The income statements, statements of changes in financial position, and balance sheet referred to in this section shall be accompanied by the report, if any, of any independent accountants engaged by the Corporation or the certificate of an authorized officer of the Corporation that the financial statements were prepared without audit from the books and records of the Corporation.

ARTICLE X MISCELLANEOUS

Section 10.01. Inspection of Books and Records. In accordance with section 6334 of the California Corporations Code, every director shall have an absolute right at any reasonable time to inspect all books, records, documents and minutes of the Corporation and the physical properties owned by the Corporation. The right of inspection by a director includes the right to make extracts and copies of documents. If any record that is subject to inspection is not maintained in written form, a request for inspection is not complied with unless and until the Corporation at its expense makes such record available in written form. For purposes of this Section, "written" or "in writing" also includes any transmission or delivery of a document by electronic communications methods. An inspection under this Section may be made in person or by agent or attorney.

Section 10.02. Corporate Seal. The Corporation shall have the option of obtaining a seal in circular form having within its circumference the words "ENOSIS HELLENIC SOCIETY, Inc. September 17, 2011, State of California."

Section 10.03. Amendment or Repeal of Bylaws. Except as otherwise expressly provided herein, these Bylaws may only be amended or repealed, and new Bylaws adopted by the affirmative vote or written ballot of a majority of a majority of a quorum of the Board. At least fifteen (15) days prior to taking action on any proposed amendment of these Bylaws, a copy of the proposed amendment(s) shall be given to each director of the Corporation.

Section 10.04. Notice Requirements. Any notice or other document permitted or required to be delivered as provided herein shall be delivered either personally or by first class mail in accordance with the notice requirements of Section 5.05, above.

Section 10.05. Annual Statement of General Information. As and when required by California Corporations Code section 6210, the Corporation shall file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the authorized number of directors, the names and complete business or residence addresses of all incumbent directors, the names and complete business or residence addresses of the chief executive officer, Secretary and Chief Financial Officer, the street address of its principal office in this state, together with a designation of the agent of the Corporation for the purpose of service of process.

Section 10.06. Construction and Definitions. Unless the context requires otherwise or a term is specifically defined herein, the general provisions, rules of

construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, and singular number includes the plural and the plural number includes the singular.

Section 10.07. Indemnification of Corporate Agents.

(a) Indemnification, Generally. Any person who was or is a director, officer or employee of the Corporation (collectively "Agents") may be indemnified by the Corporation for any claims, demands, causes of action, expenses or liabilities arising out of, or pertaining to, the Agent's service to or on behalf of the Corporation to the full extent permitted by California Corporations Code section 5238. Except as provided in subparagraph (b), below, any indemnification under this Section shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the Agent is proper under the circumstances because the Agent acted in good faith, in a manner the agent believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. Indemnification of an Agent shall also require approval by a majority vote of a quorum of directors who are not parties to the proceeding in question or by the court in which such proceeding is or was pending upon application made by the Corporation or the Agent.

(b) Right of Indemnification for Expenses if Successful on the Merits. To the extent that an Agent of the Corporation has been successful on the merits in defense of any proceeding of the kind described in Corporations Code section 5238, subparagraphs (b) or (c), or in defense of any claim, issue or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the proceeding.

(c) Corporation's Authority to Advance Expenses. The Corporation shall be empowered to advance the expenses incurred by any Agent prior to final disposition of any proceeding of the kind described in Corporations Code section 5238, subparagraphs (b) or (c), upon receipt of an undertaking by or on behalf of the Agent to repay such amounts unless it is ultimately determined that the Agent is entitled to be indemnified.

(d) Right of Corporation to Procure Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any Agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the Agent's status as such whether or not the Corporation would have the power to indemnify the Agent against such liability under section 5238 of the Corporations

Code; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Agent of the Corporation for a violation of California Corporations Code section 5233.

Section 10.08. Nonpaid Directors; Alleged Failure to Discharge Duties; No Monetary Liability. Except as provided in California Corporations Code sections 5233 or 5237, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any nonpaid director, including any nonpaid director who is also a nonpaid officer, of this Corporation based upon any alleged failure to discharge the person's duties as director or officer if the duties are performed in a manner that meets all of the following criteria:

- (a) The duties are performed in good faith.
- (b) The duties are performed in a manner such director believes to be in the best interests of the Corporation.
- (c) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 10.09. Personal Liability of Volunteer Director or Officer for Negligence.

(a) Except as provided in subparagraph (c), below, no cause of action for monetary damages shall arise against any person serving without compensation as a Director or officer of this Corporation on account of any negligent act or omission occurring (i) within the scope of that person's duties as a Director acting as a board member, or within the scope of that person's duties as an officer acting in an official capacity, if all of the following conditions are met:

- (i) The act or omission was within the scope of the Director's duties as a director action as a Board member or within the scope of that person's duties as an officer acting in an official capacity;
- (ii) The act or omission was performed in good faith;
- (iii) The act or omission was undertaken in a manner that the person believed to be in the best interest of the Corporation;
- (iv) The act or omission involved matters that fall within the exercise of the person's policymaking judgment; and

- (v) The Corporation has maintained a policy of general liability insurance, applicable to the claim, with an amount of coverage of at least Five Hundred Thousand Dollars (\$500,000.00). If a general liability policy is found to cover the damages caused by the director or officer, no cause of action as provided in Section 5047.5 of the Corporations Code shall be maintained against the director or officer.

(b) The protections of this Section do not apply to any volunteer director or officer who receives compensation for the Corporation in any other capacity, including compensation as an employee. For purposes of this Section 10.09, the payment of actual expenses incurred in attending meetings or otherwise in the execution of the duties of a director or officer shall not constitute compensation.

(c) The liability protections of this Section do not eliminate or limit the liability of a Director or officer for any of the following:

- (i) Any liability with respect to self-dealing transactions as provided in California Corporations Code section 5233 or any liability with respect to certain prohibited distributions, loans or guarantees as provided in section 5237 of said law;
- (ii) Any action or proceeding brought by the California Attorney General; or
- (iii) Any liability resulting from intentional, wanton, or reckless acts, gross negligence, or an action based on fraud, oppression, or malice.

Section 10.10. Gifts and Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose of the Corporation.

Section 10.11. Representation of Shares of Other Corporations. It is anticipated that the Corporation will be the holder of shares of stock in other corporations. All such stock held by the Corporation for itself, or for other parties in any capacity, shall be voted, and all proxies with respect thereto shall be executed by the person authorized to do so by resolution of the Board of Directors or in the absence of such authorization, by the chair of the Board or by the Chief Financial Officer.

CERTIFICATE OF SECRETARY

The undersigned, Secretary of the Corporation known as the Fly Brave Foundation hereby certifies that the foregoing Bylaws, consisting of 18 pages, were duly adopted by the unanimous written consent of the directors of the Corporation as of June 25, 2016, and that they now constitute the Bylaws of the Corporation.

FLY BRAVE FOUNDATION,
a California nonprofit public benefit
corporation

By _____
_____, Secretary

BYLAWS
OF
THE FLY BRAVE FOUNDATION

