

BYLAWS of
**SAN DIEGO JOURNEY
COMMUNITY CHURCH**

A California Nonprofit Religious Corporation
LA MESA, CALIFORNIA

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SAN DIEGO JOURNEY COMMUNITY CHURCH**

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SAN DIEGO JOURNEY COMMUNITY CHURCH
A California Nonprofit Religious Corporation**

**ARTICLE I
OFFICES**

SECTION 1 - Corporate Name

The name of this corporation is San Diego Journey Community Church.

SECTION 2 - Principal Office

The principal office ("principal executive office") for the transaction of the business of San Diego Journey Community Church (aka, "the corporation" or "Journey") is located at 8363 Center Drive, Suite 6C, La Mesa, in San Diego County, California. The board of directors may change the principal office from one location to another. The Secretary will note any change in these bylaws (opposite this section), or this section may be amended to state the new location.

SECTION 3 - Other Offices

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

**ARTICLE II
OBJECTIVES OF CORPORATION**

The purpose of this corporation is to further the kingdom of God through services that encourage the worship of God, fellowship with God, and instruction from God's Word, the Bible; to make available the Gospel of Jesus Christ to all whom God brings into our path; and to reach out to the County of San Diego, the State of California, the USA, and to other parts of the world in the name of Jesus Christ.

In the context of these general purposes, the corporation helps people far from God become a community of Jesus by reflecting the values of God, Love, and Grace, guided by the following statement:

“We live as if God is real, present, and for us and others; we love in the self-giving way of Jesus; and we extend grace to people regardless of their story. We do the above by providing experiences, practices, and relationships to connect people to God, each other, and our community.”

ARTICLE III NONPARTISAN ACTIVITIES

This corporation has been formed under the California Non-profit Religious Corporation Law for the religious purposes described above. No substantial part of the activities of this corporation will consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation will not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE IV DEDICATION OF ASSETS

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

ARTICLE V MEMBERSHIP

This corporation will have no voting members of any class within the meaning of the Nonprofit Corporation Law.

ARTICLE VI BOARD OF DIRECTORS

Journey Community Church is a pastor-led and board-guided church. The board provides guidance and oversight related to the corporation's key financial, personnel, and policy/procedure decisions.

SECTION 1 - Duties of Board

Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, the board's specific duties are as follows:

- (1) Approve the annual budget.
- (2) Approve the hiring of any pastors.

SECTION 2 - Powers of Board

Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, the board's specific powers are as follows:

- (1) Conduct, manage, and control the corporation's temporal affairs and activities and make such rules and regulations for this purpose, consistent with law, the articles of incorporation, and these bylaws, as the board deems best.
- (2) Select and remove the Lead Pastor, and remove other staff pastors or staff directors, as described in Section 9 of this Article.

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

(4) Adopt and use a corporate seal, and alter the form of the seal.

(5) Exercise all other powers conferred by the California Nonprofit Religious Corporation Law, or other applicable laws.

SECTION 3 - Number and Qualifications of Directors

The board of directors consists of at least six but no more than nine directors unless changed by amendment to these bylaws. The exact number will be fixed, within those limits, by a resolution adopted by the board of directors. The Lead Pastor will serve as a director and will also serve as the board's Chair and as an ex officio member of all board committees.

The qualifications for directors are:

(1) A director must be a Christ-Follower, and must be actively seeking to live a life consistent with the teachings of Scripture.

(2) A director must consider Journey his/her home church, must tithe to Journey, and must be regularly involved in church activities, including weekend services and one or more ministries.

(3) A director must meet the qualifications for leadership described in 1 Timothy 3:1-7 and Titus 1:5-9.

An effort will be made to have the makeup of the board reflect the racial, ethnic, and gender makeup of Journey. It is desired that at no time will the board be all male or all female. Board members either must have completed, or must complete within their first six months of serving, First Step and Our Journey (and/or comparable programs in existence during the tenure of a given board); in addition, board members must earnestly support Journey's *Statement of Faith*, as well as its *Ultimate Values* and *DNA*

statements (and/or comparable documents in existence during the tenure of a given board).

SECTION 4 - Selection of Directors

The process for selecting new directors is as follows:

(1) It is the responsibility of the Vice-Chair/Secretary to keep track of the tenure of each board member. Six months before a given board member's three-year term ends, the entire board will be notified. The Vice-Chair/Secretary may delegate this function to one of the staff members serving on the board.

(2) The board will select three board members to serve on a committee whose purpose is to nominate at least one replacement for each outgoing board member. The committee will be chaired by one of these three board members, and the Lead Pastor will select the committee chair. In addition, the board will select three other, non-board members for the committee. The Lead Pastor will have final approval authority over the three non-board committee members. An effort will be made to have the committee reflect the diversity of Journey; as such, the six-person committee cannot be comprised solely of male or of female members.

(3) At least one month before the term of the outgoing board member(s) ends, the board must meet and the committee must share one nominee for each opening to be filled on the board, plus one alternate candidate. After discussion of each nominee, the full board will vote, selecting one person for each open position. An affirmative vote is defined as one in which no more than one board member votes in opposition to a given nominee, and such a vote results in an invitation being extended to that nominee.

(4) As soon as possible after an affirmative vote on a given nominee, the Lead Pastor must approach the nominee and extend an invitation to become a member of the board of directors. If the nominee accepts, then he/she will begin his/her tenure on the board effective July 1 of the year in which he/she is elected to the board. Any outgoing board member(s) will be invited to attend the first part of the first board meeting after his/her term ends, in order to be able to assist with an orderly transition to his/her/their successor(s). The transition to the new board will be the first agenda item at this meeting, after which any outgoing board member(s) will be thanked for his/her/their service and then excused.

(5) If a given nominee declines the invitation to become a member of the board of directors, then an offer to join the board is made by the Lead Pastor to the alternate candidate. If the alternate also declines the invitation, it is the responsibility of the nominating committee to put before the board another nominee, using the same process described in points 1-4 above. If the outgoing board member is available to remain on the board until his/her replacement has been selected, he/she will be invited to do so. If not, the board will proceed with one less board member until the vacancy is filled.

SECTION 5 - Term

The board calendar runs from July 1 through June 30 of each year. Each non-staff member of the board of directors serves a term of three years, which begins July 1 of the first year of the term and runs through June 30 of the third year of the term. After that, he/she must be off of the board of directors for at least one year before he/she is eligible for nomination to another three-year term. Terms will be staggered so that there is not a complete turnover of the board in any one year. A board member may serve a second three-year term by unanimous vote of the board. In addition, a board member's term may be extended by up to one year by unanimous vote of the board.

SECTION 6 - Vacancies

(1) Events Causing Vacancies. A vacancy or vacancies on the board of directors will be deemed to exist in the event of the death, resignation, removal, or end of term of a director, and/or an increase in the number of directors. If a vacancy is the result of the end of a board member's term, the process for selecting a board member described in Section 4 will be followed. A board member may be removed from the board if he/she is found to not adhere to the criteria for board members outlined at the beginning of Article VI, or for lack of performance as a board member (such as not attending meetings and/or not completing assigned tasks). The board may remove a director, with or without cause, by majority vote at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and the issue of removal are given.

(2) Filling Mid-Term Vacancies. In the event of a mid-term vacancy, the confirmed alternate, as outlined in Article VI, Section 4, point (3), will be invited to serve

the remainder of the departed board member's term. If the alternate declines, or there is no confirmed alternate at the time of the vacancy, then the normal process for selection a new board member (Article VI, Section 4, 1-5) will be used to fill the vacancy, and the new board member will complete the term of the departed board member.

(3) Vacancy Caused by Increase in Number of Directors. In the event that the board of directors increases the number of directors resulting in a vacancy, the vacancy will be filled pursuant to Article VI, Section 4 if at the start of a new term, or pursuant to Article VI, Section 6(2) pertaining to mid-term vacancies. In the case of a mid-term appointment, the new director(s) will serve the remainder of the three-year term.

SECTION 7 - Resignation of Directors

Except as provided below, any director may resign by giving written notice to the Chair of the Board, if any, or to the President or the Secretary of the board. The resignation will be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective.

No director may resign if the corporation would be left without a duly elected director or directors. Instead, the last director(s) should wind up and dissolve the corporation.

SECTION 8 - Board of Director Meetings

(1) Location of Board Meetings. Meetings of the board will be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

(2) Meetings by Telecommunication. Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section will constitute presence in person at the meeting if both the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(b) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

(3) Regular Board Meetings. There will be no fewer than 6 and no more than 12 regular board meetings per year. A schedule of board meetings will be established at the first regular board meeting of a given year (using the board calendar of July 1 through June 30). Directors will make every effort to be present at each regular board meeting. In the rare instance in which that is not possible, a director may participate in a regular board meeting and may cast votes via telephone, or via videoconference.

(4) Special Board Meetings. A special meeting of the board of directors may be called by the Lead Pastor, or a by quorum of directors. Special board meetings will be scheduled after reasonable efforts have been made to learn about and accommodate directors' schedules. Once a special board meeting has been scheduled, directors will receive notice of the meeting. Directors will make every effort to be present at each special board meeting. If that is not possible, a board member may participate in a special board meeting and may cast votes via telephone, or via videoconference.

(5) Notice of Special Meetings. Notice of the time and place of special meetings will be given to each director by e-mail. In the event that e-mail is unavailable, notice may be delivered by mail, telephone, or via personal delivery. All such notices will be given or sent to the director's e-mail address, street address, or telephone number as shown on the corporation's records.

Notices sent by first-class mail will be deposited in the United States mail at least 4 days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission will be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting.

The notice will state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

(6) Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals will be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

(7) Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(8) Action Without Meeting. Any action required or permitted to be taken by the board of directors may be taken without a meeting if all members of the board, individually or collectively, consent in writing (including via e-mail) to that action. Such action by written consent will have the same effect as an in-person vote by the board of directors. Such written consent will be filed with the minutes of the proceedings of the board.

(9) Quorum. A quorum consists of two-thirds or more of the board at any regular or special board meeting. Votes may be taken on any issue provided a quorum is present, with two exceptions: 1) the selection of a Lead Pastor, and 2) the removal of a Lead Pastor (see Article VI, Section 9). In each case (the selection and the removal of a Lead Pastor), the full board (not including the Lead Pastor) must participate in the meeting and subsequent vote.

It is the responsibility of the Lead Pastor, or the Lead Pastor's appointee, to ensure that the requisite number of board members is voting in a given vote, to tally votes, and to report to the board the outcome of a vote, with the exception of a vote to remove the Lead Pastor, in which case it is the Secretary's responsibility. It is the responsibility of the Secretary to record the outcome of a vote.

Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present will be an act of the board. A meeting at which a quorum is initially present may continue to transact business, despite the

withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(10) Voting. Each member of the board of directors has an equal vote. All board decisions are based on simple majority vote, unless otherwise noted in these by-laws.

SECTION 9 - Selection and/or Removal of Pastors and Staff Directors

(1) Selection of Lead Pastor. The board of directors has ultimate responsibility for selection of a Lead Pastor, and for filling any vacancies in that position due to retirement, resignation, removal, or death. Suggested processes for selection of a Lead Pastor are outlined in Journey's Policies and Procedures manual. In any situation involving the selection of a new Lead Pastor, an affirmative vote is defined as one in which no more than one board member votes in opposition.

(2) Selection of Interim Pastoral Leadership. In the event of the sudden death of a Lead Pastor, or any other event that results in a period of time during which the Lead Pastor role is vacant, it is the board's responsibility to identify one or more individuals to ensure that pastoral leadership and teaching duties are effectively fulfilled. This may include the selection of an Interim Lead Pastor.

(3) Removal of Lead Pastor. A vote to remove a Lead Pastor may only be taken after the board of directors has solicited input from pastors other than the Lead Pastor ("Staff Pastors"). Removal of a Lead Pastor requires a unanimous vote of the board of directors (not including the Lead Pastor).

(4) Removal of Staff Pastors or Staff Directors. Board approval is not required for the termination of other pastors beyond the Lead Pastor; however, the Lead Pastor must inform the board about the termination of a pastor in advance of the termination. The board may also initiate the removal of a staff pastor or staff director. In any situation involving the removal of staff pastors or staff directors, an affirmative vote is defined as one in which no more than one board member votes in opposition.

ARTICLE VII COMMITTEES

SECTION 1 - Committees of Directors

The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, and no one who is not a director, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, will have all the authority of the board, except that no committee, regardless of board resolution, may:

- (1) Amend or repeal any resolution of the board of directors, which by its express terms is not so amenable or repeal able;
- (2) Fill vacancies on the board of directors or in any committee;
- (3) Fix compensation;
- (4) Amend or repeal bylaws or adopt new bylaws;
- (5) Appoint any other committee of the board of directors or the members of these committees;
- (6) Approve any transaction: (1) to which the corporation is a party and one or more directors have a material financial interest; or (2) between the corporation and one or more of its directors, or between the corporation and any person in which one or more of its directors have material financial interest;
- (7) Fulfill any responsibility of the board requiring a vote of the full board as outlined in Article VI, Section 8 and 9.

SECTION 2 - Meetings and Action of Committees

Meetings and action of committees will be governed by, and held and taken in accordance with, the provisions of Article VI, Section 8 and 9 of these bylaws, concerning meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board of directors and its

members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolutions of the committee.

Special meetings of committees may also be called by resolution of the board of directors. Notice of special meetings of committees will also be given to any and all alternate members, who will have the right to attend all meetings of the committee. Minutes will be kept of each meeting of any committee and will be filed with the corporate records. The board of directors may adopt rules for the government of any committee not inconsistent with the provision of these bylaws.

ARTICLE VIII OFFICERS

SECTION 1 - Officers

The officers of the corporation will be a President, a Secretary, Treasurer and Chair of the Board. The corporation, at the board's discretion, may also have other officers as may be appointed under these bylaws.

Any number of offices may be held by the same person, except that the Secretary and the Treasurer may not serve concurrently as either the President or the Chair of the Board.

SECTION 2 - Election of Officers

The officers of the corporation, except those appointed in accordance with the provision of Section 3 of this Article VIII, will be chosen by the board of directors, and each will serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

SECTION 3 - Responsibilities

There is one significant difference between officers and directors with respect to authority: While one or two corporate officers often have authority to act on behalf of the corporation in certain matters, directors never have authority, acting individually or in small group, to bind the corporation. Directors can only act as a board, not as

individuals. Accordingly, a director has no authority, acting alone, to purchase equipment or land, hire employees, or otherwise make legally binding commitments on behalf of the corporation. One or two officers, however, may be vested with this authority.

(1) President and Chair. The Lead Pastor will act as President of the Corporation, as well as Chair of the Board, and will preside at all church business meetings, including meetings of the board of directors (or will designate a moderator to preside in the event of an absence). In this capacity, the Lead Pastor will supervise, direct, and control the business and the officers of the corporation. The Lead Pastor will be further authorized to sign any legal documents requiring the signature of the President of the Corporation, appoint the Vice Chair/Secretary, hire and terminate employees, schedule meetings, and set and distribute the agenda for such meetings. The Lead Pastor will have such other powers and duties as prescribed by the board of directors or the bylaws.

(2) Vice Chair and Secretary. In his/her capacity as Secretary, he/she will keep or cause to be kept, at the principal executive office or such other place as the board of directors may direct, minutes of all meetings and actions of directors and committees of directors, with the time and place of holding, any votes taken, and the names of those present at such meetings. He/she will also distribute church business correspondence as requested by the Lead Pastor, and will be authorized to sign any legal documents required as the Secretary of the Corporation. Finally, in his/her capacity as Vice Chair, he/she will become the Interim President and Chair in the event of a vacancy due to the retirement, resignation, removal, or death of the Lead Pastor. He/she will serve in this role until a permanent Lead Pastor is selected. He/she will have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(3) Treasurer. The Treasurer keeps or causes to be kept the assets and financial records of the Corporation, in the name of the Corporation, and gives written reports to each meeting of the board and to the President when requested. The Treasurer must cause the Corporation to pay or make provision for its liabilities, and acts as Secretary during that person's inability to act.

The board of directors may appoint, and may authorize the President or another officer to appoint, in accordance with the provisions of Section 3 of this Article VIII, any

other officers that the business of the corporation may require, each of whom will have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the board of directors.

SECTION 4 - Removal of Officers

Subject to the rights, if any, of any officer under contract of employment, any officer may be removed, with or without cause, by vote of 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 an officer to whom such power of removal may be conferred by the board of directors. Removal as an officer does not necessarily also result in removal from the board of directors (see Article VI, Section 6 regarding removal of a board member).

SECTION 5 - Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. Any resignation will 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 will 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 6 - Vacancies in Offices

A vacancy in any office because of death, resignation, end of term of service, removal, disqualification, or any other cause will be filled only in the manner prescribed in these bylaws of regular appointments to that office.

ARTICLE IX INDEMNIFICATION

To the fullest extent permitted by law, this corporation will indemnify its directors and officers, and may indemnify employees and other persons described in Corporations Code §9246(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and

reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, will have the same meaning as in that section of the Corporations Code.

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" will be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

This corporation will have the right, and will use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE X MAINTENANCE AND INSPECTION OF CORPORATE RECORDS

The articles of incorporation, bylaws, accounting books, records, and minutes of proceedings of the board of directors and committee(s) of the board of directors will be kept at such place or places as designated by the board of directors, or, in the absence of such designation, at the principal executive office of the corporation. Minutes will be kept in written or typed form and other books and records will be kept in either written form or any other form capable of being converted into written form. Every director will 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 for a reason reasonably related to his or her interests as a director. A director may make this inspection in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE XI CONSTRUCTION AND DEFINITION

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

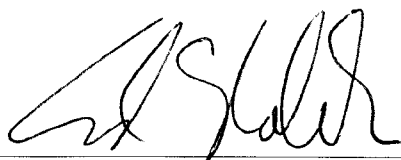
ARTICLE XII AMENDMENTS

The board of directors may amend or repeal all or any part of these bylaws.

ADOPTION OF BYLAWS

We, the directors of San Diego Journey Community Church, a California nonprofit corporation, adopt the above bylaws of this corporation on October 1, 2014. The bylaws go into effect on January 15, 2015.

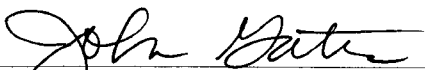
Directors



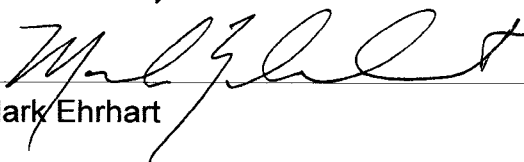
Ed Noble



Keith Keyeski



John Gates



Mark Ehrhart



Bob Nelson

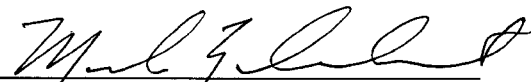
CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of San Diego Journey Community Church in La Mesa, California, a California nonprofit corporation, and the above bylaws, consisting of 20 pages, are the bylaws of this corporation as adopted at a meeting of the board of directors held on October 1, 2014. The bylaws go into effect on January 15, 2015.

Executed at La Mesa, California.

Dated:

10/1/14


Mark Ehrhart, Secretary