

BYLAWS OF
PENINSULA VELO
A CALIFORNIA NONPROFIT
PUBLIC BENEFIT CORPORATION

ARTICLE I

OFFICES

Section 1.01. Principal Office. The principal office of this corporation shall be fixed and located at such place as the Board of Directors of this corporation shall determine. The Board of Directors is granted full power and authority to change location of the principal office.

Section 1.02. Other Offices. The corporation may also have offices at such other places as the Board of Directors from time to time designate.

ARTICLE II

MEMBERSHIP

Section 2.01. Classes. There shall be one class of members of this corporation. Members of this corporation shall be those persons who have paid a membership fee, as determined by Board of Directors, and whose application for membership has been approved by the Membership Committee, which shall be appointed by the Board of Directors in conformity with the provisions of Section 3.16 of these Bylaws.

Section 2.02. Voting Rights. Subject to the provisions of Section 7612 of the California Nonprofit Corporation Law and

Section 2.17 of this Article, each member shall be entitled to one vote on each matter submitted to a vote of the members. Members who fail to be in good standing, as set forth in Section 2.04 of this Article, shall not be entitled to vote on any matter.

Section 2.03. Membership Fee. Each member shall pay a membership fee and any assessments in such amounts and at such times as shall be determined by the Board of Directors.

Section 2.04. Good Standing. Any member who shall be in arrears in the payment of any installment of fees or assessments more than 30 days after their due date shall not be in good standing and shall not be entitled to vote as a member.

Section 2.05. Transfer of Membership. The Board of Directors may provide for the transfer of memberships, subject to such restrictions, limitations, and/or fees as the Board of Directors deems appropriate.

Section 2.06. Termination of Membership. The Board of Directors may terminate or suspend a membership or expel or suspend a member for non-payment of fees or assessments, or for conduct which the Board of Directors shall deem inimical to the best interests of the corporation.

The Board of Directors shall give the member who is the subject of the proposed action 15 days' prior notice of the proposed expulsion, suspension or termination, and the reasons therefor. The member may submit a written statement to the Board of Directors regarding the proposed action not less than five days before the effective date of the proposed expulsion, suspension or termination. Prior to the

effective date of the proposed expulsion, suspension or termination, the Board of Directors shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed expulsion, suspension or termination. A suspended member shall not be entitled to exercise any of the voting rights set forth in Section 2.02.

Any notice required under this Section may be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be given by first-class or registered mail sent to the last address of the member as shown on this corporation's records.

Section 2.07. Resignation from Membership. A member may resign at any time by giving written notice to the Board of Directors 30 days prior to the effective date of such resignation. A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.

Section 2.08. Liability of Members. Subject to the provisions in Section 7420 of the California Nonprofit Corporation Law, no person or entity who is now, or who later becomes a member of this corporation shall be personally liable to creditors of this corporation for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

Section 2.09. Place of Meetings. Meetings of members shall be held at any place, within or without the State of California, that has been designated from time to time by resolu-

tion or written consent of all members of the Board of Directors or by the written consent of all members entitled to vote thereat. In the absence of such designation, annual meetings shall be at the principal office of the corporation. Special meetings of the members may be held either at a place designated for such meeting or at the principal office.

Section 2.10. Annual Meetings. Annual meetings of members shall be held on such date and at such a time as may be fixed by a resolution by the Board of Directors. In any year in which directors are elected, the election shall be held at the annual meeting. Any other proper business may be transacted at the annual meeting.

Section 2.11. Special Meetings. Special meetings of members of this corporation may be called at any time by the Board of Directors, by any officer, or by five percent or more of members. Upon request in writing to any member of the Board of Directors or officer by any person entitled to call a special meeting of members, such officer shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board of Directors not less than 30 nor more than 90 days after the receipt of the request. If the notice is not given within 20 days after receipt of the request, the persons entitled to call the meeting may give the notice.

Section 2.12. Notice of Annual or Special Meetings. Written notice of each annual or special meeting of members shall be given not less than 10 nor more than 90 days before the date of

meeting to each member entitled to notice thereof, provided however, that if notice is given by mail, and the notice is not mailed by first-class, registered or certified mail, the notice shall be given not less than 20 days before the meeting. Such notice shall state the place, date, and time of the meeting and i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of the mailing of the notice intends to present for action by the members. Subject to Section 7511(f) and Section 7512(b) of the California Nonprofit Corporation Law, any proper matter may be presented at a meeting for such action. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is sent to members.

Notice of a members' meeting shall be given either personally or by mail or by other means of written communication, addressed to a member at the address of such member appearing on records of the corporation or given by the member to the corporation for the purpose of notice. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient, delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means. Oral notice shall be deemed

to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 2.13. Quorum. A majority of the voting power, represented in person or by proxy, shall constitute a quorum at any meeting of members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, except as provided in following sentence. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum

Section 2.14. Waiver of Notice and Consent. The transactions of any meeting of members however called and noticed, and wherever held, are valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote and not present in person or by proxy signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof.

divers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by

California Nonprofit Corporation Law to be included in the notice but not so included, if such objection is expressly made at such meeting. Neither the business to be transacted at, nor the purpose of any regular or special meeting of members need be specified in any written waiver of notice, consent to the holding

the meeting or approval of the minutes thereof, except as provided in Section 7511(f) of the California Nonprofit Corporation Law.

Section 2.15. Adjournment. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy. In the absence of a quorum, except as provided in Section 2.13, no other business may be transacted at such meeting.

Notice of the time and place of holding an adjourned meeting need not be given if the time and place are announced at the meeting at which the adjournment is taken, unless if after the adjournment a new record date is fixed for the adjourned meeting,

in which event notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting. No meeting shall be adjourned for more than 45 days.

Section 2.16. Action Without a Meeting. Any action except where the directors are elected by cumulative voting, may be taken without a meeting, if the corporation distributes a written ballot to every member entitled to vote on the matter, if the required number of signed approvals in writing, setting forth the action so taken, is received, and if the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total votes cast was the same as the votes cast by ballot.

Ballots shall be solicited in a manner consistent with the notice requirement of Section 2.12, and shall indicate the number of responses needed to meet the quorum requirement and with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measures submitted. These solicitations must specify the time by which the ballot must be received in order to be counted. A written ballot may be revoked

Unless a record date for voting purposes be fixed as provided in Section 2.18, the record date for determining members entitled to cast written ballots pursuant to this Section, when no prior action of the Board of Directors has been taken, shall be the

day on which the first written ballot is mailed or solicited, whichever is first.

Section 2.17. Voting. Each member shall be entitled to one vote on each matter submitted to the vote of the members.

members entitled to notice of any meeting or to vote at any such meeting shall be only persons in whose name a membership stands on the records of the corporation on the record date for notice determined in accordance with Section 2.18 of this Article.

Section 2.18. Record Date. The Board of Directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of any meeting of members or entitled to exercise any rights in respect of any lawful action. The record date so fixed shall be not more than 90 days nor less than 10 days before the date of the meeting, nor more than 60 days prior to any other action. When a record date is so fixed, only members of record on that date are entitled to notice, to vote or to exercise the rights for which the record date was fixed. A determination of members of record entitled to notice of a meeting of members shall apply to any adjournment of the meeting, unless the Board of Directors fixes a new record date for the adjourned meeting.

If no record date is fixed by the Board of Directors, record date for determining members entitled to notice of a meeting of members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding

the day on which the meeting is held. Further, if no record date is fixed by the Board of Directors, members on the day of meeting who are otherwise eligible to vote are entitled to vote at the meeting of members or, in the case of an adjourned meeting, members on the day of the adjourned meeting who are otherwise eligible to vote, are entitled to vote at the adjourned meeting of members. The record date for determining members for any purpose other than set forth in this Section or Section 2.12, shall be at the close of business on the day on which the Board of Directors adopts a resolution relating thereto, or the sixtieth day prior to the date of such other action, whichever is later.

Section 2.19. Proxies. Every person entitled to a membership has the right to do so either in person or by one or more persons authorized by a written proxy executed by such member and filed with the Secretary of the corporation. Any proxy duly executed is not revoked and continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto. Such revocation may be effected either (i) by a written notice delivered to the Secretary of the corporation stating the proxy is revoked, (ii) by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting or (iii) as to any meeting, by attendance at the meeting and voting in person by the person executing the proxy; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of its execution unless otherwise provided in the proxy,

except that the maximum term of any proxy shall be three years from the date of execution.

Section 2.20. Election Inspectors. In advance of any meeting of members, the Board of Directors may appoint inspectors of election to act at such meeting and any adjournment thereof. If inspectors of election be not so appointed, or if any person so appointed fails to appear or refuses to act, the Chairman of any meeting of members may, and on the request of any member or a member's proxy shall, appoint inspectors of election at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one or three inspectors are to be appointed.

The duties of such inspectors shall be prescribed by Section 7614 of the California Nonprofit Corporation Law. If there are three inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all.

Section 2.21. Meeting Procedures. The President shall preside as Chairman at all meetings of members and shall conduct such meeting in a business-like and fair manner, but shall not be obligated to follow any technical, formal or parliamentary rules or principles of procedure. The Chairman's ruling on procedural matters shall be conclusive and binding on all members unless at the time of a ruling a request for a vote is made to the members.

entitled to vote and which are represented in person or by proxy at the meeting, in which case the decision of a majority of such members shall be conclusive and binding on all members Chairman shall have all other powers usually vested in the Chairman of a meeting of members.

ARTICLE III

BOARD OF DIRECTORS

Section 3.01. Number of Directors. The Board of Directors shall consist of not less than 3 nor more than 25 directors until changed by amendment to these Bylaws. The exact number of directors shall be fixed, within the limits specified, by a resolution duly adopted by the Board of Directors.

Section 3.02. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 3.12. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 3.03. Powers of Directors. Subject to Articles of Incorporation of this corporation, other sections of these Bylaws and the California Nonprofit Corporation Law, activities and affairs of the corporation shall be conducted and all corporate powers of this corporation shall be exercised by or under the direction of the Board of Directors. As provided in

Section 3.16, the Board of Directors may delegate the management of the activities of the corporation to any person or persons, management company or committee however composed, provided that activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers in addition to other powers enumerated in these Bylaws:

(a) To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation of this corporation or these Bylaws, and require from them security for faithful service.

(b) To conduct, manage and control the affairs activities of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation of this corporation or these Bylaws.

(c) To borrow money and incur indebtedness for the purpose of the corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities.

(d) To adopt, make and use a corporate seal and to alter the form of such seal from time to time.

Section 3.04. Election and Term of Office. Except for the terms of the initial directors, the term of office for each

director of this corporation shall be one year. Except as otherwise provided in this Article each director shall hold office until the expiration of his or her term and until his or her successor is duly elected and qualified. Successors for directors shall be elected at the annual meeting of the Board of Directors. A director may succeed himself or herself in office.

Section 3.05. Interested Persons. A majority of the persons serving on the Board of Directors shall be "interested persons." For the purpose of this Section, "interested persons" includes any person who is a member, a relative of a member, or an agent or employee of the corporation.

Section 3.06. Vacancies. A vacancy or vacancies in the Board of Directors shall be filled by a majority of the remaining directors then in office, although less than a quorum, or by the sole remaining director. A successor director so selected shall serve for the unexpired term of the predecessor and until a successor has been duly elected at the next annual meeting and qualified. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director or if the authorized number of directors is increased.

Any director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is

effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony or found by a final order or judgment of any court to have breached any duty arising under Sections 7230 through 7238 of the California Nonprofit Corporation Law. Any reduction of the number of directors authorized in these Bylaws shall not have the effect of removing any director prior to the expiration of the director's term of office.

Section 3.07. Place of Meetings. Meetings of the Board of Directors shall be held at any place, within or without the State of California, that has been designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board of Directors. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board of Directors may be held either at a place designated for such meeting or at the principal office.

Section 3.08. Annual Meeting. The Board of Directors shall hold an annual meeting for the purposes of organization election of directors and officers and the transaction of other business. This annual meeting shall be held at a time to be set by the Board of Directors in April of each year

Section 3.09. Regular Meetings. Other regular meetings of the Board of Directors shall be held without call or notice at

such time as shall from time to time be fixed by the Board of Directors

Section 3.10. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board, President, any Vice President, Secretary or any two directors.

Notice of the time and place of special meetings shall be given to each director either by i a written notice sent by first-class mail, charges prepaid, addressed to the address of such director as shown on the records of the corporation, four days before the date of the meeting or ii at least a 48 hours' notice delivered personally or by telephone, telegraph, telex or other similar means of communication. Notice by mail shall be deemed to have been given at the time a written notice is deposited in United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient, delivered to a common carrier transmission or actually transmitted by the person giving the notice by electronic means. Oral notice shall be deemed to have been given at the time it is communicated in person or by telephone or wireless to the recipient or to a person at the office of recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient

Section 3.11. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to the holding of 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, the lack of notice to such director.

transactions of any meeting of the Board of Directors, however called and noticed and whenever held, shall be valid as though transacted at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the directors not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. such waivers, consents and approvals shall be filed with corporate records or made a part of the minutes of the meeting.

Section 3.12. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, unless the meeting is adjourned for more than 24 hours, in which event notice of the adjournment to another time or place shall be given to the directors who were not present at the time of adjournment prior to the time of the adjourned meeting.

Section 3.13. Meetings by Conference Telephone. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting through telephonic means constitutes presence in person at such meeting.

Section 3.14. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with minutes of the proceedings of the Board. For the purposes of this Section only, "all members of the Board of Directors" shall include any "interested director" as defined in Section 5233 of California Nonprofit Corporation Law insofar as it is made applicable pursuant to Section 7238 of the California Nonprofit Corporation Law

Section 3.15. Right of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect physical properties of the corporation.

Section 3.16. Committees. The Board of Directors may by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board of Directors, except with respect to: (i) approval of any action for which California Nonprofit Corporation Law also requires approval of members or approval of a majority of all members, (ii) filling of vacancies on the Board of Directors or any committee iii amendment or repeal of these Bylaws or the adoption of Bylaws, iv) amendment or repeal of any resolution of the Board of

Directors which by its express terms is not so amendable or repealable, (v) appointment of other committees of the Board of Directors or the members thereof, (vi) expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected or (vii) approval of any self-dealing transaction within the meaning of Section 5233(a) of the California Nonprofit Corporation Law

A Membership Committee shall be created by the Board of Directors in accordance with this Section to review and approve all applications submitted for membership in the corporation

Section 3.17. Compensation. The Board of Directors shall not be compensated for their services provided qua members of the Board of Directors.

ARTICLE IV

OFFICERS

Section 4.01. Officers. The officers of this corporation shall be a President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers and such other officers as may be elected in accordance with Section 4.02. Any number of offices may be held by the same person.

Section 4.02. Election. Officers shall be chosen annually by the Board of Directors and serve at the pleasure of the

Board of Directors, and shall hold their respective offices for one year.

Section 4.03. Removal and Resignation. Any officer be removed, with or without cause, by the Board of Directors at any time, without prejudice to the rights, if any, the officer may have under any contract of employment.

Any officer may resign at any time by giving written notice to the corporation, without prejudice to the rights, if any, the corporation may have under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or other cause shall be filled by the Board of Directors.

Section 4.05. Chairman of the Board. The Chairman of the Board of Directors, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be assigned from time to time by the Board of Directors or prescribed by these Bylaws

Section 4.06. President. Subject to such powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there shall be such an officer, the President shall be the general manager and chief executive officer of the

corporation with general supervision, direction and control of the business and officers of the corporation, subject to the control of the Board of Directors. In the absence of the Chairman of the Board of Directors, or if there is none, the President shall preside at all meetings of the Board of Directors. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4.07. Vice President. In the absence or disability of the President, the Vice President, if any, shall perform all the duties of the President and when so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4.08. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may order, a full and complete record of all meetings of the Board of Directors and its committees. The Secretary shall keep or cause to be kept at the principal office in the state of California the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date. The Secretary shall keep the seal of the corporation in safe custody and affix it to such papers and instruments as may be required in the regular course of business. The Secretary shall give, or cause to be given, notice of all meetings of the Board of

Directors, its committees and the members of this corporation required by these Bylaws or by law to be given. The Secretary shall supervise the keeping of the records of the corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 4.09. Treasurer. The Treasurer shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the corporation and signed by the President, Vice President, Treasurer or Secretary or by such officers as may be designated by the Board of Directors as authorized to sign them. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The Treasurer shall supervise the activities of the Assistant Treasurers, if any, and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

ARTICLE V

AMENDMENT OF BYLAWS

Subject to the California Nonprofit Corporation Law, these Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the Board of Directors.

ARTICLE VI

INDEMNIFICATION

Section 5.01. Statutory Indemnity. The corporation shall indemnify its directors, officers and employees to fullest extent permitted by the California Nonprofit Corporation Law

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 6.01. Authority to Bind the Corporation. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between the corporation and any other person, when signed by the Chairman of the Board of Directors, the President, any Vice President, the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officer lacked authority to execute such instrument. Any such instrument may be signed by another person or persons and in such manner as, from time to time, shall be determined by the Board of Directors, and, unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by contract or engagement or to pledge its credit or to render it liable for any purpose or amount

Section 6.02. Representation. The President, or such other officers as the Board of Directors may authorize for that purpose, are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of

corporation. The authority granted in these Bylaws to any officer to vote or represent this corporation arising from any shares held by this corporation in any other corporation or corporations may be exercised either by the officer in person or by any person authorized so to do by proxy or power of attorney duly executed by such officer.

Section 6.03. Inspection of Corporate Records. Subject to Sections 8330, 8331 and 8332 of the California Nonprofit Corporation Law and the following paragraph, a member may do either or both of the following for a purpose reasonably related to such member's interest as a member: (i inspect and copy the record of all the members' names, addresses and voting rights, at reasonable times, upon five business days' prior written demand upon the corporation, which demand shall state the purpose for which inspection rights are requested or ii obtain from the Secretary of the corporation, upon written demand and tender of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors, as of the recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested.

The Secretary shall make the membership list available on or before later of 10 business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

The corporation may, within 10 business days after receiving a demand as set forth in the preceding paragraph, deliver to all persons making such demand a written offer of an alternative method of achieving the purpose identified in such demand without providing access to or a copy of the membership list. Any rejection of the corporation's offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of such demand

The accounting books and records and minutes of proceedings of the members and the Board of Directors and committees of the Board of Directors shall be open to inspection, at any reasonable time, upon written demand on the corporation of member for a purpose reasonably related to such person's interests as a member.

Section 6.04. Inspection of Articles and Bylaws. The corporation shall keep in its principal office in the state of California the original or a copy of its Articles of Incorporation of these Bylaws as amended to date, which shall be open to inspection by members at all reasonable times during office hours. If the corporation has no office in the State of California, it shall upon the written request of any member furnish to such member

a copy of the Articles of Incorporation or Bylaws as amended to date.

Section 6.05. Amendments. These Bylaws may be amended or repealed by approval of the Board of Directors; provided, however, that the members must approve any action that would: (i) materially and adversely affect the rights of members as to voting dissolution, redemption or transfer of memberships; (ii) increase or decrease the number of memberships authorized in total for any class; (iii) effect an exchange, reclassification, or cancellation of all or any part of the memberships; (iv) authorize a new class of membership; or (v) specify or change a fixed number of directors or the maximum or minimum number of directors or vice versa.

CERTIFICATE OF SECRETARY

The undersigned, Daniel Kervick, hereby certifies that:

The undersigned is the duly elected and acting Secretary of Peninsula Velo, a California nonprofit corporation.

Attached hereto is a complete and correct copy of the Bylaws of such corporation as adopted May , 1991, and which have not been amended or modified since such date.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary on May , 1991.

Secretary

the first time in the history of the world, the number of people who have been converted to Christianity has exceeded the number of people who have been converted to all other religions combined. This is a remarkable achievement, and it is a testament to the power of the gospel message.

It is also important to note that the growth of Christianity has been accompanied by significant social and political changes. In many countries, Christians have played a key role in advancing human rights, promoting democracy, and fighting for justice. They have also been instrumental in providing aid and relief to those in need, both within their own communities and around the world.

However, it is also important to recognize that there are challenges facing the church today. One major challenge is the issue of religious freedom and persecution. In many parts of the world, Christians face discrimination, harassment, and even violence at the hands of those who do not share their beliefs. This is a tragic reality that must be addressed if we are to truly live out our faith in love and compassion.

Another challenge is the issue of theological diversity. While the core beliefs of Christianity are well-defined, there are many different denominations and sects within the faith. This can lead to division and conflict, particularly when it comes to issues like abortion, gay marriage, and social justice. It is important for Christians to work together to promote unity and understanding, even when they disagree on specific issues.

In conclusion, the growth of Christianity over the past century is a remarkable achievement that has transformed the world. While there are challenges ahead, the church remains a powerful force for good, and it is up to us to continue to spread the gospel message of love, hope, and salvation to all who will listen.