

BYLAWS OF
PENNINGTON RESEARCH ASSOCIATION, INCORPORATED

ARTICLE I. OFFICES

Section 1.01. The principal office of the Corporation for its transaction of business is located at 6800 Raldina Court, Carmichael CA, 95608-4561

Change of Address

Section 1.02. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in California. Any such change shall be noted by the Secretary in the minutes, but shall not be considered an amendment of these Bylaws.

ARTICLE II. MEMBERS

Classification and Qualification of Members

Section 2.01. The Corporation shall have two (2) classes of members as follows:

Active Member

Honorary Member

Active Members of the Corporation shall be those persons as defined in Section 5065 of the Corporation Code who have demonstrated an interest in genealogical research and desire to further the aims of the corporation. Honorary Members shall be those persons as defined in Section 5065 of the Corporations Code who, in the unanimous opinion of the Board of Directors, have advanced genealogical research or literature in the field warranting their recognition.

Eligibility for Membership

Section 2.02. Any person, as defined in Section 5065 of the Corporations Code, is eligible to be a member of the Corporation, except that, in the case of a natural person, such person shall not be eligible for membership unless over the age of eighteen.

Admission to Active Membership

Section 2.03. Any person, as defined in Section 5065 of the Corporations Code, qualified for membership under Section 2.01 of these Bylaws, may be admitted to membership on the submission of an application submitted by such person in such form and in such manner as shall be prescribed by the Board of Directors and on the payment of the first

annual dues as specified in Section 2.05 of these Bylaws. Admission shall be granted upon approval of the membership chair.

The initial Active members elected by these Bylaws and are listed in Exhibit A attached hereto, provided each such member remits the first annual dues.

Admission to Honorary Membership

Section 2.04. From time to time, the Board may recognize outstanding contributions to the field of genealogical research by bestowing an Honorary Membership to such a person. No dues shall be charged but such members shall have all of the same rights and privileges, as does an active member.

Dues

Section 2.05. The annual dues payable to the Corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership.

Assessments

Section 2.06. Memberships shall be nonassessable.

Number of Members

Section 2.07. There shall be no limit on the number of members the Corporation may admit.

Membership Book

Section 2.08. The Corporation shall keep in written form a membership book containing the name, address, and class of each member. In the absence of a membership book, the Corporation shall keep in electronic form a membership database containing the name, address, and class of each member.

The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation

and shall be subject to the rights of inspection required by laws as set forth in Section 2.12 of these Bylaws.

Inspection Rights of Members

Demand

Section 2.09. (a) Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 8332 of the Corporations Code, and unless the Corporation provides a reasonable alternative as permitted by Section 2.09 (c) of these Bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

- (1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or
- (2) Obtain from the Secretary of the Corporation, on 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 most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (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.

(b) The rights of inspection set forth in Section 2.09 (a) of these Bylaws may be exercised by the following:

- (1) Any member, for a purpose reasonably related to such person's interest as a member;
- (2) Four or more members for a purpose reasonably related to the members' interest as members.

(c) The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 2.09 (a) of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.09 (a) of these Bylaws shall

be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.09 (a) of these Bylaws.

Certificates of Membership

Section 2.10. The Board of Directors of the Corporation may provide for the issuance of certificates evidencing membership in the Corporation. The certificates issued by the Corporation shall state on the certificate that the Corporation is a nonprofit mutual benefit corporation which may not make distributions to its members except on dissolution. The certificates shall also state on the certificate that a copy of the transfer restrictions are on file with the Secretary of the Corporation and are open for inspection by a member on the same basis as the records of the Corporation.

Nonliability of Members

Section 2.11. A member of the Corporation shall not solely because of such membership be personally liable for the debts, obligation, or liabilities of the Corporation.

Transferability of Membership

Section 2.12. The Board of Directors may provide resolution for the transfer of memberships within any class or classes, with or without restriction or limitation, including transfer on the death, dissolution, merger, or reorganization of a member.

Termination of Membership

Causes

Section 2.13. (a) The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member with notice as prescribed by Section 2.13 (b) of these Bylaws;
- (2) Where a membership is issued for a period of time, the expiration of such period of time;
- (3) The death of a member;
- (4) The dissolution of corporate members; and

(5) The nonpayment of dues or assessments.

Resignation by Giving Notice

(b) The membership of any member of the Corporation shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of the Corporation personally or deposited in United States mail, postage prepaid.

Nonpayment of Dues

(c) The membership of any member who fails to pay his or her dues when due within sixty (60) days thereafter shall automatically terminate at the end of such period, provided such member was given both a fifteen (15) days' prior written notice of the termination stating the reasons therefore and a timely opportunity to be heard on the matter of the termination. The notice shall be given personally to such member or sent by first-class or mail to the last address of such member as shown on the records of the Corporation. The member may have the opportunity to be heard may, at the election of such member, be oral or in writing and shall occur not less than five (5) days before the effective date of the termination. The hearing shall be conducted at the Corporation offices or by telephone by the membership chair. The hearing shall be presided over by the membership chair, who shall perform the following duties:

- (1) Read the charges against the subject member;
- (2) Require that the charges be verified by the testimony of the person or persons making them;
- (3) Hear any other witnesses against the subject member;
- (4) Allow the subject member to cross examine each witness following the testimony of that witness;
- (5) Allow the subject member to make a statement in his or her own behalf;
- (6) Allow the subject member to call witnesses in his or her own behalf;
- (7) Allow the members of the committee conducting the hearing to question the witness after they have been questioned by the subject member.

Effect of Termination

(d) All rights of a member in the Corporation shall cease on the termination shall not receive the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE III. MEETINGS OF MEMBERS

Place

Section 3.01. Meetings of the members shall be held at the principal office of the corporation or at such a place designated by the Board of Directors. Meetings may be held online using the Internet.

Regular Meetings

Section 3.02. Meetings of members shall be held at least annually and more often as directed by the Board of Directors, for the purpose of transacting proper business and the election of Directors. Meetings may be held online using the Internet.

Special Meetings

Section 3.03. Special meetings of members shall be called by the Board of Directors or at such times and places within North America as may be ordered by resolution of the Board of Directors or by five (5) percent of the members of the Corporation. Five (5) percent or more of the members of the Corporation may call special meetings for any lawful purpose.

Notice of Meetings

Section 3.04. Written notice of every meeting of members shall be either personally delivered or mailed by first-class United States mail, postage prepaid, not less than 10 nor more than 90, days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat. Electronic notification (electronic mail or "e-mail") may be used in lieu of written notice. If a Member does not have Internet access, a written notice will be mailed to them.

In the event given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. Where no such address appears or is given, notice shall be given at the

principal office of the Corporation. The Secretary of the Corporation, or any transfer agent specially designated by the Secretary for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five from such person or persons by the Chairman of the Board or the President or Vice President or Secretary of the Corporation shall be sent to the members forthwith and in any event within twenty (20) days after the request was received.

No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Contents of Notice

Section 3.05. The notice shall state the place, date, and time of the meeting. 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 given to the members.

Waivers, Consents, and Approvals

Section 3.06. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as 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 but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Quorum

Section 3.07. A quorum at any meeting of members shall consist of thirty-three and one third (33 1/3) percent of the voting power, represented in person or by proxy. For purposes of this bylaw, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

Loss of Quorum

Section 3.08. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Adjournment for Lack of Quorum

Section 3.09. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 3.08 of these Bylaws.

Voting of Membership

Entitlement

Section 3.10. (a) Except as provided in Section 3.10(e) of these Bylaws authorizing cumulative voting at the election of Directors, each Active and Honorary member is entitled to one vote on each matter submitted to a vote of the members.

Indivisible Interest in Single Membership

(b) Single memberships in which two or more persons have an indivisible interest shall be voted as set forth in Section 3.10(c) of these Bylaws relating to the voting of memberships in two or more names.

Memberships in Two or More Names

(c) Where a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, or otherwise, or if two or more persons (including proxy holders) have the same fiduciary relationship respecting the same membership, unless the Secretary of the Corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect: if only one member votes, such act shall bind all members; and if more than one member vote, the act of the majority so voting shall bind all members.

Record Date of Membership

(d) The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of and to vote at any meeting of members. Such former record date shall not be more than ninety (90) days nor less than ten (10) days before the date of the meeting. Such latter record date shall not be more than sixty (60) days before the date of the meeting. The Board shall also fix, in advance, a date as the record date for the purpose of determining the members entitled to exercise any rights in respect of any other lawful action. Such record date shall not be more than 60 days prior to such other action.

Cumulative Voting

(e) Cumulative voting shall not be authorized for the election of directors or for any other purpose.

Proxy Voting

(f) Members entitled to vote, as set forth in Section 3.10(a) of these Bylaws, shall have the right to vote either in person or by a written proxy executed by such person or his or her duly authorized agent and filed with the Secretary of the Corporation, except as otherwise expressly provided in the Articles of Incorporation of this Corporation or in these Bylaws, provided, however, that a proxy shall not be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. The maximum term of any proxy shall be three (3) years from the date of its execution. Every proxy shall continue in full force and effect until revoked by the person executing it prior to the vote pursuant thereto.

Action Without Meeting by Written Ballot

Ballot Requirements

Section 3.11 (a) Subject to the limitations specified in Section 3.11 (b) of these Bylaws, any action which may be taken at any meeting of members may be taken without a meeting provided there is satisfaction of the following ballot requirements:

- (1) The Corporation distributes a written ballot to every member entitled to vote on the matter Electronic notification (electronic mail or "e-mail") or use of Internet electronic ballot may be used in lieu of written notice. If a Member does not have Internet access, a written ballot will be mailed to them;

- (2) The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation;
- (3) The number of votes cast by ballot with the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and
- (4) The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Limitations Pertaining to Election of Directors

(b) Directors shall be elected by written ballot. Electronic notification (electronic mail or “e-mail”) or use of Internet electronic ballot may be used in lieu of written notice. If a Member does not have Internet access, a written ballot will be mailed to them.

Solicitation of Ballots

(c) Ballots shall be solicited in a manner consistent with the requirements of giving notice of members’ meetings set forth in Section 3.04 of these Bylaws and of voting by written ballot. All such solicitations 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 measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

Revocation of Ballot

(d) A written ballot may not be revoked.

Conduct of Meetings

Chairman

Section 3.12. (a) The president of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members present in person or by proxy shall be Chairman of and shall preside over the meetings of the members.

Secretary of Meetings

(b) The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.

Rules of Order

(c) The Robert's Rules of Order, as may be amended from time to time, shall govern the meeting of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the law optional; or rules governing agenda, motions, and related matters.

Inspectors of Election

Appointment

Section 3.13. (a) In advance of any meeting of members, the Board may appoint any persons, other than candidates for office, as inspectors of election to act at the meeting and any adjournment thereof. If the inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chairman of any meeting may, and on request of any member or member's proxy must, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). 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 (1) or three (3) inspectors are to be appointed.

Duties

(b) The inspectors of election shall perform the following duties:

- (1) Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
- (2) Receive votes, ballots, or consents;
- (3) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
- (4) Count and tabulate all votes and consents;

- (5) Determine when the polls shall close;
- (6) Determine the result; and
- (7) Do such acts as may be proper to conduct the election or vote with fairness to all members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

Vote of Inspectors

(c) If there are three (3) inspectors of election, the decisions, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

Report and Certificate

(d) On request of the Chairman or any member or member's proxy, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

ARTICLE IV. DIRECTORS

Number

Section 4.01. The Corporation shall have nine (9) Directors. Collectively, the Directors shall be known as the Board of Directors.

Qualifications

Section 4.02. The Directors of the Corporation shall be residents of North America. With the exception of the initial Directors, the Directors shall also be members of the Corporation.

Terms of Office

Section 4.03. Each Director shall hold office for a term of three (3) years or until the next meeting of members as prescribed by Section 3.02 of these Bylaws and until the Director's successor is elected and qualifies under Section 4.02 of these Bylaws. In the

event a Director is removed at a special meeting of the members called and held as prescribed by Section 3.03 of these Bylaws, the Director shall hold office until his or her removal and his or her successor is elected and qualifies and no longer.

Nomination

Section 4.04. Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other authorized by law.

Election

Section 4.05. The Directors shall be elected by written ballot as authorized by Section 3.11 of these Bylaws.

The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 4.02 of these Bylaws.

Compensation

Section 4.06. The Directors shall serve without compensation except that they may be allowed and paid their actual and necessary expense incurred in attending meetings of the Board.

Meetings

Call of Meetings

Section 4.07. (a) Meetings of the Board may be called by the Chairman of The Board or the President or any Vice President or the Secretary or any two (2) Directors.

Place of Meetings

(b) All meetings of the Board shall be held at the principal office of the Corporation as specified in Section 1.01 of these Bylaws or at a place designated by the Board of Directors.

Time of Regular Meetings

(c) Regular meetings of the Board shall be held, without call or notice, annually, at the principal office or at a place designated by the Board of Directors of the corporation or by telephone conference, or by E-mail.

Special Meetings

(d) Special meetings of the Board may be called by the Chairman of the Board or the President or any Vice-President or the Secretary or any two (2) Directors. Special meetings shall be held on four (4) days' notice by first class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone or telegraph. Notice of the special meeting need not be given to any Director who signs a 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 its commencement, the lack of such notice to such Director. All such waivers, consents, and approval shall be filed with the corporate records or made a part of the minutes of the meetings.

Quorum

(e) Fifty one percent (51%) of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

Transactions of Board

(f) Except as otherwise provided in the Articles, in these Bylaws, or by 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 is the act of the Board, provided, however that any meeting at which a quorum was 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.

Conduct of Meetings

(g) The Chairman of the Board or, in his or her absence, Any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board 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. Such participation shall constitute personal presence at the meeting.

Adjournment

(h) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting

Section 4.08. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such Meetings may be held in person, by telephone or by E-mail. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Director.

Removal of Directors

Removal for Cause

Section 4.09. (a) The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of court;
- (2) The Director has been convicted of a felony; or
- (3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code on directors who perform functions with respect to assets held in charitable trust add if minimum attendance will be required;; or
- (4) The Director has failed to attend three consecutive meetings of the Board.

Removal Without Cause

(b) Any or all of the Directors may be removed without cause if, where the Corporation has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the Corporation Code; or where the Corporation has more than fifty (50) members, such removal shall be approved by the members within the meaning of Section 5034 of the Corporations Code. However, a Director shall not be removed, unless the entire Board is removed, when the votes cast against removal, or not consenting in writing to such removal, would be sufficient to elect such Director if voted cumulatively at an election at which the same total number of votes were cast (or is such action is taken by written ballot, all memberships entitled to vote were voted) and the entire number of directors authorized at the time of the Director's most recent election were then being elected.

Resignation of Director

Section 4.10. Any Director may resign effective on giving written notice to the Chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the Corporation, 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 to take office when the resignation becomes effective.

Vacancies in the Board

Causes

Section 4.11. (a) Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

Filling Vacancies by Directors

(b) Except as otherwise provided in the Articles or these Bylaws and Except for a vacancy created by the removal of a Director pursuant to Section 4.09 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written

consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waiver of notice as provided in Section 4.07 (d) of these Bylaws; or (3) a sole remaining Director.

Filing Vacancies by Members

(c) Vacancies created by removal of Directors shall be filled only by the approval of the members within the meaning of Section 5034 of the Corporations Code. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

ARTICLE V. OFFICERS

Numbers and Titles

Section 5.01. The officers of the Corporation shall be a President, a First Vice-President, a Research Director, a Secretary, a Chief Financial Officer, and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The President is the Chief Executive Officer of the Corporation. Any number of offices may be held by the same person.

Appointment and Resignation

Section 5.02. The officers shall be chosen by and serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

ARTICLE VI. CORPORATE RECORDS, REPORTS, AND SEAL

Keeping Records

Section 6.01. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Annual Report

Section 6.02. The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321 (a). Except where the Corporation does not have more than one hundred (100) members or more than ten thousand (\$ 10,000) in assets at any time during the fiscal year, on the written request of a member the board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain in appropriate detail the following: (1) a balance sheet as of the end of such fiscal year; (2) a statement of the place where the names and addresses of the current members are located; and (3) any information concerning certain transactions and indemnifications required by Corporations Code Section 8322. The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Annual Statement of Certain Transactions and Indemnifications

Section 6.03. The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Corporation Code Section 8322 (d) and (e), if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

Corporate Seal

Section 6.04. The Board of Directors shall adopt a corporate seal. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE VII. INDEMNIFICATION

Section 7.01. Except for acts specified in Corporation Code Section 8215, each director and each officer acting within the scope of his or her office shall be indemnified by the corporation for any action, expense, judgment, fine or like claim directed at such person either individually or as an official of this corporation.

**CERTIFICATE OF SECRETARY
OF**

Pennington Research Association, Incorporated
a California Nonprofit Corporation

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising pages, constitute the Bylaws of said Corporation as duly adopted & amended at a meeting of the Board of Directors thereof held on September 22, 2012

Dated: March 12, 2016

Margaret E Van Dine
Secretary