

BYLAWS
OF
FRIENDS OF MT. RUBIDOUX, INC.
A California Non-profit Public Benefit Corporation

ARTICLE I
GOALS AND OBJECTIVES

Consistent with and in furtherance of the specific purposes of the corporation set forth in the Articles of Incorporation of Friends of Mt. Rubidoux, Inc., the following are established as the goals and objectives of the corporation:

- A. Preserve and restore historical monuments and plaques;
- B. Restore natural vegetation
- C. Conduct classes and presentations about the history of Mt. Rubidoux
- D. Maintain cleanliness of Mt. Rubidoux Park

ARTICLE II
MEMBERSHIP AND DUES

2.1 Eligibility. Any adult natural person who wishes to assist in achieving the purposes and objectives of the Corporation and complies with any rules of conduct adopted by the Board of Directors shall be eligible for membership. The Board of Directors, or a committee of the Board to which this power and authority has been delegated, shall have the power and authority to determine whether a person meets the eligibility requirements for membership consistent with the forgoing.

2.2 Admission of Members.

Any person applying for membership who is qualified for membership under Article II of these Bylaws shall be admitted only on the approval of the Board of Directors (or a Board committee duly authorized by the Board of Directors to admit members). Applicants for membership shall submit an application and pay such dues as approved in accord with these Bylaws. Upon formation of this corporation, all members in good standing of the predecessor, unincorporated association known as Friends of Mt. Rubidoux, shall be admitted as members of this corporation.

2.3 Membership Dues. Membership dues shall be set by the Board of Directors from time to time. Dues will be effective July 1 of the next fiscal year.

2.4 No Transfer of Membership. No member of this Corporation may transfer, sell, assign or otherwise dispose of his/her membership in this Corporation; and no person shall become a member of this Corporation except as herein above provided.

2.5 Rights of Members. Each member shall be entitled to one vote. No member shall have any property rights or interest in any of the assets of the Corporation, and membership in this Corporation has and shall have no monetary value. The Corporation shall make no distribution to members and, upon dissolution of the Corporation, any remaining assets of the Corporation shall be distributed in accord with the Articles of Incorporation and applicable law.

2.6 Provisions Concerning Termination, Expulsion and Suspension of Members.

(a) Termination. Membership of any member shall automatically terminate: (i) upon the death of the member; (ii) upon resignation of the member; (iii) upon failure of a member to pay all dues which are past due within thirty (30) days of oral or written notice.

(b) Expulsion or Suspension. Any member of this Corporation may be expelled or suspended upon the determination that the member has failed to observe the rules of conduct of the Corporation as adopted by the Board of Directors or has engaged in conduct materially prejudicial to the purposes and interests of the Corporation.

Expulsion shall mean the termination of a person's membership and the designation of such person as ineligible for membership for a one year period following the effective date of the expulsion.

Suspension shall mean the temporary termination of a person's membership for the period designated by the Board of Directors.

No person who has been expelled or suspended from membership may attend any meeting, whether regular or special, or any other meeting which certain non-members otherwise have a right to attend under the provision of Section 3.14 below.

The procedure for expulsion or suspension of any such member shall be as follows:

(i) Any member may file with any director written charges against any other member as a basis for expulsion.

(ii) After receipt of such written charges, the director shall deliver the same to the president or secretary, who shall cause a copy of the charges to be included in the written notice of the meeting at which the charges are to be considered. The Board of Directors, at its next regular meeting or at a special meeting, shall consider such written charges consistent with the following subparts of this subsection. The Board of Directors, upon the vote of a majority of the directors then in office, shall determine whether reasonable cause exists therefor and whether a proposed expulsion or suspension of the member under consideration should be approved. If the Board so approves a proposed expulsion or suspension, the Board of Directors shall cause written notice of the action

taken by the Board of Directors, together with a summary of the findings of the Board of Directors, to be mailed to such member who is the subject of the expulsion or suspension at the address set forth in the membership books.

(iii) The member who is the subject of the expulsion or suspension shall be given 15 days notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension before such expulsion or suspension becomes effective. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Corporation's records.

(iv) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board of Directors to determine whether the expulsion or suspension should take place. The decision of the Board of Directors, approved by the affirmative vote of a majority of the directors then in office, shall be final.

(v) Any action challenging an expulsion or suspension of a member, including a claim alleging defective notice, must be commenced within one year after the effective date of expulsion or suspension.

2.7 Liability of Former Member. A member who is expelled or suspended or whose membership is terminated shall be liable to the corporation for any charges incurred, services or benefits actually rendered by the corporation to such former member, dues, assessments or fees incurred before the expulsion, suspension or termination.

2.8 Representation. No member shall have the power or authority to, nor shall claim to have the power or authority to, represent the corporation without the specific approval of the Board of Directors.

ARTICLE III

MEETING OF MEMBERS

3.1 Place of Meeting. All meetings of members of this Corporation shall be held at the place which is designated by the Board of Directors within the County of Riverside, State of California.

3.2 Annual Meetings. The annual meetings of the members shall be held on the third Thursday of May at 7:00 p.m. at Riverside City Hall or such other place as determined by the Board of Directors. At the annual meeting, members shall nominate and elect directors to fill the vacancies then existing and to elect officers to fill the vacancies then existing, such directors and officers to take office on the following July 1.

3.3 Regular Meetings. Regular meetings of the members shall be held on the third Thursday of each January, March, May (which is the annual meeting), July, September and November at 7:00 p.m. at Riverside City Hall or such other location as determined by the Board of Directors from time to time, provided that if the scheduled date falls on a legal holiday, the regular meeting for that month shall be canceled or rescheduled as determined by the members at a preceding meeting or by the Board of Directors.

3.4 Special Meetings. A special meeting of the members for any purpose or purposes appropriate for consideration by members, may be called at any time by the Board of Directors or by the president or by any two or more directors or five percent or more of the Members.

A special meeting called by any person or group of persons entitled to call a meeting other than the Board of Directors shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the president or secretary of the Corporation. The president or secretary receiving the request shall cause notice to be given to the Members, stating that a meeting will be held at a specific time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but not 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 person or persons requesting the meeting may fix the date, time and place of one special meeting and give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

No business, other than the business the general nature of which was set forth in the notice of this meeting, may be transacted at a special meeting.

3.5 Notice Requirements for Members' Meetings. Any annual or regular meeting of the members held in accord with Section 3.2 or 3.3 of these Bylaws, as applicable, at Riverside City Hall may be held without further notice to members. Whenever members are required or permitted to take any action at a meeting, other than an annual or regular meeting for which no notice is required in accord with the preceding system, written notice of the meeting shall be given, in accordance with this section to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and that no other business may be transacted, or (2) for the annual meeting and for regular meetings, those matters that the Board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting. The notice of a meeting at which directors are to be elected shall include the names of all persons who are nominees when the notice is given.

Notwithstanding the foregoing, if the place of annual meeting and regular meetings has been changed from Riverside City Hall and written notice has been given of the place fixed by the Board of Directors for annual and regular monthly meeting of members until further notice, then for so long as regular monthly meetings are held at such place and the date and time set forth in the Section 3.2 or 3.3, as applicable, the directors may approve not giving further written notice of such regular monthly members meetings.

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a director without cause;
- (2) Filling vacancies on the Board;
- (3) Amending the articles of incorporation;
- (4) Approving a contract or transaction between the Corporation and one or more directors, or between the Corporation and any entity in which a director has a material financial interest;
- (5) Electing to wind up and dissolve the Corporation.

3.6 Manner of Giving Notice; Affidavit of Mailing Notice. Notice of any meeting of members shall be in writing and shall be given at least ten but no more than 90 days before the meeting date, provided, however, that if notice is given by mail and the notice is not mailed by first class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation or by mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the Corporation for purposes of notice. "Electronic transmission by the Corporation" shall have the meaning given to it in the California Corporations Code, and notice to members given by electronic transmission by the Corporation shall be subject to the terms and conditions applicable to non-profit public benefit corporations in the California Corporations Code.

If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or telegraphic or other written communication to the Corporation's principal office or (2) notice is published at least once on a newspaper of general circulation in the county in which the principal office located.

An affidavit of the mailing of any notice of any members' meeting or of the giving of such notice by other means, may be executed by the secretary or any assistant secretary or any other officer of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

3.7 Quorum. The presence in person or by proxy of one-third of the members at any meeting shall constitute a quorum for the transaction of business. 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.

Any regular or special meeting of members at which no vote of the members is taken may be conducted regardless of whether a quorum is present.

3.8 Adjournment of Meeting and Notice of Adjourned Meeting. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority. When a members' meeting is adjourned to another time or place, notice of the adjourned meeting shall be given in the manner set forth in Section 3.6.

3.9 Voting. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, at all meetings of members, each member shall have the right to vote in person or by proxy. Cumulative voting is not allowed. Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins.

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 required by the California Nonprofit Public Corporation Law or by the Articles of Incorporation.

3.10 Waiver of Notice or Consent. The transaction at any meeting of members, however called and noticed, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum of voting members is present either in person or by proxy, and (2) either before or after the meeting each member entitled to vote, who is 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. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 3.5, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

3.11 Action Without Meeting. Any action required or permitted to be taken by the members may be taken without a meeting if a majority of members consent in writing to the action, whether by ballot or otherwise. The written consent or consents shall be filed with the minutes of the proceedings of the members.

3.12 Proxies.

(a) Rights of Members. Every member entitled to vote shall have the right to do so either in person or by an agent authorized by a written proxy signed by the person and filed with the secretary of the Corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by manual signature by the member.

(b) Form of Solicited Proxies. If the Corporation has 100 or more Members, any form of proxy distributed to 10 or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance with that specification. In any election of directors, any form of proxy that a member marks "withhold" or marks otherwise in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

(c) Requirement That General Nature of Subject of Proxy Be Stated. Any revocable proxy covering matters for which a vote of the members is required, including amendments to the Articles of Incorporation, amendments to the provisions of the Bylaws changing proxy rights, removal of directors without cause, filling vacancies on the Board of Directors, the sale, lease exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets unless the transaction is in the usual and regular course of the Corporation's activities, the principal terms of a merger or the amendment of a merger agreement, the election to dissolve the Corporation, or contracts or transactions between the Corporation and one or more directors or between the Corporation and an entity in which the director has a material financial interest shall not be valid unless the proxy sets forth the general nature of the matter to be voted on.

(d) Revocability. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until (i) revoked by the member executing it before the vote is cast under that proxy, (1) by writing delivered to the Corporation stating that the proxy is revoked, (2) by subsequent proxy executed by that member and presented to the Corporation, or (3) as to any meeting, by the member's personal attendance and voting at the meeting, or (ii) written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote under the proxy is counted; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy.

3.14 Attendance at Member Meetings by Certain Non-Members. Any person eligible for membership under Section 2.1 but not a member may attend any meeting of members not designated by the Board of Directors as a closed meeting, limited to members only. Subject to rules adopted by the Board of Directors or imposed by the Chair of that meeting, non-members may speak at the meeting on items brought before the members, but such non-member shall not have any other rights of a member, including but not limited to no right to notice of any meeting and no right to vote. The Board of Directors may adopt reasonable rules to interpret and implement the foregoing provisions of this Section 3.14.

ARTICLE IV

DIRECTORS

4.1 General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

4.2 Specific Powers. Without prejudice to the general powers set forth in Section 4.1 of these bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

(a) Appoint and remove, at the pleasure of the Board, the Corporation's agents and employees, if any; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and, if the Board so determines, require from them security for faithful performance of their duties.

(b) Change the principal office or the principal business office from one location to another;

(c) Apply for grants, accept contributions, approve obligations, determine activities, approve expenditures and distributions, otherwise conduct the nonprofit public benefit activities of the corporation.

4.3 Number of Directors. The authorized number of directors shall be seven (7).

4.4 Qualifications for Directors and Officers; Limitation on Term.

(a) The president, vice president, secretary, and chief financial officer shall all also be directors, and each at the time of his/her election and continuously throughout his/her term of office, must be a member of the corporation. All other directors must also be members of the corporation at the time of election and continuously throughout his/her term of office. Any event which causes an officer/director or a director to cease to be a member shall simultaneously and automatically remove such officer/director from both offices or such director from such office.

(b) Any other provision of these Bylaws notwithstanding, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons.

For the purpose of this Section, "interested persons" means either: (1) any person being compensated by the Corporation for services rendered to it either currently or at any time within the previous twelve (12) months, whether as a full- or part-time employee, independent contractor or otherwise; and/or (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person; and, (3) any other person deemed "interested" pursuant to Section 5227 of the California Corporations Code as such section or any successor section may hereafter be amended or adopted from time to

time. However, violation of this provision shall not affect the validity or enforceability of any transaction entered into by Corporation.

(c) The board of directors may adopt from time to time a written statement setting forth the responsibilities of a director and may require each newly-elected director or each candidate for election to director to sign a consent to such written statement in order to be qualified to serve.

4.5 Election and Term of Office. The term of office for a director shall be for three (3) years and until a successor has been designated and qualified, except that the initial directors for the corporation shall be designated as having one year, two year or three year terms with three of the total authorized number of directors being designated for one-year terms, two being designated for a two-year terms, and two being designated for a three-year terms. The terms of office for the initial directors will end at the annual meeting which falls within the first year, second year, or third year, as the case may be, according to the term for which such director was appointed, and when such director's successor is otherwise elected and qualified.

At each annual meeting, directors shall be elected to fill the vacancies then existing or previously occurring and not otherwise filled. Each director and each officer elected at an annual meeting, elected at a special meeting, or otherwise elected to fill a vacancy shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

4.6 Resignations, Removals and Reductions of Board Members. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the president, secretary or the Board, 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 selected to take office when the resignation becomes effective.

A director may be removed from the Board for cause by the Board not counting the vote of the director who is the subject of the removal vote. The following shall constitute the exclusive grounds for removing a director "for cause":

- a. Failure to attend three (3) consecutive regular meetings of the Board without an absence being excused by an officer on grounds of illness or absence from the State of California.
- b. Determination by final order of a court that the director is not of sound mind;
- c. Conviction of a felony;
- d. Determination by final order of a court that the director breached a duty arising under Chapter 2 Article 3 of the California Nonprofit Public Benefit Law;
- e. Conduct in opposition to or materially detrimental to the goals and objectives of the Corporation or adopted policy of the Board.

Should any director or officer be expelled or suspended as a member under the provisions of Section 2.6 of these Bylaws, such person shall automatically cease to be a director and officer on the effective date of the expulsion or suspension.

A director may be removed from the Board without cause upon the approval of a majority of all voting members.

4.7 Vacancies. A vacancy or vacancies on the Board 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, or other termination of a person as a director.

Vacancies in the Board may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director; provided however, that a directorship created by an increase in the authorized number of directors must be filled by a vote of the members and any other vacancy on the Board of Directors may be filled at a regular or special meeting of the members for which notice of such action has been given. Each director so selected to fill a vacancy shall hold office until the expiration of the term of the replaced director and until a successor has been elected and qualified.

4.8 Place of Meeting. Meetings of the Board shall be held at any place which has been designated from time to time by the Board.

4.9 Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, and the transaction of other business. Annual meetings of the Board shall be held, without call or notice, immediately following the annual meeting of members.

4.10 Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.

4.11 Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the president, the secretary, or any two directors.

Special meetings of the Board may be held upon four (4) days' notice by first-class mail or 48 hours' notice given personally or by telephone, telefacsimile, e-mail, or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address, telephone and telefacsimile number, or e-mail address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the director for purposes of notice, or, if such address or such other Member is not shown on such records or is not readily ascertainable, at the place where the meetings of the directors are regularly held.

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 or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by telephonic or electronic means, to the recipient.

4.12 Quorum. A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 4.15. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law or by the Articles, except as provided in the next sentence. 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.

4.13 Participation in Meetings by Conference Telephone. 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.

4.14 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 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 notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

4.15 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' 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 time the meeting is adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 48 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

4.16 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

4.17 Rights of Inspection. Every director shall have the absolute right at any reasonable time and for proper reason determined by law to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a director.

4.18 Fees and Compensation. No director or officer shall be compensated for his services as a director or officer of the corporation. However, directors and officers may receive reimbursement for expenses, as may be fixed or determined by the Board.

ARTICLE V

COMMITTEES OF THE BOARD

5.1 Board Committees. The Board may appoint one or more committees, each consisting of three or more directors (and no persons who are not directors), and delegate to such committees any of the authority of the Board except with respect to:

- (a) Approving any action for which the California Nonprofit Public Benefit Corporation law also requires approval of the members or approval of a majority of all members;
- (b) Filling vacancies on the Board or in any committee which has the authority of the Board;
- (c) Amending or repealing bylaws or adopting new bylaws;
- (d) Amending or repealing any resolution of the Board;
- (e) Appointing committees of the Board or the members thereof; or
- (f) Approving any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of section 5233 of the California Corporations Code.
- (g) Expending corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

5.2 Nominating Committee. The Nominating Committee shall consist of three (3) members, none of whom are required to be existing directors but all of whom must be members in good standing of the corporation. The Nominating Committee shall be appointed by the president. The Nominating Committee shall prepare and shall present its recommendations for nominees for directors and officers as the Board of Directors determines or, if the Board of Directors has not designated otherwise, at the annual meeting of the members.

5.3 Other Committees. In addition to the committees authorized by Sections 5.1 and 5.2 above, the Board may appoint one or more committees each of which must have at least one director as a member and may have other members who are not directors of the corporation, and may authorize such committees to investigate, review, and make recommendations to Board adoption on any particular items or subjects.

5.4 Additional Powers of Board Concerning Committees. Any committee created pursuant to section 5.1, 5.2 or 5.3 above must be created, and the members thereof appointed, by resolution adopted by a majority of the Board. The name, purposes and the term of any such committee created pursuant to Section 5.1 or 5.3 above shall also be designated by the Board.

The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the

power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless these Bylaws, the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article IV applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

ARTICLE VI

OFFICERS

6.1 Officers. The officers of the Corporation shall be a president, secretary, chief financial officer. The corporation may also have, at the discretion of the Board, one or more vice presidents, one or more assistant secretaries, and one or more assistant chief financial officers and such other officers as the Board may establish.

6.2 Election and Limitation on Term. The president, vice president, secretary, and chief financial officer, shall be elected by the voting members for a term of office of three (3) years, co-terminous with such person's term as a director.

The president, vice president, secretary, chief financial officer shall also be directors and persons elected to these offices must meet the qualifications therefor set forth in Section 4.4.

Other officers of the corporation, if any, shall be chosen annually by the Board and shall serve at the pleasure of the Board.

All officers shall hold their respective offices until their resignation, removal, or other disqualification from service or until their respective successors shall be elected.

6.3 Removal And Resignation. Any officer may be removed, either with or without cause, by a majority vote of all voting members; provided, however that an officer appointed by the Board of Directors may be removed, with or without cause, by a majority vote of the Board of Directors.

Any officer may resign at any time by giving written notice to the president, secretary or the Board. 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.

6.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled by a majority of the remaining directors although less than a quorum, or by the sole remaining director. Each officer so selected to fill a vacancy shall hold office until the expiration of the term of the replaced officer and until a successor has been elected and qualified.

6.5 President. The president shall preside at all meetings of the Board and the members. The president shall serve as an ex-officio member of all committees other than the Nominating Committee and shall have such other powers and duties as may be prescribed by the Board.

6.6 Vice President. In the absence or disability of the president, the vice president shall perform all the duties of the president and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed by the Board.

6.7 Secretary. The secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the members at which action is taken, of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. 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 and Bylaws, as amended to date.

The secretary shall keep a membership book containing the name and address of each member. Termination of the membership of any membership shall be recorded in the book, together with the date of termination of such membership.

The secretary shall give, or cause to be given, notice of all meetings of the Members, of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

6.8 Chief Financial Officer. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the funds, properties and transactions of the corporation. The books of account shall at all times be open to inspection by any director.

The chief financial officer shall prepare an annual budget and present the budget to the Board of Directors for consideration.

The chief financial officer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The chief financial officer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the president and the directors, whenever they request it, an account of all transactions as chief financial officer and of the financial condition of the corporation and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE VII

OTHER PROVISIONS

7.1 Execution or Endorsement of Checks, etc. All checks, drafts or other r payment of money issued in the name of the corporation shall be signed or endorsed by such person or persons, and in such manner, as the Board shall from time to time determine by resolution, provided, however, that all checks, drafts or other orders for payment of money shall be signed as determined by the Board from time to time.

7.2 Execution of Contracts, etc. Unless authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

7.3 Fiscal Year. The fiscal year of the corporation shall be July 1 through June 30.

7.4 Amendment of By-Laws. These Bylaws may be amended or repealed upon a vote of a majority of voting members present at a meeting at which a quorum is present or by a majority of all voting members if the vote is conducted by mail ballot. Notice of any change to the Bylaws to be voted on at a meeting of members must be given in writing to members as provided in Section 3.6.

7.5 Effect of By-Laws. These Bylaws are in all respects subordinate to, and shall be controlled by, applicable provisions of the California Nonprofit Public Benefit Corporation Law, other applicable laws, and the Articles of Incorporation of this corporation. Except as these Bylaws may be inconsistent with said laws and Articles, they shall regulate the conduct of the business and affairs of this corporation with respect to all matters to which they relate.

7.6 Conduct of Meetings. Except as otherwise set forth in these Bylaws and subject to the provisions of the California Non-profit Public Benefit corporation law, other applicable laws, and the Articles of Incorporation of this corporation, meetings of the members, of the Board and of all committees of the corporation shall be conducted in accord with: (a) any rules of conduct or other procedures adopted by the Board of Directors from time to time, provided, however, that such rules of conduct or other procedures shall not be inconsistent with these Bylaws; and (b) Roberts Rules of Order, the latest addition thereof, unless inconsistent with these Bylaws or any adopted Board rules of conduct or other procedures, both of which shall supersede Roberts Rules of Order.

ARTICLE VIII

INDEMNIFICATION

8.1 Agents, Proceedings and Expenses. For the purposes of this Article VIII, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 8.4 or 8.5(b) of this Article VIII.

8.2 Actions Other than by the Corporation. The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party to any proceeding, (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

8.3 Actions by the Corporation. The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the corporation or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 8.3 for any of the following:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses, which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

8.4 Successful Defense by Agent. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 8.2 or 8.3, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

8.5 Required Approval. Except as provided in Section 8.4, any indemnification under this Article VIII shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 8.2 or 8.3, by any of the following:

(a) A majority vote of a quorum consisting of directors who are not parties to the proceeding; or

(b) The court in which the proceeding is or was pending, upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

8.6 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this Corporation prior to the final disposition of such proceeding upon receipt of an

undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII.

8.7 Other Rights. No provision made by the Corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of Members or directors, an agreement or otherwise, shall be valid unless consistent with this Article VIII. Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

8.8 Limitations. No indemnification or advance shall be made under this Article VIII, except as provided in Section 8.4 or 8.5(b), in any circumstance where it appears:

(a) That it would be inconsistent with a provision of the articles, these bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

8.9 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this Article VIII, provided, however, that a Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Benefit Corporation Law.

8.10 Fiduciaries of Corporate Employee Benefit Plan. This Article VIII does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section 8.1. The Corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

ARTICLE IX

OFFICES

9.1 Principal Office. The corporation's principal office shall be fixed and located at such place in the State of California as the board of directors (herein called the "Board" or "Board of Directors") shall determine. The Board is granted full power and authority to change said principal office from one location to another from time to time.

9.2 Other Offices. The Corporation may also establish branches or subordinate offices at such places within the County of Riverside, State of California, as its operation may require and as the Board may designate from time to time.

PROXY

I, the undersigned being a member in good standing of Friends of Mt. Rubidoux, Inc., a California non-profit public benefit corporation (the "Corporation"), hereby constitute and appoint _____, my true and lawful attorney and agent, with power of substitution and revocation, for and in my name: (1) to vote to approve or disapprove bylaws for the Corporation and any amendments thereto; (2) to vote for directors and officers of the Corporation; and (3) to vote on any and all other matters to come before members at the 2005 annual meeting of members for the Corporation. The proxy shall have full power of substitution and any proxies heretofore given are hereby revoked.

This proxy is to continue in force until and including June 30, 2005, unless sooner revoked.

Dated: _____