

**BYLAWS**  
**OF**  
**GOOD MESSAGE FOUNDATION**

ARTICLE I

CORPORATE PURPOSES AND OBJECTIVES

1.1 General Purposes. The purpose of this corporation shall be for charitable and public purposes and all activities of the corporation shall be exclusively religious, charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

1.2 Nonpartisan Activities. This corporation has been formed under the California Nonprofit Corporation Law for the charitable and public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

1.3 Dedication of Assets. The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation shall ever inure to the benefit of any private person or individual, or any member, officer or Director of this corporation. Upon the dissolution or winding up of the corporation (within the meaning of Chapters 15 and 16 of Part 2 of the California Nonprofit Corporation Law, or their successors), but not upon a merger, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II

OFFICES

2.1 Principal Office. The principal office for the transaction of the business of the corporation shall be located at 1072 South DeAnza Blvd., #532, San Jose, CA 95129. The Board of Directors is hereby granted full power and authority to change said principal office to another location.

2.2 Other Offices. One or more branches or other subordinate offices may at any time be fixed and located by the Board of Directors at such place or places within or without the State of California as it deems appropriate.

## ARTICLE III

### MEMBERSHIP

3.1 Members. This corporation shall have no members.

3.2 Effect of Prohibition. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest under the Nonprofit Public Benefit Law in the members shall vest in the Directors.

## ARTICLE IV

### DIRECTORS

4.1 Exercise of Corporate Powers. Except as otherwise provided by the Articles of Incorporation of the corporation or by the laws of the State of California now or hereafter in force, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without limitation of the foregoing, the Board of Directors of this corporation shall have sole authority to determine the particular programs and activities in which the corporation shall engage to achieve its general purposes as set forth in the Articles of Incorporation and these bylaws. The Board may delegate the management of the day-to-day operation of the business of the corporation as permitted by law provided that the business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

4.2 Number. The number of the corporation's Directors shall be not less than one and not more than three, with the exact number of Directors to be fixed within the limits by a resolution adopted by a majority of the Board of Directors. Notwithstanding the foregoing, no more than forty-nine percent (49%) of the persons serving on the Board may be "interested persons" as that term is defined in Section 5227(b) of the California Nonprofit Corporation Law.

4.3 Qualifications. The Directors of the corporation shall have a particular interest in furthering the goals and objectives of the corporation, and should possess some knowledge or expertise conducive to the furtherance of those goals and objectives.

4.4 Compensation. Directors of the corporation shall serve without compensation.

4.5 Term of Office. Each Director shall hold office for a term of one (1) year and until a successor Director has been elected and qualified.

4.6 Election. The Directors shall be elected at each regular meeting of the Board of Directors as prescribed by Section 4.9 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 4.3 of these Bylaws. The term of office of the Directors shall begin immediately after their election and shall continue until the expiration of the term for which elected and until their respective successors have been elected and qualified.

4.7 Vacancies. A vacancy or vacancies in the Board of Directors shall exist when any authorized position of Director is not then filled by a fully elected Director, whether caused by death, resignation, removal, change in the authorized number of Directors or otherwise. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by a final order or judgment of any court to have breached any duty set forth in the California Nonprofit Corporation Law, Article 3. Vacancies on the Board may be filled by the affirmative vote of a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. Any Director may resign effective upon giving written notice to the Board, the President, or the Secretary 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. No Director may resign when the corporation would then be left without any duly elected Director in charge of its affairs.

4.8 Removal.

(a) Any and all of the Directors may be removed without cause if such removal is approved by the affirmative vote of a majority of the remaining Directors.

(b) Any reduction of the authorized number of Directors shall not have the effect of removing any Director prior to the expiration of such Director's term of office.

4.9 Meetings of Directors.

(a) Place of Meetings. Unless otherwise specified in the notice thereof, meetings (whether regular, special or adjourned) of the Board of Directors of the corporation shall be held at the principal office of the corporation for the transaction of business, as specified in accordance with Section 2.1 hereof, which is hereby designated as an office for such purpose in accordance with the laws of the State of California, or at any other place which has been designated from time to time by resolution of the Board or by written consent of all members of the Board.

(b) Regular Meetings. Regular meetings of the Board of Directors, of which no notice need be given except as required by the laws of the State of California, shall be held at the discretion of the Board of Directors, but not less than annually and at such other times as may be designated from time to time by resolution of the Board of Directors. Such regular meetings shall be held at the principal office of the corporation for the transaction of business as specified in accordance with Section 2.1 hereof or any other place which has been designated from time to time by resolution of the Board or by written consent of all members of the Board, unless notice of the place thereof be given in the same manner as for special meetings.

(c) Special Meetings. Special meetings of the Board of Directors may be called at any time by: the President, any Vice President, the Chief Financial Officer, the Secretary, or any one or more of the Directors.

(d) Notice of Meetings. Except in the case of regular meetings, notice of which has been dispensed with, all meetings of the Board of Directors shall be held upon not less than four (4) days notice by first-class mail or forty-eight (48) hours notice delivered personally or by

telephone, telegraph, facsimile, or other electronic or wireless means. If the address of a Director is not shown on the records and is not readily ascertainable, notice shall be addressed to him or her at the city or place in which the meetings of the Directors are regularly held. Except as set forth in Section 4.9(f) below, notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

(e) Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors except as otherwise provided by law. 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. Notwithstanding the foregoing, if the number of the corporation's Directors as set pursuant to Section 4.2 is one (1), then one (1) Director shall constitute a quorum of the Board for the transaction of business; and, if the number of the corporation's Directors as set pursuant to Section 4.2 is two (2), then two (2) Directors shall constitute a quorum of the Board for the transaction of business, and, in either case every act or decision done or made by such quorum shall be by unanimous consent.

(f) Adjourned Meetings. 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 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.

(g) Waiver of Notice and Consent.

(i) Notice of a meeting need not be given to any Director who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, despite the lack of notice to such Director.

(ii) The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though had at a meeting duly 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, a consent to holding the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(h) Participation in Meetings by Telephonic Device. Directors may participate in regular and special meetings of the Board through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a Board meeting by such means constitutes presence in person at such meeting.

(i) Action Without a 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 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 a unanimous vote of such Directors.

4.10 Committees of the Board; Creation; Members; Powers. 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, to serve at the pleasure of the Board. Subject to such limitations of purpose or authority as the Board of Directors shall impose with respect to any committee formed hereunder, a committee of the Board shall have all the authority of the Board, except as provided by the California Nonprofit Corporation Law.

4.11 Advisory Board. The Board of Directors may appoint from time to time an Advisory Board consisting of persons whose experience and advice would be helpful to the Board in carrying out its duties. Persons serving on the Advisory Board shall serve for such time as the Board shall determine. Members of the Advisory Board shall have no voting rights with respect to any matters.

## ARTICLE V

### OFFICERS

5.1 Election and Qualifications. The officers of the corporation shall be a President, a Secretary and a Chief Financial Officer. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Chief Financial Officers, and such other officers as the Board of Directors shall deem expedient, who shall be chosen in such manner and hold their offices for such terms as the Board of Directors may prescribe. Any two or more of such offices may be held by the same person. Any Vice President, Assistant Treasurer, or Assistant Secretary, respectively, may exercise any of the powers of the President, the Chief Financial Officer, or the Secretary, respectively, as directed by the Board of Directors, and shall perform such other duties as are imposed upon such officer by the bylaws or the Board of Directors.

5.2 Appointment. The officers of the corporation shall be chosen annually by the Board of Directors, and each shall hold his or her office until he or she shall die, resign, is removed or otherwise disqualified to serve.

5.3 Term of Office and Compensation. The term of office of each of said officers shall be fixed and determined by the Board of Directors and may be altered by said Board from time to time at its pleasure, subject to the rights, if any, of said officers under any contract of employment. The salary of any officer of this corporation shall be fixed by its Board of Directors.

5.4 Removal and Vacancies. Any officer of the corporation may be removed at the pleasure of the Board of Directors at any meeting or at the pleasure of any officer who may be granted such power by a resolution of the Board of Directors. Any officer may resign at any time upon 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. If any vacancy occurs in any office of the

corporation, the Board of Directors may elect a successor to fill such vacancy for the remainder of the unexpired term and until a successor is duly chosen and qualified.

5.5 Powers and Duties of Chairman of the Board. The powers and duties of the Chairman of the Board, if there shall be such an officer, shall be to act as the chief executive officer of the corporation and, subject to the control of the Board of Directors, to have general supervision direction and control of the business and affairs of the corporation.

5.6 Powers and Duties of the President. The powers and duties of the President shall be to act as the chief operating officer of the corporation and, subject to the control of the Board of Directors, to manage all day-to-day business and affairs of the corporation. In the absence, disability or death of the Chairman of the Board, the President shall exercise all the powers and perform all the duties of the Chairman of the Board.

5.7 Powers and Duties of Vice President. In case of the absence, disability or death of the President, the Vice President, if there shall be such an officer, or one of the Vice Presidents, shall exercise all the powers and perform all the duties of the President. If there is more than one Vice President, the order in which the Vice Presidents shall succeed to the powers and duties of the President shall be as fixed by the Board of Directors. The Vice President or Vice Presidents shall have such other powers and perform such other duties as may be granted or prescribed by the Board of Directors.

5.8 Powers and Duties of Secretary. The powers and duties of the Secretary are:

(a) To keep a book of minutes at the principal office of the corporation, or such other place as the Board of Directors may order, of all meetings of its Directors 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 and the proceedings thereof.

(b) To keep the seal of the corporation and to affix the same to all instruments which may require it.

(c) To make service and publication of all notices that may be necessary or proper, and without command or direction from anyone. In case of the absence, disability, refusal or neglect of the Secretary to make service or publication of any notices, then such notices may be served and/or published by the Chairman of the Board, President, or a Vice President, or by any person thereunto authorized by either of them or by the Board of Directors.

(d) Generally to do and perform all such duties as pertain to the office of Secretary and as may be required by the Board of Directors.

5.9 Powers and Duties of the Chief Financial Officer. The powers and duties of the Chief Financial Officer are:

(a) To supervise and control the keeping and maintaining of adequate and correct accounts of the corporation's properties and dealings, including accounts of its assets, liabilities, receipts, and disbursements. The books of account shall at all reasonable times be open to inspection by any Director.

(b) To oversee the management of all funds, securities, evidences of indebtedness and other valuable documents of the corporation, and, at the Chief Financial Officer's discretion, to cause any or all thereof to be deposited for the account of the corporation with such depository as may be designated from time to time by the Board of Directors.

(c) To receive or cause to be received, and to give or cause to be given, receipts and acquittances for moneys paid in for the account of the corporation.

(d) To disburse, or cause to be disbursed, all funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(e) To render to the President and the Board of Directors, whenever they may require, accounts of all transactions and of the financial condition of the corporation.

(f) Generally to do and perform all such duties as pertain to the office of Chief Financial Officer and as may be required by the Board of Directors.

## ARTICLE VI

### CORPORATE RECORDS; REPORTS

6.1 Books of Account. The corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

6.2 Inspection of Records by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the corporation. Such inspection by a Director may be made in person, or by agent, or attorney.

6.3 Annual Report. The Board of Directors shall cause an annual report to be published not later than one hundred twenty (120) days after the close of the fiscal or calendar year. The report shall contain all the information required by Section 6321(a) of the Corporations Code of the State of California, and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation. The annual report shall be furnished to all Directors.

6.4 Annual Statement of Certain Transactions and Indemnifications. The corporation shall furnish annually to its Directors, a statement of any transaction or indemnification described in Section 6322(d) and (e) of the Corporations Code of the State of California, if such transaction or indemnification took place. Such annual statement shall be fixed to and sent with the annual report described in Section 6.3 of these Bylaws.

## ARTICLE VII

### MISCELLANEOUS PROVISIONS

7.1 Certification and Inspection of Bylaws. The corporation shall keep at its principal executive office in this State, or if its principal executive office is not in this State at its principal business office in this State, the original or a copy of these bylaws as amended to date.

7.2 Notices. Any reference in these bylaws to the time a notice is given or sent means, unless otherwise expressly provided, the time a written notice by mail is deposited in the United States mails, postage prepaid; or the time any other written notice 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 electronic means, to the recipient; or the time any oral notice is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

7.3 Indemnification of Directors, Officers, Trustees, and Employees.

(a) For the purposes of this Section 7.3, “agent” means any person who is or was a Director, officer, trustee, 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 7.3(d) or 7.3(e)(ii).

(b) Subject to the specific determination required by Section N7.3(d), the corporation shall 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) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if 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 or 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.

(c) Subject to the specific determination required by Section 7.3(e) , the corporation shall 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 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 7.3(c):

(i) 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 action was brought 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;

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

(iii) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval.

(d) To the extent that an agent of a corporation has been successful on the merits in defense of any proceeding referred to in Section 7.3(b) or 7.3(c) or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

(e) Except as provided in Section 7.3(d) , any indemnification under this Section shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 7.3(b) or 7.3(c), by:

(i) A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or

(ii) The court in which such 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.

(f) Expenses incurred in defending any proceeding may be advanced by the 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 Section.

(g) No provision made by the corporation to indemnify its Directors or officers for the defense of any proceeding, whether contained in a resolution of Directors, an agreement or otherwise, shall be valid unless consistent with this Section. Nothing contained in this Section shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

(h) No indemnification or advance shall be made under this Section, except as provided in Section 7.3(d), in any circumstance where it appears:

(i) That it would be inconsistent with a provision of the Articles, 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

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

(i) The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Section.

(j) Nothing in this Section shall restrict the power of the corporation to indemnify its agents under any provision of law from time to time applicable to the corporation, nor shall anything in this Section authorize the corporation to indemnify its agents in situations prohibited by law.

## ARTICLE VIII

### CONSTRUCTION OF BYLAWS WITH REFERENCE TO PROVISIONS OF LAW

8.1 Definitions. Unless defined otherwise in these bylaws or unless the context otherwise requires, terms used herein shall have the same meaning, if any, ascribed thereto in the California Nonprofit Corporation Law, as amended from time to time.

8.2 Bylaw Provisions Additional and Supplemental to Provisions of Law. All restrictions, limitations, requirements, and other provisions of these bylaws shall be construed, insofar as possible, as supplemental and additional to all provisions of law applicable to the subject matter thereof and shall be fully complied with in addition to said provisions of law unless such compliance shall be illegal.

8.3 Bylaw Provisions Contrary to or Inconsistent with Provisions of Law. Any article, section, subsection, paragraph, sentence, clause, or phrase of these bylaws which upon being construed in the manner provided in Article VIII hereof shall be contrary to or inconsistent with any applicable provision of law shall not apply so long as said provision of law shall remain in effect, but such result shall not affect the validity or applicability of any other portions of these bylaws, it being hereby declared that these bylaws would have been adopted and each article, section, subsection, paragraph, sentence, clause, or phrase thereof, irrespective of the fact that any one (1) or more articles, sections, subsections, paragraphs, sentences, clauses, or phrases is or are illegal.

## ARTICLE IX

### ADOPTION, AMENDMENT, OR REPEAL OF BYLAWS

9.1 Amendment. New bylaws may be adopted or these bylaws may be amended or repealed by a majority vote of the Board of Directors, provided such bylaws as adopted and amended are not in conflict with the Articles of Incorporation or law. No amendment may extend the term of a Director beyond that for which such Director was elected.

**CERTIFICATE OF SECRETARY**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned does hereby certify that the undersigned is the Secretary of the Good Message Foundation, a nonprofit public benefit corporation duly organized and existing under and by virtue of the laws of the State of California; that the above and foregoing bylaws of said corporation were duly and regularly adopted as such by the Board of Directors of said corporation; and that the above and foregoing bylaws are now in full force and effect.

Dated as of April 2nd, 2001.



MARTIN LEE, Secretary