

EXHIBIT 3 - G 1

BY-LAWS

OF

PRIVATE FOUNDATION

ARTICLE I - DEFINITIONS

The following words and terms, as used in the By-laws of . . .

a California corporation not-for-profit, shall, unless the context shall otherwise require, mean and be defined as:

- (a) "Foundation": the aforesaid corporation.
- (b) "Member": the persons who are qualified and elected to membership as hereinafter provided.
- (c) "Directors": the duly constituted members of the Board of Directors.
- (d) "Certificate of Membership": a written instrument signed by the designated officers evidencing that the person named therein is a duly elected member.
- (e) "Registered Office": that office maintained by the foundation in this state, and the address which is on file with the Secretary of State.

ARTICLE II - OFFICES AND REGISTERED AGENT

Sec. 1. Principal Office: the principal office of the foundation shall be located in , California, and there may be such other offices as the Board of Directors shall designate.

Sec. 2. The Registered Office of the foundation and the registered agent may, from time to time, be changed by the Directors.

ARTICLE III - MEMBERS

Sec. 1. Election of members: Application for membership may be presented by members, and shall be elected by a vote not less than a majority of the Board of Directors.

Sec. 2. Classes of Members: The Board of Directors may establish more than one class of members and determine the designation and their qualifications.