

BYLAWS OF

BAY AREA EDUCATIONAL INSTITUTE a California Nonprofit Public Benefit Corporation

ARTICLE 1.0 NAME/PURPOSE/MISSION STATEMENT.

The name of this corporation is BAY AREA EDUCATIONAL INSTITUTE. Its purpose is educational within the meaning of section 214 of the California Revenue and Taxation Code to maintain and operate a school as a not-for-profit enterprise, as further described in the Articles of Incorporation filed with the California Office of the Secretary of State on February 10, 2006, a copy of which is attached as Exhibit A, and incorporated herein. The corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. Attached hereto as Exhibit B, and incorporated herein, is the Mission Statement of the corporation, which shall guide the Board of Trustees in furthering the stated purposes of the corporation. The Mission Statement may be amended from time to time by the Board of Trustees, and any such amendment shall be attached to these By-laws.

ARTICLE 2.0 POLICY OF NON-DISCRIMINATION: it will be the policy of the Board of Trustees and the school not to discriminate in admissions and hiring practices in violation of law.

ARTICLE 3.0 OFFICES OF THE CORPORATION.

3.1. Principal Office. The principal office for the transaction of the activities and affairs of this corporation (the "Principal Office") is located at 4100 Redwood Rd., #199, Oakland, Alameda County, California. The board of Trustees (Board) may change the Principal Office from one location to another. Any change of location of the Principal Office shall be noted and dated and initialed by the Secretary on these Bylaws opposite this Article 3.1, or this Article 3.1 may be amended to state the new location.

3.2 Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE 4. MEMBERS.

4.1. No Members. This corporation shall have no members.

4.2. Effect of No Members. 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. All rights which would otherwise vest in the members under the California Nonprofit Public Benefit Law in the member shall vest in the Board.

ARTICLE 5.0 TRUSTEES.

5.1. Powers.

5.11. General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or these Bylaws, this corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction and authority of the Board. Not by way of limitation, the Board's primary duties shall be the hiring and evaluation of the Head of School, setting general institutional policies, strategic planning, budget approval, fundraising and assessment of the school's effectiveness in manifesting the mission of the corporation.

5.12. Specific Powers. Without prejudice to the general powers set forth in Article 4.1 of these Bylaws, but subject to the same limitations, the Trustees shall have the power to:

5.121. Appoint and remove, at the pleasure of the Board, all the corporation's officers, agents, and employees, 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 require from them security for faithful performance of their duties and responsibilities.

5.122. Change the Principal Office or the principal business office in California from one location to another.

5.123. Adopt and use a corporate seal if required; and alter the forms of the seal.

5.124. Borrow money and incur indebtedness on behalf of this corporation and cause to be executed and delivered for this corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

5.2. Number and Qualification of Trustees. Until otherwise changed by amendment to these Bylaws, the authorized number of Trustees shall be no less than seven [7] and no more than fifteen [15] with the exact number of Trustees to be specified no more than once every 12 months by approval of the Board after the school is operational. Until such time, the number of Trustees shall be nine [9], which number may be increased from time to time within the authorized number, by action of the Board. The Head of School shall be an ex-officio member of the Board, and shall be a voting member, in addition to the elected members. The term of the Head of School shall not extend beyond the period of time that the individual serves as Head of School. Nothing herein shall preclude a former Head of School from being appointed to a term or terms as Trustee thereafter.

Nothing herein shall preclude the election of one or more employees of the school as a Trustee of the corporation. Further, recognizing that the mission of the corporation and the school includes the intent to create a national model for institutions of special secondary education, it is the

declared intent of these bylaws that, upon the school becoming operational, that Trustees be drawn from a large and diverse community of educators, community leaders, alumni, as well as parents of former students, with the goal of having at least forty percent of Trustees serving at any time being persons who are not the parents of students then attending the school.

5.3 Election, Designation, and Terms of Office. All Trustees, other than the Head of School, shall serve terms of one year, which terms begin immediately following the annual meeting and terminate at the end of the next annual meeting. Trustees may serve any number of consecutive terms; however, as a general policy, Trustees who have served three consecutive one year terms will be expected to leave the Board for one year before resuming Board membership. If any such Trustees are not elected at any annual meeting, they may be elected at any special Board meeting held for that purpose as provided in Article 5.55 of these Bylaws. Each such Trustee, including a Trustee 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.

5.4. Vacancies on Board.

5.41 Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any Trustee; (b) the declaration by resolution of the Board of a vacancy in the office of a Trustee who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (c) the declaration by resolution of the Board of a vacancy in the office of a Trustee who has failed to attend three (3) consecutive regular meetings of the Board; and (d) removal, with or without cause, by the vote of the majority of the members of the entire Board of Trustees at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal questions are given as provided below.

5.42 Resignations. Except as provided below, any Trustee may resign by giving written notice to the chair of the Board, if any, or to the Head or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Trustee's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no Trustee may resign if this corporation would be left without a duly elected Trustee or Trustees.

5.43 Vacancies. Vacancies on the Board may be filled by a majority of the Trustees then in office, whether or not less than a quorum, or by a sole remaining Trustee.

5.44 No Vacancy on Reduction of Number of Trustees. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee before that Trustee's term of office expires.

5.5. Trustees' Meetings.

5.51 Place of Meetings. Meetings of the Board shall be held at any place within 50 miles of Oakland that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the Principal Office of this corporation.

5.52 Meetings By Telephone. Any meeting may be held by conference telephone or similar communication equipment, as long as all Trustees participating in the meeting all can speak and can hear one another. All such Trustees shall be deemed to be present in person at such meeting. Any Trustee may participate in a meeting by conference telephone or similar communication equipment, as long as said Trustee can hear and be heard by all Trustees attending the meeting, and said Trustee shall be counted with respect to establishing a quorum.

5.53 Annual Meeting. The Board shall on an annual basis hold regular meetings for purposes of election of Trustees, election of officers, and transaction of other business. The election of Trustees of the Board shall be held at the second to last regular meeting (the month of May) and the election of officers by such newly elected Trustees shall be held at the last regular Board meeting (the month of June) of the school year in question. Except as provided in Subsection 5.59 below, notice of these meetings is not required.

5.54. Other Regular Meetings. Other regular meetings of the Board for purposes of organization and transaction of other business may be held without notice at such time and place as the Board may fix from time to time. At the beginning of each school year, the Board shall calendar the regular meetings for the school year in question.

5.55 Special Meetings.

5.551 Authority to Call. Special meetings of the Board for any purpose may be called at any time by the Head, the Chair or any Vice-Chair, or the Secretary or any two (2) Trustees.

5.552 Notice.

15.5521. Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Trustee by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone (including leaving a message on the Trustee's answering machine), either directly to the Trustee or to a person at the Trustee's office who would reasonably be expected to communicate that notice promptly to the Trustee; (d) by facsimile transmission, or (e) by email, with confirmation of receipt by the recipient Trustee. All such notices shall be given or sent to the Trustee's address or telephone number as shown on the records of the corporation.

5.5522 Time Requirements. Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, or email shall be

delivered, telephoned, given to the telegraph company, or dispatched via email at least forty-eight (48) hours before the time set for the meeting.

5.5523. Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the Principal Office of this corporation. It need not specify the purpose of the meeting.

5.56 Quorum. A majority of the currently authorized number of Trustees shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Trustees present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Trustee has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of committees of the Board, and (d) indemnification of Trustees. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Trustees, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

5.57 Waiver of Notice. Notice of a special meeting need not be given to any Trustee who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose 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 meetings. Notice of a special meeting need not be given to any Trustee who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

5.58. Adjournment. A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place.

5.59 Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. Notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Trustees who were not present at the time of the adjournment.

5.6 Action Without a Meeting. Any action that the Board is required to or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any Trustee who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

5.7. Compensation and Reimbursement. Members of the Board of Trustees shall serve without compensation. However, nothing herein shall be construed to preclude any member from serving the corporation in any other capacity and receiving compensation therefore. Trustees may be reimbursed for out of pocket expenses made on behalf of the corporation in accordance with procedures established by the Board.

5.8. Committees.

5.81. Committees of the Board. The Board may, by resolution adopted by a majority of the Trustees then in office, provided a quorum is present, create one or more committees, each consisting of one (1) or more Trustees and other persons who are not Trustees, to serve at the pleasure of the Board. Appointments to committees of the Board and appointment of the chair of any committee of the Board shall be by majority vote of the Trustees then in office. The Board may appoint one or more Trustees as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board. All committee appointments shall be for a period of one year, and may be renewed on an annual basis by resolution of the Board. The Board may authorize the committee chair to appoint committee members or fill vacancies, subject to Board approval at its next meeting. The committee chair shall not have the authority to remove a committee member.

5.82. Meetings and Action of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such executive committees may be determined either by Board resolution or, if there is none, by resolution of the committee. Minutes of the meetings of any committee of the Board are not required. The Board may adopt rules for the governance of any committee, provided they are consistent with these Bylaws or, in the absence of committee rules adopted by the Board, the committee may adopt such rules.

5.83 Executive Committee of the Board. The Board may by resolution adopted by a majority of the Trustees then in office, provided a quorum is present, create an Executive Committee, consisting of such Board members as the Board may from time to time appoint to serve at the pleasure of the Board, to have such powers and to conduct such business as the Board shall determine by said resolution, except that no Executive Committee, regardless of Board resolution, may:

5.831. Fill vacancies on the Board or on any executive committee that has the authority of the Board;

5.832. Fix compensation of the Trustees for serving on the Board or on any executive committee;

5.833. Amend or repeal these Bylaws or adopt new Bylaws;

5.834. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;

5.835. Create any other executive committees of the Board;

5.836. Approve any contract or transaction to which this corporation is a party and in which one or more of its Trustees has a material financial interest, except as special approval is provided for in Section 5233 (d) (3) of the California Corporations Code.

ARTICLE 6.0 OFFICERS.

6.1 Officers of the Corporation. The officers of the corporation shall be a Head of School, a Chair, a Vice-Chair, a Secretary, and a Treasurer/Chief Financial Officer. The corporation may also have, at the Board's discretion, such other officers as may be appointed in accordance with Article 5.3 of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the Head, the Chair or the Vice-Chair.

6.2. Election of Officers. The officers of the corporation, except those appointed under Article 6.3 of these Bylaws, shall be chosen by the Board annually at the regular meeting of the Board held in the month of June and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

6.3. Other Officers. The Board may appoint and may authorize the Chair, the Head, or other officer, to appoint any other officers that this corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined by the Board.

6.4. Removal of Officers. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board, effective immediately upon a vote of a majority of the Trustees then in office.

6.5. Resignation of Officers. Any officer may resign at any time by giving written notice to this corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

6.6. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

6.7. Responsibilities of Officers.

6.71. Chair. The Chair shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no Head, the Chair shall also be the Head of this corporation prescribed by these Bylaws.

6.72. Head. Subject to such supervisory powers as the Board may give to the Chair of the Board, if any, and subject to the control of the Board, the Head shall supervise, direct, and control this corporation's activities, affairs, and officers. The Head shall preside in the absence of the Chair or Vice-Chair of the Board, of if there is none, at all Board meetings. The Head shall have such other powers and duties as the Board or these Bylaws may prescribe.

6.73 Vice-Chair. If the Chair is absent or disabled, the Vice-Chair shall perform all duties of the Chair. When so acting, a Vice-Chair shall have all powers of and be subject to all restrictions on the Chair. The Vice-Chair shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

6.74 Secretary. The duties of the Secretary shall be:

6.741. Book of the Minutes. The Secretary shall keep or cause to be kept, at this corporation's Principal Office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of executive and non-executive committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the Principal Office in California, a copy of the Articles of Incorporation and these Bylaws, as amended to date.

6.742. Notices, Seal, and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of executive committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

6.75. Treasurer/Chief Financial Officer. The duties of the Treasurer/Chief Financial Officer shall be:

6.751. Books of Account. The Treasurer/Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer/Chief Financial Officer shall send or cause to be given to the Trustees such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Trustee at all reasonable times.

6.752. Deposit and Disbursement of Money and Valuables.

The Treasurer/ Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of this corporation with such depositories as the Board may designate, shall disburse this corporation's funds as the Board may order, shall render to the Head, the Chair and the Board, when requested, an account of all transactions as Treasurer/Chief Financial Officer and of the financial condition of this corporation, and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

6.752. Bond. If required by the Board, the Treasurer/Chief Financial Officer shall give this corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to this corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer/Chief Financial Officer on his or her death, resignation, retirement, or removal from office.

6.753. Delegation of Authority. The Treasurer/Chief Financial Officer's duties and responsibilities under this Article 6.75 may from time to time, upon approval of the Board, be delegated to the "Business Manager" of this corporation, in which event the Business Manager shall, unless resolved otherwise by this Board and subject to the applicable provisions of these Bylaws perform such responsibilities and report to the Head.

ARTICLE 7. INDEMNIFICATION.

7.1 This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Trustee, or agent of this Corporation, or is or was serving at the request of this Corporation as a Trustee, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law, as subject to any requirements of Section 5238 of the California Nonprofit Corporation Law.

7.2 In determining whether indemnification is available to the Trustee, Officer or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Section 5238 of the California Nonprofit Corporation Law has been met shall be made by a majority vote of a quorum of Trustees who are not parties to the proceeding. If the number of Trustees who are not parties to the proceeding is less than two-thirds of the total number of Trustees seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

7.3 The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be

an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE 8. INSURANCE. This Corporation shall have the power to the full extent permitted by law to purchase and maintain insurance on behalf of any Trustee, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Trustee, Officer, or agent in any such capacity or arising out of the Trustee's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Article 7 of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Trustee, Officer, or agent of the Corporation for any self-dealing transaction, as described in Section 5233 of the California Nonprofit Corporation Law.

ARTICLE 9. RECORDS AND REPORTS.

9.0. **Maintenance of Corporate Records.** This corporation shall keep:

9.1. Adequate and correct books and records of account; and

9.2. Written minutes of the proceedings of its Board and written minutes, if any, of meetings of executive and nonexecutive committees of the Board.

9.1. **Maintenance and Inspection of Articles and Bylaws.** The corporation shall keep at its Principal Office, or if its Principal Office is not in California, at its principal business office in this state, the original or a copy of the Articles of Incorporation and these Bylaws, as amended to date.

9.2. **Inspection By Trustees.** Every Trustee shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, and physical properties. The inspection may be made in person or by the Trustee's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

9.3. **Annual Reports.** The Board shall cause an annual report to be sent to the Trustees within one hundred twenty (120) days after the end of this corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

9.31. The assets and liabilities, including the trust funds, of this corporation as of the end of the fiscal year.

9.32. The principal changes in assets and liabilities, including trust funds.

9.33. The revenue or receipts of this corporation, both unrestricted and restricted to particular purposes.

9.34. The expenses or disbursements of this corporation for both general and restricted purposes.

9.35. Any information required by Article 9.4 of these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from this corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than Twenty-Five Thousand Dollars (\$25,000) in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Trustees.

9.4. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report or as a separate document if no annual report is issued, this corporation shall annually prepare and furnish to each Trustee a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the corporation's fiscal year:

9.41 Any transaction in which this corporation, was a party, in which an "interested person" had a direct or indirect material financial interest, and which involved more than Five Thousand Dollars (\$5,000), or was one of the number of transactions with the same interested person involving, in the aggregate, more than Five Thousand Dollars (\$5,000). For this purpose, an "interested person" is either one of the following:

9.411. Any Trustee or officer of this corporation; or

9.412 Any member of committee having board delegated powers.

9.42. Any indemnifications or advances aggregating more than One Thousand Dollars (\$1,000) paid during the fiscal year to any officer or Trustee of the corporation under Article 6 of these Bylaws.

ARTICLE 10. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person. The California Nonprofit Corporation Law as used herein refers to Sections 5000, et. seq. of the California Corporations Code.

ARTICLE 11. AMENDMENTS.

10.1. Amendment by Board.

11.11. Amendments. The Board may adopt, amend, or repeal these Bylaws. The Board may not extend the term of a Trustee beyond that for which the Trustee was elected.

11.12. High Vote Requirement. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of BAY AREA EDUCATIONAL INSTITUTE, a California nonprofit public benefit corporation, that the above Bylaws, consisting of twelve (12) pages, are the Bylaws of this corporation as adopted by the Board of Trustees on March 26, 2006 and that they have not been amended or modified since that date.

Executed on March 26, 2006 at Oakland, California

BAY AREA EDUCATIONAL INSTITUTE

By: _____

Charles V. MacNulty Its: Secretary