

**BYLAWS  
OF  
THE JW HOUSE**

**A California Nonprofit Public Benefit Corporation**

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**BYLAWS  
OF  
THE JW HOUSE**

**ARTICLE I - ORGANIZATION**

Section 1.     NAME. The name of the corporation is The JW House.

Section 2.     PURPOSE. The purposes of the corporation are as described in Article Two of the Articles of Incorporation of the corporation.

Section 3.     NO PECUNIARY GAIN, PROFIT OR DIVIDEND. No dividends shall be declared or paid to any private individual or person, nor shall any private individual or person upon the dissolution of the corporation for any reason be entitled to receive a distributive or other share of the assets then owned or held by the corporation, it being expressly understood that the corporation is not formed for profit and is a corporation which does not contemplate pecuniary gain, profit or dividends for any private individual or person, and is a corporation organized and operated exclusively as a nonprofit public benefit corporation, no part of the net earnings of which shall inure to the benefit of any private individual or person. Upon dissolution of the corporation, all of the business, properties and assets shall go and be set over to and used for the objects and purposes set forth in Article Two of the Articles of Incorporation of the corporation.

Section 4.     PRINCIPAL OFFICE. The principal executive office of the corporation shall be as designated from time to time by resolution of the Board of Directors. The Board of Directors is hereby granted full power and authority to change said principal executive office from one location to another. Any such change shall be noted by the Secretary opposite this Section, but shall not be considered an amendment of these Bylaws. Other business offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

**ARTICLE II - MEMBERSHIP**

The corporation shall have no members.

**ARTICLE III - BOARD OF DIRECTORS**

Section 1.     POWERS AND DUTIES.

(a)     General Powers and Duties. Subject to the limitations of the Articles of Incorporation, the Bylaws and the laws of the State of California, all corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors.

(b) Specific Powers and Duties. Without prejudice to its general powers and subject to the same limitations, the Board of Directors shall:

(1) 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;

(2) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California;

(3) Adopt and use a corporate seal; and alter the forms of the seal;

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

(5) Conduct and direct the management of the corporation.

Section 2. COMPOSITION OF BOARD OF DIRECTORS AND NUMBER OF DIRECTORS. The number of directors that shall constitute the whole board shall be not more than 13 nor fewer than 1, and collectively they shall be known as the Board of Directors. The exact number of directors may be fixed from time to time within such limit by a duly adopted resolution of the Board of Directors.

Section 3. QUALIFICATION OF DIRECTORS. Except as otherwise provided herein, at the time of election and during the entire term of office, no Director shall be an adverse party in action or proceeding by or against the corporation. Should any Director, including without limitation an ex-officio Director, bring a legal action against the corporation, then until that action, including all appeals thereof, is finally resolved, such Director shall be suspended from further participation on the Board and shall neither (i) attend any meeting of the Board or any committee of the Board, nor (ii) receive any minutes or reports of Board or Board committee meetings or activities. If such Director serves ex-officio, then the organization or body in which he or she holds office shall designate another individual who meets all applicable qualifications contained in these Bylaws to serve in that Director's place during the pendency of that Director's suspension. Upon the cessation of the event giving rise to a Director's suspension, that Director shall automatically be entitled to resume participation on the Board, including without limitation the rights to attend Board and Board committee meetings and to receive minutes and reports of Board and Board committee meetings and activities.

Failure of a Director to continuously meet the foregoing qualifications and requirements during his or her entire term of office, shall immediately and automatically result in the office being declared vacant by the Board of Directors.

Section 4. ELECTION OF DIRECTORS. Directors shall be selected by the Board of Directors at the annual meeting of the Board of Directors to hold office for a term of one (1) year.

Section 5. REMOVAL FROM OFFICE; RESIGNATION.

(a) Any Director may be removed from office, at the discretion of the Board of Directors, who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by final order or judgment of any court to have breached any duty arising under Section 5231 of the California Nonprofit Corporation Law, has failed to attend three consecutive meetings of the Board or who fails to meet the qualifications of Directors set forth in Section 3 of this Article.

(b) Any Director may resign effective upon giving written notice to the President or the Secretary, unless such notice specifies a later time for the effectiveness of such resignation.

(c) No Director may resign without providing proper notice to the Attorney General, if the corporation would be left without a duly elected Director in charge of its affairs.

Section 6. VACANCIES. A vacancy in the Board of Directors shall be deemed to exist in the case of the death, resignation, or removal of any Director, if a Director has been declared of unsound mind by order of court or convicted of a felony, or if the authorized number of Directors is increased. Candidates to fill vacancies shall be selected by the Board of Directors.

Section 7. RESTRICTIONS ON INTERESTED DIRECTORS. Not more than 49% of the persons serving on the Board of Directors at any time may be "interested persons." An interested person is (i) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; and (ii) 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. Any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

ARTICLE IV - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. PLACE OF MEETING. The regular meetings of the Board of Directors shall be held at any place designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board of Directors. In the absence of such designation, the regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board of Directors may be held either at a place so designated or at the principal executive office of the corporation.

Section 2. REGULAR MEETINGS. The Board of Directors shall meet, without call, at such times as shall from time to time be fixed by the Board of Directors; provided, however, should the date designated fall upon a legal holiday observed by the corporation, then said meeting shall be held on the next day thereafter ensuing which is a full business day.

Section 3. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President, the Chairman of the Board or by any two (2) Directors. Special meetings of the Board of Directors shall be held upon four (4) calendar days' notice given by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, facsimile, electronic mail, telegraph, telex, or other similar means of communication. Any such notice shall be addressed or delivered to each Director at such Director's address as 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 is not shown on such records or is not readily ascertainable, at the place in which 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 at the time indicated in the confirmation report if delivered by facsimile or electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it 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 notice has reason to believe will promptly communicate it to the recipient. A notice or waiver of notice need not specify the purpose of any special meeting of the Board of Directors.

Section 4. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board of Directors and shall have the same force and effect as a unanimous vote of such Directors.

Section 5. ACTION AT A MEETING: QUORUM AND REQUIRED VOTE. Presence of a majority of the authorized number of Directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as hereinafter provided. Members of the Board of Directors may participate in a meeting through use of a conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another. Participation in a meeting as permitted in the preceding sentence constitutes presence in person at such meeting. 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, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by law, by the Articles of Incorporation, or by these Bylaws, including but not limited to those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, provided that any action taken is approved by at least a majority of the required quorum for such meeting.

Section 6. VALIDITY OF A DEFECTIVELY CALLED OR NOTICED MEETING.

The transactions of any meeting of the Board of Directors, however called and noticed, shall be 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, or who, though present, has prior to the meeting or at its commencement protested the lack of proper notice to him or her, signs a written waiver of notice or consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 7. ADJOURNMENT. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board. 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 adjournment. Otherwise, notice of the time and place of holding of adjourned meetings need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

Section 8. FEES AND COMPENSATION. Directors shall not receive any stated salary for their services as Directors; provided, however, that Directors may be reimbursed for any expenses actually incurred in connection with the performance of their duties as Directors. Nothing contained in this section shall be construed to preclude any Director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore.

## ARTICLE V - OFFICERS

Section 1. OFFICERS. 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, one or more Vice Presidents, Assistant Secretaries or Assistant Financial Officers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

Section 2. ELECTION. The officers of the corporation, other than those appointed in accordance with the provisions of Section 3 of this Article, shall be elected annually by the Board of Directors and each officer so elected shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or until a successor shall be elected and qualified. At any regular or special meeting of the Board of Directors, the Board of Directors may fill a vacancy in any office caused by the death, resignation, removal or disqualification of any officer, or by any other cause. The officers of the corporation shall assume office on the first day following their election. An officer elected to fill a vacancy shall assume office immediately and shall serve for the unexpired term of the officer being replaced in accordance with the Bylaws.

Section 3. SUBORDINATE OFFICERS. The Board of Directors may elect or authorize the appointment of such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting thereof. The removal of any officer shall be subject, in each case, to the rights, if any, of such officer under any contract of employment. Any officer may resign at any time by giving written notice to the President, or to the Secretary of the corporation, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. PRESIDENT. The President shall be the chief executive officer of the corporation. The President shall be an ex-officio member of all committees of the corporation, and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors or prescribed by these Bylaws. The President shall appoint members to committees created in accordance with these Bylaws.

Section 6. VICE PRESIDENT. In the absence or disability of the President, the Vice President, if any, and if there is more than one Vice President, then in the order established by resolution of the Board of Directors, shall perform all of the duties of the President, and when so acting shall have all the powers of, and be subject to all of the restrictions upon, the President.

Section 7. SECRETARY. The Secretary shall keep, or cause to be kept, at the principal executive office, or such other place as the Board of Directors may order, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date. The Secretary shall also record or cause to be recorded and shall keep or cause to be kept a Book of Minutes of actions taken at all meetings including actions by unanimous written consent of the Board of Directors, and of the committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at such meetings. Such minutes shall be in written form. Such other books and records shall be kept either in written form or in any other form capable of being converted into written form. The books, records and minutes of the proceedings of the Board of Directors and committees of the Board of Directors shall be open to inspection by every Director as provided for in the California Nonprofit Corporation Law. The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors required by the Bylaws or by law to be given and shall have such other powers to perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 8. CHIEF FINANCIAL OFFICER. The Chief Financial Officer of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Director. The Chief Financial Officer shall cause to be

deposited all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Chief Financial Officer shall disburse the funds of the corporation as shall be ordered by the Board of Directors, shall render to the President and the Board of Directors, whenever they shall request it, an accounting of all transactions as Chief Financial Officer and of the financial condition of the corporation, shall submit an annual report as required by Article VIII - Section 4, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 9. ASSISTANT SECRETARIES AND ASSISTANT FINANCIAL OFFICERS. The Assistant Secretaries and the Assistant Financial Officers, in the order of their seniority as specified by the Board of Directors shall, in the absence or disability of the Secretary or Chief Financial Officer, respectively, perform the duties and exercise the powers of the Secretary or Chief Financial Officer and shall perform such other duties as the Board of Directors shall prescribe.

Section 10. COMPENSATION OF OFFICERS. The officers named in this Article shall serve without compensation.

#### ARTICLE VI - COMMITTEES

Section 1. COMMITTEES. Except as limited by Section 6 of this Article, the Board of Directors may create standing or special committees for any purposes, each consisting of two (2) or more Directors, and delegate to such committees any of the powers and authorities of the Board of Directors. Such committees shall have the power to act only in intervals between meetings of the Board of Directors and shall at all times be subject to the control of the Board of Directors. The chair and members of each committee shall be selected by the President, with the approval of the Board of Directors, and may be removed by majority vote of the Directors then in office.

Section 2. TERM OF OFFICE. The chair and each member of each standing committee shall serve until the next annual election of members of the Board of Directors and until his or her successor is appointed or until such committee is sooner terminated, or until such person is removed, resigns, or otherwise ceases to qualify as a chair or member, as the case may be, of the committee. Chairs and members of special committees shall serve for the life of the committee unless they are sooner removed, resign, or cease to qualify as a chair or member, as the case may be, of such committee.

Section 3. VACANCIES. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

Section 4. MEETINGS: QUORUM. Each committee shall meet as often as necessary to perform its duties, at such times and places as directed by its chair or by the Board of Directors. A majority of the members of a committee shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall keep accurate minutes of its

meetings, the chair designating a secretary of the committee for this purpose, and shall make periodic reports and recommendations to the Board of Directors.

Section 5. EXPENDITURES. Any expenditure of corporation funds by a committee shall require prior approval of the Board of Directors.

Section 6. LIMITATION ON DELEGATION. In accordance with the California Nonprofit Corporation Law, the Board of Directors may not delegate to any committee the following powers:

- (a) The filling of vacancies on the Board of Directors or in any committee which has the authority of the Board of Directors;
- (b) The fixing of compensation of the Directors for serving on the Board of Directors or on any committee;
- (c) The amendment or repeal of the Bylaws or the adoption of new Bylaws;
- (d) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) The appointment of committees of the Board of Directors or the members thereof;
- (f) The expenditure of corporate funds to support a nominee or applicant for Director; or
- (g) The approval of any self-dealing transaction except as provided by law.

ARTICLE VII - INDEMNIFICATION OF AGENTS OF THE CORPORATION:  
PURCHASE OF LIABILITY INSURANCE

Section 1. INDEMNITY OF AGENTS. The corporation shall, to the maximum extent permitted by the California Nonprofit Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amount actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the corporation. For purposes of this Article, an “agent” of the corporation includes 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 corporation partnership, joint venture, trust or other enterprise; or was a director, officer, employee or agent of the predecessor corporation, of the corporation, or of another enterprise at the request of such predecessor corporation.

Section 2. ADVANCE OF EXPENSES. The corporation shall, to the extent permitted by law, advance expenses incurred or to be incurred by an agent in connection with any proceeding arising by reason of the fact that such person was or is an agent of the

corporation, provided such advance is authorized by the Board of Directors and permitted by law.

Section 3. INSURANCE. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of 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 that liability under the provisions of this Article.

Section 4. OTHER FIDUCIARY POSITIONS. This Article 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 1 of this Article. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subsection (f) of Section 5140 of the California Nonprofit Corporation Law.

#### ARTICLE VIII - MISCELLANEOUS

Section 1. VOTING SHARES. The corporation may vote any and all shares held by it in any other corporation by such officer, agent or proxy as the Board of Directors may appoint, or in default of any such appointment, by its President or by its Vice President and, in such case, such officers, or any of them, may likewise appoint a proxy to vote said shares.

Section 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the corporation, and any and all securities owned or held by the corporation requiring signature for the transfer, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by a resolution of the Board of Directors.

Section 3. EXECUTION OF CONTRACTS. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances and unless so authorized by the Board of Directors, 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 in any amount.

Section 4. ANNUAL REPORT. The Chief Financial Officer of the corporation shall provide to the Directors within 120 days after the close of its fiscal year, a report containing the following information in reasonable detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(b) The principal changes in the assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and

(e) Any information required by California Nonprofit Corporation Law Section 6322, as from time to time amended.

Any financial statements presented as part of the above described report shall be prepared in accordance with generally accepted accounting principles.

Section 5. APPROPRIATION OF BUSINESS OPPORTUNITY AND CONFIDENTIAL INFORMATION.

(a) No director or officer of the corporation may appropriate or divert to others any opportunity for profit in connection with a transaction in which it is known or could be anticipated that the corporation is or would be interested. Such opportunities include but are not limited to, acquisition of real or personal property, appointment of suppliers, or design or development of new products, services or areas of business related to the corporation's present or planned services or service areas.

(b) Each director or officer of the corporation with access to confidential information regarding the corporation or the corporation's business is expected to hold such information in confidence and to refrain from either using such information for personal gain or disclosing it unnecessarily outside the scope of the director's or officer's duty with respect to the corporation.

ARTICLE IX - FISCAL YEAR

The fiscal or business year of the corporation shall begin on January 1 and end on December 31 of each year.

ARTICLE X - AMENDMENTS

Section 1. AMENDMENT. New Bylaws may be adopted or these Bylaws may be amended, restated or repealed by the Board of Directors.

Section 2. RECORD OF AMENDMENTS. Any amendment or alteration in these Bylaws shall be forthwith filed with the original Bylaws of the corporation.

Section 3. REVIEW. These Bylaws shall be reviewed periodically by the Board of Directors to insure their continuing completeness and applicability.

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**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of The JW House, a California nonprofit public benefit corporation, and that the foregoing Bylaws including this Certificate, constitutes the Bylaws of said corporation as duly adopted by the Board of Directors on \_\_\_\_\_, 2004.

**IN WITNESS OF**, I have hereunto subscribed my name this \_\_\_ day of \_\_\_\_\_, 2004.

\_\_\_\_\_  
\_\_\_\_\_, Secretary