

BYLAWS
of
DURFEE FOUNDATION

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ARTICLE I
OFFICES

Section 1. Resident Agent; Registered Office. The resident agent of this corporation shall be GKL Statutory Agent & Filing Services, Inc. The registered office of this corporation in the State of Nevada shall be located at 1100 William Street, Suite 207, Carson City, Nevada 89701. This corporation shall keep at its registered office, in written form, a copy of this corporation's Articles of Incorporation and all amendments thereto, certified by the Nevada Secretary of State, and a copy of these Bylaws, and all amendments hereto, certified by an officer of this corporation.

Section 2. Principal Office. The principal office of this corporation shall be located in Los Angeles County, California.

ARTICLE II
MEMBERSHIP

This corporation shall have no members within the meaning of Section 82.031 of the Nevada Revised Statutes, but the Board of Trustees may, by resolution, establish one or more classes of nonvoting affiliates and provide for eligibility requirements for affiliation and rights and duties of affiliates, including the obligation to pay dues. Any reference to such persons as "members" shall not constitute such persons as members of this corporation under the Nevada Revised Statutes.

ARTICLE III
BOARD OF TRUSTEES

Section 1. Powers. This corporation shall have powers to the full extent allowed by law, within the limits of the purposes of this corporation as stated in its Articles of Incorporation. All powers and activities of this corporation shall be exercised and managed by the Board of Trustees of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number of Trustees. The number of trustees shall be not less than one nor more than fifteen, with the exact number of authorized trustees to be fixed from time to time by resolution of the Board of Trustees. Any change in the number of trustees outside the range stated in the preceding sentence shall require a corresponding amendment to these Bylaws.

Section 3. Classification of Trustees. This corporation shall have two classes of trustees. At minimum, fifty-one percent of the trustees shall consist of descendants of R. Stanton and Dorothy Durfee Avery, to be known as "Family Trustees." Adoptees of direct descendants are equivalent to direct descendants. All other trustees shall be known as "Community Trustees." Spouses of descendants of R. Stanton and Dorothy Durfee Avery, whether or not those descendants are serving as trustees, shall not be eligible to serve on the Board of Trustees as either a Family Trustee or a Community Trustee.

Section 4. Election, Qualification, and Term of Office of Trustees. The trustees in office shall elect their successors. Family Trustees shall be elected for a term of one year and may serve an unlimited number of consecutive terms. Community Trustees shall be elected for a term of two years without renewal. Each trustee shall hold office until a successor has been elected. All trustees must be at least twenty-one years of age.

Section 5. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of trustees is less than the authorized number for any reason. Vacancies (including future vacancies which will occur upon the effectiveness of the resignation of a trustee) may be filled by the remaining trustees for the unexpired portion of the term. Vacancies shall be filled in a manner that complies with the percentage requirement in Section 3.

Section 6. Resignation and Removal. Resignations shall be effective upon receipt in writing by the President, the Secretary, or the Board of Trustees of this corporation, unless a later effective date is specified in the resignation. A majority of the trustees entitled to vote for the trustee being removed may remove any trustee at any time, with or without cause.

Section 7. Annual Meetings. A meeting of the Board of Trustees shall be held at least once a year. Annual meetings shall be called by the President or any two trustees, and noticed in accordance with Section 9.

Section 8. Special Meetings. Special meetings of the Board of Trustees may be called by the President or any two trustees, and noticed in accordance with Section 9.

Section 9. Notice. Notice of the annual meeting and any special meetings of the Board of Trustees shall be given to each trustee at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, electronic, or facsimile transmission, and shall state the date, place, and time of the meeting.

Section 10. Place of Meetings. Meetings of the Board of Trustees may be held at any place specified in an otherwise valid notice of any such meeting.

Section 11. Waiver of Notice. The transactions of any meeting of the Board of Trustees, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the trustees not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. Any such consent need not specify the purpose of the meeting, but if the consent excepts any business, such business may not be transacted. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any trustee who attends the meeting and takes part in deliberations without objection to any defect in the call or notice.

Section 12. Quorum. A majority of the total number of trustees then in office shall constitute a quorum. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except as otherwise provided in Article III, Sections 6 (removal of trustees) and 13 (action without a meeting); Article VII, Section 2 (approval of self-dealing transactions); and Article X, Section 3 (bylaw amendments), of these Bylaws or in the Nevada Revised Statutes. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of trustees, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. 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 to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such trustees.

Section 14. Meeting by Communications Equipment. Trustees, or members of any committee designated by the Board, may take any action permitted or authorized by law, the Articles of Incorporation or these Bylaws pursuant to a meeting through the use of a conference telephone or interactive technology, including, but not limited to, electronic transmission, Internet network, applications, or remote

communication, by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting described pursuant to this Section shall constitute presence in person at such meeting.

Section 15. Inspection. Every trustee shall have the right during normal business hours, in person or by agent or attorney, to inspect and copy the books of account and all financial records of this corporation and, at such trustee's own cost, to make extracts therefrom; provided, however, that this right may be denied to any trustee who refuses, upon the request of an officer of the corporation, to furnish the corporation with an affidavit that such inspection is not desired for any purpose not related to the trustee's interest in the corporation.

Section 16. Trustee Compensation. The Board of Trustees may fix, by resolution, the compensation of trustees for services in any capacity. In addition, the Board of Trustees may authorize the reimbursement to trustees of reasonable and necessary out-of-pocket expenses incurred in the performance of their duties as trustees.

Section 17. Executive Compensation Review. The Board of Trustees (or a Board Committee) shall review any compensation packages (including all benefits) of the President/chief executive officer and the Treasurer/chief financial officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. While the corporation has an Executive Director with responsibilities including those of chief financial officer, the review shall be of the President and of the Executive Director. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation. The review and approval process shall also comply with the requirements of Article VII of these Bylaws.

ARTICLE IV COMMITTEES

Section 1. Board Committees. The Board of Trustees may, by resolution, create any number of Board Committees (each including at least one trustee, and which may include persons who are not trustees) to serve at the pleasure of the Board; name or rename such committees; and appoint the members of such committees. To the extent provided in the Board resolution creating any Board Committee, Board Committees may exercise all the authority of the Board, except for the powers to:

- (a) elect, appoint, or remove any trustees or officers of this corporation;

- (b) amend, alter, or repeal these Bylaws or adopt new Bylaws;
- (c) adopt amendments to or repeal the Articles of Incorporation of this corporation;
- (d) amend, alter, or repeal any resolution of the Board of Trustees which by its express terms is not so amendable or repealable;
- (e) create any other Board Committees or elect, appoint, or remove the members of any Board Committees;
- (f) approve or revoke approval of any plan of merger or consolidation with another corporation, any voluntary dissolution, or any sale, lease, exchange, or other disposition of all of the property and assets of this corporation; or
- (g) adopt a plan for the distribution of the assets of this corporation.

Section 2. Advisory Committees. The Board of Trustees may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of trustees or non-trustees and may be appointed as the Board determines. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Audit Committee. For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Trustees, and who may include both trustees and non-trustees, subject to the following limitations: (a) members of the Finance Committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff, including the President/chief executive officer and Treasurer/chief financial officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not trustees may not receive compensation greater than the compensation paid to trustees for their Board service.

The Audit Committee shall: (1) recommend to the full Board of Trustees for approval the retention and, when appropriate, the termination of an independent certified

public accountant to serve as auditor, (2) subject to approval of the full Board, negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

Section 4. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Trustees, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Trustees and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.

The Board of Trustees may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE V
OFFICERS

Section 1. Officers. The officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the trustees, such other officers as may be appointed by the Board of Trustees. Any number of offices may be held by the same person. The President of the Board shall be elected from among the trustees of the corporation.

Section 2. Election. The officers of this corporation shall be elected annually by the Board of Trustees, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Trustees or by an officer on whom such power of removal may be conferred by the Board of Trustees.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. President. The President shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct, and control the business and other officers of this corporation. The President shall have the general powers and duties of management usually vested in the office of President of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Vice President. The Vice President shall, in the absence of the President, carry out the duties of the President and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Trustees and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation and such other corporate records as may be required by law, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Secretary shall supervise the keeping of a copy of the Articles of Incorporation and a copy of these Bylaws at this corporation's registered office as provided in Article I, Section 1, of these Bylaws.

Section 9. Treasurer. The Treasurer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Trustees, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VI
STANDARD OF CARE FOR TRUSTEES AND OFFICERS
AND PERSONAL LIABILITY

Section 1. Standard of Care. Trustees and officers shall exercise their powers in good faith and with a view to the interests of this corporation.

In performing their respective duties, trustees and officers shall be entitled to rely on information, opinions, reports, books of account, or statements, including financial statements and other financial data, that are prepared or presented by:

- (a) one or more trustees, officers, or employees of this corporation reasonably believed to be reliable and competent as to the matters prepared or presented;
- (b) counsel, public accountants, or other persons as to matters reasonably believed to be within such person's professional or expert competence; or
- (c) a committee upon which the person relying thereon does not serve, established in accordance with Article IV, Section 1, of these Bylaws, as to matters within the committee's designated authority and on which the committee is reasonably believed to merit confidence;

but a trustee or officer is not entitled to rely on such information, opinions, reports, books of account, or statements if he or she has knowledge concerning the matter in question that would cause reliance thereon to be unwarranted.

Section 2. Personal Liability. Except as provided in Section 82.136 of the Nevada Revised Statutes (which bars this corporation from issuing stock, operating for the pecuniary gain of members, and distributing profits to members), Section 82.536 of the Nevada Revised Statutes (which grants general supervisory authority over this corporation to the Attorney General of the State of Nevada), and Chapter 35 of the Nevada Revised Statutes (which concerns actions brought against this corporation or its officers in the name of the State of Nevada), no action may be brought against an officer or trustee of this corporation based on any act or omission arising from failure in his or her official capacity to exercise due care regarding the management or operation of the corporation unless the act or omission involves intentional misconduct, fraud, or knowing violation of the law.

ARTICLE VII
PROHIBITED TRANSACTIONS

Section 1. Transactions Involving Interested Trustees or Officers. No contract or other transaction between this corporation and one or more of its trustees or officers, or between this corporation and any corporation, firm, or association in which one or more of its trustees or officers are trustees or officers or are financially interested, is void or voidable solely for this reason or solely because any such trustee or officer is present at the meeting of the Board or a Board Committee which authorizes or approves the contract or transaction, or because the vote or votes of common or interested trustees are counted for such purpose, if the circumstances specified in any of the following paragraphs exist:

- (a) The fact of the common trusteeship, office, or financial interest is disclosed or known to the Board or Board Committee and noted in the minutes, and the Board or Board Committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient for the purpose without counting the vote or votes of the common or interested trustee or trustees; or
- (b) The fact of the common trusteeship, office, or financial interest is not disclosed or known to the trustee or officer at the time the transaction is brought before the Board for action; or
- (c) The contract or transaction is fair as to this corporation at the time it is authorized or approved.

Section 2. Approval Procedure. Common or interested trustees may be counted in determining the presence of a quorum at a meeting of the Board or Board Committee which authorizes, approves, or ratifies a contract or transaction, which action shall require the vote of a majority of the disinterested trustees then in office.

Section 3. Compliance with Private Foundation Rules. Any provision of these Bylaws or the Articles of Incorporation of this corporation to the contrary notwithstanding, so long as this corporation is deemed to be a “private foundation” as defined in Section 509 of the Internal Revenue Code of 1986, as amended (the “Code”), this corporation:

- (a) shall distribute its income for each taxable year (and principal, if necessary) at such time and in such manner as not to subject this corporation to tax under Section 4942 of the Code;

- (b) shall not approve of, or engage in, any act of self-dealing as defined in subsection (d) of Section 4941 of the Code;
- (c) shall not retain any excess business holdings as defined in subsection (c) of Section 4943 of the Code;
- (d) shall not make any investments in such a manner as to subject this corporation to tax under Section 4944 of the Code; and
- (e) shall not make any taxable expenditure as defined in subsection (d) of Section 4945 of the Code.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. This corporation shall indemnify its current and former officers and trustees to the fullest extent permitted by, and in accordance with procedures stated in, Section 78.751 of the Nevada Revised Statutes, as applicable to this corporation.

Section 2. Insurance. This corporation may purchase and maintain insurance or make other financial arrangements on behalf of any person who is or was a trustee, officer, employee, 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 corporation, partnership, joint venture, trust, or other enterprise, for any liability asserted against such person and liability and expenses incurred by such person in his or her capacity as a trustee, officer, employee, or agent, or arising out of his or her status as such, whether or not this corporation has the authority to indemnify such person against such liability and expenses, as and to the extent provided in Section 78.752 of the Nevada Revised Statutes.

ARTICLE IX GRANTS ADMINISTRATION

Section 1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

Section 2. Board of Trustees Oversight. The Board of Trustees shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and

other financial assistance provided by this corporation. The Board shall approve a process for reviewing and approving or declining all requests for funds made to this corporation, which shall require such requests to specify the use to which the funds will be put, and include a mechanism for regular Board review of all grants made. The Board shall similarly approve a process for authorizing payment of duly approved grants to the approved grantee.

Section 3. Refusal; Withdrawal. The Board of Trustees, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation.

Section 4. Accounting Required. The Board of Trustees may require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

Section 5. Restrictions on Contributions. This corporation shall retain complete control and discretion over the use of all contributions it receives. Contributions received by this corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. This corporation may accept contributions earmarked by the donor exclusively for allocation to one or more foreign organizations or individuals only if the Board of Trustees of this corporation has approved in advance the charitable activity for which the donation was made.

ARTICLE X MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Trustees or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

Section 3. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the trustees at least one week in advance of the Board meeting at which they will be considered for adoption. The vote of a majority of the trustees then in office or the unanimous written consent of the trustees shall be required to adopt a bylaw amendment.

Section 4. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, Chapter 82 of the Nevada Revised Statutes as then in effect shall apply.

Section 5. Dissolution. Upon the dissolution or winding up of the Durfee Foundation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Foundation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes meeting the tax requirements for exemption provided by Section 214 of the California Revenue and Taxation Code and which has established its tax exempt status under section 501(c)(3) of the Code.

Upon dissolution or winding up of the Durfee Foundation the use and disposition of real or personal property owned or used by this Foundation in states other than Nevada shall be limited to the purposes stated in the foregoing paragraph in such manner as to satisfy the requirements of the laws of such states for exemption of such property from property taxation in such states.

Section 6. Other Matters. The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, or member, if any, of this corporation, or any other private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a non profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and educational purposes within the meaning of California Revenue and Taxation Code Section 214, and that has established its tax-exempt status under 501(c)(3) of the Code.

CERTIFICATE OF SECRETARY

I, Diana McKee, certify that I am presently the duly elected and acting Secretary of Durfee Foundation, a Nevada nonprofit corporation for public benefit, and that the above Bylaws, consisting of twelve pages, are the Bylaws of this corporation as adopted by the Board of Trustees at a duly called and noticed meeting at which a quorum was present, on March 13, 2016.

DATED: _____, 2016

Diana McKee, Secretary