

**BYLAWS
OF
WILSONIA HISTORIC DISTRICT TRUST,
A California Nonprofit Public Benefit Corporation**

ARTICLE 1. OFFICES

Section 1.01. The principal office of the corporation for the transaction of its business is located in Tulare County, California.

Section 1.02. The county of the corporation's principal office can be changed only by amendment of the Articles of Incorporation of this corporation and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such change of address shall not be deemed an amendment of these bylaws.

Dated: _____ Dated: _____

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Dated: _____ Dated: _____

Section 1.03. The corporation may also have offices at such other places, within or without the State of California where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE 2. MEMBERS

Section 2.01. The corporation shall have no members. Any action which would otherwise require approval of a majority of all members of the corporation or approval by the members shall require only approval by the Board of Directors of the corporation. All rights which would otherwise rest in the members of the corporation shall rest in the members of the Board of Directors.

Section 2.02. Notwithstanding any other provision of this article, the right of the corporation refers to persons associated with it as "members" shall not be limited, even though such persons do not constitute members within the meaning of California Corporations Code Section 5056. The corporation may confer by amendment of its articles or these bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on the disposition of all or substantially all of the assets of the corporation or on a merger or on a dissolution or on changes in the corporation's articles or bylaws; provided, however, that no such person shall be a "member" within the meaning of Corporations Code Section 5056.

Section 2.03. The corporation shall keep a written record containing the name, address, and telephone number of each person associated with the corporation. Record of a person's association with the corporation shall be expunged upon written request of the individual or by action of the Board of Directors.

ARTICLE 3. DIRECTORS

Section 3.01. The corporation shall have seven Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of these bylaws by vote of eighty percent of a quorum of directors entitled to vote and voting on the issue.

Section 3.02. The words "Members," "Directors" and "Board", as used in the Articles of Incorporation of this corporation or in these bylaws in relation to any power or duty requiring collective action, mean "Board of Directors."

Section 3.03. Subject to the limitations contained in the Articles of Incorporation, the Directors shall exercise the powers of the corporation, control its property, and conduct its affairs, except as otherwise provided by law.

Section 3.04. It shall be the duty of the Directors to:

A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these bylaws.

B. Appoint and remove, employ, and discharge, and, except as otherwise provided in these bylaws, prescribe the duties, and fix the compensation, if any, of all officers, agents, and employees of the corporation.

C. Supervise all officers, agents, and employees of the corporation to assure that their duties are properly performed.

D. Meet at such times and places as required by these bylaws.

E. Require that special meetings of members be called whenever and as often as they deem necessary and whenever demanded by the required number of members as in these bylaws provided.

F. Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 3.05. Any interested person at least 18 years of age is eligible to serve as a director of the corporation.

Section 3.06. Each director shall hold office until the next annual meeting and until a successor director is elected and qualifies.

Section 3.07. Directors shall be elected in the manner set forth in these bylaws. Any person eligible to be a director may be nominated as a candidate for director. Nominations shall originate from the Board of Directors and from any person associated with the corporation pursuant to Article 2 of these bylaws. Election of directors shall take place by vote of the Board of Directors at the annual meeting of the Board. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be deemed elected. Directors shall be eligible for re-election without limitation on the number of terms they may serve provided they continue to meet the qualifications for directorship set forth in these bylaws.

Section 3.08.

A. Meetings of the Board of Directors shall be held quarterly without call or notice at a time and place agreed by the directors. The annual meeting of the corporation shall be held in the month of July of each year. During the annual meeting of the corporation, selection of officers and directors shall be completed, and the transaction of such other and further business as may come before the meeting.

B. Special meetings of the Board shall be held at the request of any two of the directors upon five days written notice of the time and place of such meeting to each director in the manner set forth in these bylaws.

Section 3.09.

A. The Secretary of the corporation, or such other person designated by the President, shall deliver written or printed notice of the time and place of meetings of the Board to each director in the manner set forth in these bylaws at least seven days prior to the date of the meeting.

B. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each of the directors not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

C. Except as otherwise expressly provided in these bylaws, or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed by them as the next regular meeting of the Board.

D. All meetings of the Directors shall be governed by Robert's Rules of Order, as such rules maybe revised from time to time, insofar as such rules are not inconsistent or in conflict with these bylaws, with the

Articles of Incorporation of this corporation, or with law.

E. Meetings of the Directors shall be presided over by the President of the corporation or, in the absence of the President, by the Vice-President of the corporation. In case the Secretary is absent from any meeting of Directors, the presiding officer may appoint any person to act as Secretary for the meeting.

F. A quorum shall consist of a majority of the Directors then serving the corporation in that capacity.

G. 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 is the act of the Board of Directors, unless the law, the Articles of Incorporation of this corporation, or these bylaws require a greater number.

Section 3.10. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Section 3.11. The entire Board of Directors or any individual director, may be removed from office at any time by vote of the majority of the members. If any Directors are so removed, new directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed Directors.

Section 3.12

A. Vacancies in the Board of Directors shall exist (1) on the death, resignation, or removal of any director; (2) whenever the number of Directors authorized is increased; (3) on failure of the members in any election to elect the full number of Directors authorized; (4) unexcused failure on the part of a Director to attend three consecutive meetings of the Board; and (5) failure for any cause on the part of a Director to attend four consecutive meetings of the Board.

B. Vacancies caused by the death, resignation, or disability of a Director or Directors, or by removal of a Director as provided in these bylaws, or by an amendment of the Articles of Incorporation or of these bylaws increasing the number of Directors authorized shall be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director.

C. A person elected Director to fill a vacancy as in this section provided shall hold office for the unexpired term of his or her predecessor, or until his or her removal or resignation as in these bylaws provided.

D. A reduction of the authorized number of Directors does not remove any Director prior to the expiration of his or her term of office.

Section 3.13. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE 4. OFFICERS

Section 4.01. The officers of the corporation shall be the President, Vice President, Secretary, and Treasurer. The Board may, at its discretion, create the position of Executive Director, which shall be filled by a staff person who shall operate under the direction of the officers of the corporation as a non-statutory officer, together with such additional offices as may, from time to time, be required.

Section 4.02. The officers of the corporation shall be elected by the Board of Directors during each annual meeting of the corporation. Each officer shall hold office until resignation, removal, until otherwise disqualified to serve, or until a successor director shall be elected and qualified, whichever occurs first. No officer may hold office for more than ten consecutive years.

Section 4.03. Any officer may be removed either with or without cause by a majority of the Directors at the time in office, at any regular meeting or special meeting of the Board. An officer shall be removed should he or she cease to be qualified for the office held. Any officer may resign at any time by giving written notice to the Board of Directors or to the Executive Director or Secretary of the corporation, which resignation shall take effect upon receipt, or at any later time specified in the resignation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.04. Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors for the unexpired portion of the term. Vacancies occurring in offices of officers elected at the discretion of the Board may or may not be filled as the Board shall determine.

Section 4.05. The President shall be the chief executive officer of the corporation and shall in general be subject to the control of the Board of Directors, supervise and control the affairs of the corporation. The President shall appoint committee chairpersons and shall be an ex officio member of all committees. Further, in addition to other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, and such other and further duties as may be prescribed from time to time by resolution of the Board of Directors, the President shall: (1) preside over all board meetings and meetings of the general membership; (2) call all executive board meetings; (3) have and exercise all powers and prerogatives as general manager and chief executive officer of the corporation, subject to the control of the Board, including but not limited to general supervision, direction, and control of the business and officers of the corporation.

Section 4.06. In absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties and exercise all of the powers of the President of the corporation.

Section 4.07. The Secretary of the corporation shall:

A. Certify and keep at the principal office of the corporation the original, or a copy of these bylaws as amended or otherwise altered to date;

B. Keep at the principal office of the corporation or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Directors and members, recording therein the time and place of holding, whether regular or special and, if special, how authorized, notice thereof given, the names of those present at meetings of directors, the number of members present, whether by designated representative or by proxy, at meetings of persons associated with the corporation and the proceedings thereof. Minutes shall be published within four weeks after each meeting and shall include such attachments and supplementary material presented at the meeting as the Secretary may deem appropriate.

C. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law and advise the Board such that all business of the corporation may be transacted in accordance with these bylaws, the Articles of Incorporation, and the law.

D. Be custodian of the records of the corporation and maintain a history thereof.

E. Receive all correspondence addressed to the corporation and prepare all responses thereto, except as otherwise provided in these bylaws and prepare and distribute all formal publications of the corporation.

Section 4.08. The Treasurer of the corporation shall:

A. Act as custodian of all funds coming into control of the corporation as its agent in all financial transactions, including opening and maintaining bank accounts in the name of the corporation; provided, however, that the Treasurer's authority to commit monies or property of the corporation without prior approval of the Board of Directors shall not exceed \$500.00.

B. Present a written financial statement of financial affairs of the corporation at each meeting of the Board of Directors, prepared in a manner consistent with generally accepted accounting principles.

ARTICLE 5. CORPORATE RECORDS AND REPORTS

Section 5.01. The corporation shall keep at its principal office, or at such other place as the Board of Directors may order, a book of minutes of all meetings of Directors and of all meetings of the corporation with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at Directors meetings, the number of associates present at meetings of persons associated with the corporation, and proceeding thereof.

Section 5.02. The corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Section 5.03. On request of an assessor, the corporation shall make available at its principal office in California or at a place mutually acceptable to the assessor and to the corporation a true copy of business records relevant to the amount, cost, and value of property, subject to local assessment, which it owns, claims, possesses, or controls within the county.

Section 5.04. The books of account shall at all reasonable times be open to inspection by any Director. Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation. Such inspection may be made in person or by agent or attorney and the right of inspection includes the right to make extracts. A review of the corporation finances shall be completed annually.

ARTICLE 6. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 6.01. The Board of Directors, except as otherwise provided in these By-Laws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 pecuniarily for any purpose or in any amount.

Section 6.02. Checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of the corporation shall be signed by one person from a pool of signators as shall be designated from time to time by Resolution of the Board of Directors.

Section 6.03. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6.04. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation. Further, the Board may make gifts on behalf of the corporation for the general purposes or for any special purpose of the corporation not inconsistent with the Articles of Incorporation, these bylaws or the law.

ARTICLE 7. INDEMNIFICATION

Section 7.01. For the purposes of this Article, "agent" means 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 foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under this Article.

Section 7.02. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 7.03. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust to procure a judgment in its favor by reason of the fact that such person is or

was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section:

A. In respect of any claim, issue or matter as to which such executive shall have been adjudged to be liable to the corporation in the performance of his duty to the corporation, except to the extent that the court in which such action was brought shall determine upon application that, in view of all the circumstances of the case, such executive is fairly and reasonably entitled to indemnify for the expenses which such court shall determine;

B. For amounts which he paid (or for which he became liable) in settling or otherwise disposing of a threatened or pending action described in Section 9.04, Subsection (a), whether or not such disposition was with court approval; or

C. For expenses which he incurred in defending a threatened or pending action which is settled or otherwise disposed of with approval of the Attorney General.

Section 7.04. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 7.02 and 7.03 of this Article or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 7.05. Except as provided in Section 7.04 of this Article, any indemnification hereunder shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 7.02 or 7.03 of this Article, by:

A. A majority of a quorum consisting of directors who are not parties to such proceeding; or

B. The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

Section 7.06. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 7.07. No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 7.08. No indemnification or advance shall be made under this Article except as provided in Section 7.04 and 7.05, in any circumstances where it appears:

A. That it would be inconsistent with a provision of the Articles, these bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

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

Section 7.09. This corporation may purchase and maintain insurance on behalf of any agent of the corporation, including executives, 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 otherwise be authorized to indemnify the agent against such liability pursuant to the provisions of this Article; provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.'

Section 7.10. 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 subdivision (f) of Section 207 of the California General Corporation Law.

ARTICLE 8. BY-LAWS

Section 8.01. These By-Laws shall become effective immediately on their adoption. Amendments to these By-Laws shall become effective immediately on their adoption unless the Board of Directors or members, in adopting them as hereinafter provided, provide that they are to become effective at a later date.

Section 8.02 These By-Laws may be amended by an affirmative vote of eighty percent of a quorum of Directors of the corporation present at the annual meeting or a special meeting held for that purpose. Proposed amendments to the By-Laws must be submitted in writing to the Board and approved by it.

Section 8.03. The original, or a copy, of the By-Laws as amended or otherwise altered to date, certified by the Secretary of the corporation, shall be recorded and kept in a book which shall be kept in the principal office of the corporation, and such book shall be open to inspection by the members at all reasonable times during office hours.

ARTICLE 9. MISCELLANEOUS PROVISIONS

Section 9.01. Any and all notices provided for or permitted under these bylaws shall be in writing and shall be deemed duly delivered when personally served, or, in lieu of personal service, when deposited in the United States mail, postage fully prepaid, addressed to the corporation at its principal place of business or to any person associated with the corporation at his or her address recorded in the record book of the corporation.

Section 9.02. As used in these bylaws:

- A. The present tense includes the past and future tenses, and the future tense includes the present;
- B. The masculine gender includes the feminine and neuter;
- C. The singular number includes the plural, and the plural number includes the singular;
- D. The word "shall" is mandatory and the word "may" is permissive;
- E The words "Members," "Directors" and "Board" have the meaning stated in Section 3.02 of these bylaws.

Section 9.03. Notwithstanding any other provision in these bylaws, this corporation shall abstain from sectarian practices and shall not discriminate on the basis of race, age, sex, religion, or national origin.

Section 9.04. No member, officer, employee, or representative of the corporation shall take any action or cary on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt from taxation under Internal Revenue Code Section 501(c)(3) or California Revenue and Taxation Code Section 23701d, or either such section.

Section 9.05. No member, director, officer, employee, or other person connected with this corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to the corporation or on its behalf in effecting any of its purposes as shall be fixed by resolutions of the Board of Directors duly authorized and approved pursuant to these By-Laws, the Articles of Incorporation, and the law.

CERTIFICATE OF INCORPORATOR

I, the undersigned, hereby certify:

That I am the Incorporator of Wilsonia Historic District Trust, a California Nonprofit Public benefit Corporation; and

That the foregoing Bylaws, consisting of 8 pages including this page of Certification, constitute the Bylaws of the said corporation as duly adopted by me.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of this corporation.

DATED: _____

Incorporator