

BYLAWS
OF
FOUNTAIN OF THE SUN FOUNDATION

An Arizona non-profit corporation

ARTICLE I:
IDENTIFICATION

1. Name. The name of the Corporation is the FOUNTAIN OF THE SUN FOUNDATION (hereinafter, the “Corporation”)
2. Principal Office. The Corporation shall maintain a principal office in Maricopa County, Arizona.
3. Other Offices. The Corporation may also maintain offices at such other place or places, within and outside the State of Arizona, as may be designated from time to time by the Board of Directors, and the business of the Corporation may be transacted at such other office(s) with the same effect as that conducted at the principal office.
4. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation; nevertheless, if in any instance a corporate seal shall be used, the same shall consist of a circle bearing the words and figures, “FOUNTAIN OF THE SUN FOUNDATION—ARIZONA” and either the year of incorporation or the words “CORPORATE SEAL” or both.
5. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.
6. Annual Meeting. A meeting of the Board of Directors shall be held annually, during the last month of the Corporation’s fiscal year, at such place as the Board of Directors shall designate, either within or outside the State of Arizona. Such meeting may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting may simultaneously hear each other during the meeting. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting. At the annual meeting, the then serving members of the Board of Directors shall elect members of the Board of Directors to serve for the coming year and transact such other business as may properly be brought before the meeting.

ARTICLE II:
DIRECTORS

1. Number. The number of Directors which shall constitute the whole Board shall not be fewer than one (1) nor more than fifteen (15). The number of Directors to serve shall be determined at the annual meeting of the Board of Directors. Each Director elected shall hold office until his or her successor is elected and qualified.

2. Notice of Annual Meeting. Written notice of the annual meeting stating the place, date, and hour of the meeting shall be given to each member of the Board of Directors not less than ten (10) days nor more than fifty (50) days before the date of the meeting.

3. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of Directors may be filled by the affirmative vote of a majority of the remaining Directors then in office, though not less than a quorum, or by a sole remaining Director, and the Directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, unless sooner displaced. If there are no Directors in office, then an election of Directors may be held in the manner provided by statute.

4. Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts.

5. Place of Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or outside the State of Arizona.

6. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.

7. Special Meetings. Special meetings of the Board may be called by the President or the Secretary on two (2) days' notice to each Director, either personally, by mail, by telegram, by facsimile transmittal ("fax"), by email, or by telephone. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) Directors.

8. Quorum. A majority of the membership of the Board of Directors shall constitute a quorum and the concurrence of a majority of those present, whether in person or other such means of communication, shall be sufficient to conduct the business of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum

shall not be present at any meeting of the Board of Directors, the Directors then present may adjourn the meeting to another time or place, without notice other than announcement at the meeting, until a quorum shall be present.

9. Action without a Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

10. Waiver of Notice. Attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any Director may waive notice of any annual, regular, or special meeting of Directors by executing a written notice of waiver either before or after the time of the meeting.

11. Immunity. A Director shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damages or injury if such Director was acting in good faith and within the scope of his or her official capacity, unless such damage or injury was caused by willful and wanton or grossly negligent conduct of such Director.

12. Liability. Do Director shall be personally liable to the Corporation or its Members for monetary damages for breach of fiduciary duty as a Director; provided, however, that this Article shall not eliminate or limit the liability of a Director for (i) any breach of the Director's duty of loyalty to the Corporation or its Members (if it has Members); (ii) acts of omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) any transaction from which the Director derived an improper personal benefit; or (iv) any violation of Arizona Revised Statutes Section 10-3860 *et. seq.*, Director's conflicting interest transactions. For purposes of this Article, the term "Director" includes a trustee or a person who serves on the Board or council of the Corporation in an advisory capacity. The Corporation may purchase "errors and omissions" liability insurance to cover its Directors, with premiums to be payable from the Corporation's operating funds.

ARTICLE III: OFFICERS

1. Titles. The Officers of the Corporation shall be chosen by the Board of Directors and shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Board of

Directors may choose a Chairperson of the Board, additional Vice Presidents, and one or more Assistant Secretaries and Assistant Treasurers. Any two or more officers may be held by the same person.

2. Appointment of Officers. The Board of Directors at its annual meeting shall choose a President, one or more Vice Presidents, a Secretary, and a Treasurer, and may choose a Chairperson of the Board, each of whom shall serve at the pleasure of the Board of Directors. The Board of Directors at any time may appoint such other Officers and agents as it shall deem necessary to hold offices at the pleasure of the Board of Directors and to exercise such powers and perform such duties as shall be determined from time to time by the Board.

3. Vacancies. A vacancy in any office because of any Officer's death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors at any time.

4. Powers and Duties of Officers.

a. Chairperson of the Board. The Chairperson of the Board, if one shall have been appointed and be serving, shall preside at all meetings of the Board of Directors and shall perform such other duties as from time to time may be assigned to him or her.

b. President. The President shall preside at all meetings of the Board of Directors, if no Chairperson of the Board is selected. The President may sign and execute all authorized deeds and conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of the Corporation, and shall act as operating and directing head of the Corporation, subject to policies established by the Board of Directors.

c. Vice President. There shall be as many Vice Presidents as shall be determined by the Board of Directors from time to time, and they shall perform such duties as from time to time may be assigned to them. Any one of the Vice Presidents, as authorized by the Board, shall have all the powers and perform all the duties of the President in case of the temporary absence of the President or in case of his or her temporary inability to act. In case of the permanent absence or inability of the President to act, the office shall be declared vacant by the Board of Directors and a successor chosen by the Board.

d. Secretary. The Secretary shall keep the minutes of all proceedings of the Board and the minutes of any standing committees. The Secretary shall be the custodian of the corporate seal and shall affix it to all proper instruments when deemed advisable by him or her. The Secretary shall attend to the giving and serving of all notices for the Corporation when directed by the President. The Secretary may sign with the President, in the name of the Corporation, all contracts authorized by the Board for the purpose of attesting to the signature of

the President, and shall have the authority to affix the seal of the Corporation thereto. The Secretary shall have charge of all certificate books and such other books and papers as the Board may direct. The Secretary shall, in general, perform all the duties incident to the office of the Secretary as directed by the Board of Directors.

e. Treasurer. The Treasurer shall have the general custody of all of the funds and securities of the Corporation. The Treasurer may endorse on behalf of the Corporation for collection, checks, notes and other obligations, and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as the Board of Directors may designate. The Treasurer may sign receipts and vouchers for payments made to the Corporation, and checks made by the Corporation and may pay out and dispose of the same if so authorized by the Board of Directors. Regular books of account shall be kept under the direction and supervision of the Treasurer and the Treasurer shall render financial statements to the President and Directors at proper times and as directed. The Treasurer shall have charge of the preparation and filing of such reports, financial statements, and returns as may be required by law. He or she shall give the Corporation such fidelity bond as may be required, and the premium therefor shall be paid by the Corporation as an operating expense.

f. Miscellaneous Officers. Assistant Secretaries and Assistant Treasurers may be selected by the Board of Directors at any meeting. They shall perform any and all duties of the Secretary and of the Treasurer, in the absence or incapacity of either, and such other duties as the Board of Directors may require. No Assistant Secretary or Assistant Treasurer shall have power or authority to collect, account for, or pay over any tax imposed by any federal, state, or city government.

5. Immunity. An Officer shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damages or injury if such Officer was acting in good faith and within the scope of his or her official capacity, unless such damage or injury was caused by willful and wanton or grossly negligent conduct of such Officer.

6. Liability. No Officer shall be personally liable to the Corporation or its Members for monetary damages for breach of fiduciary duty as an Officer; provided, however, that this Article shall not eliminate or limit the liability of an Officer for (i) any breach of the Officer's duty or loyalty to the Corporation or its Members; (ii) acts of omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) any transaction from which the Officer derived an improper personal benefit; or (iv) any violation of Arizona Revised Statutes Section 10-3860 *et. seq.*, conflicting interest transactions. For purposes of the Article, the term "Officer" includes a trustee or a person who serves on the Board or council of the Corporation in an advisory capacity. The Corporation may purchase "errors and omissions"

liability insurance to cover its Officers with premiums to be payable from the Corporation's operating funds.

ARTICLE IV: COMMITTEES

1. Executive Committee. The Board of Directors may, as the Board deems appropriate, appoint an Executive Committee consisting of at least two (2) Directors. Members of the Executive Committee shall serve at the pleasure of, and may be removed with or without cause at any time by, the Board of Directors. If a vacancy occurs on the Executive Committee, the vacancy may be filled only by the Board of Directors. The Executive Committee shall have and may exercise the powers of the Board of Directors between meetings of the Board of Directors, but shall not possess any authority of the Board of Directors prohibited to it by law and may not (a) approve any matters specifically reserved to the Board of Directors by statute, these Bylaws, or other resolution, (b) fill any vacancy of the Board of Directors, (c) adopt amendments to the Articles of Incorporation or to these Bylaws, or (d) fix compensation of the Directors. The Board of Directors may, by resolution, further restrict the power and authority of the Executive Committee.

2. Other Committees: The Board of Directors may establish regular or special committees, as the Board deems appropriate. The resolution establishing a regular or special committee shall set forth its powers and duties. In the discretion of the Board of Directors, person serving on a regular or special committee need not be Directors. The corporation may pay members of regular or special committees' compensation for attending committee meetings.

3. Minutes of Committee Meetings. The chairperson of the Executive Committee and of each regular and special committee designated by the Board of Directors shall keep, or cause to be kept, minutes of meetings of such committees and shall file the minutes with the Secretary of the corporation.

ARTICLE IV: REPEAL, ALTERATION, OR AMENDMENT

These Bylaws may be repealed, altered or amended, or substitute Bylaws may be adopted at any time by a majority of the Board of Directors.

ARTICLE V:
EMERGENCY

The Board of Directors of the corporation may adopt bylaws under A.R.S. Section 10-207 to be effective in an emergency which is defined to exist if a quorum of the corporation's Directors cannot readily be assembled because of a local emergency, a state of emergency, or a state of war emergency, all as defined in A.R.S. Section 26-301.

ATTEST:

FOUNTAIN OF THE SUN FOUNDATION
An Arizona nonprofit corporation

By: Sherry L. Gerach
SHERRY L. GERACH, Secretary/Treasurer

By: Keith E. Hilgendorf
KEITH E. HILGENDORF, President