

**BYLAWS
OF
THE FAB FOUNDATION**

**A CALIFORNIA NONPROFIT
PUBLIC BENEFIT CORPORATION**

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**BYLAWS
OF
THE FAB FOUNDATION
A CALIFORNIA NONPROFIT
PUBLIC BENEFIT CORPORATION**

ARTICLE I

NAME

The name of this corporation is The Fab Foundation.

ARTICLE II

OFFICES OF THE CORPORATION

Section 2.1 Offices of the Corporation. The principal office for the transaction of the activities and affairs of the corporation ("principal office") is located at 2931 Fillmore Street, San Francisco, CA 94123. The board of directors ("board") may from time to time change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

Section 2.2 Other Offices. The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE III

PURPOSES

Section 3.1 General Purpose. This corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California, and is organized for public and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and Sections 214 and 23701d of the California Revenue and Taxation Code, as amended.

Section 3.2 Specific Purposes. The specific purposes of this corporation shall be those stated in its articles of incorporation.

ARTICLE IV

MEMBERS

Section 4.1 Members. This corporation shall have no members. All rights which would otherwise vest in members under the California Nonprofit Public Benefit Corporation Law shall vest in the board.

Section 4.2 Other Persons Associated With the Corporation. The corporation may refer to persons or entities associated with it as "members," but no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Corporations Code, as amended.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation or bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

Section 5.2 Specific Powers. Without prejudice to the general powers set forth in Section 1 of this Article, but subject to the same limitations, the directors shall have the power to:

- (a) 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.
- (b) 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.
- (c) Adopt and use a corporate seal and alter the forms of the seal and certificates.
- (d) 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.

Section 5.3 Authorized Number and Qualifications. The board shall consist of at least two (2) but no more than five (5) directors. The exact number of directors shall be established from time to time by action of the board.

Section 5.4 Restriction on Interested Persons as Directors. No more than forty-nine percent (49%) of the persons serving on the board may be interested persons. An interested person is:

- (a) Any person 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 director; and

- (b) 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 such person.

However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 5.5 Election, Designation, and Term of Office. Directors shall serve one (1)-year terms and shall be elected at the annual meeting of the corporation; however, if any such directors are not elected at any annual meeting, they may be elected at any special meeting held for that purpose or by written ballot. Each such director, including a director elected to fill a vacancy or elected at a special meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

Section 5.6 Events Causing Vacancy. A vacancy or vacancies on the board shall exist on the occurrence of the following:

- (a) The death or resignation of any director;
- (b) The declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law;
- (c) The vote of a majority of the board to remove any director(s);
- (d) An increase in the authorized number of directors.

Section 5.7 Resignations. Except as provided below, any director may resign by giving written notice to the chair of the board, if any, or to the president or secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly elected director or directors.

Section 5.8 Filling Vacancies. Vacancies on the board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

Section 5.9 No Vacancy on Reduction of Number of Directors. No reduction in the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 5.10 Compensation and Reimbursement. Directors shall not receive compensation for their services as directors or officers. They may, by board resolution, receive reimbursement of reasonable expenses incurred in connection with such services. Compensation of officers, if any, shall be determined by the majority vote of the directors.

ARTICLE VI

DIRECTORS' MEETINGS

Section 6.1 Place of Meetings. Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

Section 6.2 Method of Meetings. Any board meeting, regular or special, may be held in person or by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting by use of conference telephone constitutes presence in person at that meeting if all directors participating in the meeting can hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment, other than conference telephone, constitutes presence in person if all of the following apply:

- (a) Each director participating in the meeting can communicate with all other directors concurrently;
- (b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the board; and
- (c) The board adopts and implements a means of verifying the following:
 - (i) A person participating in the meeting is a director or other person entitled to participate in the board meeting; and
 - (ii) All actions of, or votes by, the board are taken or cast only by the directors and not by persons who are not directors.

Section 6.3 Annual Meeting. The board shall hold a regular meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required.

Section 6.4 Other Regular Meetings. Other regular meetings of the board may be held without notice at such time and place as the board may fix from time to time.

Section 6.5 Authority to Call Special Meetings. Special meetings of the board for any purpose may be called at any time by the chair of the board, if any, the president, any vice president, the secretary, or any two (2) directors.

Section 6.6 Manner of Giving Notice. Regular meetings of the board may be held without notice if the time and place of the meetings are fixed by the bylaws or the board. Notice of the time and place of special meetings shall be delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, to each director or sent by first-class or priority mail, telegram, charges prepaid, addressed to each director at that director's address as it is shown on the records of the corporation. Any oral notice given personally or by telephone may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will

promptly communicate it to the director. The notice need not specify the purpose of any regular or special meeting of the board.

Section 6.7 Time Requirements. In case the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. If the notice is delivered personally, or by telephone or telegram or other means of electronic communication, it shall be delivered personally or by telephone or to the telegraph company, or transmitted electronically, at least forty-eight (48) hours before the time of the meeting.

Section 6.8 Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

Section 6.9 Quorum. A majority of the number of directors actually in office shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of Section 5211(a)(8) of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to:

- (a) Approval of contracts or transactions in which a director has a direct or indirect material financial interest;
- (b) Approval of certain transactions between corporations having common directorships;
- (c) Creation of and appointments to committees of the board; and
- (d) Indemnification of directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 6.10 Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 6.11 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 6.12 Notice of Adjourned Meeting. Notice of the time and place of an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

Section 6.13 Action Without a Meeting. Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

ARTICLE VII

COMMITTEES

Section 7.1 Committees with Board Authority. The board, by resolution adopted by a majority of the directors then in office provided a quorum is present, may create one or more committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the board resolution, shall have the full authority of the board, except that no committee, regardless of board resolution, may:

- (a) Fill vacancies on the board or on any committee that has the authority of the board;
- (b) Fix compensation of the directors for serving on the board or on any committee;
- (c) Amend or repeal bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;
- (e) Create any other committees of the board or appoint the members of committees of the board;
- (f) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or
- (g) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

Section 7.2 Audit Committee. The Audit Committee shall consist of at least three (3) members of the board, each of whom shall be free of any relationships that would interfere with his or her exercise of independent judgment. Without limiting the foregoing, the Audit Committee shall include no members of the staff of this corporation and no person with a material financial interest in any entity that does business with this corporation. In addition, neither the chief executive officer nor the chief financial officer of this corporation shall serve on the Audit Committee, regardless of whether he or she is compensated by the corporation.

Furthermore, members of the Finance Committee of this corporation (if any) shall comprise less than one-half of the Audit Committee, and the Audit Committee Chair shall not be a member of the Finance Committee. No member of the Audit Committee shall receive any compensation from this corporation except for compensation that he or she may receive for his or her service on the board.

Each Audit Committee member shall have a general working knowledge of financial reporting and shall be able to understand and interpret financial statements and supporting schedules.

The Audit Committee shall oversee management's preparation of financial statements and the audit by an independent auditor of the financial statements of this corporation. The Audit Committee shall also comply with and perform all functions specified in its charter, if any, as reviewed and established by the board from time to time. Without limiting the foregoing, the Audit Committee shall have the following express responsibilities on behalf of this corporation, subject to the supervision of the board.

- (a) Recommending to the board the retention and termination of an independent auditor to prepare financial statements for the corporation;
- (b) Negotiating the independent auditor's compensation on behalf of the board;
- (c) Conferring with the auditor to satisfy members that the financial affairs of the corporation are in order;
- (d) Reviewing and determining whether to accept the audit;
- (e) Assuring that any non-audit services performed by the audit firm conform with the standards for auditors' independence contained in the latest revision of the Government Auditing Standards issued by the Comptroller General of the United States (the "Yellow Book");
- (f) Approving the performance of all non-audit services provided by the audit firm;
- (g) Reviewing major changes to the corporation's accounting principles and practices;
- (h) Reviewing the management letter and the corporation's response with the auditor; and
- (i) Reviewing, approving, and monitoring the corporation's internal audit function and current compliance activities.

The Audit Committee shall meet no less often than four (4) times per year. It shall report to the board periodically, but at least once per year in connection with the presentation to the board of the corporation's audited financial statements and the auditor's report.

Section 7.3 Executive Compensation Committee. The Executive Compensation Committee shall consist of at least three (3) members of the board. This Committee shall

approve the compensation, including benefits, of the chief executive officer and the chief financial officer of the corporation to assure that it is just and reasonable. Such review shall occur (1) initially upon the hiring of the officer; (2) whenever the officer's term of employment, if any, is renewed or extended; and (3) whenever the officer's compensation is modified, unless the modification applies to substantially all employees.

The Executive Compensation Committee shall meet as necessary to perform the compensation review but in no event less often than once per year.

Section 7.4 Advisory Committee(s). The Advisory Committee shall consist of at least three (3) members, who may include both directors and non-directors. This Committee shall provide general advice and guidance to board on issues related to the management, operation and direction of the corporation and the fulfillment of the corporation's purpose. The Advisory Committee shall meet as necessary to perform its duties. The board may also create one or more other advisory committees for such purposes as designated by the board. All members of all advisory committees shall serve at the pleasure of the board.

Section 7.5 Meetings and Action of Committees. Meetings and actions of committees of the board shall be governed by, held and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the committee of the board. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee, provided they are consistent with these bylaws. In the absence of rules adopted by the board, the committee may adopt such rules.

ARTICLE VIII

OFFICERS

Section 8.1 Officers of the Corporation. The officers of the corporation shall be a president, a secretary and a chief financial officer. The corporation may also have, at the board's discretion, a chair of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section 3 of this Article. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chair of the board.

Section 8.2 Election of Officers. The officers of the corporation, except those appointed under Section 3 of this Article, shall be appointed annually by the board and shall serve at the pleasure of the board, subject to the rights, if any, of any officer under any contract of employment.

Section 8.3 Other Officers. The board may appoint and may authorize the chair of the board (if any), the president, or other officer to appoint any other officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these bylaws or determined by the board.

Section 8.4 Removal of Officers. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the board

and, if the officer was not chosen by the board, by any officer on whom the board may confer that power of removal.

Section 8.5 Resignation of Officers. Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 8.6 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office; provided, however, that vacancies need not be filled on an annual basis.

ARTICLE IX

RESPONSIBILITIES OF OFFICERS

Section 9.1 Chair of the Board. If a chair of the board is elected, the chair shall preside at meetings of the board and shall exercise and perform such powers and duties as the board may assign from time to time. If there is no president, the chair of the board shall have the powers and duties of the president of the corporation prescribed by these bylaws.

Section 9.2 President. Subject to such supervisory powers as the board may give to the chair of the board, if any, and subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs and officers. The president shall preside in the absence of the chair of the board, or if there is none, at all board meetings. The president shall have such other powers and duties as the board or the bylaws may prescribe.

Section 9.3 Vice Presidents. If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the board, or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

Section 9.4 Secretary. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of all committees of the board. The minutes of meetings shall include the time and place the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at board and committee meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date.

The secretary shall give, or cause to be given, notice of all meetings of the board and of all committees of the board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

Section 9.5 Chief Financial Officer. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

The chief financial officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president, chair of the board, if any, and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

If required by the board, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.

ARTICLE X

INDEMNIFICATION

Section 10.1 Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 10.2 Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification.

Section 10.3 Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid, unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 10.4 Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer,

director, employee, or agent in such capacity or arising out of the officer's, director's employee's, or agent's status as such.

ARTICLE XI

RECORDS AND REPORTS

Section 11.1 Maintenance of Corporate Records. The corporation shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Written minutes of the proceedings of its board and committees of the board.

Section 11.2 Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the articles of incorporation and these bylaws, as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 11.3 Annual Report. The board shall cause an annual report to be sent to the directors within one hundred twenty (120) days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (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 assets and liabilities, including trust funds;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes;
- (d) The expenses or disbursements of the corporation for both general and restricted purposes; and
- (e) Any information required by Section 4 of this Article.

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

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

Section 11.4 Annual Statement of Certain Transactions and Indemnifications. The corporation shall annually prepare and furnish to each director, within one hundred twenty (120) days after the end of the corporation's fiscal year, a statement of:

- (a) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Article X, Section 1, 2 or 3 of these bylaws; and
- (b) Any transaction:
 - (i) In which the corporation, its parent, or its subsidiary was a party;
 - (ii) In which an "interested person" had a direct or indirect material financial interest; and
 - (iii) Which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000.

The statement shall include a brief description of the transaction, the names of the interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest; provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

For purposes of this Section 11.4, an "interested person" is either of the following:

Any director or officer of the corporation, or its parent or subsidiary (a person holding a mere common directorship shall not be deemed an "interested person" for purposes of this subparagraph); or

- (c) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary.

Section 11.5 Audited Financial Statements. The corporation shall cause to be prepared financial statements audited by an independent auditor in accordance with generally accepted accounting principles. The engagement of the auditor and the review and approval of the audit shall be supervised by the Audit Committee as provided in Section 7.2 above. The audited financial statements shall be made available for inspection by the Registry of Charitable Trusts of the Office of the California Attorney General. They shall also be made available for inspection by the public as described in Section 11.6 below.

Section 11.6 Public Inspection of Certain Documents. The corporation shall make the following documents available for public inspection on the same day that the request is made in person during regular business hours, within thirty (30) days after receiving a request by mail, or by posting the documents on the Internet in a manner that can be accessed, downloaded, viewed and printed by the public free of charge and without special hardware or software:

- (a) Form 990 for the corporation for the past three years (excluding the list of donors and Form 990-T);
- (b) Form 1023 (application for recognition of tax exemption) for the corporation, including all supporting statements and documents, the corporation's determination

letter, and all correspondence from and to the Internal Revenue Service with respect to Form 1023; and

(c) The audited financial statements for the corporation for the period prescribed by the California Attorney General.

ARTICLE XII

DISSOLUTION OF THE CORPORATION

Subject to the provisions governing distribution upon dissolution set forth in the articles of incorporation of the corporation, in the event of a dissolution of the corporation, the residual assets shall be distributed to another nonprofit corporation recognized as an organization described in Section 501(c)(3) of the Code.

ARTICLE XIII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE XIV

AMENDMENTS

Section 14.1 Board's Right to Amend. Except as provided below, the board may adopt, amend or repeal this corporation's articles of incorporation and these bylaws with the approval of a majority of directors present at a duly held meeting.

Section 14.2 High Vote Requirement. If any provision of these bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of The Fab Foundation, a California nonprofit public benefit corporation; and

That the foregoing Bylaws, comprising fourteen (14) pages, including this page, constitute the Bylaws of said Corporation, as duly adopted by the Action by Sole Incorporator dated February 2, 2009, and that they have not been amended or modified since that date.

Executed on February __, 2009, at San Francisco, California.

Stuart Gannes, Secretary