

Exhibit “A”

AMENDED AND RESTATED BYLAWS OF THE CALIFORNIA ENDOWMENT

[Note: Any amendment to or repeal of the language which appears in bold and italics requires the consent of the California Attorney General.]

I

PRINCIPAL OFFICES

The Board of Directors (“Board”) shall fix the location of the principal executive office of the Corporation at any place within the State of California. The Board may at any time establish branch or subordinate offices at any place or places within the State of California.

II

OBJECTIVES AND PURPOSES

1. Purposes. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The specific purposes of the Corporation are to promote the availability of and access to quality and affordable health care and related services to the people of the State of California, including, without limitation (i) to improve the availability of and access to such care and services to the uninsured, underinsured and other underserved populations and to improve the health status of all Californians; (ii) to develop and maintain initiatives to address short-term and long-term health care needs and concerns; (iii) to provide grants and establish programs to carry out such purposes; and (iv) otherwise to serve the health care needs of the people of the State of California.

2. Dedication of Assets. The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net earnings, contributions or assets of the Corporation shall ever inure to the benefit of any of its Directors or officers, or to the benefit of any private person, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation and otherwise in these Bylaws. The Corporation and its officers, directors, and employees shall abide by the Conflict of Interest Policy of the Corporation adopted by the Board and shall at all times fully comply with the provisions of the Internal Revenue Code (“Code”) and all applicable state laws and regulations applicable to California nonprofit public benefit corporations.

III

MEMBERSHIP

The Corporation shall not have any voting or nonvoting members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest to the members under the provisions of the California Nonprofit Corporation Law relating to nonprofit public benefit corporations shall vest in the Directors.

IV

BOARD OF DIRECTORS

1. Powers. Subject to the limitations imposed by law or contained in the Articles of Incorporation, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the ultimate direction of the Board of Directors.

2. Number, Qualifications And Term Of Directors. *The following provisions are subject to those provisions of the Amended and Restated Undertakings of Blue Cross of California dated March 5, 1996 and attached to an Order of the California Department of Corporations dated March 5, 1996 relating to the number, qualifications and term of Directors.*

The Board of Directors shall consist of not less than fifteen (15) and not more than twenty-five (25) Directors, the exact number to be fixed by resolution of the Board from time to time. One of the Directors shall be the Chief Executive Officer of the Corporation. For a period of five (5) years from the date of the Corporation's initial endowment by Blue Cross of California, the Chief Executive Officer shall not be a former Director or officer of Blue Cross of California (whether before or after its conversion from a California nonprofit public benefit corporation to a California business corporation) or any of its affiliates. The remaining Directors shall be elected by a majority of the Directors. The Directors other than the Chief Executive Officer of the Corporation shall be eligible to serve up to three (3) terms of three (3) years each or a total of nine (9) years. The Chief Executive Officer shall serve on the Board of Directors for a term fixed by the Board of Directors in accordance with the provisions of these Bylaws. Prior service on the Board of Directors of Blue Cross of California shall be included in determining the maximum length of time a person may serve on the Board of Directors of the Corporation.

Upon subsequent appointment or election of Directors, the appointment or election shall be to fill the office bearing the number and designation mentioned in these Bylaws, and the persons thereafter successively appointed or elected thereto shall serve for the term of three (3) years (except that the Chief Executive Officer shall serve for a term fixed and established by the Board), provided that an appointment or election to fill a vacancy shall be for the unexpired term of the office in which the vacancy occurs.

The Directors shall continue to hold office until their successors are elected and

qualified. The maximum and minimum number of Directors may be changed by amendment of these Bylaws adopted by a favorable vote of two-thirds (2/3) of the members of the Board and consented to by the Attorney General pursuant to these Bylaws. Any such amendment of the Bylaws shall supersede any conflicting provisions of this Article IV, Section 2. After the conversion of Blue Cross of California to a business corporation, no person may serve simultaneously as a Director of the Corporation and as a Director of either California HealthCare Foundation or WellPoint Health Networks, Inc. (formerly Blue Cross of California).

A person who has served three (3) successive three (3) year terms as a Director is ineligible for re-election to the Board for a period of three years. For purposes of this Section 2, any Director elected to serve an unexpired term created by a vacancy on the Board who serves in excess of twenty-four (24) months of such expired term shall be deemed to have served the entire three (3) year term. Notwithstanding any other provision herein, if the Board determines that it is in the best interests of the Corporation, it may, in its sole discretion, extend the term of the Board Chair and/or Vice Chair for a period of up to one (1) additional year beyond the maximum term of office otherwise permitted pursuant to these Bylaws. Any such one (1) year extension of the term of the Board Chair or Vice Chair shall require a favorable vote of two-thirds (2/3) of the members of the Board.

3. Annual Meeting. The Board of Directors shall hold an annual meeting during the month of May on a date and at a time set by the Board for the purpose of organization and the transaction of other business.

4. Regular and Special Meetings. In addition to the annual meeting, regular meetings of the Board may be held at any place within or without the State of California that has been designated from time to time by resolution of the Board. Regular meetings shall be held once each calendar quarter. No notice of the regular meeting of the Board need be given if the date, time and location of such meeting is established by resolution of the Board or announced at the preceding regular meeting.

Special meetings of the Board for any purpose or purposes may be held at any place within or without the State of California that has been designated in the notice of the meeting or, if not stated in the notice, at the principal office for the transaction of business of the Corporation. Notice of the date, time and place of special meetings of the Board shall be given to each Director by either (i) personal delivery of written notice, (ii) first-class mail, postage prepaid, (iii) telephonic, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would be reasonably expected to communicate such notice promptly to the Director, (iv) facsimile, or (v) electronic mail or other electronic means. All such notices shall be given or sent to the Director's address or telephone number shown on the books and records of the Corporation. Any notices sent by first-class mail shall be deposited in the United States mail at least four (4) days prior to the time set for the meeting and notices given by personal delivery, telephone or telegraph shall be delivered, telephoned or given to the telegraph company at least forty-eight (48) hours prior to the date and time set for the meeting. Such notice shall state the date and time, and if the meeting is to be held at a location other than the principal executive office of the Corporation, the location of the meeting. Special meetings of

the Board shall be held whenever called by the Chair of the Board, a Vice Chair of the Board, the Chief Executive Officer, or by any three (3) members of the Board. Neither a notice nor a waiver of notice must specify the purpose of any regular or special meeting.

5. Time And Place Of Meetings And Telephone Meetings. All meetings of Directors, regular and special, shall be held at the principal executive office of the Corporation or at such other place, within or without California, as shall be designated in the notice of the meeting or in a resolution of the Board of Directors. Directors may participate in any meeting, including the casting of votes, through use of conference telephone, video screen communication or other communications equipment, provided that all members so participating can hear each other.

6. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business, except to adjourn, in which case a majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another date, time and place. Unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or the California Nonprofit Corporation Law, every act or decision done or made by a majority of the Directors present shall be the act of the Board.. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to such action. Any and all written consents shall be filed with the minutes of the proceedings of the Board.

7. Waiver Of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice, if: (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a 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 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 Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

8. Notice Of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the 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.

9. Fees And Compensation Of Directors. Directors and members of committees may receive such compensation, if any, for their services and such reimbursement for expenses incurred on behalf of the Corporation as may be fixed or determined by resolution of the Board of Directors; provided, however, that such compensation shall be reasonable and shall be comparable to the compensation paid for a like position by similar nonprofit organizations; and provided further that a Director may not vote on matters relating to his or her compensation in a capacity other than as a Director.

10. Vacancies. A vacancy or vacancies on the Board shall be deemed to exist in the event of (i) the death, resignation or removal of any Director; (ii) the declaration by resolution of the Board of the vacancy of the office of a Director who has been declared of unsound mind by an order of court or has been convicted of a felony or has been found by final order of judge or judgment of any court to have breached a duty imposed under the California Nonprofit Corporation Law; (iii) the vote of a majority of the Directors to remove a Director; (iv) the failure of the Directors, at any meeting of the Board of Directors at which any Director or Directors are to be elected, to elect the number of Directors to be elected at such meeting; or (v) an increase in the authorized number of Directors of the Corporation by amendment to these Bylaws. In the event that a Director ceases to have the qualifications required for election pursuant to this Article IV, the Board shall declare the office of such Director vacant as of the date the Board first learns that the Director's qualification ceased.

11. Resignations. Any Director may resign, which resignation shall be effective when given in writing to the Chair of the Board, the Chief Executive Officer, the Secretary or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. A Director who is absent without reasonable cause from one-third (1/3) or more of Board meetings during any year of that member's term shall be deemed to have automatically resigned from the Board. No Director may resign if such resignation would leave the Corporation without a duly elected Director or Directors in charge of its affairs.

12. No Vacancy On Reduction Of Number Of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires, unless the reduction also provides for the removal of one or more specified Directors.

13. Filling Of Vacancies. Vacancies on the Board shall be filled by a majority vote of the remaining members of the Board in accordance with the requirements set forth in this Article IV. The person elected to fill any vacancy shall serve for the unexpired term of the office vacated.

14. Committees.

(a) Generally. The Board may, by resolution adopted by a majority of the Directors then in office, designate one (1) or more committees, each consisting of two (2) or more Directors, and any additional Non-Directors as deemed appropriate by the Board, to serve at the pleasure of the Board. However, no committee which exercises the authority of the Board shall include any persons who are not Directors. The Chair of the Board shall designate a Director member of each committee who shall serve as Chair of such committee. Such committees shall include, without limitation, an Executive Committee, a Compensation Committee, an Audit Committee, a Nominating Committee, a Governance Committee, an Investment and Finance Committee, and a Learning and Performance Committee. The Board may delegate to such committees any of the authority of the Board, except that no such committee, regardless of the content of the Board resolution may (i) take any final action on matters which, under the California Nonprofit Corporation Law, require the approval of the

Board; (ii) fill vacancies on the Board or any committee which has the authority of the Board; (iii) fix compensation of Directors for serving on the Board or on any committee; (iv) amend or alter or repeal these Bylaws or adopt new Bylaws; (v) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable; (vi) appoint committees or the members thereof; (vii) expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or (viii) approve any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Section 5233 of the California Nonprofit Corporation Law. For each committee so designated, the Board shall, by resolution, adopt a committee charter setting forth the purposes and responsibilities of the committee. Each such Board resolution shall constitute an express delegation to the committee of the Board's authority as set forth in the committee charter.

(b) Appointment; Term. The Board shall appoint the members and fill any vacancies created by the members of the committees by a majority vote of the Directors then in office. A vacancy on a committee shall be deemed to exist in the case of expiration of a term of office, death, resignation or removal of any member or in the event of expansion of the committee. Committee members shall serve terms of one (1) year or at the pleasure of the Board.

(c) Meetings. Meetings of the committees shall be called by the Committee Chair or by the Board. Meetings and actions of the committees of the Board shall be governed by the provisions of these Bylaws concerning meetings of the Board with the committee and its members substituted for the Board and its members. Also the time for regular meetings of the committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of the committees may also be called by resolution of the Board. Notice of special meetings of committees of the Board shall also be given to any and all alternate members of such committees who have the right to attend all meetings of such committees. To ensure a quorum, the Chair of the Board may substitute another Board member to take the place of the committee member who cannot attend a meeting. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws. A written report of each meeting of a committee shall be prepared and presented to the Board at the Board's next regular meeting.

V

PUBLIC BENEFIT COMMITMENTS

1. Compliance With Conditions Of Donations, Status. Subject to the provisions of California law, the Corporation shall faithfully comply with the conditions of any restricted donations it receives. The Directors of the Corporation shall use their best efforts to cause the Corporation to remain a California public benefit corporation in good standing and an organization described in Section 501(c)(3) of the Internal Revenue Code ("Code").

2. Distributions; No Grants To California HealthCare Foundation. During the three taxable years of the Corporation which begin in the years 1996 through 1998, the Corporation shall make distributions of not less than One Hundred Fifty Million Dollars (\$150,000,000) (the "Special Distributions"), which may include qualifying distributions made

by the Corporation under Section 4942 of the Code on account of the distributable amount for the taxable year beginning in 1996. Of such One Hundred Fifty Million Dollars (\$150,000,000) of Special Distributions,

at least Thirty Million Dollars (\$30,000,000) shall have been made before the end of the first such taxable year,

at least Eighty Million Dollars (\$80, 000, 000) shall have been made before the end of the second such taxable year, and

the balance of the One Hundred Fifty Million Dollars (\$150,000,000) shall have been made before the end of the third such taxable year.

Except as provided above with respect to distributions on account of the Distributable Amount for the taxable year beginning in 1996, the obligation to make the Special Distributions is in addition to the obligations of the Corporation to make distributions under Section 4942 of the Code. Except for Qualifying Distributions made by the Corporation under Section 4942 of the Code on account of the Distributable Amount for the taxable year beginning in 1996, no portion of such Special Distributions shall be used to reduce the Corporation's other Qualifying Distributions to a level below that which would be applicable if the Special Distributions had not been made. However, the requirements of this Section 2 shall not affect the manner in which distributions are properly reported or classified on the Corporation's tax returns. At no time shall the Corporation make any grants to California HealthCare Foundation, nor shall it make any other transfers of assets to California HealthCare Foundation without the consent of the Attorney General in the manner provided in Section 3(a) below.

3. Oversight By The California Attorney General.

(a) Attorney General Authority. The Attorney General shall have authority to oversee the Corporation and its compliance with the provisions of Article IV, Sections 2 and 15(b) and this Article V. In addition to such reports and returns as are otherwise required of the Corporation, it shall provide such reports to the Attorney General as are necessary to evidence compliance with Article IV, Sections 2 and 15(b) and this Article V, and as the Attorney General may require from time to time. Until December 31, 2000, all requests for consent to the amendment of Articles of Incorporation or these Bylaws filed with the Attorney General and all reports required to be provided to the Attorney General, the California Franchise Tax Board and the Internal Revenue Service shall also be provided to the Commissioner of Corporations of the State of California at the time such requests for consent or reports are filed with the Attorney General, the California Franchise Tax Board or the Internal Revenue Service.

(b) Amendments Of Articles IV And V Of Bylaws. Notwithstanding Article IX, Section 1 of these Bylaws, Article IV, Sections 2 and 15(b) and Article V of these Bylaws may not be amended or repealed without the prior consent of the Attorney General. The Attorney General's consent must be in writing and may state that the Attorney General either approves or will not oppose the amendment. In determining what action to take with

respect to the proposed amendment, the Attorney General may consider whether the proposed amendment is:

- i. of a ministerial nature;*
- ii. material to the maintenance of the charitable assets or operations of the Corporation;*
- iii. consistent with the public benefit purposes of the Corporation, including the restrictions set forth in Article IV, Sections 2 and 15(b) and this Article V;*
- iv. made in order to conform to changes in requirements imposed by law;*
- v. made after a change in any statute referred to in Article IV, Sections 2 or 15(b) or this Article V to conform the applicable provisions to the original purposes thereof;*
- vi. otherwise in the interest of the public beneficiaries; or*
- vii. appropriate under the application of the doctrine of cy pres.*

(c) Amendments Of Articles Of Incorporation. Except for an amendment to change the name of the Corporation, the Articles of Incorporation may not be amended without the prior consent of the Attorney General. The Attorney General's consent must be in writing and may state that the Attorney General either approves or will not oppose the amendment. In determining what action to take with respect to the proposed amendment, the Attorney General may consider the standards set forth in Section 3(b) above.

VI

OFFICERS

1. Officers. The officers of the Corporation shall be a Chair of the Board, a Vice Chair of the Board, a Chief Executive Officer, a Secretary and a Chief Financial Officer. The Corporation may also have, at the discretion of the Board of Directors, other officers as may be appointed in accordance with the provisions of Section 3 of this Article VI. 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 Chief Executive Officer or Chair of the Board.

2. Election Of Officers. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 3, Section 5 or Section 10 of this Article VI, shall be chosen annually by the Board and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve or his or her successor shall be elected and qualified. The Chair of the Board and the Vice Chair of the Board shall be so chosen annually from among the Directors of the Corporation.

3. Subordinate Officers. The Board may elect or authorize the appointment of, and may authorize the Chief Executive Officer or another officer to appoint, such other officers as the business of the Corporation may require, each of whom shall have the title, hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time authorize or determine.

4. Removal Of Officers. Any officer may be removed either with or without cause by a majority of the Directors at the time in office at any regular or special meeting of the Board, or, in the case of an officer not chosen by the Board, by an officer on whom such powers of selection and removal may be conferred by the Board of Directors.

5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner provided or authorized herein for appointment to such office.

6. Term Of Office. The officers of the Corporation, other than the Chief Executive Officer, shall, unless sooner removed, hold office for a term of one (1) year and until their successors are chosen and qualified.

7. Chair And Vice Chair Of The Board. The Board shall elect a Chair of the Board and a Vice Chair of the Board. Both the Chair of the Board and the Vice Chair of the Board shall serve for a one (1) year term. No Director shall be eligible to serve as Chair of the Board for more than three (3) terms. No Director shall be eligible to serve as Vice Chair of the Board for more than three (3) terms.

8. Chair Of The Board. The Chair of the Board shall, if present, preside at all Board meetings. He or she may call special meetings including special meetings of standing Committees whenever he or she deems it necessary. The Chair of the Board shall exercise and perform such other powers and duties as may from time to time be assigned by the Board or prescribed by these Bylaws. The Chair of the Board shall also preside over the annual meeting. The Chair of the Board shall be an ex-officio member of all standing committees. If the Chair of the Board is disqualified from serving as an ex-officio member of a standing committee, the Chair shall designate the Vice-Chair to so serve.

9. Vice Chair Of The Board. In the absence of the Chair of the Board, the Vice Chair of the Board shall preside at all Board meetings and the annual meeting. The Vice Chair of the Board shall exercise and perform such other powers and duties as may from time to time be assigned by the Board or prescribed by these Bylaws.

10. Chief Executive Officer. Subject to such powers as may be given by the Board of Directors to the Chair of the Board, the Chief Executive Officer, who shall also be the President of the Corporation, shall have general powers and active duties of management of the business and affairs of the Corporation, subject to the supervision, order and direction of the Board. The Chief Executive Officer shall be elected by the Board. His or her term of office shall be fixed and established by the Board from time to time. The Chief Executive Officer shall, in the absence of the Chair and the Vice Chair of the Board, preside at all meetings of the Board of

Directors. The Chief Executive Officer shall be an ex-officio member of all standing committees, except the Audit Committee.

11. Secretary. Unless otherwise determined by the Board of Directors or the Chief Executive Officer, the Secretary shall keep, or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any or all minutes of the meetings required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

12. Chief Financial Officer. Unless otherwise determined by the Board of Directors or the Chief Executive Officer, the Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any Director.

The Chief Financial Officer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board. The Chief Financial Officer shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board, shall render to the Chief Executive Officer and the Directors, whenever they request it, an account of all transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

13. Salaries. The Board of Directors shall fix the salary of the Chief Executive Officer and the Chief Financial Officer and may fix the salaries of other officers of the Corporation chosen by the Board. The Board may delegate the power to fix the salaries of other officers to the Chief Executive Officer.

VII

ADVISORY COUNCIL MEMBERS

1. Advisory Council Members. The Board may, by resolution adopted by a majority of the Directors then in office, designate an Advisory Council consisting of no less than eighteen (18) and no more than thirty-five (35) advisors. Membership on the Advisory Council should represent both the general public and health services community.

2. Role Of Advisory Council. The role of the Advisory Council shall be to advise the Board of Directors on such matters as the Board of Directors submits to the Advisory Council for review and advice.

3. Advisory Council Member Terms. The term of an Advisory Council member will be three (3) years, with one-third (1/3) of the Advisory Council members selected respectively at

each annual meeting or until a successor shall be selected; provided, however, that if the number of Advisory Council members shall be a number which is not divisible by three, in every third year the terms of all remaining Advisory Council members who have held such position for three (3) consecutive years will end and new Advisory Council members will be selected to replace such remaining Advisory Council members at the annual meeting for such year. No person may serve more than three (3) successive three-year terms as a member of the Advisory Council. Service as an Advisory Director of Blue Cross of California will count as years of service on the Advisory Council. A person who has served three successive three-year terms as a member of the Advisory Council is ineligible for reappointment for a period of three (3) years.

Vacancies created by death, resignation or removal may be filled for the unexpired term by appointment of the Board of Directors.

VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

1. Indemnification. The Corporation shall indemnify the Officers, Directors, Agents and Employees of the Corporation against liability for monetary damages to the fullest extent permissible under California law. To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under this Article VIII in defending any proceeding covered hereunder 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 found that the person is entitled to be indemnified by the Corporation for those expenses.

2. Insurance. The Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents, to cover any liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising from the officer's, director's, employees' or agent's status as such.

3. Contractual Rights Of Nondirectors And Nonofficers. Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and Officers of the Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

IX

MISCELLANEOUS PROVISIONS

1. Amendment Of Bylaws. These Bylaws or any part thereof may be amended or repealed, or new Bylaws adopted, by approval of the Board of Directors. A copy of any proposed amendment to the Bylaws shall be delivered to each Director at least five (5) days prior to the date of the meeting at which the vote is taken. ***Any amendment to or repeal of Article IV,***

Sections 2 or 15(b) or Article V shall also require the consent of the Attorney General, as provided in Article V above.

2. Severability. Any provision of these Bylaws which may be prohibited by law or otherwise be held invalid shall be ineffective only to the extent of such prohibition or invalidity and shall not invalidate or otherwise render ineffective any or all remaining provisions of these Bylaws.

3. Inspection Of Records And Reports. Each Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

4. Fiscal Year. The fiscal year of the Corporation shall begin on April 1 and end on the last day of March.

5. Contracts, Obligations. The Board of Directors, by resolutions adopted from time to time, may delegate its authority to enter into contracts or execute instruments in the name of and on behalf of the Corporation to any executive officer or officers, any agent or agents or any employee or employees. Unless so authorized by resolution of the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

6. Representation Of Shares Of Other Corporation. The Board of Directors and/or the Executive Committee shall have full and sole power to authorize and direct the Chief Executive Officer or any Vice President and the Secretary or any Assistant Secretary of the Corporation to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation and to specify the particular actions to be taken with respect to such shares; provided that the officers of the Corporation shall have the authority to vote, represent and exercise on behalf of the Corporation all rights in such shares if such shares constitute less than ten percent (10%) of the assets of the Corporation. The authority herein granted to said officers may be exercised by such officers in person or by other persons authorized to do so by proxy duly executed by such officers.

7. Checks, Drafts, Orders For Payment, Notes. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation and any and all securities owned by or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

8. Annual Statement Of Certain Transactions And Indemnifications. Pursuant to Section 6322 of the California Nonprofit Corporation Law, the Board of Directors shall cause an annual statement of certain transactions and indemnifications to be sent to the Directors not later than one hundred twenty (120) days after the close of the fiscal year. Such annual report shall be

prepared in conformity with the requirements of the California Nonprofit Corporation Law now in effect and as it may hereafter be amended.

9. Corporate Loans, Guarantees And Advances. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, except as is expressly allowed under Section 5236 of the California Nonprofit Corporation Law and that are permitted under the Code.

10. 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 above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person.

* * *

This is to certify that the foregoing is a true and correct copy of the Amended and Restated Bylaws of the Corporation named in the title of these Bylaws and that such Bylaws were duly adopted by the Board of Directors of the Corporation.

Secretary