

BYLAWS

OF

THE CENTURION FOUNDATION

a California Nonprofit Benefit Corporation

ARTICLE I. OFFICES

Section 1. Principal Office. The Corporation's principal office shall be fixed and located at such a place as the Board of Directors, herein called the "Board," shall determine. The Board is granted full power and authority to change said principal office from one location to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II. MEMBERSHIP

Section 1. Members. The Corporation shall have no 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. All rights which would otherwise vest in the members shall vest in the directors.

Section 2 Associates. Nothing in this Article II shall be construed as limiting the right of the Corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The Corporation may confer by amendment of its Article or of 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 a disposition of substantially all of the assets of the Corporation or on merger or on a dissolution or on changes of the Corporation's Articles or Bylaws or for the selection of delegates who possess any of the proceeding voting rights, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE III. DIRECTORS

Section 1. Powers. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, or committees, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. without prejudice to such general powers, but

subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the other officers, agents, and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or the Bylaws.

(b) To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefor not inconsistent with law, the Articles, these Bylaws as they may deem best.

(c) To adopt, make, and use a corporate seal, or stamp, and to alter the form of such seal, or stamp, from time to time as they may deem best.

(d) To carry on such fund raising activities as may be consistent with the purposes set forth in its Articles.

Section 2. Number of Directors. The authorized number of directors shall be nine, until changed by amendment of the Articles or by a Bylaw.

Section 3. Selection and Term of Office. Directors shall be elected at each annual meeting of the Board. Each director shall serve until the next annual meeting of the Board and until a successor has been elected and qualified.

Section 4. Vacancies. Subject to the provision of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written or oral notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as with the selection of the director(s) whose office is vacant provided that vacancies to be filled by election by directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and until successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has failed to attend three (3) consecutive meetings of the Board.

No reduction of the authorized number of director shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 5. Place of Meeting. Meetings of the Board shall be held at 6949 Genesee Avenue, San Diego, California, unless designated otherwise by the Board.

Section 6. Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. Annual meetings of the Board shall be held without call or notice on the second Tuesday in September of each year at 5:00 P.M. and may be adjourned or continued to a later date at the discretion of the Board.

Section 7. Special Meetings. Special meeting of the Board for any purpose or purposes may be called at any time by the President, Vice President, Secretary, or any two directors.

Special meeting of the Board shall be held upon three (3) days' notice by first-class mail or 24 hours' notice given personally or by telephone, telegraph, telex, or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meeting of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given, at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 8. Quorum. A majority of the non-vacant Board positions constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 10 of this Article. 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 shall be regarded as the act of the Board, unless a greater number is required by law, by the Articles, or by these Bylaws, except as provided in the next sentence. A meeting at which a quorum is initially represent 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.

Section 9. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and prevails shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 10. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned.

Section 11. Action without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 12. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all of the Corporation's books, records, and documents of every kind.

Section 13. Committees. The board may appoint one or more committees and delegate to such committees such duties as are not inconsistent with the Board's responsibility under the California Nonprofit Public Benefit Corporation Law.

#### ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board, a Vice-President, an Assistant Secretary, and an Assistant Treasurer.

Section 2. Election. The officers of the Corporation shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successor shall be elected.

Section 3. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time.

Any officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. 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 election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 5. President. The President is the general manager and chief executive officer of the Corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the Corporation. The President shall preside at all meetings of the Board.

Section 6. Vice President. In the absence or disability of the President, the Vice President, if any, is appointed and shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board.

Section 7. Secretary. 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, with the time and place of holding, whether annual or other, the notice thereof given, the names of those present at Board meetings and the proceedings thereof. 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 committees thereof required by these Bylaws or bylaw to be given, shall keep the seal, or stamp, of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 8. Treasurer. The Treasurer is the chief financial officer of the Corporation and shall keep and maintained, 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 Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designate by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer 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.

## ARTICLE V. GENERAL POWERS

Section 1. Amendment. These Bylaws may be amended or repealed by approval of two thirds of the total number of Board members; provided that any amendment or repeal shall in no way contravene the provision and prohibitions on corporate activity as set forth in the Corporation's Articles.

Section 2. Construction and Definitions. Unless the context otherwise requires, the general provision, rules of construction, and definitions contained in the General provision of the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.