

**Protection And Education: Animals, Culture and The Environment, Inc.
A Massachusetts Non-Profit Public Benefit Corporation**

ARTICLE I: PURPOSE

This corporation, known as the “Protection and Education: Animals, Culture and The Environment, Inc.” (the “Corporation”) shall be organized and operated exclusively for charitable protection and education of animals, cultural, environmental and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 180 of the Massachusetts General Laws (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1986 (or its corresponding future provisions).

MISSION

The Corporation increases educational and economic opportunities that support an improved quality of life by working hand-in-hand with communities surrounding the Bay of Banderas (Puerto Vallarta) and beyond.

VISION

The Corporation envisions vibrant communities in which all individuals are empowered to achieve their fullest potential, and live safe and healthy lives in harmony with the natural environment.

GUIDING PRINCIPLES

Protection: It is essential to protect youth, women, men, animals, culture, and the environment while instilling individual and community responsibility.

Education: Providing quality education for youth and adults is a fundamental part of promoting positive change.

Animals: We have the responsibility to protect all animals as an integral part of every community.

Culture: We believe in preserving and celebrating the richness and beauty of Mexican culture, as well as promoting diversity and global awareness.

Environment: It is one of our greatest duties to conserve and protect the environment for future generations.

The Corporation’s funds may be used only to further its mission, vision and guiding principles.

ARTICLE II: NON MEMBERSHIP

Section 1. No Members. This 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 of Directors. All rights, which would otherwise vest in the members, shall vest in the Board of Directors.

Section 2. No Limitations. 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 Chapter 180, Section 2(e) of the Massachusetts General Laws. The Corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the Chapter 180 of the Massachusetts General Laws 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 a merger or on a dissolution or on changes to the Corporation's Articles or Bylaws, but no such person shall be a member within the meaning of said Chapter 180.

ARTICLE III: PRINCIPAL OFFICE

The Protection and Education:Animals, Culture and The Environment, Inc. is a non-profit organization, independent of any affiliations, political, religious, or otherwise.

Section 1. Principal Office. The principal office the Corporation for its transaction of business shall be located at such place as the Board of Directors of Directors (the "Board of Directors") shall determine.

Section 2. Change of Address. The Board of Directors of Directors of the Corporation is granted full power and authority to change the principal office of the Corporation from one location to another. Any change of address will be noted by the Secretary in these Bylaws, but will not be considered an amendment of these Bylaws.

Section 3. Other Offices. Branch or subordinate offices may be established at any time by the Board of Directors at any place or places.

ARTICLE IV: BOARD OF DIRECTORS OF DIRECTORS

Section 1. Duties. The affairs of the corporation shall be managed by the Board of Directors of Directors.

Section 2. Number. The number of Directors may vary between a minimum of three and a maximum of fifteen.

Section 3. Term and Election. The term of office for Directors shall be two years. A Director may be reelected without limitation on the number of terms she or he may serve. The Board of

Directors shall elect its own members, except that a Director shall not vote on that member's own position.

Section 4.. Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

Section 5. **Vacancies.** Vacancies on the Board of Directors of Directors and newly-created Board of Directors positions will be filled by a majority vote of the Directors then on the Board of Directors of Directors.

Section 6. **Quorum and Action.** A quorum at a Board of Directors meeting shall be a majority of the number of Directors prescribed by the Board of Directors, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the directors present, except as provided otherwise by these bylaws. Where the law requires a majority vote of the directors in office to establish committees to exercise Board of Directors functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7. **Regular Meetings.** Regular meetings of the Board of Directors of Directors shall be held at the time and place to be determined by the Board of Directors of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 8. **Special Meetings.** Special meetings of the Board of Directors of Directors shall be held at the time and place to be determined by the Board of Directors of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail not less than two days prior to the special meeting.

Section 9. **Notice of Meetings.** Written notice of every meeting of the Board of Directors shall be deemed to have been given at: i) the time a written notice is deposited in the United States mail, first-class postage prepaid; ii) the time it is personally delivered to the recipient; or, iii) 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 10. **Contents of Notice.** The notice will state the place, date, and time of the meeting. In the case of regular meetings, the notice will state those matters that the Board of Directors, at the time the notice is given, intends to present for action by the Directors. The notice of any meeting at which Directors are to be elected must include the names of all those who are nominees at the time the notice is given to the Directors.

Section 11. Waivers, Consents, and Approvals. The transactions of any meeting of the Board of Directors, however called and noticed, and wherever held, are as valid as though held at a meeting duly conducted after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the persons entitled to vote but 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. All waivers, consents, and approvals will be filed with the corporate records *or* included in the minutes of the meeting.

Section 12. Loss of Quorum. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of Directors required to constitute a quorum.

Section 13. Adjournment . A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 14. Meeting by Telecommunication. Any regular or special meeting of the Board of Directors of Directors may be held by telephone, telecommunications, or similar communications equipment, including electronic mail, so long as all of the members participating in such meeting can hear one another and all members of the Board of Directors are included in the electronic mail.

Section 15. No Salary. Directors shall not receive salaries for their Board of Directors services, but may be reimbursed for expenses related to Board of Directors service.

Section 16. Action by Consent. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a Board of Directors meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by ALL the Directors.

Section 17. Voting of Directorship – One Vote Per Director. Each Director is entitled to one vote on each matter submitted to a vote of the Directors.

Section 18. Record Date of Directorship. The record date for the purpose of determining the Directors entitled to notice of any meeting of Directors is 30 days before the date of the meeting of Directors. The record date for the purpose of determining the Directors entitled to vote at any meeting of Directors is 20 days before the date of the meeting of Directors. The record date for the purpose of determining the Directors entitled to exercise any rights in respect to any other lawful action is 20 days before that other action.

Section 19. Cumulative Voting. Cumulative voting is not authorized for the election of Directors or for any other purpose.

Section 20. Conduct of Meetings.

Chairman of the Meeting.

20.1 (a) The President of the Board of Directors of Directors of the Corporation or, in his or her absence, any other person chosen either by the President or by a majority of the voting Directors present in person will be Chairman of and preside over all of the meetings of the Directors.

Secretary of Meetings

(b) The Secretary of the Corporation will act as the secretary of all meetings of Directors. However, in the Secretary's absence, the Chairman of the meetings of Directors will appoint another person to act as secretary of the meetings.

20.2 Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation of which such person is a Director.

Any such committee must be created by resolution adopted by a majority of the authorized number of Directors then in office, provided a quorum is present, and any such committee may be designated by such name as the Board of Directors shall specify. The Chair of each committee may appoint the members of the committee which they chair, except for the Executive Committee, and may appoint alternate members of any committee who may replace any absent member at any meeting of the committee. Unless the Board of Directors or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article IV applicable to meetings and actions of the Board of Directors. Minutes shall be kept of each meeting of each committee.

ARTICLE V: COMMITTEES

Section 1. Committees. The Board of Directors may appoint one or more committees, each consisting of one or more Directors. Such committees shall not exercise any of the authority of the Board of Directors, but shall merely serve in an advisory capacity to the Board of Directors. Such committees shall have the power to prescribe the manner in which their proceedings shall be conducted. The Board of Directors may delegate to such committees any of the authority of the Board of Directors except with respect to:

- (a) The filling of vacancies on the Board of Directors or in any committee;
- (b) The fixing of compensation of the Directors for serving on the Board of Directors or an any committee;

- (c) The approval of a dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Corporation's assets;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board of Directors, which its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board of Directors;
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or,
- (h) The approval of any self-dealing transaction, except to the extent provided by Chapter 180 of the General Law of Massachusetts or Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 2. Executive Committee. The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make ongoing decisions between Board of Directors meetings and shall have the power to make financial and budgetary decisions.

Section 3. Other Committees. The Board of Directors may establish such other committees as it deems necessary and desirable.

Section 4. Composition of Committees Exercising Board of Directors Functions. Any committee that exercises functions of the Board of Directors not restricted by Article IV, Section 1 above, shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the Board of Directors, in office at that time.

Section 5. Quorum and Action. A quorum at a Committee meeting exercising Board of Directors functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

ARTICLE VI: OFFICERS

Section 1. Titles. The officers of this corporation shall be the President, Clerk/Secretary and Treasurer.

Section 2. Election. The Board of Directors shall elect the President, Clerk/Secretary, and Treasurer to serve one year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3. Vacancy. A vacancy of the office of President, Clerk/Secretary and Treasurer shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. Other Officers. The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. President. The President shall be the chief officer of the corporation and shall act as the Chairman/Chairperson of the Board of Directors. The President shall have any other powers and duties as may be prescribed by the Board of Directors of Directors.

Section 6. Vice President. The Vice President shall act in place of the President when the President is not available.

Section 7. Clerk/Secretary. The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following duties:

- (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions;
- (b) provision for notice of all meetings of the Board of Directors;
- (c) authentication of the records of the Corporation;

Section 8. Treasurer. The Treasurer is the chief financial officer of the Corporation and shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties:

- (a) keeping of full and accurate accounts of all financial records of the Corporation;
- (b) deposit of all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors of Directors;
- (c) disbursement of all funds when the Board of Directors so directs;
- (d) making financial reports as to the financial condition of the corporation to the Board of Directors;
- (e) rendering to the Board of Directors of Directors, whenever the officers request it, an account of all transactions as treasurer and of the financial condition of the Corporation; and,
- (f) any other duties as may be prescribed by the Board of Directors of Directors.

The books of account shall at all times be open to inspection by any Director.

Section 9. Subordinate Officers. The Board of Directors may elect, and may empower the President of the Board of Directors to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

Section 10. Removal and Resignation. Any officer may be removed from his or her particular office, either with or without cause, by the Board of Directors at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. 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 11. Compensation. The officers of this Corporation shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending the meetings of the Board of Directors.

ARTICLE VII: CORPORATE INDEMNITY

This corporation will indemnify its officers and directors to the fullest extent allowed by current or future Massachusetts and California law.

ARTICLE VIII: INDEMNIFICATION

Section 1. Definitions. For the purposes of this Article VIII, "agent" means any person who is or was a Director, officer, employee or other agent of the Corporation, or is or was serving at the request of the corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under this Article.

Section 2. Indemnification in Actions by Third Parties. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding, (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under the Massachusetts Non-Profit Corporation Act, or the California Non-Profit Corporation Act, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a

criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Corporation. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under the Massachusetts Nonprofit Corporation Act, or the California Non-Profit Corporation Act, or brought by the Attorney General or a person granted by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. This notwithstanding, no indemnification shall be made under this Section 3:

- (a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- (b) Of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations. Except as provided in Section 4 of this Article VIII any indemnification under this Article shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article, by:

- (a) A majority vote of a quorum consisting of Directors who are not parties to such proceedings; or
- (b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

Section 6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 7. Other Indemnification. No provision made by the Corporation to indemnify its or its subsidiary's Directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification not Permitted. No indemnification or advance shall be made under this Article, except as provided in this Article, in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 8. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the Public Benefit Corporation Law or any equivalent section of the Massachusetts Nonprofit Corporation Act.

ARTICLE IX: SELF-DEALING TRANSACTIONS

Section 1. **Definition**

Self-dealing transaction means a transaction to which the Corporation is a party and in which one or more of the Directors ("interested Directors") has a material financial interest, except that the following will not be deemed a self-dealing transaction, but are subject to the general standard of care by the Board of Directors:

- (a) An action by the Board of Directors in fixing compensation of a Director as a Director or officer;
- (b) A transaction which is part of a public or charitable program of the Corporation if the transaction is (1) approved or authorized by the Corporation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families because they are in a class of persons intended to be benefited by the program;
- (c) A transaction of which the interested Director or Directors have no actual knowledge, and which does not exceed the lesser of one percent (1%) of the gross receipts of the Corporation for a fiscal year or One Hundred Thousand Dollars (\$100,000).

Section 2. Action by the Board of Directors. If a transaction is thought to be a self-dealing transaction, the interested Director has the burden of showing the following to sustain the validity of the transaction:

- (a) That prior to consummating the transaction or any part thereof the Board of Directors authorized or approved the transaction in good faith by vote of a majority of the Directors then in office without counting the vote of the interested Director or Directors and with knowledge of the material facts concerning the transaction and the Director's interest in it. Except as provided in Section 4 herein, action by a committee of the Board of Directors will not satisfy this requirement.
- (b) That either:
 - (1) Prior to authorizing or approving the transaction, the Board of Directors considered and in good faith determined after reasonable investigation under the circumstances that the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; or
 - (2) The Corporation in fact could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.
- (c) That the Corporation entered into the transaction for its own benefit.

- (d) That the transaction was fair and reasonable as to the Corporation at the time the Corporation entered into the transaction.

Section 3. Interested Director's Vote. In determining whether the Board of Directors has validly met to authorize or approve a self-dealing transaction, interested Directors may be counted in determining the presence of a quorum, but an interested Director's vote cannot count toward the required majority for such authorization, approval or ratification.

Section 4. Committee Approval. A Board of Directors committee may approve a self-dealing transaction in a manner consistent with the standards prescribed for approval by the Board of Directors if it was not reasonably practical to obtain approval of the Board of Directors prior to entering into the transaction and the Board of Directors determines in good faith that the committee met the same requirements the Board of Directors would have had to meet in approving the transaction and the Board of Directors ratifies the transaction at its next meeting by vote of a majority of the Directors then in office without counting the vote of the interested Director or Directors.

Section 5. Persons Liable and Extent of Liability. If a self-dealing transaction has not been approved as provided above, the interested Director or Directors may be required to do such things and pay such damages as in the discretion of a court will provide an equitable and fair remedy to the Corporation, taking into account any benefit received by it and whether the interested Director or Directors acted in good faith and with the intent to further the best interests of the Corporation.

Section 6. Statute of Limitations . An action to remedy an improper self-dealing transaction, brought by a proper party as defined by Section 5233(c) of the California Nonprofit Public Benefit Corporation Law, must be commenced either:

- (a) Within two (2) years after written notice setting forth the material facts of the transaction was filed with the Attorney General in accordance with the Attorney General's regulations; or ,
- (b) If no such notice is filed, within ten (10) years after the cause of action accrued.

ARTICLE X: GRANTS AND CONTRIBUTIONS

Section 1. Exclusive Power. The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Articles of Incorporation of the organization shall be within the exclusive power of the Board of directors.

Section 2. Grants, Generally. In furtherance of the Corporation's purposes, the Board of directors shall have power to make grants to any organization organized and operated exclusively for charitable, scientific or educational purposes within the meaning of section 501(c)(3) of the Code.

Section 3. Board of Directors Review. The Board of directors shall review all requests for funds, shall require that such requests specify the use to which the funds will be put, and if the Board of directors approves the request, shall authorize payment of such funds to the approved grantee.

Section 5: Accounting. The Board of directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board of Directors of directors.

Section 6. Discretion. The Board of directors may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.

ARTICLE XI: AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment. The Bylaws shall not be repealed or amended, or an additional bylaw adopted, unless notice of such proposed action shall have been given at a previous meeting, and such repeal, amendment or adoption shall not take effect until it has, if required by the Massachusetts General Laws, been approved by the Massachusetts Secretary of State.

ARTICLE XII: CORPORATE RECORDS, REPORTS AND SEAL

Section 1. Keeping Records. The Corporation must keep adequate and correct records of account and minutes of the proceedings of its Directors, Board of Directors, and committees of the Corporation.. The Corporation must also keep a record of its Directors giving their names and addresses. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

Section 2. Corporate Seal. The Board of Directors will adopt a corporate seal. The Secretary of the Corporation will maintain custody of the seal and affix it in all appropriate cases to all corporate documents. However, the failure to affix the seal does not affect the validity of any instrument.

Section 3. Checks and Drafts. 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 the Treasurer and such other person and in such manner as from time to time shall be determined by the Board of Directors of Directors.

Section 4. Income and Prohibited Activities. The Corporation shall comply with the United States Internal Revenue Code, and the Massachusetts Non Profit Corporation Act in adopting resolutions regarding the handling of income of the Corporation.

ARTICLE XIII: CORPORATE FUNDS, LOANS AND ADVANCES

Section 1. No Money to Guarantee Obligation of Directors. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, unless approved by the Massachusetts and California Attorney General; provided, however, that the Corporation may advance money to a Director or officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director, provided that in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Corporation or any subsidiary.

Section 2. Deposit, Investment and Custody of Corporation's Funds. The Corporation's funds shall be deposited in one or more bank checking and savings accounts within an accredited, federally insured financial institution selected by the Board of Directors of Directors of the Corporation. The Board of Directors of Directors are authorized to invest the Corporation's funds, upon a majority vote at a properly noticed meeting with a quorum present. Any such investment shall be prudent and thoroughly vetted and researched.

Section 3. Treasurer Account Audit. The Board of Directors of Directors shall have the right to periodically audit the Treasurer's accounts.

ARTICLE XIV: ANNUAL REPORT

Section 1. Annual Compilation Report. The Board of Directors may, but is not required to, cause an annual Compilation Report prepared in accordance with Generally Accepted Accounting Principals (GAAP) or other Comprehensive Basis of Accounting (CBA) method, as the Board of Directors may deem appropriate at times, to be furnished to the Directors. Any such annual report shall contain in appropriate detail the following:

- (a) The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and

- (e) Any other information required by this section.

Section 2. Annual Statement of Certain Transactions. The Corporation shall furnish annually to its Directors a statement of any covered transaction, or indemnifications described below, if such covered transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report identified in Section 1 of this Article XIV. A covered transaction under this section is a transaction in which the Corporation was a party, and in which either of the following interested persons had a direct or indirect material financial interest from the covered transaction (excluding a mere common directorship in the corporation, entity, affiliate or subsidiary of the party contracting with Corporation):

- (a) Any employee, director or officer of the corporation, or its parent or subsidiary.
- (b) Any holder of more than 10% of the voting power of the corporation, its parent or subsidiary that is a party to the transaction.

Section 3. Statement Requirements. The statement required by this Article XIV, Section 2 shall describe briefly:

- (a) Any covered transaction during the previous fiscal year involving more than \$50,000, or which was one of a number of covered transactions in which the same interested persons had a direct or indirect material financial interest and which transactions in the aggregate involve more than \$50,000.
- (b) The names of the interested persons involved in such transactions, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest; provided that in the case of such transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.
- (c) The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation pursuant to Article VIII of these Bylaws.

**CERTIFICATE OF CLERK/SECRETARY OF
Protection And Education: Animals, Culture and The Environment, Inc.**

I, _____, Secretary of the Board of Directors of the **Protection And Education: Animals, Culture and The Environment, Inc.**, a Nonprofit Corporation organized under the laws of the State of Massachusetts and qualified to do business in the State of California, hereby certify that I am the duly elected and acting Clerk/Secretary of this Corporation and that the foregoing Bylaws, comprising 15 pages, constitute the Bylaws of this Corporation as duly adopted at a meeting of the Board of Directors held on this ____ day of _____ 2015.

Valerie Ewell, Secretary