

OPERATION WARRIOR'S FOUNDATION, INC BY-LAWS

Article I. Purpose

As set forth in the Articles of Incorporation, OPERATION WARRIOR'S FOUNDATION, INC is organized exclusively for charitable purposes. It is a non-profit California corporation. These purposes include:

- Raising money, non-perishable food, clothing, children's toys, and other household items to be donated to local Veteran's and Active Military Service Members that are in need due to financial hardship.
- Provide free live entertainment to local Veteran's and Active Military Service members.
- Provide free resources to local Veteran's and Active Military Service members.

Article II. Offices

The principal office for the transaction of the activities and affairs of the corporation is located at 39899 Balentine Drive, Suite 200, Newark, CA 94560 in the County of Alameda, State of California. The board of directors may 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. 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. Members

OPERATION WARRIOR'S FOUNDATION, INC shall have no members.

Article IV. Board of Directors

Section 4.01. Power of Board. The affairs of OPERATION WARRIOR'S FOUNDATION, INC shall be managed by the Board of Directors. Directors may be residents of California or other parts of the United States, including its territories, as well as residents of Canada.

Section 4.02. Number of Directors. The number of Directors of OPERATION WARRIOR'S FOUNDATION, INC shall be not less than three or more than six. The number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease shall shorten the term of any incumbent Director nor shall the number of Directors be decreased at any time to less than three.

Section 4.03. Election and Term of Directors.

(a) The first Board of Directors of OPERATION WARRIOR'S FOUNDATION, INC shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the first annual election of Directors.

(b) Election of Board members shall occur at each annual meeting of the Board of Directors. The terms of directors shall be staggered. Initial Board members shall serve staggered terms of three years. Thereafter, Board members shall serve two three-year terms with approximately one-third of the Directors elected at each annual meeting. Each director shall hold office until the annual meeting when his/her term expires and until his/her successor has been elected and qualified.

Section 4.04 Qualifications. A majority of Directors must reside in the United States, including its territories. The Directors must have a true and sincere desire to help United States Veteran's and Active Military Service members.

Section 4.05. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office and shall serve until his/her successor is elected and qualified.

Section 4.06 Removal of Directors. A director may be removed by a majority vote of the Board of Directors, at any regularly scheduled or special meeting of the Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4.07 Resignation. Except as otherwise required by law, a director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 4.08 Quorum of Directors and Action by the Board. Unless a greater proportion is required by law, a majority of the directors then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 4.09 Meetings of the Board.

(a) Meetings of the Board of Directors, regular or special, may be held at such place within or without the State of California and upon such notice as may be prescribed by resolution of the Board of Directors.

(b) An annual meeting shall be held once a year at a time and location set by the Board of Directors. The Board shall hold at least four regular meetings a year, but may meet more frequently if circumstances require.

(c) A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

(d) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

Section 4.10 Informal Action by Directors; Meetings by Conference Telephone.

(a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

(b) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

Section 4.11 Voting. Each Director shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.

Section 4.12 Compensation. Directors shall not receive any compensation from OPERATION WARRIOR'S FOUNDATION, INC for services rendered to the Corporation as members of the Board, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board.

Section 4.13. Absence. Each Board member is expected to communicate with the Chair/President in advance of all Board meetings stating whether or not s/he is able to attend or participate by conference telephone or other agreed-upon means of communication. Any Board member who is absent from three successive Board meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

Article V. Committees

Section 5.01 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of one or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 5.02. Executive Committee. Between meetings of the Board of Directors, ongoing oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include the officers of the Board.

Section 5.03. Finance/Audit Committee. The Finance/Audit Committee is responsible for ensuring that OPERATION WARRIOR'S FOUNDATION, INC financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures

are in place and that the Corporation is in good financial health. The Treasurer of the Board shall always be a member of the Finance/Audit Committee.

Section 5.04. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 5.05. Term of Office. Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

Section 5.06. Vacancies. Vacancies in the membership of committees may be filled by the President of the Board.

Section 5.07. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VI. Officers, Agents, and Employees

Section 6.01. Officers. The Board of Directors of OPERATION WARRIOR'S FOUNDATION, INC shall elect a President, a Vice-President, a Secretary, and a Treasurer. Officers shall not receive any salary and must be directors of the Corporation. Any two offices may be held by the same person.

Section 6.02 Term of Office. The officers of OPERATION WARRIOR'S FOUNDATION, INC shall be elected for three-year terms at the regular annual meeting of the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly elected or appointed and qualified.

Section 6.03 Removal. Any officer may be removed by a majority vote of the Board of Directors in office whenever in the Board's judgment the best interests of the Corporation will be served thereby.

Section 6.04 Resignation from Office. Officers may resign at any time by providing written notice to the President.

Section 6.05 Powers and Duties. The powers and duties of the officers of OPERATION WARRIOR'S FOUNDATION, INC shall be as follows:

(a) President. The President shall preside at the meetings of the Board of Directors. In the absence of paid staff, the President shall ensure the supervision and administration of the business and affairs of the Corporation. The President shall play a major role in resource development and in representing the organization within and outside the community. The President, as well as any other proper officer or staff person of OPERATION WARRIOR'S FOUNDATION, INC authorized by the Board of Directors, may sign any deeds, bond, mortgages, or other instruments and enter into agreements necessary to carry out the missions and programs of OPERATION WARRIOR'S FOUNDATION, INC, except where these Bylaws or policies adopted by the Board

require the signature of some other officer or agent of the Corporation. The President shall communicate to other officers or to the Board of Directors such matters and make such suggestions as may in her/his opinion tend to promote the prosperity and welfare and increase the usefulness of OPERATION WARRIOR'S FOUNDATION, INC, and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office.

(b) Vice-President. In case of the absence of the President, or of her/his inability from any cause to act, the Vice- President shall perform the duties of that office. Like the President, the Vice- President shall play a major role in resource development and in representing the organization within and outside the community.

(c) Secretary. The Secretary shall be responsible for keeping an accurate record of all meetings of the Board of Directors, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization, and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board. The Secretary shall have custody of the corporate seal of the Corporation, if any, and shall have the authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his/her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his/her signature.

(d) Treasurer. The Treasurer shall be responsible for financial management and oversight, including keeping all appropriate fiscal records and ensuring that appropriate fiscal records are kept; and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management.

Section 6.06. Agents and Employees. The Board of Directors may choose to appoint an Executive Director, who shall serve at the pleasure of the Board. The Executive Director shall hire, direct, and discharge all other agents and employees, who shall have such authority and perform such duties as may be required to carry out the operations of the Corporation. Any employee or agent may be removed at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 6.07 Compensation. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered. The Board shall determine the level of compensation of the Executive Director, and shall approve compensation guidelines for other categories of employees. The Board may require officers, agents, or employees to give security for the faithful performance of their duties.

ARTICLE VII. Miscellaneous

Section 7.01. Fiscal Year. The fiscal year of the corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 7.02 Corporate Seal. The corporate sea, if any, shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words

"OPERATION WARRIOR'S FOUNDATION, INC" and "California" and 2012, the year the Corporation was formed, in the center.

Section 7.03. Contracts and Other Documents. The Board of Directors may authorize the President, the Executive Director, if any, the Vice-President, and the Secretary in the absence of an Executive Director to enter into contracts or to execute and deliver other documents and instruments on the Corporation's behalf. Such authority may be invested in other officers or agents of the Corporation from time to time for specific purposes.

Section 7.04. Gifts The Board of Directors may authorize the Executive Director and the Secretary, as well as the President and Vice- President, to accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of OPERATION WARRIOR'S FOUNDATION, INC.

Section 7.05 Checks, Drafts, Loans, Etc. All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of OPERATION WARRIOR'S FOUNDATION, INC shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be from time to time determined by the Board of Directors. In the absence of such determination, such instrument shall be signed by the President or Vice- President, except that disbursements over a specific amount, to be set by the Board from time to time, shall be considered "special disbursements" and must be approved in advance by the Board of Directors.

Section 7.06. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

Section 7.07 Books and Records to be Kept. The Corporation shall keep at its registered office in the state of California (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the Board members entitled to vote. All books and records of the Corporation may be inspected by any Board member having voting rights, or his/her agent or attorney, for any proper purpose at any reasonable time.

Section 7.08 Amendment of Articles and Bylaws. The Articles of Incorporation and the Bylaws of the Corporation may be adopted, amended, or repealed by a majority vote of the directors then in office, provided that at least ten days' written notice has been given each member of the Board of the intention to adopt, amend, or repeal the Articles of Incorporation or the Bylaws.

Section 7.09 Loans to Directors and Officers. No loans shall be made by the Corporation to its directors or officers.

Section 7.10 Indemnification and Insurance.

(a) Unless otherwise prohibited by law, OPERATION WARRIOR'S FOUNDATION, INC shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for-profit or not-for-profit, and may, by resolution of the Board of Directors, indemnify any

employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which s/he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his/her own negligence or misconduct in the performance of a duty to the Corporation.

(b) Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that s/he is not entitled to indemnification under this Article.

(c) The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

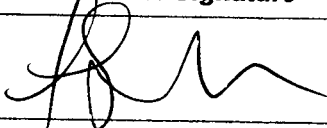


(d) The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

(e) The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

(f) In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in 4941(d) or 4945(d), respectively, of the code.

(g) If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

[Bylaws approved by the Board of Directors on September 25, 2012]

Officer (Printed Name)	Officer Signature	Date Signed
Charlene M. Jones President		28/Sep/12
Mark A. Jones Vice-President & Treasurer		28-SEP-12
Kevin FitzGerald Secretary		28 Sep 12