

**AMENDED AND RESTATED BYLAWS
OF
WILD AT HEART HORSE RESCUE
A California Nonprofit Public Benefit Corporation**

Wild at Heart Horse Rescue, a California Public Benefit Corporation (the "Corporation"), adopts these Amended and Restated Bylaws (the "Bylaws"), which restate, amend, and supersede, in its entirety, the existing bylaws of the Corporation and its amendments, if any, with reference to the following facts:

WHEREAS, the Corporation incorporated as a California nonprofit public benefit corporation under the Nonprofit Public Benefit Corporations Law. The Articles of Incorporation (the "Articles") were filed with the California Secretary of State on October 10, 2017 as file no. 4073020.

WHEREAS, the Corporation adopted its current bylaws on October 8, 2018, and reserved the right to amend such bylaws per Article 12 of said bylaws.

WHEREAS, the Corporation now desires to restate, amend, and supersede the existing bylaws of the Corporation, in accordance with Article 12 therewith, in their entirety by these Bylaws.

NOW THEREFORE, the Corporation adopts the below:

**ARTICLE I
OFFICES AND PURPOSE**

Section 1.01 *Corporate Name.* The name of the Corporation is Wild at Heart Horse Rescue (the "Corporation").

Section 1.02 *Offices.* The principal office of the Corporation shall be 6854 West Avenue H, Lancaster, California 93536. The board of directors of the Corporation (the "Board") may change the principal office from one location to another. The Corporation may also have such other offices within or outside the State of California as the Board of Directors (the "Board") may from time to time determine or the business of the Corporation may require.

Section 1.04 *General Purpose.* The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation law primarily for charitable purposes.

Section 1.05 *Specific Purpose.* The specific purpose of the Corporation is to provide safe and experienced care and shelter for neglected, abused, and/or abandoned horses.

**ARTICLE II
MEMBERS**

The Corporation shall have no members (i.e., statutory members) within the meaning of the California Nonprofit Corporation Law. Any action that would otherwise require the approval of the members shall only require approval by the Board. The Board may admit nonvoting members of the Corporation of one or more classes having such rights as the Board shall deem appropriate from time to time. For avoidance of doubt, such persons are not "members" within the meaning of Section 5056 of the California Nonprofit Corporation Law.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.01 Powers.

(a) *General Corporate Powers.* Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and any limitations of the Articles and these Bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board.

(b) *Specific Powers.* Without prejudice to their general powers, the Directors of the Board (the "Directors") shall have the power to:

(i) Select and remove the Officers of the Corporation ("Officers"); prescribe any powers and duties for them that are consistent with the law, with the Articles, and with these Bylaws; and fix their compensation, if any.

(ii) Conduct, manage, and control the affairs and activities of the Corporation, and make such rules and regulations consistent with the law, the Articles, and with these Bylaws.

(iii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.

(iv) Adopt, make, and use a corporate seal and alter the form of the seal.

(v) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt.

(vi) Solicit, accept, or decline to accept, on behalf of the Corporation, gifts, grants, loans, or contributions from the public, private, and governmental sectors, both financial and in-kind. Notwithstanding the foregoing, any non-monetary gift, grant, or contribution will require an approval of a majority of the Board.

(c) *Designation of Powers.* The Board may delegate the management of the Corporation's activities to any person or persons, management company, or committee however composed, 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.

Section 3.02 Authorized Number of Directors. The authorized number of directors of the Corporation shall be not less than three (3) nor more than eleven (11); provided that the minimum number or maximum number, or both, may be increased or decreased from time to time by resolution of the Board, but such action by the Board shall require a vote of a majority of the entire Board (as defined in Section 5.03 herein) and no decrease shall shorten the term of any Director then in office. The exact number of authorized directors shall be fixed, within the limits set forth in this Section, by resolution of the Board.

Section 3.03 Appointment and Term of Office of Directors.

(a) *Directors.* The members of the Board as of the Effective Date shall be those persons whose names are attached to these Bylaws as Exhibit "A" and incorporated herein by this reference as if set forth in full. Exhibit "A" shall be revised to reflect the current Board in accordance with the terms of this Article III. The members of the Board as of the Effective Date shall each serve until the earlier of (i) the expiration

of the Director's term as designated beside her or his name in Exhibit "A", or (ii) the earlier termination of the Director's term.

(b) **Nomination of Directors.** A person shall be nominated to the Board by a director and elected by a majority of the Board at each annual meeting where a Director's term is set to expire, including the vote(s) of any Director whose term of office expires with that meeting.

(c) **Term.** A Directors term shall begin on the date of the annual meeting in which they are elected and expire at the annual meeting two (2) years thereafter, or until such director's death, resignation, or removal. Directors may be elected to any number of consecutive terms.

Qualifications. Each director shall be at least 18 years of age and shall have any such qualifications as shall be determined from time to time by resolution of the Board.

Section 3.04 Qualifications of Board Members. Any individual who is (a) eighteen (18) years of age or older may be nominated or elected to serve as a Director. Directors need not be residents of the State of California.

Section 3.05 Vacancies.

(a) **Events Causing Vacancy.** A vacancy on the Board shall be deemed to exist at the occurrence of any of the following:

(i) The death, resignation, or removal of any Director.

(ii) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under §5231 of the California Corporation Code and following of the California Nonprofit Corporation Law.

(iii) The failure of the Board, at any meeting of the Board at which any Director(s) is to be appointed or elected, to appoint or elect the Director(s) to be appointed or elected at that meeting pursuant to the provisions of Section 3.03(b).

(iv) The increase of the authorized number of Directors.

(b) **Resignation.** Except as provided in this Section, any Director may resign, which resignation shall be effective upon receipt of written notice by the Chair of the Board, the President, or the Secretary, unless the notice specifies a later effective date for the resignation. Except upon notice to the Attorney General of the State of California, no Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs. Any vacancy caused by the resignation of a Director may be filled as provided in Section 3.05(d). In the event that the resignation of a Director causes the number of Directors to fall below the minimum number of required Directors, the vacancy will be filled in accordance with Section 3.05(d).

(c) **Removal.**

(i) Any Director may be removed, with or without cause, by the vote of the majority of the Directors of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal questions are given as provided in Section 3.09. Any vacancy caused by the removal of a Director shall be filled as provided in Section 3.05(d).

(ii) Any Director who does not attend three (3) successive Board meetings (either regular or special) will automatically be removed from the Board without Board resolution unless:

(A) The Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one (1) in determining whether a quorum is or is not present.

(B) The Director suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this Section 3.05(c)(ii).

(C) The Board by resolution of the majority of the Directors agrees to reinstate the Director who has missed three (3) meetings.

(d) **Filling of Vacancies.** Any vacancy caused by the death, resignation, or removal of a Director shall be filled by a vote of a majority of the Directors. If there are six (6) months or more left in the term of the Director who has left a vacancy, then the Board shall have the right, but not obligation, to vote on whether or not a special election should be held to fill such vacancy or if the vacancy shall be filled at the following annual meeting in accordance with Section 3.03(b).

Section 3.06 Annual and Regular Meetings. The Board shall have regular meetings each quarter of the calendar year, at a date, time and place designated by the Board. Further, the Board shall hold an annual meeting in December of each year at a time and place designated by the Board for purposes of electing Directors, if applicable, Officers, if applicable, designating committees, and transacting regular business provided. However, the Board may fix another date and time for the holding of its annual meeting. The annual meeting shall serve in lieu of the regular meeting for the fourth quarter. Notice of these meetings shall be in accordance with Section 3.09. Notwithstanding the foregoing, the Board may fix another date and time for the holding of any of its regular meetings for any reason, including, but not limited to, conflict with a recognized holiday.

Section 3.07 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Chair of the Board, the President, or any two (2) Directors. Notice of these meetings shall be in accordance with Section 3.09.

Section 3.08 Place of Meeting; Meeting by Electronic Transmission. Regular meetings of the Board may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within or outside of the State of California, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 3.08, a regular or special meeting of the Board may be held at any place consented to in writing by all Directors, either before or after the meeting. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communications equipment, whether now or hereafter known and/or devised, so long as all of the following apply: (a) each Director has submitted a signed consent to electronic communications ("E-Consent") to the Corporation in accordance with Section 12.02; (b) each Director participating in the meeting can communicate with all the other Board members concurrently; (c) each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and (d) the Corporation adopts and implements means of verifying both of the following: (i) a person communicating by telephone, electronic video equipment, or other communications equipment is a Director entitled to participate in the Board meeting; and (ii) all statements, questions, actions, or votes were made by that Director and not by another person not permitted

to participate as a Director. Participation in a meeting pursuant to this Bylaw shall constitute presence in person at such meeting.

Section 3.09 *Notice of Meetings.* Notice of any meeting of the Board shall be given to all Directors at least four (4) days in advance if given by first-class mail or at least forty-eight (48) hours in advance if given by notice delivered personally, by telephone, or by electronic transmission in compliance with the E-Consent, provided such notice may be waived by any Director as set forth below in Section 3.10. All notices shall be given or sent to the Board member's address, telephone number, or email as shown on the Corporation's books and records (e.g., Director's E-consent). Notice shall not be given by electronic transmission if the Corporation is unable to deliver two (2) consecutive notices to a Director by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. The notice need not to specify the purpose of a regular meeting. The notices shall state the purpose of a special meeting.

Section 3.10 *Waiver of Notice.* The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. 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 lack of adequate notice.

Section 3.11 *Quorum.* The presence of a majority of the Entire Board shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 3.12. Any act approved by a majority of the Directors present at a duly held meeting at which a quorum is present is the act of the Board, unless the California Nonprofit Corporation Law, the Articles, or these Bylaws require a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors leaving less than a quorum, if any action is approved by at least a majority of the Directors who constitute the required quorum for the meeting, or such greater number as required by the California Nonprofit Corporation Law, the Articles, or these Bylaws.

Section 3.12 *Adjournment.* A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 3.13 *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 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. This notice may be waived in the same manner as set forth under Section 3.10.

Section 3.14 *Action Without Meeting.* Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all of the Directors consent to the action in writing and the number of Directors then serving constitutes a quorum. For purposes of this Section 3.14 only, "all of the Directors" shall not include any interested director as defined in Section 5233 of the California Nonprofit Corporation Law and Section 3.16 hereunder. The written consents shall be filed with the minutes of the proceedings of the Board or committee. The action by written consent shall have the same force and effect as a unanimous vote of the directors or committee members.

Section 3.15 Compensation of Directors. The Corporation shall not pay compensation to directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. A Director may receive reasonable compensation for the performance of services provided to the Corporation in any capacity separate from the Director's responsibilities as a Director when so authorized by a majority of the Directors then in office, subject to Section 3.16 hereunder.

Section 3.16 Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous twelve (12) months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) of these Bylaws. Any violation of the provisions of this section shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

ARTICLE IV COMMITTEES

Section 4.01 Board Committees. The Board, by resolution adopted by a majority of the Directors then in office, may designate one (1) or more committees ["Board Committee(s)"] consisting of two (2) or more Directors, and only of Directors, to serve at the pleasure of the Board. Each Board Committee shall have the right to grant nominal advisory membership ("Advisory Member") to non-Directors. Advisory Members shall have the right to attend all meetings and events of any such Board Committee, advise on and discuss any issues before the Board Committee with regard to their objectives. However, for purposes of voting, determining a quorum, notice requirements, and the ability to record minutes for the Board Committee meetings, Advisory Members shall not be included, and any such rights and/or requirements shall be limited to Board Committee members who are Directors. Any Board Committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, including, but not limited to, Board Committee(s), regardless of the Board resolution, may:

- (a) Fill vacancies on the Board or on any Board Committee;
- (b) Amend or repeal the Articles or Bylaws or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board;
- (d) Designate any other Board Committee or appoint the members of any Board Committee;
- (e) Approve any transaction (i) to which the Corporation is a party and as to which one or more Directors has a material financial interest, or (ii) between the Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest.
- (f) approve any action for which this part also requires approval of the Directors or approval of a majority of the Directors.

Section 4.02 Advisory Committees. The Board may establish one (1) or more advisory committees to the Board ("Advisory Committees"). The members of any Advisory Committee may consist of Directors or non-Directors. Advisory Committees may not exercise the authority of the Board to make

decisions on behalf of the Corporation but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. Advisory Committees shall be subject to the supervision and control of the Board.

Section 4.03 Audit Committee. At all times that the Corporation is required by applicable law to have an independent audit, or at any time the Corporation voluntarily chooses to do so, the Corporation shall have an Audit Committee consisting of at least two (2) Directors and which may include nonvoting advisors. Staff members and Directors who are employees of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation (other than for service as Director) may not serve on the Audit Committee. The President (CEO) and Treasurer (CFO), if also Directors, may serve on the Audit Committee only if such persons are volunteers and are not compensated by the Corporation. The Audit Committee shall perform the duties and adhere to the guidelines set forth from time to time by the Board. These duties include, but are not limited to: (i) assisting the Board in choosing an independent auditor who is a certified public accountant and recommending termination of the auditor, if necessary, (ii) negotiating the auditor's compensation, (iii) conferring with the auditor regarding the Corporation's financial affairs, (iv) reviewing and accepting or rejecting the audit report; and (v) approve non-audit services by the independent certified public accountant's accounting firm, and ensure such services conform to the standards in the Yellow Book issues by the U.S. Comptroller General. Members of the Audit Committee shall not receive compensation for their service on the Audit Committee in excess of that provided to Directors for their service on the Board. If the Corporation has a Finance Committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chair of the Audit Committee may not serve on the Finance Committee.

Section 4.05 Meeting and Action of Committees. Meetings and action of Board Committees shall be governed by, held, and taken in accordance with Article 3 of these Bylaws, concerning meeting and other action of the Board, except that the time for regular meetings of such Board Committee and the calling of special meetings thereof may be determined by either by resolution of the Board or, if there is no Board resolution, by resolution of the Board Committee. Minutes shall be kept of each meeting of any Board Committee and shall be filed with corporate records. The Board may adopt rules for the government of any Board Committee not inconsistent with the provisions of these Bylaws or in the absence of rules adopted by the Board, the Board Committee may adopt such rules. The Board may adopt rules of any Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE V OFFICERS

Section 5.01 Officers. The Officers of the Corporation shall consist of at least a Board Chair or a President or both, a Secretary, and a Treasurer or a Chief Financial Officer or both. The Board may from time to time appoint such other Officers, including one (1) or more Vice Presidents, as it may determine, and such other Officers as the Board may designate by resolution and appoint pursuant to Section 5.03. One person may hold, and perform the duties of, more than one office, except that the same person may not concurrently hold the offices of President, or Board Chair and Secretary, Treasurer or Chief Financial Officer. The Officers as of the Effective Date shall be those persons whose names are attached to these Bylaws as Exhibit "A". Exhibit "A" shall be revised to reflect the current Officers each year in accordance with the terms of this Article V.

Section 5.02 Election of Officers. Subject to the remainder of this Article V, the Officers, except those appointed in accordance with the provisions of Section 5.03 of this Article, shall be chosen by the

Board at each annual meeting of the Corporation and each shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under a contract of employment. The term of each Officer ("Officer Term") shall be one (1) year. Officers may be elected for consecutive terms. Each Officer shall hold such office until such Officer's successor is elected and qualified or until such Officer's earlier death, resignation, or removal. Except as may otherwise be provided in the resolution of the Board choosing an Officer, no officer need be a director. All Officers shall be subject to the supervision and direction of the Board.

Section 5.03 Subordinate Officers. The Board may appoint, and may authorize the President or any other Officer to appoint, any other Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board.

Section 5.04 Removal of Officers. Any Officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Board at a duly held meeting at which a quorum is present, subject to the rights, if any, of an Officer under any contract of employment or, except in the case of an Officer chosen by the Board, by an Officer on whom such power of removal has been conferred by the Board.

Section 5.05 Resignation of Officers. Any Officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 5.06 Vacancies in Office. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board at the next regular or special meeting of the Board.

Section 5.07 Responsibilities of Officers.

(a) **President.** The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board if there is no Board Chair or in the Board Chair's absence. The President shall have the general powers and duties of supervision and management of the Corporation which usually pertain such office and shall perform all such other duties as are properly required of the President by the Board. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles and these Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board. The President shall, in addition, have the power to hire, supervise, and fire all of the Corporation's employees, subject to the terms of any employment contract.

(b) **Vice President.** In the event the Board appoint one (1) or more Vice Presidents, each Vice President may be designated by such title as the Board may determine, and each such Vice President in such order of seniority as may be determined by the Board, shall, in the absence or disability of the President perform the duties and exercise the powers of the President. Each Vice President also shall have such other powers and perform such duties as usually pertain to such office or as are properly required of the Vice President by the Board.

(c) **Secretary.** The Secretary shall have the following powers and duties, and such other powers and duties as usually pertain to such office or as are properly required of the Secretary by the Board:

(i) **Articles and Bylaws.** The Secretary shall keep or cause to be kept the original or a copy of the Corporation's Articles and these Bylaws, as amended, at its principal office in the State of California.

(ii) **Minutes and Resolutions.** The Secretary shall record, certify, and keep, or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors and committees, as applicable, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings. The minutes may also be kept in a form that is readily convertible into a clearly legible tangible form. These Bylaws and the minute book shall be open to review by any Director at all reasonable times.

(iii) **Notices and Reports.** The Secretary shall give and serve all notices and reports as required by law and these bylaws.

(iv) **Corporate Seal.** The Secretary shall keep the Corporate seal, if any, to sign such instruments as require the seal and the Secretary's signature.

(d) **Treasurer.** The Treasurer shall be the chief financial officer of the Corporation and have the following powers and duties, and such other powers and duties as usually pertain to such office or as are properly required of the Treasurer by the Board:

(i) **Books of Account.** The Treasurer shall have the custody of all the funds and securities of the Corporation and shall keep and maintain full and accurate accounts of all deposits, disbursements, properties, and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) **Deposits and Disbursements of Money and Valuables.** The Treasurer shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in the depositories designated by the Board and shall disburse the funds of the Corporation as may be ordered by the Board.

(iii) **Financial Report.** The Treasurer shall render to the Board Chair or the President, as the case maybe, and any of the Directors, at the annual meeting and upon request, an account of the Treasurer's transactions as Treasurer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(iv) **Inspection.** The Corporation's books of account and records shall be open to inspection at all reasonable times to the Board Chair or the President, as the case maybe, and any of the Directors upon request at the office of the Corporation.

(v) **Bond.** If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in the Treasurer's possession or under their control on their death, resignation, retirement, or removal from office.

ARTICLE VI RECORDS AND REPORTS

Section 6.01 Maintenance of Articles and Bylaws. The Corporation shall keep at its principal executive office the original or a copy of its Articles and Bylaws as amended to date.

Section 6.02 Maintenance of Other Corporate Records. The accounting books, records, and minutes of the proceedings of the Board and any committee(s) shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

Section 6.03 Inspection by Directors. Every 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 and each of its subsidiary corporations, if applicable. 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.

Section 6.04 Annual Report. Except as provided under California Corporations Code §§6321(c) and (f), within one hundred twenty days (120) days after the end of the Corporation's fiscal year, the Board shall furnish or cause to be furnished a written report to all Directors containing the following information:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the Corporation, both unrestricted and restricted for particular purposes, for the fiscal year;

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;

(e) Any transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000.00) in which the Corporation was a party and in which any Director or Officer of the Corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000.00); and,

(f) The amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the fiscal year to any Director or Officer of the Corporation pursuant to Article 7 of these Bylaws, unless such indemnification has already been approved pursuant to Section 7.01.

For each transaction, the report must disclose the names of the interested persons involved in such transaction and state such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized Officer of this Corporation that such statements were prepared without an audit from the books and records of this Corporation. Such report may be furnished to the Directors by electronic transmission in accordance with the E-Consent.

Section 6.05 Financial Audit. The Corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of Two Million Dollars (\$2,000,000.00) or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by the Corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within nine

(9) months after the close of the fiscal year to which the statements relate. For three (3) years, such statements (a) shall be available at the Corporation's principal, regional, and district offices during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the Corporation's website.

ARTICLE VII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.01 *Right to Indemnification.* This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Director, Officer, or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in California Corporations Code §5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7.02 *Advancement of Expenses.* To the full extent permitted by law and except as is otherwise determined by the Board in specified instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws may be advanced by the Corporation, upon approval of the Board, prior to the final disposition of the proceeding upon receipt by the Corporation of an undertaking by or on behalf such person is entitled to be indemnified by the Corporation thereof.

Section 7.03 *Insurance.* This Corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 7.01 of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transaction, as described in California Corporations Code §5233.

ARTICLE VIII CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

Section 8.01 *Contracts with Directors and Officers.*

(a) No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors, officers or have a

material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

(b) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one (1) or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

Section 8.02 Loans to Directors and Officers. 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 Attorney General of the State of California; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE IX FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1 and end on July 30.

ARTICLE X AMENDMENTS

These Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board; provided, however, that amendment or repeal of Section 3.03, Section 3.05, or this ARTICLE X shall require unanimous approval of the Board, and that no amendment would cause the Corporation to cease to qualify as an exempt corporation under §501(c)(3) of the Code.

ARTICLE XI EMERGENCY PROVISIONS

Section 11.01 Emergency Bylaws. The emergency bylaw provisions of this Section are adopted in accordance with California Corporations Code §5151(g). Notwithstanding anything to the contrary herein, this Section applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements as stated in these Bylaws:

(a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, drought, epidemic, pandemic, or disease outbreak, or, regardless of cause, any fire, flood, or explosion;

(b) An attack on this state or on the public security of its residents by an enemy of this state or on the nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;

(c) An act of terrorism or other man-made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population, including, but not limited to, mass evacuations; or

(d) A state of emergency proclaimed by the Governor of this state, including any person serving as Governor in accordance with the California Constitution and Government Code, or by the President of the United States.

Section 11.02 *Emergency Actions.* In anticipation of or during an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's ordinary business operations and affairs:

(a) Modify lines of succession to accommodate the incapacity of any Director, Officer, employee, or agent resulting from the emergency.

(b) Relocate the principal office or authorize the Officers to do so.

During an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's ordinary business operations and affairs:

(y) Give notice to a Director or Directors in any practicable manner under the circumstances when notice of a meeting of the Board cannot be given to that Director or Directors in accordance with the terms of these Bylaws.

(z) Deem that one (1) of more Officers present at a Board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency, the Board may not take any action that is not in the Corporation's ordinary course of business. Any actions taken in good faith during an emergency under this Section may not be used to impose liability on a Director, Officer, employee, or agent. All provisions of the regular Bylaws consistent with these emergency bylaws shall remain effective during the emergency.

ARTICLE XII CONSTRUCTION, DEFINITIONS

Section 12.01 *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, and the plural number includes the singular. References in these Bylaws to the Articles shall include all amendments thereto or changes thereof unless specifically expected by these Bylaws. In the event of a conflict between the Articles and these Bylaws, the Articles shall govern.

Section 12.02 *Electronic Transmission.* Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or e-mail, provided (i) for electronic transmissions *from* the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions *to* the

Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Article XIII
Dedication and Dissolution

The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its exempt status under Internal Revenue Code §501(c)(3).

[SIGNATURE PAGE FOLLOWS]

CERTIFICATE OF SECRETARY

The undersigned, Talin Mirzaians, hereby certifies that she is the duly elected and acting Secretary of Wild at Heart Horse Rescue, a California Nonprofit Public Benefit Corporation, and that the foregoing bylaws were adopted as the amended and restated bylaws of the Corporation as of 9-16- 2024, and that the same do now constitute the bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this certificate on behalf of the Corporation as of this September day of 16, 2024.

Wild at Heart Horse Rescue

By: Talin Mirzaians

Talin Mirzaians, Secretary of Corporation