



**STATED BYLAWS  
OF  
THE UNCERTAINTY QUANTIFICATION FOUNDATION  
d/b/a The UQ Foundation**

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**STATED BYLAWS OF  
THE UQ FOUNDATION**

**ARTICLE I  
Name**

This Corporation shall be known as THE UQ FOUNDATION.

**ARTICLE II  
Principal Office**

The principal office for the transaction of the activities and affairs of the Corporation is located at 1161 WEST DUARTE ROAD UNIT 4 ARCADIA, CA 91007. The Board of Directors may change the location of the principal office from time to time as warranted.

**ARTICLE III  
Objects and Purposes**

The objects and purposes of the Corporation shall be the advancement of Predictive Science, and for the overall support and dissemination of new knowledge and technologies for Predictive Science.

**ARTICLE IV  
No Members**

This Corporation shall have no members within the meaning of the California or Federal Nonprofit Corporation Law.

**ARTICLE V  
Directors and Management**

Section 1. Powers: All lawful corporate powers shall be exercised by or under the authority of, and the business, property and affairs of the Corporation shall be controlled by, a Board of Directors.

Section 2. Numbers:

- (a) The Board of Directors of the Corporation shall consist of at least four (4) but no more than ten (10) until changed by an amendment to these Bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors.

- (b) The existing number of Directors may be changed only by an amendment of this Section of the Bylaws approved by the affirmative vote of two-thirds (2/3) of the Board of Directors represented and voting at a duly held regular or special meeting of the Board of Directors at which a quorum is present.

Section 3. Election and Tenure: Each Director shall be elected by the Board of Directors and serve for a term of five (5) years. The maximum tenure of each Director shall be for two consecutive terms of no more than a total of ten (10) years; provided that if a Director has served for two consecutive terms (ten years), such a Director shall be eligible for re-election for up to two additional, consecutive terms, each time he or she has not been a Director of the Corporation for one year immediately preceding such re-election. Each Director shall hold office until the expiration of their full term and until a successor has been qualified and elected.

Section 4. Chairperson of the Board: The Chairperson of the Board shall be selected from the Board of Directors, and shall conduct and preside, within the understanding of participation (Section 13.), all meetings of the Board of Directors. The Chairperson of the Board shall be selected at the annual meeting of the Board of Directors and shall serve in such capacity until such time as the Chairperson of the Board resigns from such capacity, or is no longer a Director of the Board; or until the Board of Directors appoints a successor Chairperson of the Board. The Chairperson of the Board shall have powers and duties usually vested in the office of the Chairperson of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors.

Section 5. Vice-Chairperson of the Board: The two (2) Vice-Chairpersons shall be selected from the Board of Directors. Each Vice-Chairperson of the Board shall be selected at the annual meeting of the Board of Directors, and shall serve in such capacity until such time as such Vice-Chairperson of the Board resigns from such capacity, or is no longer a Director of the Board or until the Board of Directors appoints a successor for such Vice-Chairperson. In the event that the Chairperson of the Board is unavailable or otherwise absent at any meeting of the Board of Directors, any of the Vice-Chairpersons may perform the duties of the Chairperson of the Board. The Vice-Chairpersons shall perform such other duties as the Board of Directors shall prescribe.

Section 6. Vacancies: Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, even if less than a quorum or by the sole remaining Director. A vacancy or vacancies shall be deemed to exist in case of death, resignation or removal of any Director or if the existing number of Directors shall be increased. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board shall have the power to elect a successor to take office when the resignation shall become effective. No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

Section 7. Removal of Directors: The entire Board of Directors or any individual Director may be removed from office as provided by the laws of the State of California, at any time and for any reason.

Section 8. Place of Meetings: Meetings of the Board of Directors shall primarily be documented at the office of the Corporation or such other place in the State of California as the Board may from time to time designate. Any meeting shall be valid wherever held within the United States of America, if held by the written consent of all members of the Board given either before or after the meeting and filed with the Secretary of the Corporation.

Section 9. Annual Meeting: The Board of Directors shall hold an annual meeting for purposes of organization, election of officers and other business in March of each year or such other date as the Board of Directors may determine in writing.

Section 10. Other Regular Meetings: Regular meetings of the Board of Directors shall be held at such times as shall be determined by the Board of Directors from time to time and no further notice of said meetings shall be required.

Section 11. Special Meetings and Notices: Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the Executive Director, Chair or Vice-Chairperson, or by any two concurring Directors. Notice of the time and place and purpose of such meetings shall be given to each member of the Board in the following manner:

- (a) By delivering to each Director personally a written notice of such meeting at least 72 hours before the meeting; or
- (b) By telephone, facsimile or electronic mail at least 72 hours before the meeting; or
- (c) By leaving a written notice of such meeting enclosed in a sealed envelope and addressed to the Director at his last known place of residence, or during business hours, at his last known place of business at least 72 hours before the meeting; or
- (d) By mailing a written notice of such meeting to a Director at his last known business or residence address postage prepaid at least five (5) days before the date of such meeting.

The statement of fact of such service of notice shall be entered on the minutes of the meeting and upon being read and approved at a subsequent meeting of the Board of Directors shall be conclusive upon the question of service.

Section 12. Waiver of Notice: When all the Directors are present at any Board of

Directors' meeting, however called or noticed, and sign a written consent thereto on the records of such meeting, approve the minutes of the meeting, or, if a quorum of the Directors are present and if those not present sign in writing a waiver of notice of such meeting, whether prior to or after the holding of such meeting, which said consent, approval, or waiver shall be filed with the Secretary of the Corporation, the transactions thereof are as valid as if at a meeting regularly called and noticed.

Section 13. Participation: Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment so long as all members participating in such meeting can communicate concurrently. Participation in a meeting by this means constitutes presence in person at such meeting.

Section 14. Adjournment: Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting is fixed at the original meeting.

Section 15. Quorum: A simple majority or two-thirds (2/3) of the existing number of Directors shall constitute a quorum for the transaction of business other than adjournment. The action of a majority of the Directors present at any meeting at which there is a quorum is valid as a corporate act provided that a minority of the Directors, in the absence of a quorum, may find need to adjourn a meeting from time to time but may not transact any business.

Section 16. Written Consent of Directors: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. "All members of the Board" as used in this By-Law does not include any "interested Director" as defined in Section 5233 of the Corporations Code.

## **ARTICLE VI**

### **Officers**

Section 1. Officers: The Officers, when deemed necessary, shall be one Executive Director, one or more Vice-Presidents, a Secretary and a Treasurer, of which Officers shall be elected and hold office at the pleasure of the Board of Directors. The same person may hold more than one appointed office except the person deemed as the President and Secretary who may not serve concurrently as any other officer.

Section 2. Election: The Directors, after their election, shall meet and organize by electing an Executive Director, and one or more Vice-Presidents, a Secretary and a Treasurer who may, but need not be, Directors of The Board.

Section 3. Compensation and Tenure of Office: The Board of Directors shall in its discretion determine the compensation, if any, for any of the Officers serving the

Corporation. The tenure of office of all the Officers of the Corporation shall be determined by the Board of Directors; provided, however, that the Executive Director may determine the tenure of any and all persons appointed as Vice-Presidents of the Corporation.

Section 4. Removal and Resignation: Any Officer may be removed either with or without cause or prior notice by the affirmative vote of two-thirds (2/3) of the Directors at any regular or special meeting of the Board of Directors. Any Officer may resign at any time by giving written notice to the Board of Directors or to the Executive Director, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies: The vacancy in any office for any reason shall be filled in the manner provided in the Bylaws for regular appointment to such office.

Section 6. Executive Director/Chief Executive Officer: The Executive Director/Chief Executive Officer (“ED/CEO”) shall be the president/chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Corporation. The ED/CEO shall preside at all meetings of the members of the Board of Directors in the event that the Chairperson of the Board, the Vice-Chairperson(s) of the Board, the Treasurer and the Secretary are not available or otherwise absent from such meetings. The Executive Director/CEO shall have the general powers and duties usually vested in the office of an Executive Director and/or President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 7. Vice Presidents: The Vice President(s) shall, in the order designated by the Board of Directors, perform the duties and exercise the powers of the Executive Director during the absence or disability of the ED/CEO and shall perform such other duties as the Board of Directors shall prescribe. The Board of Directors shall have the authority to create the offices of Vice President(s) that it deems necessary, appropriate or desirable. The Executive Director has the authority to appoint any person to, or remove any person from, any office of Vice President in the Executive Directors reasonable discretion.

Section 8. Secretary: The Secretary shall keep, or cause to be kept, a book of minutes at the office of the Corporation or at such other place as the Board of Directors may order which shall include the minutes of meetings of the Board of Directors and committees of the Board of Directors, the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, the names of those present in person and the proceedings thereof, The Secretary shall give or cause to be given notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given. The Secretary shall keep the seal of the Corporation and affix such seal



to all documents requiring a seal and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 9. Treasurer: The Treasurer shall keep or cause to be kept full and accurate accounts and shall present or cause to be presented financial statements of the affairs of the Corporation to the Board of Directors at its meetings. Upon the election of a successor the Treasurer shall turn over all books and records and accounts and shall take an itemized receipt therefore.

Section 10. Assistant and Subordinate Officers: The Board of Directors may from time to time appoint such assistant Officers, subordinate Officers or agents as the business of the Corporation may require, fix their tenure of office and allow for suitable compensation.

## **ARTICLE VII Committees**

Section 1. Designation of Committees: The Board of Directors may, by resolution adopted by a majority of the existing number of Directors then in office, designate one or more committees with legal authority to act for the Corporation to the extent specified in the resolution creating such committee, each such committee consisting of two or more Directors, to serve at the pleasure of the Board, including without limitation, an Executive Committee, a Nominating Committee, and a Financial Committee. The Board may designate one or more Directors as alternate members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the Directors then in office. Subject to the restrictions of Section 2 of this Article VI, any such committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board.

Section 2. General Provisions: No committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board or on any committee which has the authority of the Board of Directors.
- (b) Fix compensation of Directors for serving on the Board of Directors or on any committee.
- (c) Amend or repeal Bylaws, or adopt new Bylaws.
- (d) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealed.
- (e) Create any other committees of the Board of Directors or appoint the members of committees of the Board.

- (f) Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- (g) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as provided in Section 5233 (d)(3) of the Corporations Code.

## **ARTICLE VIII**

### **Records and Reports**

Section 1. Books and Records: The Corporation shall maintain at the principal office of the Corporation:

- (a) Adequate and correct accounts, books and records of its business and properties;
- (b) Minutes of the proceedings of the Board of Directors and committees of the Board of Directors; and
- (c) The original or a copy of the Articles of Incorporation and a copy of these Bylaws as amended or repealed, certified by the Secretary.

Section 2. Inspection: All books and records of the Corporation shall be open to inspection by the Directors at all reasonable times and places. The inspection may be made in person or by a Director's agent or attorney. The right of inspection includes the right to copy and make exacts of documents.

Section 3. Contracts: The Board of Directors, except as otherwise provided in the Bylaws, may authorize any Officer or Officers, agent or agents, to enter into any contract or to execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the Corporation or to render it liable to be obligated for any purpose or to any amount.

Section 4. Annual Report:

(a) The Board of Directors shall cause an annual report to be prepared as soon as reasonably practicable after the close of the fiscal year and sent to the Directors within 120 days of the end of the Corporation's fiscal year. The annual report shall contain in appropriate detail the following:

- (1) The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year.

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

(3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

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

(b) Any report furnished to the Directors of the Corporation which includes the financial statements prescribed by paragraph (a) shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 5. Report of Transactions and Indemnifications: As part of the annual report the Corporation shall annually furnish to the Directors a statement of any transaction or indemnification of the following kinds:

(a) Any transaction (i) in which the Corporation, its parent or its subsidiary was a party, (ii) in which an ‘interested person’ has a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of a number of such transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose an “interested person” is either:

(1) A Director or Officer of the Corporation, its parent, or its subsidiary (but a mere common directorship shall not be considered such an interest);  
or

(2). A holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that in a partnership in which such person is a partner, only the partnership interest need be stated.

(b) A brief description of the amounts 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.

## **ARTICLE IX**

### **Seal**

The Corporation shall have a common seal, consisting of a circle having on its circumference the words: "THE UQ FOUNDATION" and within the circle, the letter and figures to wit: "INCORPORATED March 11<sup>th</sup>, 2013."

## **ARTICLE X**

### **Amendments to Bylaws**

Section 1. By Directors: To the extent permitted by applicable law, the Board of Directors may adopt, amend or repeal any of these Bylaws and may adopt new Bylaws by a majority vote at the meeting of the Board of Directors provided a quorum is present at such meeting.

Section 2. Recording Amendments: All amendments, repealed Bylaws or adoption of new Bylaws shall be copied in the Minute Book with the original Bylaws with the date of meeting, kind of meeting and a record of the vote cast.

## **ARTICLE XI**

### **Indemnification**

Section 1. Definitions: For the purposes of this Article XI: "Agent" means any person who is or was a Director, Officer, employee, or other agent of the Corporation, or is or was suing 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 this 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 Sections 2 or 3 of Article XI of these Bylaws.

Section 2. Indemnification in Actions by Third Parties: 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 proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action brought by the Attorney General or a person granted realtor 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 non-contender 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 Section 5233 of the California Nonprofit Corporation Law, or brought by the Attorney General or a person granted realtor status 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 a ordinarily prudent person in a like position would use under similar circumstances; No indemnification shall be made under Section 3 of this Article XI:

- (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 amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) 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 this Article XI 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 Determination: Except as provided in Section 4 of this Article XI, any indemnification under this Article XI shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agents proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article XI by:

- (a) A majority vote of a quorum consisting of Directors who are not, parties to such proceeding; 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 XI.

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, these Bylaws, a resolution of the Board of Directors, an agreement, or otherwise, shall be valid unless consistent with this Article XI. Nothing contained in this Article XI 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 XI, 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 9. Insurance: The Corporation shall have the 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 XI, provided, however, that the 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 California Nonprofit Corporation Law.

**ARTICLE XII**  
**Prohibited Activities.**

No part of the net earnings of the corporation inure to the benefit of, or shall be distributed to its trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**ARTICLE XIII**  
**Distribution Upon Dissolution.**

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

**CERTIFICATION OF SECRETARY**

**The undersigned, duly elected and acting Secretary of THE UNCERTAINTY QUATIFICATION FOUNDATION, a California nonprofit public benefit corporation, hereby certifies that the foregoing Stated and/or Amended Bylaws are the true and correct, duly adopted Bylaws of the Corporation as of January 17th, 2013, and that such Bylaws have not been amended or modified since that date.**

**Dated: 1/27/2013**

**Signed: **

**Name: Houman Owahdi**

**Title: Vice-Chairman & Secretary**

**Approved:**

**Dated: 1/27/2013**

**Signed: **

**Name: Andrew T. Marsden**

**Title: Executive Director & Registered Agent**