

BYLAWS
of
University Enterprises, Inc.
California State University, Sacramento

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Section 8. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called by the Chairman of the Board, by a majority of the Board, or by the holders of at least 25% of the outstanding shares of the common stock of the Corporation. (24)

Section 9. ADDRESSES FOR NOTICE.

Notices of meetings of the Board of Directors shall be given to the members of the Board at their respective addresses as shown on the books of the Corporation.

Section 10. DIRECTORS' INSPECTION RIGHTS.

Any Director of the Corporation shall have the right to examine and copy, for any purpose connected with his office as a Director, all books and records of the Corporation, including the books and records of the Corporation, and to cause to be made a copy of any of the same.

Section 11. RIGHT TO COPY AND MAKE EXTRACTS.

Any Director of the Corporation shall have the right to examine and copy, for any purpose connected with his office as a Director, all books and records of the Corporation, including the books and records of the Corporation, and to cause to be made a copy of any of the same.

Section 12. RESTRICTION OF INTERESTED PERSONS AS DIRECTORS.

Any person who is interested in the Corporation to the extent of 4% of the outstanding shares of the common stock of the Corporation shall not be eligible to be a Director of the Corporation.

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_____ (\$23,000)

Section 14. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.

(120)

A.

ARTICLE V
COMMITTEES

Section 1. CREATION AND POWERS OF COMMITTEES.

Section 1. PURPOSE. The purpose of this contract is to provide for the employment of the undersigned as a [Job Title] for the term of [Term] commencing on [Start Date] and terminating on [End Date].

Section 2. DUTIES. The undersigned shall perform all duties and responsibilities assigned to the position of [Job Title] as set forth in the [Job Description] and as may be assigned by the Employer from time to time.

ARTICLE XI
WINDING UP AND DISSOLUTION

Section 1. The winding up of the Corporation shall be managed by the Board of Directors or such other person or persons as the Board of Directors may determine. The Board of Directors shall have the authority to sell, convey, lease, or otherwise dispose of the assets of the Corporation, and to execute all documents necessary to carry out the winding up of the Corporation. The Board of Directors shall also have the authority to pay the debts of the Corporation and to distribute the assets of the Corporation to the shareholders in accordance with their respective interests. The Board of Directors shall also have the authority to take any other action that may be necessary or appropriate in the winding up of the Corporation.

Section 2. The Corporation shall be dissolved upon the occurrence of any of the following events: (a) the expiration of the term of the Corporation as stated in the Articles of Incorporation; (b) the adoption of a resolution of dissolution by the Board of Directors; (c) the filing of a certificate of dissolution with the Secretary of State; (d) the entry of a judgment of dissolution by a court of competent jurisdiction; (e) the death of the sole shareholder; (f) the merger or consolidation of the Corporation with another corporation; (g) the acquisition of the Corporation by another corporation; (h) the liquidation of the Corporation; (i) the winding up of the Corporation; (j) the expiration of the term of the Corporation as stated in the Articles of Incorporation; (k) the adoption of a resolution of dissolution by the Board of Directors; (l) the filing of a certificate of dissolution with the Secretary of State; (m) the entry of a judgment of dissolution by a court of competent jurisdiction; (n) the death of the sole shareholder; (o) the merger or consolidation of the Corporation with another corporation; (p) the acquisition of the Corporation by another corporation; (q) the liquidation of the Corporation; (r) the winding up of the Corporation.