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B1 (Official Form 1) (04/13) UNITED STATES BANKRUPTCY COURT VOLUNTARY PETITION Eastern District of California Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse) (Last, First, Middle): Madera Roofing, Inc. All Other Names used by the Debtor in the last 8 years All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 3976 (if more than one, state all): Street Address of Debtor (No. and Street, City, and State): Street Address of Joint Debtor (No. and Street, City, and State): 470 E. Almond Ave. Madera, CA ZIP CODE 93637 ZIP CODE County of Residence or of the Principal Place of Business: Fresno County of Residence or of the Principal Place of Business: Mailing Address of Debtor (if different from street address): Mailing Address of Joint Debtor (if different from street address): ZIP CODE ZIP CODE Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE Type of Debtor Nature of Business Chapter of Bankruptcy Code Under Which (Form of Organization) (Check one box.) the Petition is Filed (Check one box.) (Check one box.) Health Care Business Chapter 7 Chapter 15 Petition for Recognition of a Foreign Single Asset Real Estate as defined in Individual (includes Joint Debtors) Chapter 9 Main Proceeding 11 U.S.C. § 101(51B) \boxtimes See Exhibit D on page 2 of this form. Chapter 11 Chapter 15 Petition for Railroad Corporation (includes LLC and LLP) Chapter 12 Recognition of a Foreign Stockbroker Partnership Chapter 13 Nonmain Proceeding Commodity Broker Other (If debtor is not one of the above entities, check Clearing Bank this box and state type of entity below.) Other Tax-Exempt Entity Chapter 15 Debtors Nature of Debts (Check box, if applicable.) Country of debtor's center of main interests: (Check one box) Debts are Debts are primarily consumer Debtor is a tax-exempt organization debts, defined in 11 U.S.C. primarily Each country in which a foreign proceeding by, regarding, or under title 26 of the United States § 101(8) as "incurred by an business debts Code (the Internal Revenue Code). against debtor is pending: individual primarily for a personal, family, or household purpose." Filing Fee (Check one box.) Chapter 11 Debtors Check one box: Full Filing Fee attached. Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment Filing Fee waiver requested (applicable to chapter 7 individuals only). Must on 4/01/16 and every three years thereafter). attach signed application for the court's consideration. See Official Form 3B. Check all applicable boxes: A plan is being filed with this petition. Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). Statistical/Administrative Information THIS SPACE IS FOR COURT USE ONLY Debtor estimates that funds will be available for distribution to unsecured creditors. Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors \boxtimes 1-49 50-99 100-199 200-999 1,000-5,001-10,001-25,001-50,001-Over 5,000 10,000 25,000 50,000 100,000 100.000 Estimated Assets \boxtimes \$500,001 \$0 to \$50,001 to \$100,001 to \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 More than \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion million million million million million Estimated Liabilities \$0 to \$50,001 to \$100,001 to \$500,001 \$1,000,001 \$10,000,001 \$50,000,001 \$500,000,001 \$100,000,001 More than \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion million

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Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

| Bt (Official Form 1) (12/13) | Page 3 |
|--|--|
| Voluntary Petition | Name of Debtor(s); |
| (This page must be completed and filed in every case.) | Madera Roofing, Inc. |
| | |
| Clan | tures |
| Signature(s) of Debtor(s) (Individual/Joint) | |
| Signature(s) or Demorts) (Individual additi) | Signature of a Foreign Representative |
| I declare under penalty of perjury that the information provided in this petition is true and correct. | I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding. |
| [If petitioner is an individual whose debts are primarily consumer debts and has | and that I am authorized to file this petition. |
| chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 | 200 L. J. |
| or 13 of title 11, United States Code, understand the relief available under each such | (Check only one bax.) |
| chapter, and choose to proceed under chapter 7. | Trequest relief in accordance with chapter 15 of title 11, United States Code. |
| [If no attorney represents me and no bankruptcy petition preparer signs the petition] [| Certified copies of the documents required by 11 U.S.C. § 1515 are attached. |
| have obtained and read the notice required by 11 U.S.C. § 342(b). | country varies of the design independ by it 5,5,6, 4 to to the attacked, |
| | Parsuant to 11 U.S.C. § 1511. Prequest relief in accordance with the |
| I request resief in accordance with the chapter of title II. United States Code, | chapter of title 11 specified in this petition. A certified copy of the |
| specified in this petition. | order granting recognition of the foreign main proceeding is attached. |
| \mathbf{x} | X |
| Signature of Debtor | (Signature of Foreign Representative) |
| Confinence of modern | prignature or reseign representative) |
| V | |
| X | (Printed Name of Foreign Representative) |
| Signature of Joint Debtor | |
| | \$4000000000000000000000000000000000000 |
| | Date |
| Telephone Number (if not represented by attorney) | |
| $q_{i}(\mathcal{C}(\mathcal{C}(\mathcal{C}(\mathcal{C}(\mathcal{C}(\mathcal{C}(\mathcal{C}(C$ | |
| Date | |
| Signature of Attorney* | Signature of Non-Attorney Bankruptcy Petition Preparer |
| x un d. o rome | I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as |
| Signature of Attorney for Debtor(s) | defined in 11 U.S.C. § 110, (2) I prepared this document for compensation and have provided the debter with a copy of this document and the notices and information |
| Eric J. Fromme | required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or |
| Printed Name of Attorney for Dehtor(s) | guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum |
| Rutan & Tucker, LLP | fee for services chargeable by bankruptcy petition preparers. I have given the debtor |
| Firm Name | notice of the maximum amount before preparing any document for filing for a debtor |
| 611 Anton Boulevard, Suite 1400 | or accepting any fee from the debtor, as required in that section. Official Form 19 is attached |
| Costa Mesa, California 92626 | ansenea |
| Address | |
| (714) 641-5100 | Printed Name and title, if any, of Bankruptcy Petition Preparer |
| Telephone Number | |
| 10/24/13 | Social-Security number (If the bankruptcy petition preparer is not an individual, |
| Qafe Safe | state the Social-Security number of the officer, principal, responsible person or |
| T . | partner of the banknaptey petition preparer.) (Required by 11 U.S.C. § 110.) |
| *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information | |
| in the schedules is incorrect. | |
| | *** |
| Signature of Debtor (Corporation/Partnership) | Address |
| | 7001629 |
| I declare under penalty of perjury that the information provided in this petition is true | |
| and correct, and that I have been authorized to file this petition on behalf of the debtor. | |
| www.g.o.; | Signature |
| The debtor requests the relief in accordance with the chapter of title 11. United States | |
| Code, specified in this petition. | |
| x / | Date |
| Separature of Authorized Individual | Signature of bankruptcy petition preparer or officer, principal, responsible person, or |
| Victor Breedlove | partner whose Social-Security number is provided above. |
| Printed Name of Authorized Individual | |
| President | Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an |
| Title of Authorized Individual | in preparing this document unless the bankreptcy petition preparer is not an individual. |
| § | LIME TOTALE. |
| 10/24/13 | If more than one person prepared this document, attach additional sheets conforming |
| Date | to the appropriate official form for each person. |
| | |
| | A bankruptey pention preparer's failure to comply with the provisions of title 11 and |
| | the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both, 11 U.S.C., § 110: 18 U.S.C., § 156. |



UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF MADERA ROOFING, INC.

The undersigned being all of the members of the Board of Directors (the "Board") of Madera Roofing, Inc., a California corporation (the "Company"), hereby consent to the adoption of, and hereby adopt, the following resolutions with the same force and effect as if they had been approved by and adopted by unanimous vote of the Board at a duly convened meeting of the Board:

WHEREAS, the Board has consulted the legal and financial advisors of the Company regarding the liabilities and liquidity situation of the Company, strategic alternatives, and the impact of the foregoing on the Company's business, its creditors and its equity holders;

WHEREAS, the Board has determined that it is desirable and in the best interest of the Company, its creditors, equity holders and other parties-in-interest to file a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ U.S.C. 101 et seq. (the "Bankruptcy Code") and perform other actions contemplated thereby.

NOW THEREFORE BE IT RESOLVED, that, in the judgment of the Board, and upon consideration of the Company's liabilities and liquidity situation and the strategic alternatives available to it, it is desirable and in the best interests of the Company, its equity holders, its creditors, and other parties-in-interest, that the Company shall be, and hereby is, authorized to file a voluntary petition (the "*Petition*") for relief under chapter 11 of the Bankruptcy Code; and

FURTHER RESOLVED, that Victor Breedlove is hereby authorized to execute and file on behalf of the Company all petitions, schedules, lists, and other necessary papers or documents, and to take any and all action that they deem necessary or proper to obtain such chapter 11 bankruptcy relief.

FURTHER RESOLVED, that Victor Breedlove is hereby authorized and directed to employ the law firm of Rutan & Tucker, LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under chapter 11 of the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, Victor Breedlove hereby is authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and cause to be filed an appropriate application with the bankruptcy court for authority to retain the services of Rutan & Tucker LLP;

FURTHER RESOLVED that Victor Breedlove is hereby authorized and directed to employ any other professionals necessary to assist the Company in carrying out its duties under chapter 11 of the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligation, and in connection therewith, Victor Breedlove hereby is authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and cause to be filed an appropriate

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application with the bankruptcy court for authority to retain the services of any other professionals, as necessary;

FURTHER RESOLVED that, Victor Breedlove is authorized and directed, in the name of the Company, to obtain post-petition financing, including debtor-in-possession credit facilities, and to execute and deliver an agreement regarding the use of cash collateral on the terms and conditions presented to the Company and that Victor Breedlove may consider necessary to be conclusive evidence of such determination and to consummate the transactions contemplated by such agreements or instruments on behalf of the Company;

FURTHER RESOLVED that, Victor Breedlove is hereby authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record and perform such agreements, instruments, motions affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action, as in the judgment of such officer or manager shall be or become necessary, proper and desirable to prosecute to a successful completion the chapter 11 case, including a sale of the Company's assets, to effectuate the restructuring of debt, other obligations, organizational form and structure and ownership of the Company and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions;

FURTHER RESOLVED that Victor Breedlove is hereby authorized, empowered and directed, in the name and on behalf of the Company, to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions; and

FURTHER RESOLVED that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

MADERA ROOFING, INC.

Victor Breedlove

President

MADERA ROOFING, INC.

Howard Breedlove

Vice President

BYLAWS

OF

MADERA ROOFING, INC.

ARTICLE I

Offices

Section 1. Principal Office. The principal office for the transaction of business of the corporation is hereby fixed and located at 1001 Riverview, Madera, County of Madera, State of California. The board of directors is hereby granted full power and authority to change said principal office from one location to another in the State of California.

ARTICLE II

Meetings and Shareholders

Section 1. Place of Meetings. All meetings of shareholders shall be held at the principal office of the corporation, at 1001 Riverview, Madera, County of Madera, State of California, or at such place as may be designated by the board of directors and stated in a written notice of meeting.

Section 2. Annual Meetings. The annual meetings of shareholders shall be held on September 5, of each year at 3:30 o'clock p.m. of said day; provided however, that should said day fall upon a legal holiday, then any such annual meeting of shareholders shall be held at the same time and place on the next day thereafter ensuing which is not a legal holiday.

Section 3. Notice of Annual Meeting. A written notice of the annual meeting shall be given not less than ten or more than sixty days before the date of the meeting to each shareholder entitled to vote at the annual meeting. Such

notice shall state the place, date and hour of the meeting and those matters which the board of directors, at the time of the mailing of the notice, intends to present for action by the shareholders. Subject to Section 2 above, any proper matters may be presented at the meeting for action of the shareholders. The notice of the annual shareholders' meeting shall include the names of those persons who management intends, at the time of the notice, to nominate for election as directors by the shareholders at the annual meeting.

The written notice of the shareholders' meeting shall be given either personally or by mail or other means of written communication, addressed to the shareholders at the address of each shareholder appearing on the books of the corporation or given by the shareholders to the corporation for the purpose of notice.

Section 4. Special Meetings. Special meetings of the shareholders may be called by the board of directors, the chairman of the board of directors, the president or the holders of shares entitled to cast not less than 10% of the votes at the meeting.

Upon request in writing to the chairman of the board of directors, the president, the vice-president or the secretary by any person (other than the board of directors) entitled to call a special meeting of the shareholders, the officer so requested shall forthwith cause notice to be given to the shareholders entitled to vote, that a meeting shall be held at a time requested by the person or persons calling the meeting, not less than thirty-five nor more than sixty days after the receipt of the request. If the notice is not given within twenty days after receipt of the request, the persons entitled to call the meeting may give the notice.

Section 5. Notice of Special Meetings.

Except as otherwise provided by law, notice of special meetings shall be given in the same manner as for annual meetings of shareholders. Such notice shall specify the place, day and hour of such meeting, and the general nature of the business to be transacted.

Section 6. Proof of Notice. Any entry of the service of notice of a meeting of the shareholders, given in the manner above provided, shall be made in the minutes of the proceedings of the shareholders, and such entry, if read and approved at a subsequent meeting of shareholders, shall be conclusive on the question of such service.

Section 7. Consent to Shareholders' Meetings. The transactions of any meeting of shareholders, however called and noticed, shall be valid as though had at a meeting duly held after regular call and notice if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the shareholders entitled to vote, not present in person or by proxy, sign a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Any action which may be taken at a meeting of the shareholders, except the approval of agreements to merge or consolidate with other corporations, may be taken without a meeting if authorized by a writing signed by all of the holders of shares who would be entitled to vote at a meeting for such purpose, and filed with the secretary of the corporation.

Section 8. Quorum. The holders of a majority of the shares entitled to vote thereat, present in person, or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws. If, however, such majority shall not be present or represented at any meeting of the shareholders, the shareholders entitled to vote thereat, present in person, or by proxy, shall have power to adjourn the meeting from time to time, until the requisite amount of voting shares shall be present. At such adjourned meeting at which the requisite amount of voting shares shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 9. Adjourned Meetings and Notice Thereof. Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the shares, the holders of which are either present in person or represented by proxy. In the absence of a quorum, no other business other than adjournment may be transacted at the meeting, except as provided below. The shareholders present at a duly called or held meeting as which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum.

When a shareholders' meeting is adjourned to another time or place, except as provided by law, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment

is taken. At the adjourned meeting, the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than forty-five days or if after the adjournment a new record date is fixed for determination of shareholders entitled to vote at the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

Section 10. Presiding Officers. The president, or in his absence, the chief financial officer, or in the absence of the president and chief financial officer, a chairman, elected by the shareholders present, shall call the meeting of the shareholders to order, and shall act as the presiding officer thereof.

Section II. Secretary. The secretary of the corporation shall act as secretary at all meetings of the shareholders, and in his absence, the presiding officer may appoint any person to act as secretary.

Section 12. Election of Board of Directors. At the regular annual meeting of the shareholders, held in each year, the holders of the shares entitled to vote shall elect by ballot a board of directors as constituted by these bylaws.

Section 13. Voting.

- (a) Except as otherwise provided herein or by law, each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote of shareholders. The shareholders entitled to vote on any matter shall be shareholders of record on the record date for voting on such matter as specified in the provisions for determination of record date in Section 15 of this Article of these bylaws.
- (b) Any holder of shares entitled to vote on any matter may vote part of the shares in favor of a proposal and refrain from voting the remaining

shares or may vote them against a proposal, other than elections to office, but, if the shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

(c) Every shareholder complying with the second paragraph of this subdivision (c) and entitled to vote at any election of directors may cumulate such shareholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which the shareholder's shares are entitled, or distribute the shareholder's votes on the same principle among as many candidates as the shareholder thinks fit.

No shareholder shall be entitled to cumulate votes (i.e., cast for any one or more candidates a number of votes greater than the number of the shareholder's shares) unless such candidate or candidates' names have been placed in nomination prior to the voting and the shareholder has given notice at the meeting prior to the voting of the shareholder's intention to cumulate the shareholder's votes. If any one shareholder has given such notice, all shareholders may cumulate their votes for candidates in nomination.

In any election of directors, the candidates receiving the highest number of votes of the shares entitled to be voted for them up to the number of directors to be elected by such shares are elected.

Elections for directors need not be by ballot unless a shareholder demands election by ballot at the meeting and before the voting begins or unless the bylaws so require.

- (d) Shareholders on the record date are entitled to notice and to vote notwithstanding any transfer of any shares on the books of the corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or bylaw.
- (e) Shares held by an administrator, executor, guardian, conservator or custodian may be voted by such holder either in person or by proxy, without a transfer of such shares into the holder's name. Shares standing in the name of a trustee may be voted by the trustee, either in person or by proxy, but no trustee shall be entitled to vote shares held by such trustee without a transfer of such shares to the trustee's name. Shares held by this corporation in a fiduciary capacity, and shares of this corporation held in a fiduciary capacity by any subsidiary of this corporation, shall not be entitled to vote on any matters, except to the extent that the settlor or beneficial owner of such shares possesses and exercises a right to vote or to give the corporation binding instructions as to how to vote such shares.
- (f) Shares standing in the name of a receiver may be voted by such receiver; and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into the receiver's name if authority to do so is contained in the order of the court by which such receiver was appointed.
- (g) Subject to the provisions regarding voting by proxy below, and except where otherwise agreed in writing between the parties, the shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter, the pledgee shall be entitled to vote the shares so transferred.

- (h) Shares standing in the name of a minor may be voted and the corporation may treat all rights incident thereto as exercisable by the minor, in person or by proxy, whether or not the corporation has notice, actual or constructive, or such minority, unless a guardian of the minor's property has been appointed and written notice of such appointment is given to the corporation.
- (i) Shares standing in the name of another corporation (domestic or foreign) may be voted by such officer, agent or proxyholder as the bylaws of such other corporations may prescribe or, in the absence of such provision, as the board of directors of such other corporation may determine, or, in the absence of such determination, by the chairman of the board of directors, president or any vice-president of such other corporation, or by any other person authorized to do so by the chairman of the board of directors, president or any vice-president of such other corporation. Shares which are purported to be voted or any proxy purported to be executed in the name of a corporation (whether or not any title of the person signing is indicated) shall be presumed to be voted or the proxy executed in accordance with the provisions of these bylaws, unless the contrary is shown.
- (j) Shares of this corporation owned by a subsidiary of this corporation shall not be entitled to vote on any matter. A "subsidiary" of this corporation is any other corporation of whose shares those possessing more than 50% of the total combined voting power of all classes of its shares entitled to vote are owned directly or indirectly through one or more subsidiaries by this corporation.
- (k) If shares of this corporation stand of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenancy by the

entirety, voting trustees, persons entitled to vote under a shareholder voting agreement (as defined in Corp.Code \$ 706) or otherwise, or if two or more persons (including proxyholders) have the same fiduciary relationship respecting the same shares, unless the secretary of the corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect:

- (1) If only one votes, such act binds all;
- (2) If more than one vote, the act of the majority so voting binds all;
- (3) If more than one vote, but the vote is evenly split on any particular matter, each faction may vote the securities in question proportionately.

If the instrument so filed or the registration of the shares shows that any such tenancy is held in equal interests, a majority or even split for the purpose of this section shall be a majority or even split in interest.

(1) Shares of this corporation may be voted by "proxy". For purposes hereof, the term "proxy" means a written authorization signed by a shareholder or the shareholder's attorney in fact giving another person or persons power to vote with respect to the shares of such shareholder. "Signed" for the purpose of the definition of proxy means the placing of the shareholder's name on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the shareholder or the shareholder's attorney in fact. The term "proxyholder" means the person or persons to whom a proxy is given.

Section 14. Action by Written Consent. Unless otherwise provided in the Articles of Incorporation, or in these bylaws, any action which may be taken at any annual or special meeting of shareholders may be taken without a meeting and without prior notice, if a consent in writing, setting forth the actions so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were presented and voted.

Unless the consents of all shareholders entitled to vote have been solicited in writing, notice of any shareholder's approval of the items set forth in Corporations Code § 317 relating to indemnification or in Corporations Code §1900 relating to voluntary dissolution, without a meeting by less than unanimous written consent shall be given at least ten days before the consummation of the action authorized by such approval, and prompt notice shall be given of the taking of any other corporate action approved by shareholders without a meeting by less than unanimous consent, to those shareholders entitled to vote who have not consented in writing. Such notice shall be given in the manner provided herein for notice of shareholders meetings.

Any shareholder giving a written consent, or the shareholder's proxyholders, or a transferee of the shares or a personal representative of the shareholder or their respective proxyholders, may revoke the consent by a writing received by the corporation prior to the time that written consents of the number of shares required to authorize the proposed action have been filed with the secretary of the corporation, but may not do so thereafter. Such revocation is effective upon its receipt by the secretary of the corporation.

Notwithstanding anything stated above, directors may not be elected by written consent except by unanimous written consent of all shares entitled to vote for the election of directors; however, the shareholders may elect a director at any time to fill any vacancy not filled by the directors by the written consent of a majority of the outstanding shares entitled to vote.

Section 15. Record Date. The record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held.

Consistent with the other provisions herein regarding fixing of a record date, the board of directors may fix a record date for the determination of shareholders entitled to notice of and to give written consents pursuant hereto. Otherwise, the record date for such determination shall be the day on which the first consent is given.

Section 16. Proxies. Every person entitled to vote shares on matters submitted to a vote of shareholders (or to consent in writing to actions which may be taken at a shareholders' meeting) may authorize another person or persons to act by proxy with respect to such shares.

No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto, except as otherwise provided herein. Such revocation may be effected by a writing delivered to the corporation stating that the proxy is revoked or by a subsequent proxy executed by, or by attendance at the meeting and voting in person by, the person executing the proxy. The dates contained on the forms of proxy presumptively determine the order of execution, regardless of the postmarked dates on the envelopes in which they are mailed. A proxy is not revoked by the death or incapacity of the maker unless, before the vote is counted, written notice of such death or incapacity is received.

ARTICLE III

Directors

Section 1. Number of Directors. The corporate powers, business and affairs of the corporation shall be exercised, conducted and controlled by a board of two directors unless larger minimum number is required by Corporations Code \$212.

Section 2. Election and Tenure of Office. The directors shall be elected by ballot at the annual meeting of the shareholders, to serve for one year and until their successors are elected and have qualified. Their terms of office shall begin immediately after election.

Section 3. Vacancies and Removal of Directors. Vacancies in the board of directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual meeting of shareholders or at a special meeting called for that purpose.

The shareholders may at any time elect a director to fill any vacancy not filled by the directors, and may elect the additional directors at the meeting at which an amendment of the bylaws is voted authorizing an increase in the number of directors.

A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any director, or if the shareholders shall increase the authorized number of directors but shall fail at the meeting at which such increase is authorized, or at an adjournment thereof, to elect the additional director so provided for, or in case the shareholders fail at any time to elect the full number of authorized directors.

If the board of directors accepts the resignation of a director tendered to take effect at a future time, the board, or the shareholders, shall have 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.

Any director may resign effective upon giving written notice to the chairman of the board of directors, the president, the secretary or the board of directors. A director may by so specifying in his notice of resignation make his resignation effective at a later date. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective, or the remaining directors or shareholders may remove the resigning director immediately and elect his successor.

The board of directors may declare vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony.

Any or all of the directors may be removed by the shareholders without cause if such removal is approved by the affirmative vote of a majority of the outstanding shares entitled to vote, subject to the following: no director

may be removed (unless the entire board of directors is removed) when the votes cast against removal, or not consenting in writing to such removal, would be sufficient to elect such director if voted cumulatively at an election at which the same total number of votes were cast (or, if such action is taken by written consent, all shares entitled to vote were voted) and the entire number of directors authorized at the time of the directors' most recent election were then being elected.

A director may not be removed prior to the expiration of such director's term of office, except as specified in this Section 3 or as otherwise provided by law.

Section 4. Place of Meetings. Meetings of the board of directors shall be held at the office of the corporation in the State of California, as designated for that purpose, from time to time, by resolution of the board of directors or written consent of all of the members of the board. Any meeting shall be valid, wherever held, if held by the written consent of all members of the board of directors, given either before or after the meeting and filed with the secretary of the corporation.

Section 5. Organization Meetings. The organization meetings of the board of directors shall be held immediately following the adjournment of the annual meetings of the shareholders.

Section 6. Regular Directors' Meeting. Regular directors' meetings shall be held from time to time as the directors, by resolution, may determine.

No notice of regular meetings shall be required.

Section 7. Calling Meetings. Special meetings of the board of directors shall be called at any time on the order of the president or on the order of directors.

Section 8. Notice of Special Meetings. Special meetings of the board of directors shall be held upon seven days' notice by mail or forty-eight hours' notice delivered personally or by telephone or telegraph. A written notice of the time and place of a special meeting which is sent by mail shall be mailed to each director, postage prepaid, addressed to him at his address as it is shown upon the records of the corporation, or, if it is not so shown on such records, or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. The notice of the special meeting need not specify the purpose for which the meeting is called. Upon the request of any one director, which request shall be made in writing addressed to the chairman of the board of directors, notice of special meetings of the board of directors shall contain a specification of the business to be transacted at the meeting, or shall require both seven days' written notice and at least forty-eight hours' notice delivered personally or by telephone or telegraph, or more than one or all of the foregoing.

Section 9. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, and every act or decision of a majority of the directors present at a meeting at which a quorum is present, made or done when duly assembled, shall be valid as the act of the board of directors.

Section 10. Powers of Directors. The board of directors shall have full power and authority to do and perform the following: to borrow money on behalf of the corporation, including the power and authority to borrow money from any of the shareholders, directors, or officers of the corporation, and otherwise to incur indebtedness on behalf of the corporation, and to authorize the execution of promissory notes, or other evidences of indebtedness of the corporation, and

to agree to pay interest thereon, and subject to the provisions of the Corporations Code, to sell, convey, alienate, transfer, lease, assign, exchange and otherwise dispose of, mortgage, pledge, hypothecate and otherwise encumber the property, real and personal, and the franchises of the corporation. The board of directors shall have full power to lease the property of the corporation and generally to do and perform or cause to be done and performed, any and every act which the corporation may lawfully do and perform, except as said powers are hereinabove limited. The board of directors, however, shall have full power and authority without authorization or approval from the shareholders of the corporation, to purchase, lease or otherwise acquire property, real and personal, on behalf of the corporation, and in the ordinary course of business to enter into such contract as they may deem it advisable.

Section II. Action Without Meeting. The board of directors may take any action without a meeting that may be required or permitted to be taken by the board at a meeting, if all members of the board individually or collectively consent in writing to the action. The written consent or consents shall be filed in the minutes of the proceedings of the board. The action by written consent shall have the same effect as a unanimous vote of directors.

Section 12. Directors Fees and Compensation. Directors may receive such compensation, if any, for their services as directors, and such reimbursement for expenses incurred as directors, as may be fixed or determined by a resolution of the board of directors, or by a resolution of the shareholders.

ARTICLE IV

Officers

Section 1. Officers. The officers of the corporation shall be a president, a secretary and a treasurer. The corporation may also have, in the discretion of the board of directors, a chairman of the board, one or more additional vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two (2) or more offices, except those of president and secretary.

Section 2. Election. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article shall be chosen annually by the board of directors, and each shall hold office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Subordinate Officers, Etc. The board of directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the board of directors may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the board, or, except in case of an officer chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board of directors.

Any officer may resign at any time by giving written notice to the board of directors or to the president, 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. A vacancy in any office because of death, resignation, removal, disqualification or other cause shall be filled in the manner prescribed in the bylaws for regular appointments to such office.

Section 6. Chairman of the Board. The chairman of the board, if there shall be such an officer, shall, if present, preside at all meetings of the board of directors, and exercise and perform such other powers and duties as may be from time to time assigned to him by the board of directors or prescribed by the bylaws.

Section 7. President. Subject to such supervisory powers, if any, as may be given by the board of directors to the chairman of the board, if there be such an officer, the president shall be the 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 officers of the corporation. He shall preside at all meetings of the shareholders and in the absence of the chairman of the board, or if there be none, at all meetings of the board of directors. He shall be ex officio a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of 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 8. Vice-President. In the absence or disability of the president, the vice-presidents, in order of their rank as fixed by the board of directors, or if not ranked, the vice-presidents designated by the board of directors, shall perform all the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the president. The vice-presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or the bylaws.

Section 9. Secretary. The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the board of directors may order, of all meetings of directors and shareholders, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of shares present or represented at shareholders' meetings and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal office or at the office of the corporation's transfer agent, a share register, or a duplicate share register, showing the names of the shareholders and their addresses; the number and classes of shares held by each; the number and date of certificates issued for the same, and the number and date of cancellation of every certificate surrendered for cancellation.

The secretary shall give, or cause to be given, notice of all the meetings of the shareholders and of the board of directors required by the bylaws or by law to be given; he shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

Section 10. Treasurer. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. Any surplus, including earned surplus, paid-in-surplus and surplus arising from a reduction of stated capital, shall be classified according to source and shown in a separate account. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board of directors; shall render to the president and directors, whenever they request it, an account of all his transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

ARTICLE V

Executive and Other Committees

Section 1. Appointment of and Delegation to Committees. The board of directors may, by resolution adopted by a majority of the authorized number of directors, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board of directors. The board of directors 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 authorized number of directors.

Section 2. Authority of Executive and Other Committees. Any executive or other committee established by the board of directors shall have all the authority of the board of directors, to the extent provided in the resolution of the board of directors or in these bylaws, except with respect to the following:

- (a) The approval of any action for which the Articles of Incorporation, the bylaws or law requires either approval by the affirmative vote of a majority of the outstanding shares entitled to vote, or approval or ratification by the affirmative vote of a majority of shares entitled to vote represented at a duly held meeting at which a quorum is present or, approval by the affirmative vote or written consent of all or any portion of the shares of any class or series as provided in the Articles of Incorporation or bylaws.
 - (b) The filling of vacancies on the board of directors or in any committee.
- (c) The fixing of compensation of the directors for serving on the board of directors or on any committee.
 - (d) The amendment or repeal of bylaws or the adoption of new bylaws.
- (e) The amendment or repeal of any resolution of the board of directors which by its express terms is not so amendable or repealable.
- (f) A distribution to the shareholders of the corporation, except at a rate or in a periodic amount or within a price range determined by the board of directors. As used herein, the term "distribution to the shareholders" means the transfer of cash or property by the corporation to the shareholders without consideration, whether by way of dividend or otherwise, except a dividend in shares of the corporation, or the purchase or redemption of the corporation's shares for cash or property, including the transfer, purchase or redemption of shares by a subsidiary of the corporation.

(g) The appointment of other committees of the board of directors or the members thereof.

Section 3. Organization. Unless otherwise provided by resolution of the board of directors, a chairman chosen by each committee shall preside at all such meetings of such committee and the secretary or an assistant secretary of the corporation shall act as secretary thereof. At any meeting in the absence of the secretary or an assistant secretary, the chairman of such meeting shall appoint some other person to act as secretary of the meeting.

Section 4. Meetings. Each committee shall adopt its own rules governing the time and place of holding regular and special meetings and the conduct of the proceedings, and shall meet as provided by such rules or by resolution of the board of directors. Unless otherwise provided by such rules or by resolution of the board of directors, the executive committee shall meet at the call of the president, any vice-president who is a member of the executive committee, or any two members thereof, and other committees shall meet at the call of any member thereof; notice need not be given of regular meetings of a committee; notice of the time and place of a special meeting of a committee shall be given to each member of such committee in the same manner as provided herein with respect to notices of meetings of the board.

Section 5. Quorum and Manner of Acting. Unless a greater number is required by committee rules or by resolution of the board of directors, a majority of the authorized number of directors who constitute a committee shall constitute a quorum for the transaction of business; and transactions of any meeting of a committee, however called and noticed or wherever held, shall be valid as though

had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the members not present signs a waiver of notice or consents to holding such meeting, or an approval of the minutes thereof. Any action permitted to be taken by a committee may be taken without a meeting if all of the members thereof shall individually or collectively consent in writing to such action. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6. <u>Vacancies</u>. Vacancies in any committee may be filled by the board of directors.

ARTICLE VI

Corporate Records and Reports--Inspection

Section 1. Records. The corporation shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the State of California, as fixed by the board of directors from time to time.

Section 2. Inspection of Books and Records. All books and records provided for by statute shall be open to inspection of the directors and shareholders from time to time and to the extent expressly provided by statute, and not otherwise.

Section 3. Certification and Inspection of Bylaws. The original or a copy of these bylaws, as amended or otherwise altered to date, certified by the secretary, shall be open to inspection by the shareholders of the company in the manner provided by law.

ARTICLE VII

Shares and Their Transfer

Section 1. Share Certificates. The shares of capital stock of the corporation, common and preferred, of any and all classes or series, shall be represented by share certificates (which may also be called "stock certificates"). The certificates shall be signed in the name of the corporation by the chairman or vice chairman of the board of directors, or the president or the vice president, and by the chief financial officer or an assistant treasurer, or the secretary, or any assistant secretary. The share certificates shall certify the number of shares and the class or series of shares owned by the shareholder. Any or all of the signatures on the share certificate may be facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed on a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if such person were an officer, transfer agent or registrar at the date of issue.

Notwithstanding the foregoing, if this corporation ever issues securities which are registered under the United States Securities Exchange Act of 1934, then the corporation may adopt for such securities a system of issuance, recordation and transfer of such securities or shares by electronic or other means not involving issuance of certificates, including provisions for notice to purchasers in substitution for any statements required to be on such certificates under the provisions of the California General Corporations Law, §§ 417 and 418. Such system of issuance, recordation and transfer of shares must have been approved by the Commissioner of Corporations of the State of California or the United States Securities and Exchange Commission, or must be authorized in a statute of the United States of America.

Section 2. Consideration for Shares. Shares may be issued for such consideration as is determined from time to time by the board of directors or by the shareholders if the Articles of Incorporation so provide, consisting of any or all of the following: money paid; labor done; services actually rendered to the corporation or for its benefit or in its formation or reorganization; debts or securities cancelled; and tangible or intangible property actually received, either by the corporation or by a wholly-owned subsidiary of the corporation. However, neither promissory notes of the purchaser of shares nor future services shall constitute payment or part payment for shares of the corporation, except as follows. Promissory notes which are adequately secured by collateral, other than the shares acquired, may be accepted as payment or part payment for shares. Promissory notes may be accepted as payment or part payment for shares issued to one or more of the employees or directors of the corporation or of a subsidiary of the corporation as specified elsewhere in these bylaws.

Except as otherwise provided in these bylaws, shares issued for the consideration specified herein, or to employees or directors as specified herein, shall be declared and taken to be fully paid stock and not liable to any further call, nor shall the holder thereof be liable for any further payments for such shares.

The board of directors shall state by resolution its determination of the fair value to the corporation in monetary terms of any consideration other than money for which shares are issued. In the absence of fraud in the transaction, the judgment of the directors as to the value of the consideration for shares shall be conclusive.

Every subscriber to shares and every person to whom shares are issued shall be liable to the corporation for the full consideration agreed to be paid for the shares. The corporation shall take any necessary or appropriate steps to collect amounts due upon subscription or purchase of its shares. The full agreed consideration for shares shall be paid prior to or concurrently with the issuance thereof, unless the shares are issued as partly paid pursuant hereto, in which case the consideration shall be paid in accordance with the agreement of subscription or purchase.

The corporation may issue the whole or any part of its shares as partly paid and subject to call for the remainder of the consideration to be paid therefor. On the certificate issued to represent any such partly paid shares, the total amount of the consideration to be paid therefore and the amount paid thereon shall be stated. Upon the declaration of any dividend on fully paid shares, the corporation shall declare a dividend on partly paid shares of the same class, but only upon the basis of the percentage of the consideration actually paid thereon. In the discretion of the board of directors, any partial dividend declared on partly paid shares may be retained by the corporation as and for additional payment on such partly paid shares, and in such case, such retained partial dividend shall be credited to such purchase and to reduce the amount owing by the shareholder on such partly paid shares.

Section 3. Transfer of Shares. Transfer of shares of stock of the corporation shall be made on the stock books of the corporation by the holder of record of such shares or by his duly authorized attorney upon the surrender of the certificate or certificates for such shares properly endorsed or accompanied

by proper evidence of succession, assignment or authority to transfer, provided that except as may be otherwise provided by the board of directors, no shares shall be transferred until fully paid up or until all previous assessments thereon shall have been fully paid in.

The board of directors may close the books of the corporation as to transfers of shares during the whole or any part of a period prior to the date of a shareholder's meeting, or prior to the date when the right to any dividend, distribution or allotment of rights vests, or prior to the effective date of any change, conversion or exchange of shares, as more specifically provided in Article VIII below in the provision for determination of record date.

Section 4. Lost Certificates. The corporation may issue a new share certificate or a new certificate for any other security in the place of any certificate theretofore issued by it alleged to have been lost, stolen or destroyed, and the corporation may require the owner of the lost, stolen or destroyed certificate or the owner's legal representative to give the corporation a bond (or other adequate security) sufficient to indemnify the corporation against any claim that may be made against it (including any expense or liability) on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VIII

Amendments to Bylaws

Section 1. By Shareholders. New bylaws may be adopted or these bylaws may be repealed or amended at their annual meeting, or at any other meeting of the shareholders called for that purpose, by a vote of shareholders entitled to exercise a majority of the voting power of the corporation, or by the written assent of such shareholders.

Section 2. Powers of Directors. Subject to the rights of the shareholders to adopt, amend or repeal bylaws, as provided in Section 1 of this Article VIII, the board of directors may adopt, amend or repeal any of these bylaws other than a bylaw or amendment thereof changing the authorized number of directors.

Section 3. Record of Amendments. Whenever an amendment or new bylaw is adopted, it shall be copied in the book of bylaws with the original bylaws, in the appropriate place. If any bylaws or bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written asset was filed shall be stated in said book.

ARTICLE IX

Miscellaneous

Section 1. Excessive Compensation. If the Internal Revenue Service or any other taxing agency (including, but not limited to the State of California) disallows as a business deduction to the corporation any part of the salary or other compensation paid by it to any officer, director, or employee, as being excessive compensation, that part disallowed shall be repaid to the corporation by the officer, director or employee.

Section 2. Indemnity of Officers and Directors. Every person who serves as a director, officer, or employee of the corporation, and every person who serves at written request of the corporation (or at its oral request subsequently conformed in writing) as a director, officer, or employee of another business, whether or not incorporated, in which the corporation owns capital stock or other proprietary interest, or of which the corporation is a creditor, may in the discretion of the board of directors be indemnified and held harmless by the corporation from and against any loss, cost, liability, or expense that may be imposed on or

incurred by him in connection with or resulting from any claim, action, suit, or proceeding, civil or criminal, threatened or filed, in which he may become a party or otherwise involved because of his being or having been a director, officer, or employee of the corporation, or of the other business in which the corporation may own capital stock or other proprietary interest, or of which the corporation is a creditor, whether or not he has this relationship when the loss, cost, liability, or expense was imposed or incurred. The phrase "loss, cost, liability, or expense" shall include all expenses incurred in defense of the claim, action, suit or proceeding and the amounts of judgments, fines, or penalties levied or rendered against the indemnified person, provided that no person shall be entitled to indemnity under this section unless the board of directors determines in good faith that he was acting in good faith and within what he reasonably believed to be the scope of his employment or authority and for a purpose that he reasonably believed to be the corporation's or shareholders' best interest. Payments authorized under this section shall include amounts paid and expenses incurred in settling the claim, action, suit, or proceeding, whether actually begun or only threatened. Expenses incurred with respect to a claim, action, suit, or proceeding indemnified against under this section may be advanced by the corporation before final disposition of the matter on receipt of an undertaking by or on behalf of the recipient to repay this amount if it is ultimately determined that he is not entitled to indemnification. This undertaking shall be satisfactory in form and amount to the board of directors. This right of indemnification shall not affect any other rights to which any person may otherwise be entitled by law or contract.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Corporation law, shall govern the construction and interpretation of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

We, the undersigned, being first directors of MADERA ROOFING, INC., hereby assent to and do accept the above code of bylaws as and for the bylaws of this corporation.

DATED:

HOWARD R. BREEDLOVE

FRANCES E. BREEDLOVE

CERTIFICATE OF THE SECRETARY

- I, THE UNDERSIGNED, DO HEREBY CERTIFY:
- 1. That I am the duly elected and acting Secretary of MADERA ROOFING, INC., a California corporation; and
- 2. That the foregoing bylaws, comprising 30 pages, constitute the original bylaws of said corporation as duly adopted at the first meeting of the board of directors thereof, duly held.

| of the_ | 5 | day of | Oct | , 19 | 8.3 | | | |
|---------|---|--------|--------|-----------|-----|--------|-------------|-----|
| | | | France | <u>C.</u> | Bi | collar | <u>e</u> () | LC. |

IN WITNESS WHEREOF, I have hereunto subscribed my name as

FRANCES E. BREEDLOVE, Srecretary

B4 (Official Form 4) (12/07)

United States Bankruptcy Court

| | EASTERN | CALIFORNIA |
|----------------------|--------------------|--------------|
| In re MADERA ROOFING | i, INC., Debtor | Case No. |
| | | Chapter 11 |

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

| · (1) | (2) | (3) | (4) | (5) |
|--|---|---|---|--|
| Name of creditor and complete mailing address including zip code | Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted | Nature of claim (trade debt, bank loan, govern- ment contract, etc.) | Indicate if claim is contingent, unliquidaated, disputed or subject to setoff | Amount of claim [if secured also state val ue of security] |
| ABC Supply | | | | |
| P.O. Box 748242 | | m 1 m 1 | | 440 500 00 |
| Los Angeles, CA 90074 | | Trade Debt | | 113,599.00 |
| National Fire | | | | |
| P.O. Box 31361 | | I | | 04 100 07 |
| Omaha, NE 68131 | | Insurance | | 84,199.96 |
| Pacific Supply 4290 Roseville Road | | | | |
| North Highlands, CA 95660 | | Trade Debt | | 58,933.00 |
| Glesby Wholesale, Inc. | | Trade Best | | 30,733.00 |
| 2015 West Ave. 140 th | | | | |
| San Leandro, CA 94577 | | Trade Debt | | 16,122.97 |
| IPFS Corporation | | | | |
| P.O. Box 412086 | | | | |
| Kansas City, MO 64141 | | Insurance | | 12,408.00 |
| Combs Trucking, Inc. | | | | |
| 37536 Avenue 13 | | | | |
| Madera, CA 93636 | | Trade Debt | | 7,540.00 |
| Roofing Supply Group | | | | |
| 4485 N. Selland Ave. | | | | |
| Fresno, CA 93722 | | Trade Debt | | 7,451.51 |
| Chase Credit Card | | | | |
| P.O. Box 94014 | | m 1 D 1 | | 7 .000.00 |
| Palatine, IL 60094 | | Trade Debt | | 7,090.00 |

[Declaration as in Form 2]

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| | | and the second s |
|---------------------------|--|--|
| Valero Marketing | and the second s | |
| P.O. Box 300 | | |
| Amarillo, TX 79105 | Trade Debt | 6,412.13 |
| Meraz Roofing, Inc. | | |
| 3094 N. Blythe Ave. | | a_ aa |
| Presno, CA 93722 | Trade Debt | 4,527.00 |
| American Express | | |
| P.O. Box 0001 | | |
| Los Angeles, CA 90096 | Trade Debt | 3,710.58 |
| Purl's Sheet Mctal | | |
| 180 Howard Road | | |
| Madera, CA 93637 | Trade Debt | 3,077,14 |
| Pierce, Paige & Company | And the second second process () and () | |
| 677 Scott Ave. | | |
| Clovis, CA 93612 | Trade Debt | 2,970.00 |
| Constar Supply | | |
| 200 Park Creek Dr. | | 2 22 4 60 |
| Clovis, CA 93611 | Trade Debt | 2,354.00 |
| Schoettler Tire, Inc. | | |
| P.O. Box 1203 | | |
| Madera, CA 93639 | Trade Debt | 2,351.04 |
| Central Valley Roof | | |
| Removal | | |
| 3631 West Floradora | | 0.010.00 |
| Fresno, CA 93722 | Trade Debt | 2,218.00 |
| Rod Salas | | |
| 1100 Sonora Street | | ማ ሰማን ሲቢ |
| Madera, CA 93638 | Trade Debt | 2,023.00 |
| Humandental Insurance Co. | | |
| P.O. Box 0884 | | |
| Carol Stream, IL 60132- | | |
| 0884 | Trade Debto | 1,680.05 |
| PG&E. | | |
| Box 997300 | | |
| Sacramento, CA 95899- | | *** 7.0 |
| 7300 | Trade Debt | 457.60 |
| Tersei Petroleum, Inc. | | |
| P.O. Box 1263 | , , , , , , , , , , , , , , , , , , , | つかま ひづ |
| Madera, CA 93639-1263 | Trade Debt | 394.92 |

Date: 10/25/13

Victor Breedlove

B 203 (12/94)

United States Bankruptcy Court

| | - | EASTERN | District Of _ | CALIFORNIA | ntura | |
|----|--|---|--|--|-------------|---------------|
| In | re | | | | | |
| М. | ADERA ROOFING | , INC. | | Case No. | | |
| De | ebtor | | | Chapter | | |
| | DISCLOS | SURE OF COMPE | NSATION OF | ATTORNEY FOR | DEBTO | R |
| 1. | named debtor(s) ar bankruptcy, or agre | nd that compensation p | paid to me within o r services rendered | certify that I am the atto ne year before the filing I or to be rendered on be is as follows: | of the pe | etition in |
| | For legal services, I I | have agreed to accept . | | | \$ | |
| | Prior to the filing of the | nis statement I have rece | eived | | \$ | 50,000.00 |
| | Balance Due | | | | \$ | -50,000.00 |
| 2. | The source of the cor | mpensation paid to me v | vas: | | | |
| | ⊠ Debtor | Other (sp | pecify) | | | |
| 3. | The source of compe | ensation to be paid to me | e is: | | | |
| | ⊠ Debtor | Other (sp | pecify) | | | |
| 4. | | ed to share the above-c sociates of my law firm. | disclosed compensa | ation with any other pers | on unless | they are |
| | members or ass | | . A copy of the ag | with a other person or reement, together with a | • | |
| 5. | In return for the abo | ove-disclosed fee, I hav | e agreed to render | legal service for all asp | ects of the | e bankruptcy |
| | a. Analysis of the d to file a petition i | | ion, and rendering | advice to the debtor in | determini | ng whether |
| | b. Preparation and | filing of any petition, s | schedules, stateme | ents of affairs and plan v | vhich may | y be required |
| | c. Representation hearings thereof | | eeting of creditors | and confirmation hearing | g, and an | y adjourned |

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DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR (Continued)

d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;

| e. [Other provisions as needed] | |
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| By agreement with the debtor(s), the above-disclosed fee does not include the following services: | |
| by agreement with the abote (e), the abote area are a construction of the construction | |
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| CERTIFICATION | |
| | |
| I certify that the foregoing is a complete statement of any agreement or arrangement for | |
| payment to me for representation of the debtor(s) in this bankruptcy proceedings. | |
| 6 (| |
| October 25, 2013 | |
| Date Signature of Attorney | |
| Eric J. Fromme | |
| RUTAN & TUCKER, LLP Name of law firm | |
| rane or law inti | |
| | |

6.