

BYLAWS OF THE
KATO FOUNDATION

ARTICLE 1 – Members

This foundation shall not have members except the directors and officers.

ARTICLE 2 – Meetings

A. An annual meeting shall be held in April of each year. Notice of the time and place for holding an annual meeting shall be given to the directors and officers no less than one week prior to the meeting, in such manner as the board of directors may order.

B. Special meetings may be held at any time on the call of the president or by order of a majority of the board of directors. Notice of the time, place and object of such meetings shall be given to the directors and officers in such manner as the president or the board of directors may order.

C. A quorum for the holding of any meeting shall be the majority of the board of directors.

D. The members present at any meeting, if less than a quorum, may adjourn from time to time until a quorum is present.

ARTICLE 3 – Officers

The officers shall consist of the president and secretary/treasurer. Officers may be established from time to time by the board of directors.

ARTICLE 4 – Duties of Officers

A. The president shall preside over all meetings of the corporation and the board of directors, shall sign all checks, drafts, contracts, notes and all instruments in writing for and on behalf of this corporation. In the absence or incapacity of the president, the duties of this office are to be delegated to such officer as shall be so authorized by the board of directors.

B. The treasurer/secretary shall keep a record of all meetings of this corporation, shall sign all checks, drafts, contracts, notes and all instruments in writing for and on behalf of this corporation. In the absence or incapacity of the

treasurer/secretary, the duties of this office are to be delegated to such officer as shall be so authorized by the board of directors.

KATO FOUNDATION

ARTICLE 5 – Board of Directors

A. The board of directors shall consist of the officers as defined in Article 3, and no more than 3 directors.

B. The board of directors shall have full authority to supervise the affairs and conduct the business of this corporation subject only to such restrictions and limitation as may be fixed by law, by these bylaws, or from time to time by vote of the board of directors.

C. The board may authorize such committees to carry on the functions and to achieve the purposes of the foundation as it may desire, and may provide for their appointment, functions, and duties.

ARTICLE 6 – Election of Officers and Directors

Officers and directors of this corporation are to be elected every ten (10) years. There shall not be any term limit.

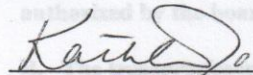
ARTICLE 7 – Amendments

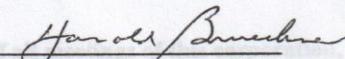
These bylaws may be amended by a majority of the board of directors.

ARTICLE 8 – Dissolution

In the event of the dissolution of the corporation, after paying or adequately providing for the debts or obligations of this corporation, the directors or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this corporation unto a charitable foundation organized and operated exclusively for the prevention of cruelty to children or animals.

BYLAWS adopted this June 20, 2005


Kathleen To, President


Harold Brueckner, Treasurer/Secretary