BYLAWS
OF
BAY AREA HOUSING CORPORATION

A California Nonprofit Public Benefit Corporation

ARTICLE I. NAME.

The name of this corporation shall be Bay Area Housing Corporation.

ARTICLE II. OFFICE.

Section 1. Principal Office. The principal office for the transaction of the business of the corporation ("principal office") shall be fixed by the Board of Directors. The Directors may from time to time change the location of the principal office.

Section 2. Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III. OBJECTIVES AND PURPOSES.

Section 1. Specific Purpose. This corporation is organized and operated exclusively for charitable, scientific, literary, educational, and religious purposes within the meaning of Internal Revenue Code section 501(c)(3). The specific purpose of this corporation is to develop housing for people with developmental disabilities. This corporation is guided by the principles and values of Housing Choices Coalition, a California public benefit corporation exempt from income tax under Internal Revenue Code section 501(c)(3).

Section 2. Limitation on Activities. The foregoing notwithstanding, this corporation shall carry on only activities permitted to be carried on (a) by a corporation exempt from federal tax under section 501(c)(3) of the Internal Revenue Code or (b) by a corporation's contributions which are deductible under sections 170(c)(2)(B), 2055(a)(2) or 2522(a)(2) of the Internal Revenue Code.

ARTICLE IV. NONPARTISAN ACTIVITIES.

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public and charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

(a) To select, remove and advise Officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles, or these Bylaws, as they may deem best.

(c) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

(d) To accept on behalf of the corporation any bequest, devise, gift, grant or otherwise. All property, whether real, personal or mixed, accepted by the corporation by bequest, devise, gift, grant or otherwise, shall be held by the corporation or disposed of by it on such terms and conditions, not inconsistent with the Articles or these Bylaws, solely as the Board of Directors shall determine.

(e) To carry on a business at a profit and apply any profit that result from the business activity to any activity in which it may lawfully engage.

(f) To establish such committees, including an executive committee and an advisory committee, as it may deem appropriate.

Section 2. Number of Directors. The authorized number of Directors shall be not less than three (3) and not more than five (5), with the exact number to be fixed within these limits by the Board of Directors, until changed by a Bylaw duly adopted by approval of the Board of Directors.

Section 3. Election and Term of Office. Directors shall be elected at each annual meeting of the Board. Each Director shall serve for a term of one year until the next annual meeting of the Board, and until a successor has been elected and qualified. A Director may succeed himself or herself in office but may not serve more than six (6) consecutive one-year terms. The term of office shall begin immediately after election.

If any Director fails to attend three consecutive regular meetings of the Board of Directors, that Director shall automatically be dropped from the Board, but any absence which the Board concludes is due to illness or other justifiable cause, in the discretion of the Board, shall not be taken into account.

Section 4. Vacancies. Subject to the provisions of section 5226 of the California Nonprofit Public Benefit Law, any Director may resign effective upon giving written notice to the Chairperson of the Board, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

notice need not specify the purpose of the meeting nor the place if the meeting is to be held at the principal office of the corporation.

Section 9. Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 12 of this Article. Unless a greater number is required by law, the Articles or these Bylaws, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. Notwithstanding the above: (i) disqualified persons shall not be counted toward the quorum requirement for any action of the Board involving an excess benefit transaction, as such terms are defined in section 4958 of the Internal Revenue Code; (ii) interested directors shall not be counted toward the quorum requirement for any action of the Board involving a self-dealing transaction, as such terms are defined in section 5233 of the California Nonprofit Public Benefit Corporation Law; and (iii) a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 10. Participation in Meetings by Conference Telephone. Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all persons participating in such meeting can hear one another, and all such Directors shall be deemed to be present in person at the meeting.

Section 11. Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 12. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 13. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such action by written consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 14. Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation of which such person is a Director.

Section 18. Restriction Regarding Interested Directors. Notwithstanding any other provisions of these Bylaws, not more than 49 percent of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons," means either:

(a) Any person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any person described in subparagraph (a) of this section.

However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 19. Self-Dealing. The corporation shall not engage in any transaction in which a Director has a material financial interest unless all of the following occurs:

(a) The corporation enters into the transaction for its own benefit;

(b) The transaction is fair and reasonable as to the corporation at the time it enters into the transaction;

(c) Before consummating the transaction or any part thereof, the Board authorizes the transaction in good faith by a vote of a majority of Directors then in office (without counting the vote of the interested Director) and with knowledge of the material facts concerning the transaction and the Director's interest in the transaction; and

(d) Before approving the transaction or any part thereof, the Board considers and in good faith determines after reasonable investigation under the circumstances that the corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

Section 20. Non-Liability of Directors: The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE VIII. OFFICERS.

Section 1. Officers. The Officers of the corporation shall be a Chairperson of the Board, a CEO/President, a Secretary, and a Chief Financial Officer. The corporation may also have, at the discretion of the Board, one or more Vice Chairpersons of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the

of the corporation, including programs, expenditures, and the hiring and firing of all staff, in accordance with the policies and budgetary limitations established by the Board. The CEO/President also shall peroform such other duties as the Board shall prescribe. The CEO/President shall be selected by the Board and shall serve at the pleasure of the Board subject to such person's rights, if any, under a contract of employment. The CEO/President shall not be a voting member of the Board, but shall be entitled to attend all meetings of the Board and committees thereof, except at such times as the Board may be discussing the performance or compensation of the CEO/President.

Section 9. Vice Presidents. In the absence or disability of the CEO/President, the Vice Presidents, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the CEO/President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the CEO/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.

Section 10. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a Book of Minutes of all meetings of the Board and its committees, 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 Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, 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.

Section 11. Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any Director.

The Chief Financial Officer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Chief Financial Officer shall disburse or cause to be disbursed the funds of the corporation as may be ordered by the Board, shall render to the Chairperson of the Board and the Directors, whenever they request it, an account of all transactions as Chief Financial Officer 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.

ARTICLE IX. OTHER PROVISIONS.

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in

writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chairperson of the Board, any Vice Chairperson of the Board, the CEO/President or any Vice President and by the Secretary, any Assistant Secretary, the Chief Financial Officer, or any Assistant Treasurer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board and, unless so authorized by the Board, no Officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The Chairperson of the Board or any other Officer or Officers authorized by the Board or the Chairperson of the Board is authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such Officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said Officer.

Section 3. Annual Report. The Board shall cause an annual report to be sent to the members and directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

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

(b) The principal changes in assets and liabilities, including trust funds;

(c) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;

(d) The corporation's expenses or disbursements for both general and restricted purposes;

(e) Any information required by the next Section of these Bylaws; and

(f) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than $25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing.

Section 4. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and mail or deliver to each member and furnish to each director a statement of any transaction or indemnification of the following kind:

(a) Any transaction (i) in which the corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than $50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than $50,000. For this purpose, an "interested person" is either:

(1) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(2) Any holder of more than 10 percent 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, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any officer or director of the corporation under these Bylaws , unless the indemnification has already been approved by the members under section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Section 5. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 6. Amendments. These Bylaws may be amended or repealed by the approval of a majority of the Board.

ARTICLE X. INDEMNIFICATION.

Section 1. Definitions. For the purposes of this Article, "agent" means any person who is or was a Director, Officer, employee, or other agent of the corporation, or is or was serving 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 the 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 this Article.

Section 5. Limitations on Indemnification. Except as provided in Section 4 of this Article, any indemnification under this Article shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 and 3 of this Article, by:

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

(b) Approval of the members, if any, in accordance with section 5034 of the California Nonprofit Public Benefit Corporation Law, with the persons to be indemnified not being entitled to vote thereon; or

(c) 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. Advancing 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. The provisions of subdivision (a) of section 5236 of the California Nonprofit Public Benefit Corporation Law do not apply to advances made pursuant to this subdivision.

Section 7. Consistency with California Law. 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, bylaws, a resolution of members, if any, or Directors, an agreement or otherwise, shall be valid unless consistent with section 5238 of the California Nonprofit Public Benefit Corporation Law. Nothing contained in this Article or in section 5238 of the California Nonprofit Public Benefit Corporation Law, shall affect any right to indemnification to which persons other than such Directors and Officers may be entitled by contract or otherwise.

Section 8. Prohibition of Indemnification. No indemnification or advance shall be made under this Article, except as provided in Section 4 or Section 5(c) of this Article, in any circumstance where it appears:

(a) That it would be inconsistent with a provision of the articles, bylaws, a resolution of the members, if any, 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.

AMENDMENT of BYLAWS
OF
BAY AREA HOUSING CORPORATION

ARTICLE VII. DIRECTORS.

Section 2. Number of Directors. The authorized number of Directors shall be not less than three (3) and not more than seven (7), with the exact number to be fixed within these limits by the Board of Directors, until changed by a Bylaw duly adopted by approval of the Board of Directors.

Amended at Board of Directors meeting June 21, 2004.

Section 9. Quorum. A majority of the seated Board of Directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 12 of this Article. Unless a greater number is requir4ed bylaw, the Articles or these Bylaws, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. Notwithstanding the above: (i) disqualified persons shall not be counted toward the quorum requirement for any action of the Board involving an excess of benefit transaction, as such terms are defined in section 4958 of the Internal Revenue Code; (ii) interested directors shall not be counted toward the quorum requirement for any action of the Board involving a self-dealing transaction, as such terms are defined in section 5233 of the California Nonprofit Public Benefit Corporation Law; and (iii) a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Amended at Board of Directors meeting August 6, 2004.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Bay Area Housing Corporation; and

2. That the foregoing Bylaws, comprising 14 pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Directors on May 16, 2003.

IN WITNESS WHEREOF, I have hereunto subscribed my name this May 16, 2003 2003.

John Kirby, Secretary

BYLAWS

OF

BAY AREA HOUSING CORPORATION

History of Action Taken Related to Bylaws	Date
Bylaws Adopted at Organizational Meeting of Board.	May 16, 2003
Amend Article VII, Sect. 2	June 21, 2004
Amend Article VII, Sect. 9	August 6, 2004
Amend Article VII, Sect. 3	February 23, 2012

AMENDMENT of BYLAWS
OF
BAY AREA HOUSING CORPORATION

ARTICLE VII. DIRECTORS.

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Amended at Board of Directors meeting June 21, 2004.

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Amended at Board of Directors meeting August 6, 2004.

AMENDMENT of BYLAWS

Of

BAY AREA HOUSING CORPORATION

ARTICLE VII: DIRECTORS.

Section 3. Election and Term of Office. Directors shall be elected at each annual meeting of the Board. Each Director shall serve for a term of one year until the next annual meeting of the Board, and until a successor has been elected and qualified. A Director may succeed himself or herself in office. The term of office shall begin immediately after election.

Amended at Board of Directors meeting February 23, 2012.