

BYLAWS

OF

MATTER OF TRUST, INC.

ARTICLE I
Organization

Section 1.01 - Name. The name of this organization shall be Matter of Trust, Inc.

Section 1.02 - Purposes. The following are the purposes for which this corporation has been organized:

- a. To provide non-profit organizations with donation items, seconds, volunteer availability, publicity, training, logistics or other financial assistance;
- b. To serve the needs of the non-profit community of San Francisco County, California, and elsewhere, by providing furnishings, software, books, office supplies, technical equipment, manpower, training and media experts, services, or other funding to non-profit organizations;
- c. To promote causes of non-profit organizations and to coordinate the transfer of deductible receipts for donations;
- d. To coordinate landfill diversion of useful items to non-profit organizations;
- e. To coordinate, conduct and promote web auctions for surplus donated items not selected by non-profits, and to use such income in making grants to non-profit organizations;
- f. To carry on, conduct and exercise all rights and powers authorized for non-stock, non-profit corporations under

the laws of the State of Connecticut and under the pertinent provisions of the Internal Revenue Code referred to above;

g. To solicit and receive contributions, grants, donations, gifts, bequests, devises and other sources of funding to promote the purposes of this corporation;

h. To accept, hold, invest, reinvest, and administer any contributions, grants, donations, gifts, bequests, and devises, received for said purposes;

i. To enter into such agreements and arrangements with EXCESS ACCESS, LLC., or such other organization or entity as the corporation shall determine, to carry out any of the aforesaid purposes;

j. To make distributions to organizations that carry out the purposes above stated that qualify as public charities and tax-exempt organizations under the Internal Revenue Code; and

k. To engage in any lawful act or activity for which a corporation may be organized under the Connecticut Revised Non-Stock Corporation Act.

ARTICLE II Directors

Section 2.01 - General Powers. The property and affairs of the corporation shall be managed by a Board of Directors composed of not less than 5 nor more than 15 Directors. The Directors shall serve without compensation for their services as Directors, but may be reimbursed by the corporation for their reasonable expenses and disbursements on behalf of the corporation.

Section 2.02 - General Qualifications of Directors. In choosing members for the Board of Directors, every effort should be made to ensure that nominees possess broad experience in business and community affairs and that they have administrative experience and have demonstrated good judgment and common sense in their normal daily lives and occupations. Further, so that the corporation may attain its full stature as an integral part of the social organization of the community, the Directors, in addition to the foregoing characteristics, should, where possible, represent a cross section of the major segments of the community that the corporation serves. The best guaranty of community confidence in and support of the corporation will be to choose Directors who have broad experience, demonstrated common sense and judgment and broadly represent the community.

Section 2.03 - Election of Directors; Terms of Office. The initial Board of Directors of the corporation shall be elected by the incorporator to hold office until the first annual meeting of the Board of Directors of the corporation. Thereafter, the Board of Directors shall be a self-perpetuating Board of Directors, electing directors as provided herein in accordance with the laws of the State of Connecticut. At the first annual meeting of the Board of Directors, to be held on December 1, 1998, the Directors shall elect Directors to serve for terms of two years. The terms of the Directors shall continue until new Directors are duly elected and qualified.

Section 2.04 - Resignation of Directors. The written resignation of a Director shall be effective immediately upon its receipt by the corporation.

Section 2.05 - Vacancies. In case of any vacancy in the Board of Directors caused by death, resignation or otherwise, the remaining directors, though less than a quorum, by the concurring vote of a majority of such remaining directors, shall fill such vacancy until the next annual meeting.

Section 2.06 - Annual Meeting. The annual meeting of the Board of Directors shall be held on the first Tuesday of December in each year, commencing 1998. At such meeting, the Board of Directors shall elect the Directors (to be elected at the time of said meeting), the officers of the corporation and shall transact such other business relating to the affairs of the corporation as may come before the meeting.

Section 2.07 - Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at such times as the Board of Directors shall from time to time determine. Special meetings of the Board of Directors may be called at any time by the chairman and shall be called by him/her within seven (7) days after receipt of the written request of any three (3) Directors. Meetings of the Board of Directors may be held within or without the State of Connecticut and shall be held at such places designated in the notice of the meeting. Not less than seven (7) days notice by mail, telephone or facsimile, shall be given of each regular meeting of the Board of Directors. Except as otherwise provided by these bylaws, not less than three (3)

days notice by mail, telephone or facsimile, shall be given of each special meeting of the Board of Directors. A majority of the directors shall constitute a quorum at all meetings of the board.

Section 2.08 - Vote Required for Action. The act of a majority of the directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors, unless the act of a greater number is required by these bylaws by law.

Section 2.09 - Action Without Meeting. If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors, and such written consent shall be filed in the corporate minute book.

Section 2.10 - Participation by Conference Telephone. A director may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another, and such participation in the meeting shall constitute presence in person at such meeting.

ARTICLE III Nominating and Other Committees

Section 3.01 - Executive Committee. The Board of Directors may appoint an Executive Committee consisting of not more than nine (9) members of the board to which it may delegate powers to

direct the affairs of the corporation between meetings of the Board of Directors, on matters which may be affirmed, modified or counteracted by a vote of 2/3 of the members of the Board of Directors at the next board meeting following the action of the Executive Committee.

Section 3.02 - Alternate Members. The Board of Directors may designate or provide for the designation of one or more Directors or others as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee.

Section 3.03 - Vote Required for Action. The act of a majority of the members of any committee present at any meeting at which a quorum is present at the time of act shall be the act of such committee, unless the act of a greater number is required by these bylaws, by resolution of the Board of Directors, or by law.

ARTICLE IV Officers

Section 4.01 - Number and Title. The officers of the corporation shall be a chairman, a vice-chairman, a president, a secretary, an assistant secretary, a treasurer and such vice-presidents and other officers as the Board of Directors deem necessary.

Section 4.02 - Election, Term of Office and Vacancies. The officers of the corporation, except for those officers who shall be paid employees of the corporation, shall be elected annually by the Board of Directors, and shall hold office until the next

annual meeting and until others shall have been chosen in their stead. Vacancies of new offices may be filled at any meeting of the Board of Directors. The chairman and vice-chairman shall be Directors. Employees of the corporation who are designated as officers shall be appointed by the Board of Directors, shall carry out their duties under the direction of the president and shall hold office at the pleasure of the Board of Directors.

Section 4.03 - Duties and Powers. The duties and powers of the offices shall be as follows:

a. Chairman: The Chairman shall preside at all meetings of the Board of Directors and shall perform such duties as the Board of Directors may from time to time assign to the Chairman and such other duties as are usual to this office.

b. Vice-Chairman: The Vice-Chairman shall perform the duties of the Chairman in the event of the Chairman's absence or disability and shall assist the Chairman in such duties as the Chairman may from time to time assign to the Vice-Chairman.

c. President: The President shall be the chief executive officer of the corporation, and shall be responsible for seeing that the resolutions and actions of the Board of Directors are carried into effect, and for reporting to the Board of Directors on the conduct and management of the affairs of the corporation.

d. Vice-President: The Vice-President shall perform all of the duties of the President in the event of the President's absence or disability and shall assist the President

in such duties as the President may from time to time assign to the Vice-President.

e. Treasurer: The Treasurer shall have supervision over the receipt and custody of the corporation's funds, which shall cause to be complete and correct books and records of account, including full and accurate accounts of receipts and disbursements of books belonging to the corporation, and in general shall perform such duties as the President or the Board of Directors may from time to time assign to the Treasurer. The Treasurer, if required by the Board of Directors shall give the corporation a bond in a sum and with one or more sureties satisfactory to the Board of Directors, for the faithful performance of his duties and for the delivery to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers and other property of whatever kind in his possession or under his control belonging to or pertaining to the affairs of the corporation.

f. Secretary: The Secretary shall keep minutes of the proceedings of the Board of Directors; shall give or cause to be given all notices in accordance with the provisions of these bylaws or as required by law; and shall be custodian of the corporation records and of the seal of the corporation. The Secretary shall keep at the principal office of the corporation, a record of the Directors of the corporation, giving the names and addresses of all such Directors, and in general shall perform such duties as the President or Board of Directors may from time to time assign to the Secretary.

g. Assistant Secretary: The Assistant Secretary shall perform the duties of the Secretary in the event of the Secretary's absence or disability and shall assist the Secretary in such duties as the Secretary may from time to time assign to the Assistant Secretary.

Section 4.04 - Removal. The Board of Directors, by a vote of 2/3 of the Directors present at a meeting in which a quorum is present, may remove any officer of the corporation from office at any time, regardless of the term for which such officer may have been elected or appointed.

ARTICLE V Amendments and Miscellaneous

Section 5.01 - Amendment of Bylaws by Directors. The Board of Directors may alter, amend or repeal these bylaws at any regular or special meeting of the board by the affirmative vote of not less than 2/3 of the entire Board of Directors, provided notice of the proposed alteration, amendment or repeal shall have been given in the notice of the meeting.

Section 5.02 - Conflict of Interest. It shall be the policy of the corporation to purchase products and services solely on the basis of the best combination of costs, quality, service and availability. Directors of the corporation shall be entitled to have business relationships with the corporation on exactly the same basis as other individuals or organizations. The President shall report annually to the Board of Directors any major purchases of products or services from any director of the corporation or from any corporation or business owned or

controlled by such director. No member of the Board of Directors shall vote on any matter which would have a financial impact personally and directly to him or her or his or her outside business.

Section 5.03 - Fiscal Year. The fiscal year of the corporation shall end on October 31 in each year unless the Board of Directors shall determine otherwise.

Section 5.04 - Principal Office. The principal office of the corporation shall be located in San Francisco, California. The corporation may have other offices within or without the State of Connecticut as the Board of Directors may from time to time determine.

Section 5.05 - Seal. The seal of the corporation shall be circular in form and shall bear the name of the corporation around the circumference and shall be in such form as the Board of Directors may determine.

Section 5.06 - Waivers of Notice. Whenever any notice of time, place, purpose or any other matter including any special notice or form of notice, is required or permitted to be given to any person by law or under the provisions of the certificate of incorporation or bylaws of the corporation, or of a resolution of directors, a written waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The Secretary of the corporation shall cause any such waiver to be filed with or entered upon the records of the corporation, or in the case of a waiver of notice of a meeting, the records of

the meeting. By the attendance of any person at a meeting without protesting, prior to or at the commencement of a meeting, the lack of proper notice shall be deemed to be a waiver of such person of such notice of meeting.

Section 5.07 - Conduct of Meetings. All meetings of the Directors shall be conducted in accordance with Robert's Rules of Order, as amended.

Section 5.08 - Dissolution. Upon any dissolution or termination of the existence of the corporation, all of its property and assets shall, after payment of the lawful debts of the corporation and the expenses of its dissolution or termination, be delivered, conveyed and paid over to one or more charitable, scientific or educational organizations located in the State of California or elsewhere and qualified as an exempt organization under § 501(c)(3) of the Code, as the Board of Directors shall determine to carry out or further the purposes of this corporation.