

BYLAWS
OF
SAN FRANCISCO FREE CLINIC

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BYLAWS OF

SAN FRANCISCO FREE CLINIC

(A California Nonprofit Public Benefit Corporation)

ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of the corporation is located at ~~432 Clement Street, San Francisco, California, 94118.~~ The Board of Directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

*4900 California St.
San Francisco,
CA
94118*

SECTION 2. OTHER OFFICES

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

ARTICLE 2. PURPOSES AND LIMITATIONS

SECTION 1. GENERAL PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable and public purposes.

This corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"). Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal tax under Section 501(c)(3) of the Code or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

SECTION 2. SPECIFIC PURPOSE

The primary objectives and purposes of this corporation shall be to provide free medical care to the general public.

SECTION 3. LIMITATIONS

(a) No substantial part of the activities of this corporation shall consist of lobbying or carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Code, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office, except as provided in Section 501(h) of the Code.

(b) The property of this corporation is irrevocably dedicated to the purposes set forth in Article 2 of these Bylaws. No part of the net income or assets of this corporation shall inure to the benefit of any director or officer, or to the benefit of any private persons.

(c) On the winding up and dissolution of this corporation, and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed to an organization (or organizations) organized and operated exclusively for charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Code.

(d) The purposes contained in this Section 3 of Article 2 of these Bylaws are limited to those meeting the requirements of Section 214 of the California Revenue and Taxation Code.

ARTICLE 3. MEMBERS

SECTION 1. NO MEMBERS

Pursuant to Section 5310 of the California Corporations Code, this corporation shall have no members. Any action which would otherwise require a vote of the members shall require only a vote of the Board of Directors. All rights which would otherwise vest in the members shall vest in the Board of Directors.

SECTION 2. ASSOCIATED PERSON: "MEMBERS"

Pursuant to Section 5332 of the California Corporations Code, this Corporation shall refer to any person who subscribes to the purposes and goals of the corporation, is admitted by a chapter, and is current on any membership fees or dues requirements as a "member" of the corporation. No such person shall be a statutory member within Section 5056 of the California Corporations Code.

SECTION 3. MEMBERSHIP DUES

The Board of Directors of the corporation is authorized to establish a membership fee or dues requirement, as from time to time it shall deem appropriate.

ARTICLE 4. DIRECTORS

SECTION 1. POWERS

(a) General corporate powers. Subject to the provisions of the ~~California Corporations Code~~, the activities and affairs of the corporation shall be vested in and shall be exercised by and under the direction of the Board of Directors.

(b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation.

(ii) Change the principal executive office from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any directors' meeting or meetings.

(iii) Adopt, make and use a corporate seal and alter the form of the seal and certificate.

(iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

SECTION 2. NUMBER OF DIRECTORS

The corporation shall have seven (7) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

10 - adopted by vote
11/11/93
PHG
11/9/09

SECTION 3. SELECTION OF DIRECTORS; TERM OF OFFICE; VACANCIES

(a) Nominations; Election. Directors may be nominated by such procedure as adopted by the Board of Directors. Directors shall be selected at the annual meeting of the Board of Directors or, as needed, by the remaining directors to fill unexpired terms of office after the occurrence of events causing vacancy.

(b) Term of office. Each term of office shall be for two (2) years and shall expire at the end of the annual meeting in the year of expiration, or until a successor has been elected and qualified. Directors may serve for consecutive terms.

(c) Events causing vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation or removal of any director; (ii) a declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Section 5230 of the California Corporations Code; (iii) a declaration by resolution of the Board of Directors of a vacancy of the office of a director who fails to attend three (3) consecutive meetings of the Board of Directors; or (iv) an increase of the authorized number of directors.

(d) Resignations. Any director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, the Chief Financial Officer or the Board of Directors, unless the notice specifies a later time for the resignation to become effective; provided that a director may not resign when the corporation would then be left without a duly selected director in charge of its affairs.

SECTION 4. COMPENSATION

Directors shall serve without compensation except that they may be paid their actual and necessary expenses incurred in attending Board of Directors meetings. In addition, they may be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified

in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such other compensation is reasonable.

SECTION 5. RESTRICTION ON INTERESTED DIRECTORS

Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (i) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as Director; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law or father-in-law of any such person. 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 6. MEETINGS

~~There shall be an Annual Meeting of the Board of Directors on a date determined by the Board for the purpose of electing directors and appointing officers of the corporation, and for the transaction of other business.~~

Special meetings may be called by the President, Vice-President or any two directors. Meetings of the Board of Directors shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, at the principal executive office of the corporation. Meetings of the Board of Directors may also be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting of the Board of Directors may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

SECTION 7. NOTICE

(a) Manner of giving. Notice of the time and place of meetings shall be given to each Director by one of the following methods: (i) by personal delivery or written notice; (ii) by first-class mail, postage prepaid; (iii) by telephone communication, either directly to the Director or to a person at the Director's office or home who would reasonably be expected to communicate such notice promptly to the Director; (iv) by

telecopier; or (iv) by telegram, charges prepaid. All such notices shall be given or sent to the Director's address or made to the Director's telephone or telecopier number as shown on the records of the corporation.

(b) Time requirements. Notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, telecopier or telegraph shall be delivered, telephoned, telecopied or given to the telegraph company at least 48 hours before the time set for the meeting.

(c) Notice contents. The notice shall state the time, place and purpose for the meeting.

SECTION 8. WAIVER OF NOTICE

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present; and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 9. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Board of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board of Directors at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, the Articles of Incorporation or Bylaws of this corporation.

SECTION 10. MAJORITY ACTION AS BOARD ACTION

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 is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Corporations Code, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

SECTION 11. ADJOURNMENT

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 12. NOTICE OF ADJOURNMENT

Notice of the time and place of holding a meeting held ~~to continue the business of an adjourned meeting need not be~~ given, unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place of the meeting shall be given as prescribed in Section 7 of this Article 4.

SECTION 13. ACTION WITHOUT MEETING

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

ARTICLE 5. OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of this corporation shall be a President, a Secretary and a Chief Financial Officer. The corporation may also have, as determined by the Board of Directors, a Chairman of the Board of Directors, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or Chairman of the Board.

SECTION 2. QUALIFICATION, ELECTION AND TERM OF OFFICE

Any person may serve as an officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board of Directors shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board of Directors may or may not be filled as the Board of Directors shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from

time to time by the Board of Directors. Unless another person is specifically appointed as Chairman of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE-PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President 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 on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

(a) Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

(b) Keep at the principal office of the corporation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Board of Directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records.

(e) Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws and the minutes of the proceedings of the Board of Directors of the corporation.

(f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF CHIEF FINANCIAL OFFICER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Chief Financial Officer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

(c) Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(e) Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefor.

(f) Render to the President and Board of Directors, whenever requested, an account of any or all of his or her transactions as Chief Financial Officer and of the financial condition of the corporation.

(g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(h) In general, perform all duties incident to the office of Chief Financial Officer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

The salaries of the officers, if any, may be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the corporation. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services

actually rendered the corporation which relate to the performance of the charitable or educational purposes of this corporation.

ARTICLE 6. COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS

The Board of Directors may, by resolution, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board of Directors, shall have all the authority of the Board of Directors, except that no committee, regardless of Board of Director resolution, may:

(a) Fill vacancies of the Board of Directors or of any committee.

(b) Fix compensation of the directors for serving on the Board of Directors or on any committee.

(c) Amend or repeal Bylaws or adopt new Bylaws.

(d) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable.

(e) Appoint any other committees of the Board of Directors or the members of these committees.

(f) Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

(g) Approve any self-dealing transaction, as defined in section 5233 of the California Corporations Code.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article 4 of these Bylaws, concerning meetings of directors, with such changes in the context of those provisions as are necessary to substitute the committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE 7. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Chief Financial Officer and countersigned by the President of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 8. CORPORATE RECORDS, REPORTS AND SEAL**SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of directors and committees of the Board of Directors, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions

and accounts of its assets, liabilities, receipts, disbursements, gains or losses.

(c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

SECTION 2. CORPORATE SEAL

If adopted, such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

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.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 5. ANNUAL REPORT

The Board of Directors shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, which 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, during the fiscal year.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(e) Any information required by Section 6 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such

report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

SECTION 6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

This corporation shall mail or deliver to all directors a statement within one hundred twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the corporation, or its parent or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest:

(i) any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

(ii) any holder of more than ten percent (10%) of the voting power of the corporation its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same person involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE 9. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corpora-

tion in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

ARTICLE 10. INDEMNIFICATION

SECTION 1. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent permitted under, and in accordance with, California law, any person who is or was a director, officer, employee or other agent of this corporation shall be entitled to indemnification by the corporation for any expenses, judgments, fines and settlements incurred as a result of any claims or proceedings against such person by reason of his position or relationship as an agent of this corporation.

ARTICLE 11. INSURANCE

SECTION 1. INSURANCE

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of Section 14 of this Article; provided, however, that the Board of Directors shall not have the power to purchase and maintain insurance to indemnify any agent of the corporation for a violation of section 5233 of the California Corporations Code.

ARTICLE 12. FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 13. AMENDMENT OF BYLAWS**SECTION 1. AMENDMENT OF BYLAWS**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

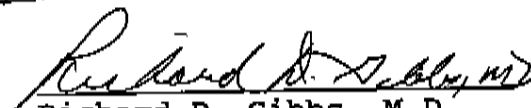
ARTICLE 14. AMENDMENT OF ARTICLES**SECTION 1. AMENDMENT OF ARTICLES**

Any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

CERTIFICATE OF SOLE INCORPORATOR

I, the undersigned, hereby certify that I am the sole incorporator of San Francisco Free Clinic, a California Nonprofit Public Benefit Corporation, and that I have adopted these Bylaws as the Bylaws of this Corporation.

Dated as of September 9, 1993


Richard D. Gibbs, M.D.

ADDENDUM TO BYLAWS, SAN FRANCISCO FREE CLINIC**ARTICLE 7. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS****SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Chief Financial Officer, the President, or the Office Manager. Checks in excess of \$200 must be countersigned by the Chief Financial Officer or the President.