

AMENDED AND RESTATED BYLAWS

of

LITTLE KIDS ROCK, INC.

A California Nonprofit Public Benefit Corporation

ARTICLE 1

NAME, OFFICE, AND PURPOSES

Section 1.1. Name. Our name is LITTLE KIDS ROCK, INC. (the “Corporation,” “we,” “us,” “our”).

Section 1.2. Principal Office. Our principal office is located in Verona, New Jersey. The principal office and additional offices may be located in any other place that our Board of Directors (the “Board”) may determine from time to time.

Section 1.3. Purposes.

(a) We are a nonprofit public benefit corporation and are not organized for the private gain of any person. We are organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes. We are organized and will be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”).

(b) Our primary objective and purpose will be as stated in our Articles of Incorporation.

(c) We are empowered to exercise all rights and powers conferred by the laws of the State of California upon nonprofit corporations, including to receive gifts, devises, bequests, and contributions in any form, and to use, apply, invest, and reinvest any principal or income or distribute the same to further our purposes. The sale of assets received as gifts, devises, bequests, or contributions are a proper use or application under the preceding sentence.

ARTICLE 2
NONPARTISAN ACTIVITIES AND DEDICATION OF ASSETS

Section 2.1. No Partisan Activities. Our activities will be nonprofit and nonpartisan. No substantial part of our activities will consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and we will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 2.2. No Activities Not in Furtherance of Exempt Purposes. We will not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Section 1.3 above.

Section 2.3. Dedication of Assets. Our property is irrevocably dedicated to charitable purposes meeting the requirements for exemption under Section 214 of the California Revenue and Taxation Code. No part of our net income or assets will ever inure to the benefit of any Director or officer of this corporation or to any private person or individual.

Section 2.4. Assets Distributed on Liquidation. In the event we dissolve and wind up our affairs, any assets remaining after payment, or provision for payment, of all our debts and liabilities will be distributed exclusively for charitable or educational purposes to one or more organizations that have established their tax exempt status under Internal Revenue Code Section 501(c)(3). Any assets not so distributed will be distributed by the Superior Court in the county in which our principal office is located, exclusively for these exempt purposes to any organization or organizations as are then described in Internal Revenue Code Section 501(c)(3), to be determined by the Court.

ARTICLE 3
MEMBERSHIP

Section 3.1. No Members. We have no members as defined in Section 5056 of the California Nonprofit Corporation Law. References to “members” are to the Board as provided in Section 5310 of the California Nonprofit Corporation Law. The Directors hold any rights accruing to members under the California Nonprofit Corporation Law.

Section 3.2. Supporters. Any person will be eligible to become a supporter of ours upon payment of any dues or contribution amounts as may be determined by the Board from time to time. For convenience purposes, our supporters may be called members, but will not be members within the meaning of the California Nonprofit Corporation Law.

ARTICLE 4
BOARD OF DIRECTORS

Section 4.1. General Powers. Subject to the provisions of the California Nonprofit Corporation Law, our activities and affairs will be conducted and all corporate powers will be exercised by or under the direction of the Board.

Section 4.2. Number and Qualifications. The authorized number of Directors will range from 12 to 30, with the exact authorized number of Directors set within those limits by Board resolution from time to time. The Directors will collectively be known as the Board. 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.

Section 4.3. Duties. Directors will:

(a) Perform any and all duties imposed on them, collectively or individually, by law, by our Articles of Incorporation, or by these Bylaws.

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all of our officers, agents, and employees.

(c) Supervise all of our officers, agents, and employees to assure that their duties are performed properly.

(d) Meet at the times and places required by these Bylaws.

(e) Register their addresses, including their email addresses, with our corporate Secretary. Notices of meetings mailed to Director at their address, including email address, will constitute valid notice.

Section 4.4. Election & Terms of Office. Directors will be elected at the first regular Board meeting each year by a majority vote of the Directors then in office, including Directors whose term of office expires during that first regular meeting. If Directors are not elected at the first regular meeting, they may be elected at any special meeting of the Board or by the unanimous written consent of the Directors then in office. Each Director will serve for a three (3)-year term and may serve consecutive terms without limitation. For the purpose of calculating the expiration date of a Director's term, the Board will identify the date that is three years from the date of the Director's election, and then fix the expiration date as the next December 31 or June 30,

whichever is sooner. (For example, if a Director is elected in August 2018, the Director's term will expire on December 31, 2021.) Each Director, including a Director elected to fill a vacancy, will hold office until expiration of the term for which elected and until a successor is elected and qualified. Upon taking office, a copy of our Articles of Incorporation and Bylaws and any amendments must be delivered to each new Director.

Section 4.5. Compensation. Directors will not receive compensation for their services as members of the Board. We reserve the authority, however, to reimburse any Director for reasonable expenses the Director may incur on our behalf, as may be fixed or determined by resolution of the Board.

Section 4.6. Restriction Regarding Interested Directors. Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) Any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time officer or other 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 Section 4.6(a).

Section 4.7. Place of Meetings. Meetings will be held at our principal office unless otherwise provided by the Board or at any place within or outside the State of California that has been designated from time to time, as long as all Board members have been given written notice of the date, time, and place of the meeting as provided below for special meetings of the Board. Any meeting, regular or special, may be held by:

(a) conference telephone or electronic video screen communication, so long as all Directors participating in the meeting can hear one another; or

(b) electronic transmission by and to us (other than conference telephone and electronic video screen communication) so long as both of the following apply:

(1) All Directors participating in the meeting can communicate with one another concurrently; and

(2) Each Director participating in the meeting is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken.

Section 4.8. Regular Meetings. Regular meetings of the Board will be held at least once a year, at any place designated from time to time by resolution of the Board.

Section 4.9. Special Meetings. Special meetings of the Board may be called by the Chair of the Board, the Chief Executive Officer, the Secretary, or by any two (2) Directors. The special meetings will be held at the place in or outside the State of California designated by the person or persons calling the meeting. In the absence of any designation, special meetings will be held at our principal office.

Section 4.10. Notice of Meetings. Regular meetings of the Board may be held without notice. Special meetings of the Board may be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or electronic mail. If sent by mail, the notice will be considered delivered on its deposit in the mail. If sent by electronic mail, the notice will be considered delivered on its transmission. Notices must be addressed to each Director at his or her address, or email address, as shown on our books. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if the adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice must be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 4.11. Contents of Notice. Any notice required to be given must specify the place, day, and hour of the meeting but need not specify the purpose of the meeting.

Section 4.12. Waiver of Notice and Consent to Holding Meetings. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, if a "quorum" (see the definition at Section 4.13) is present, and if either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or approves the minutes of that meeting. All waivers of notice, consents, or approvals must be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.13. Quorum for Meeting.

(a) A quorum will consist of a majority of the number of Board members then in office. Except as otherwise provided in these Bylaws or in our Articles of Incorporation, or by law, no business may be considered by the Board at any meeting at which a quorum is not present, and the only motion that the Chair may entertain at a meeting lacking a quorum is a motion to adjourn. However, a majority of the Directors present at a meeting lacking a quorum may adjourn from time to time until the time fixed for the next regular meeting of the Board.

(b) When a meeting is adjourned for lack of a quorum, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at that meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 4.10 above.

(c) The Directors present at a duly called and held meeting at which a quorum is initially present may continue to transact 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 that meeting or any greater percentage as may be required by law, our Articles of Incorporation, or these Bylaws.

Section 4.14. Majority Action as a 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, unless our Articles of Incorporation, these Bylaws, or provisions of the California Nonprofit Corporation Law—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.

Section 4.15. Conduct of Meetings. Meetings of the Board will be presided over by the Chair of the Board, or, in his or her absence, by the Vice Chair of the Board (if any) or, in the absence of each of these persons, by a chair chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation will act as secretary of all meetings of the Board, provided that in his or her absence, the presiding officer will appoint another person to act as secretary of the meeting.

Section 4.16. Action by Unanimous Written Consent without Meeting. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board individually or collectively consent in writing to the action without a meeting. Any written consent or consents must be filed with the minutes of the proceedings of the Board. Any action by written consent will have the same force and effect as

the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to the action taken must state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws of this Corporation authorize the Directors to so act. This statement will be prima facie evidence of this authority.

Section 4.17. Vacancies.

(a) Vacancies on the Board will exist (1) on the death, resignation, or removal of any Director or (2) whenever the number of authorized Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty under Section 5230 et seq. of the California Nonprofit Corporation Law.

(b) Any Director may resign effective upon giving written notice to the Chair of the Board, the Chief Executive Officer, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of the Director's resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General of the State of California.

(c) The Board may remove any Director, with or without cause, whenever in its judgment it serves best interests of the Corporation. Removal of a Director for cause requires the regular vote of a majority of Directors present at a meeting where there is a quorum, while removal of a Director without cause requires the vote of a majority of all Directors then in office.

(d) Any vacancy caused by the death, resignation, disqualification, removal, or otherwise of any Director or by an increase in the number of authorized Directors will be filled by the Board, except that vacancies created by the removal of a Director may be filled only by the remaining Directors.

Section 4.18. Non-Liability of Directors. The Directors will not be personally liable for our debts, liabilities, or other obligations.

Section 4.19. Loans to Directors and Officers. We will not make any loan of money or property to or guarantee the obligation of any Director or officer, unless approved by the Attorney General of the State of California; provided, however, we may advance money to a Director or officer for expenses reasonably anticipated to be incurred in the performance of the Director or officer's duties upon the prior consent of the Chief Executive Officer, provided that in the absence of any advance, a Director or officer would be entitled to be reimbursed for those reasonably anticipated expenses by us.

Section 4.20. Representatives of Directors. A Director may appoint a representative to attend Board meetings on the Director’s behalf for the purpose of communicating and receiving information on behalf of the Director. A representative, however, may not exercise the Director’s vote at meetings. A representative’s attendance at Board meetings does not count toward quorum. Representatives must be approved by majority vote of the Board. Representatives must also agree to abide by LKR’s Code of Conduct, Conflict of Interest Policy, and any other requirements set by the Board.

ARTICLE 5
INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS,
EMPLOYEES, AND OTHER AGENTS

Section 5.1. Right to Indemnification.

(a) Directors and Executive Officers. We will indemnify our Directors and executive officers to the fullest extent permitted by the California Nonprofit Corporation Law, as it exists from time to time (but, in the case of any amendment, only to the extent that the amendment permits us to provide broader indemnification rights than the Law permitted us to provide prior to the amendment); provided, however, we may limit the extent of any indemnification by individual contracts with our Directors and executive officers; and, provided, further, that we will not be required to indemnify any Director or executive officer in connection with any proceeding (or part of a proceeding) against us or our Directors, officers, employees, or other agents unless (i) the indemnification is expressly required to be made by law, (ii) the proceeding was authorized by the Board, or (iii) the indemnification is provided by us, in our sole discretion, under the powers vested in us under the California Nonprofit Corporation Law.

(b) Other Officers, Employees, and Other Agents. We have the power to indemnify our other officers, employees, and other agents as set forth in the California Nonprofit Corporation Law.

(c) Good Faith. For purposes of any determination under this Bylaw, a Director or executive officer will be considered to have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to our best interests, and, with respect to any criminal action or proceeding, to have had no reasonable cause to believe that his or her conduct was unlawful, if his or her action is based on our records or books of account or another enterprise, or on information supplied to him or her by our officers or another enterprise in the course of their duties, or on the advice of our legal counsel or another enterprise or on information or records given or reports made to us or another enterprise by an independent certified public accountant or by an appraiser or another expert selected with reasonable care by us or another enterprise. The term “another enterprise” as used in this Section 5.1(c) will mean any other corporation or any partnership, joint venture, trust or other enterprise, including any

employee benefit plan, of which the Director or executive officer is or was serving at our request as a director, officer, employee, or other agent. The provisions of this Section 5.1(c) are not deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth by the California Nonprofit Corporation Law.

Section 5.2. Insurance. We have the power to purchase and maintain insurance on behalf of any of our Directors, officers, or agents against any liability asserted against or incurred by the Director, officer, or agent in any such capacity or arising out of the Director, officer, or agent's status as such, whether or not we would have the power to indemnify the agent against the liability under Section 5.1.

ARTICLE 6 OFFICERS

Section 6.1. Number of Officers. Our officers will be a Chief Executive Officer, a Chief Operating Officer, a Chief Financial Officer, a Board Chair, a Board Vice Chair, a Secretary, a Treasurer, and any other officers as may be elected to offices created by the Board. The officers will have powers and duties as specified within these Bylaws and as may be additionally prescribed by the Board. One person may hold two or more offices, except neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chief Executive Officer; neither the Secretary nor the Chief Financial Officer may serve concurrently as the Board Chair; and no officer may execute, acknowledge, or verify any instrument in more than one capacity, if the instrument is required to be executed, acknowledged, or verified by two or more officers. The Board (or a committee of the Board) will review the compensation, including benefits, if any, of the Chief Executive Officer, as and when required by state or federal law.

Section 6.2. Qualification, Election, and Term of Office. Any person over eighteen (18) years of age may serve as one of our officers. Officers will be elected by the Board at the Board's first annual meeting. If the election of any officer is not held at the regular annual meeting, then the officer election will be held as soon after the regular annual meeting as conveniently possible. Each officer who is not also an employee of the Corporation will hold office for a two (2)-year term, or until he or she resigns, is removed, is otherwise disqualified to serve, or until his or her successor is elected and qualified, whichever occurs first. No person who is not also an employee of the Corporation may serve in a particular officer position for more than two (2) consecutive terms, except by resolution of the Board.

Section 6.3. Subordinate Officers. The Board may appoint any other officers or agents as it desires, and those appointed officers will serve the terms, have the authority, and perform the duties that the Board prescribes from time to time.

Section 6.4. Removal and Resignation. Any officer may be removed, with or without cause, by the Board at any time. Any officer may resign at any time by giving written notice to our Board, Chief Executive Officer, Chair, or Secretary. Any resignation will take effect on the date of the receipt of the written notice or at any later date specified within the written notice, and, unless otherwise specified in the resignation, the acceptance of the resignation is not necessary to make it effective. The provisions of this Section will be superseded by any conflicting terms of a contract that has been approved or ratified by the Board relating to the employment of any of our officers.

Section 6.5. Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer will be filled by persons appointed by the Board. In the event of a vacancy in any office other than that of Chair, the vacancy may be filled temporarily by appointment by the Chair until the Board fills the vacancy. Vacancies occurring in offices of officers appointed at the Board's discretion may or may not be filled as the Board may determine.

Section 6.6. Duties of the Chief Executive Officer. The Chief Executive Officer will, subject to the control of the Board, supervise and control our affairs and the activities of our officers. He or she must perform all duties incident to his or her office and any other duties required by law, by our Articles of Incorporation, or by these Bylaws, or that may be prescribed from time to time by the Board. Except as otherwise expressly provided by law, by our Articles of Incorporation, or by these Bylaws, he or she may, in our name, execute any deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board. The Chief Executive Officer may delegate any of these duties to members of the staff as appropriate and permitted by law.

Section 6.7. Duties of the Chief Operating Officer. In the absence of the Chief Executive Officer, or in the event of his or her inability or refusal to act, the Chief Operating Officer will perform all the duties of the Chief Executive Officer, and when so acting will have all the powers of, and be subject to all the restrictions on, the Chief Executive Officer. The Chief Operating Officer will have other powers and perform any other duties prescribed by law, by our Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board. The Chief Operating Officer may delegate any of these duties to members of the staff as appropriate and permitted by law.

Section 6.8. Duties of the Chief Financial Officer. Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits, and Funds," the Chief Financial Officer will:

(a) Have charge and custody of, and be responsible for, all of our funds and securities, and deposit all funds and securities in our name in any bank, trust company, or other depository that the Board selects.

(b) Receive, and give receipt for, moneys due and payable to us from any source whatsoever.

(c) Disburse or cause to be disbursed our funds as the Board may direct, taking proper vouchers for the funds disbursed.

(d) Keep and maintain adequate and correct accounts of our properties and business transactions, including accounts of our assets, liabilities, receipts, disbursements, gains, and losses.

(e) Exhibit at all reasonable times the books of account and financial records to our Directors, or to their agents or attorneys upon request.

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

(g) Prepare and certify, or cause to be prepared and 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 any other duties required by law, by our Articles of Incorporation, or by these Bylaws, or that may be assigned to him or her from time to time by the Board.

The Chief Financial Officer may delegate any of these duties to members of the staff as appropriate and permitted by law.

Section 6.9. Duties of the Treasurer. The Treasurer will:

(a) Review the annual budget, financial statements, and other financial documents after they are prepared and before they are sent to the Board.

(b) Present financial statements, budgets, and other financial reports to the Board.

(c) Recommend fiscal oversight policies and provide other fiscal oversight to the Board as needed.

(d) Work with the Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer to ensure that appropriate financial reports are made available to the Board timely.

(e) Meet with the Chief Financial Officer at least quarterly to review financial performance, financial statements, projections, and goals.

The Treasurer may delegate any of these duties to members of the staff, including to the Chief Financial Officer, as appropriate and permitted by law.

Section 6.10. Duties of Secretary. The Secretary will:

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

(b) Keep at our principal office or at any other place determined by the Board a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording the time and place of the meeting, whether regular or special, how called, how notice was given, the names of those present or represented at the meeting, and the proceedings held.

(c) See that all notices are duly given as required by these Bylaws or by law.

(d) Be custodian of the records as authorized by law or by these Bylaws.

(e) Exhibit at all reasonable times to our Directors, or to their agents or attorneys upon request, the Bylaws and the minutes of the proceedings of our Directors.

(f) In general, perform all duties incident to the office of Secretary and any other duties required by law, by our Articles of Incorporation, or by these Bylaws, or that may be assigned to him or her from time to time by the Board.

The Secretary may delegate any of these duties to members of the staff as appropriate and permitted by law.

Section 6.11. Compensation. The Board will decide all matters relating to the compensation of any officer. No salaried officer serving on the Board is permitted to vote on his or her own compensation as an officer. The Board, or an authorized Board Committee, will review and

approve the compensation, including benefits, of the Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer to assure that it is just and reasonable. This review and approval will occur initially upon hiring the officer; whenever the term of employment, if any, of the officer is renewed or extended; and whenever the officer's compensation is modified. Separate review and approval will not be required if a modification of compensation extends to substantially all employees. If we are affiliated with other charitable corporations, the requirements of this Section will be satisfied if review and approval is obtained from the board, or an authorized committee of the board, of the charitable corporation that makes retention and compensation decisions regarding a particular individual.

ARTICLE 7 COMMITTEES

Section 7.1. Board Committees. The Board may create any committees that may be required from time to time. Each committee must include at least two (2) Directors.

Section 7.2. Delegation of Authority to Board Committees. The Board may delegate to any committees composed solely of Directors any of the authority of the Board, except those reserved to the Board under California Corporations Code Section 5212.

Section 7.3. Advisory Committees. The Board may establish one or more advisory committees to the Board. The members of any advisory committee may include Directors and non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on our behalf. They will be restricted to making recommendations to the Board or Board committees and implementing Board or Board committee decisions and policies under the supervision and control of the Board or Board committee.

Section 7.4. Audit Committee. The Board must establish an audit committee, either as a Board committee or an advisory committee, as and when required by Government Code Section 12586(e).

(a) The audit committee, under the supervision and (if an advisory committee) control of the Board, will cause our annual financial statements to be audited by an independent certified public accountant in conformity with generally accepted auditing standards. For any nonaudit services performed by the firm conducting the audit, the firm and its individual auditors must adhere to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the Comptroller General of the United States (the Yellow Book). If we are under the control of another organization, the controlling organization may prepare a consolidated financial statement. The audited financial statements will be made

available for inspection by the Attorney General and by members of the public no later than nine months after the close of the fiscal year to which the statements relate. We will make the annual audited financial statements available to the public in the same manner that is prescribed for IRS Form 990 by Internal Revenue Code Section 6104(d) and associated regulations.

(b) The audit committee may not include any members of the staff, including the Chief Executive Officer and the Chief Financial Officer (whether or not those staff-persons are unpaid volunteers). The audit committee may have as few as one member. If we have a finance committee, it must be separate from the audit committee. Members of the finance committee may serve on the audit committee. But the chairperson of the audit committee may not be a member of the finance committee. And members of the finance committee must constitute less than one-half of the membership of the audit committee. If the audit committee is an advisory committee, it may include persons who are not Directors. Members of the audit committee will not receive any compensation from the corporation in excess of the compensation, if any, then received by directors for service on the Board. Members of the audit committee will not have a material financial interest in any entity doing business with us. If we are under the control of another corporation, the audit committee may be part of the board of directors of the controlling corporation. Subject to the supervision of the Board, the audit committee will be responsible for recommending to the Board the retention and termination of the independent auditor and may negotiate the independent auditor's compensation on behalf of the Board. The audit committee will confer with the auditor to satisfy its members that the financial affairs of the corporation are in order, will review and determine whether to accept the audit, will assure that any nonaudit services performed by the auditing firm conform with standards for auditor independence referred to above, and will approve performance of nonaudit services by the auditing firm, if any.

Section 7.5. Meetings and Action of Committees. Meetings and action of committees with board-delegated authority will be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with any changes in the context of the Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees and the calling of special meetings of committees may be set either by resolution of the Board or, if none, by resolution of the committee. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees so long as those rules and regulations are not inconsistent with the provisions of these Bylaws. Each committee created by the Board will serve at the pleasure of the Board, and will be subject to the control and direction of the Board. Each committee created by the Board will act by not less than a majority of the whole authorized number of its members.

ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 8.1. Execution of Instruments. The Board, except as otherwise provided in these Bylaws, may by resolution authorize any of our officers or agents to enter into any contract or execute and deliver any instrument in our name and on our behalf, and that authority may be general or specific. Unless authorized, no officer, agent, or employee will have any power or authority to bind us to any contract or engagement or to pledge our credit or to render us liable monetarily for any purpose or in any amount.

Section 8.2. Checks and Notes. All checks, drafts, or other orders for the payment of money issued in our name will be signed by the person or persons, and in the manner, authorized from time to time by resolution of the Board; however, any instrument for an amount more than Fifty Thousand Dollars (\$50,000) will require the signatures of two (2) persons so authorized by the Board. The Board may, from time to time by resolution, change this monetary threshold.

Section 8.3. Deposits. All of our funds will be deposited from time to time to our credit in any bank, trust company, or other depository that the Board selects.

Section 8.4. Gifts. The Board may accept on our behalf any contribution, gift, bequest, or devise for our charitable, educational, or public purposes.

ARTICLE 9 CORPORATE RECORDS AND REPORTS

Section 9.1. Maintenance of Corporate Records. We must keep at our principal office in the State of New Jersey:

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

(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, and losses.

(c) A copy of our Articles of Incorporation and these Bylaws, as amended to date.

Section 9.2. Directors' Inspection Rights. Every Director will have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect our physical properties.

Section 9.3. Annual Statement of Specific Transactions to Directors. We will mail or deliver to all Directors a statement within one hundred and twenty (120) days after the close of our fiscal year that briefly describes the amount and circumstances of any indemnification or any transaction in which we, or our parent or subsidiary, were a party, and in which either of the following had a direct or indirect material financial interest:

(a) Any of our directors or officers, or our parent or subsidiary's directors or officers (a mere common directorship will not be considered a material financial interest); or

(b) Any holder of more than ten percent (10%) of our voting power, or our parent or subsidiary's voting power.

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 that was one of a number of transactions with the same person involving, in the aggregate, more than fifty thousand dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnification or advances totaling more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any Director or officer.

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

ARTICLE 10 FISCAL YEAR

Section 10.1. Fiscal Year. Our fiscal year will end on June 30 each year.

**ARTICLE 11
CONSTRUCTION AND DEFINITIONS**

Section 11.1. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law will govern the construction of these Bylaws.

**ARTICLE 12
AMENDMENTS**

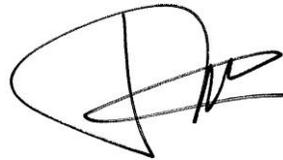
Section 12.1. Amendments by Directors. New bylaws may be adopted or these Bylaws may be amended or repealed by the majority vote of the all directors then in office. A copy of the proposed amendment or new bylaws must be included in the notice of meeting given to each Director at which the amendment(s) are to be considered.

CERTIFICATE OF SECRETARY

I, Joseph Laska, certify that:

(1) I am the duly elected and acting Secretary of LITTLE KIDS ROCK, INC., a California nonprofit public benefit corporation; and

(2) The preceding Bylaws, composed of eighteen (18) pages, including this page, constitute the Bylaws of the Corporation and were duly adopted by the Directors by unanimous consent effective July 7, 2018.

A handwritten signature in black ink, appearing to be 'JL', written over a horizontal line.

Joseph Laska, Secretary