

ARTICLES OF INCORPORATION
Of
THE HEWLETT PACKARD RETIREES CLUB OF SOUTHERN CALIFORNIA

ARTICLE 1

Name of Corporation

The name of this corporation is the **Hewlett-Packard Retirees Club of Southern California**

ARTICLE II
Corporate Purpose

This Corporation is a nonprofit (IRS Section 501 (c) (7)) MUTUAL BENEFIT CORPORATION organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

The specific purpose of this Corporation is to provide a vehicle for retired Hewlett Packard/Agilent technologies employees to continue their association with former work colleagues and Hewlett-Packard/Agilent Technologies by arranging events and activities such as travel, socials, lectures/workshops and other activities of mutual interest, and to publish a newsletter that focuses on the above areas of interest.

ARTICLE III
Agent

The name and address in the State of California of this Corporation's initial agent for service of process is Marshall Hiner with office at 16399 W. Bernardo Drive, c/o Credit Union, M/S 61L, San Diego, CA 92127.

ARTICLE IV
Limited Scope of Corporation

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this Corporation.

Marshall Hiner, Incorporator
Corporation Number 2259375, dated 8/29/2000

Amended 12/14/2001

Amended 01/12/2007 (Approved)

A California Nonprofit Mutual Benefit Corporation

BYLAWS

ARTICLE I

Offices

SECTION 1.01. Principal Office. The principal office for the transaction of business for the Corporation is located at 16399 West Bernardo Drive, San Diego, CA, *mail address, HPRCSC, Inc. P.O. Box 28728, San Diego, CA 92198-0728*. The Directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these bylaws opposite this section, or this section may be amended to state the new location.

SECTION 1.02 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 II

Objectives and Purposes

The objective of the Corporation is to provide a vehicle for retired Hewlett-Packard/Agilent employees to continue their association with former work colleagues and Hewlett-Packard/Agilent by arranging events and activities such as travel, socials, lectures, workshops and other activities of mutual interest and to publish a newsletter that focuses on the above areas of interest.

ARTICLE III

Membership

SECTION 3.01 Qualifications. There shall be only one class of membership in this Corporation. Any person who, (a) worked for Hewlett-Packard/Agilent for at least 10 years; (b) is presently on permanent disability and was working for Hewlett-Packard/Agilent at the time of disability; (c) retired at age 65 from Hewlett-Packard/Agilent without working 10 years; or (d) is the surviving spouse of a member of this corporation in good standing at the time of spouse's death, shall be eligible for membership upon acceptance of his/her signed annual application and hold harmless agreement by the Board of Directors, and payment of such dues and fees as may from time to time be fixed by the Board of Directors.

SECTION 3.02. Fees, Dues, and Assessments: Each member in good standing must pay the initiation fees and annual dues in amounts to be fixed from time to time by the board of directors. Each member must pay one full year's annual dues, regardless of the date of membership. Dues and fees are due and payable on November 1st of each year

SECTION 3.02 (Cont.)

and will be delinquent on January 1st of the following year. The dues and fees shall be equal for all members.

SECTION 3.03 Termination of Membership. The membership of any member shall terminate upon the occurrence of: (a) the resignation of the member; (b) expiration of the period of membership, unless the member sooner renews for a subsequent period, on the renewal terms set by the Board of Directors; or (c) determination by the Board of Directors or a committee designated to make such determination that the member has (i) failed in a material and serious degree to observe the rules of conduct or purpose of the corporation, (ii) engaged in conduct materially and seriously prejudicial to the interest of the Corporation, (iii) engaged in conduct that brings the Corporation and/or Hewlett Packard/Agilent into public disrepute, and (iv) failed to pay applicable fees and dues.

ARTICLE IV Meeting of Members

SECTION 4.01. Place of Meeting. Meetings of the membership may be held at any place within or outside the state of California as designated by the board of directors. In the absence of any such designation, meetings shall be held at the principal office of the corporation.

SECTION 4.02. Annual Meeting. The annual meeting shall be held on the date fixed by the board of directors. If the scheduled date falls upon a legal holiday, the annual meeting shall be held the next business day. The annual meeting shall include review of the minutes of the previous annual meeting, reports by the President, Secretary, Treasurer, and events chairpersons of the Corporation, elections of directors and any other business.

SECTION 4.03. Special Meeting. A special meeting of the members may be called at any time by the Board of Directors.

SECTION 4.04. Notice of Meetings. All notices of meetings shall be communicated not less than 10 days nor more than 90 days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting, the general nature of the business to be transacted, and any matters which the board of directors intends to present for action by the members.

SECTION 4.05. Quorum. Ten (10) percent of the voting members shall constitute a quorum for the transaction of business at a meeting of members.

SECTION 4.06. Adjourned Meeting. Any meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or proxy; but in absence of a quorum, no other business may be transacted at the meeting.

SECTION 4.07. Voting. Each member shall be entitled to cast ONE vote on all matters submitted to a vote of the members. If a quorum is present, the affirmative vote of the majority of the members entitled to vote at the meeting shall be the act of the membership.

SECTION 4.08. Waiver of Notice. Attendance of a member at a meeting shall constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice.

SECTION 4.09. Action by Written Consent without Meeting. Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if the corporation distributes one written ballot to each member entitled to vote. Solicitations of votes by ballot shall: (a) indicate the number of responses needed for a quorum; (b) state the percentage of approvals necessary to pass the measure; (c) specify the time by which the ballots must be received in order to be counted; and shall set forth the proposed action(s) and the opportunity to approve or disapprove each proposal.

SECTION 4.10 Proxies. Every member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member, and filed with the Secretary of the Corporation by the time specified on the proxy.

ARTICLE V Election of Directors

SECTION 5.01. Nomination. Nominations for election to the board shall be made by a nominating committee. Nominations may also be made from the floor at a meeting of Members. The nominating committee shall consist of a Chairperson, who shall also be a member of the Board, and two or more members. The nominating committee shall be appointed by the Board, and shall make at least as many nominations for election to the board as there are vacancies. Each nominee shall present a brief biography for inclusion with the ballot.

SECTION 5.02. Election, Election to the Board shall be by authorized ballot. The candidates receiving the high-test number of votes up to the number of directors to be elected shall be elected solely by the votes of a quorum of the members.

ARTICLE VI Directors

SECTION 6.01. General Powers. Subject to the provisions of the California Nonprofit Corporation law and any limitations in the articles of incorporation and these bylaws relating to action required to the approved by the members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by and under the direction of the directors.

SECTION 6.02. Specific Powers. Without prejudice to the general powers of Section 6.01, and subject to the same limitations, the Directors shall have the power to; (a) select and remove all officers and committee chairpersons of the Corporation; and prescribe any powers and duties for them that are consistent with the law and the articles of incorporation, and there bylaws. (b) Change the principal office from one location to another, and designate any place within or outside the State of California for the holding of any members' meetings, including

annual meetings. (c) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates, and alter the form of the seal and certificate.

SECTION 6.03. Number and Qualifications of Directors. The authorized number of directors shall be nine (9), five (5) of whom also serve as officers. Directors need not be residents of the State of California.

SECTION 6.04. Election and Term of Office of Directors. Each director shall hold office for a period of two years. Election of directors shall be staggered such that **five (5)** positions become available in even years and **four (4)** positions become available in odd years. Future candidates for the Board of Directors will be nominated and elected by the existing Board of Directors. Each director, including a director elected to fill a vacancy or elected at special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected.

SECTION 6.05. Meetings. The Board will meet at least quarterly. Meetings shall be at the principal office unless otherwise designated. In the event action is required by the Board of Directors and a meeting is not possible, then consent in writing setting forth the action taken, is signed by all of the directors or committee members entitled to vote. Such consent shall have the same force and effect as a unanimous vote of the directors or committee members. Any meeting, regular or special, may be held by conference call, so long as all directors can hear each other, and all such directors shall be deemed to be present in person at such meeting. It is a declared policy of the Corporation that regular attendance at meetings of the Board of Directors is vital to the success of the Corporation. Three consecutive absences from any meeting may be construed as a resignation.

SECTION 6.06. Quorum. A majority of the authorized number of directors present for a meeting shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.09 of the article. Every act or decision done or made a quorum of directors shall be regarded as the act of the board of directors, subject to the provisions of the California Nonprofit Corporation Law.

SECTION 6.07. Action without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without meetings, if all members of the board individually or collectively, consent in writing to that action. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

SECTION 6.08. Waiver of Notice. The transaction 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

SECTION 6.08 Cont.

Before or after the meeting, each of the directors not present signs a waiver of notice, consent to hold the meeting, or an approval of the minutes.

SECTION 6.09. Adjournment. The actions of a majority of the directors present, whether or not constituting a quorum may adjourn any meeting to another time and place.

SECTION 6.10. Vacancies. A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event of death, resignation, end of term, or removal of any director.

SECTION 6.11. Resignations. The resignation of any director shall be effective on giving written notice to the Board of Directors. If the resignation is effective in the future time, the Board of Directors may elect a successor to take office as of the date written notice is received by the Board of Directors.

SECTION 6.12. Vacancies Filled by Members. The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the Board of Directors. Any such election shall require the consent of a majority of the voting power.

SECTION 6.13. Fees and Compensation of Directors. Directors and members of committees may receive reimbursement of appropriate documented expenses. No additional compensation is deemed to be necessary or appropriate.

ARTICLE VII Officers

SECTION 7.01. Officers. The officers of the Club shall be the President, a Vice-President, two Secretaries (membership and recording), and Treasurer. The Club may have other officers with such titles as may be determined by the board of directors. Any two offices may be held by the same person, except the office of President.

SECTION 7.02. Election of Officers. The officers of the Corporation shall be elected annually by the Board of Directors. Each officer shall hold office until his or her term expires and a successor has been elected, the officer resigns, or the officer is removed from office. Any vacancy of an emergency nature shall be filled by the board of directors.

SECTION 7.03. Removal of Officers. Any officer may be removed with or without cause, by the Board of Directors, at any regular or special meeting of the board.

SECTION 7.04. Resignation of Officers. Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

SECTION 7.05. Responsibilities of Officers. The President is the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the activities of the officers, and perform such other duties as required, including the appointment of committees as may be necessary for carrying out the Corporation's purpose. The duration of said committees shall be at the will of the President and the Board of Directors. The President is responsible for maintaining an appropriate relationship with Hewlett-Packard/Agilent companies.

In the absence of the President, the Vice-President will perform the President's duties in addition to the normal duties of Vice President.

The Secretary(s) shall keep a book of minutes of the directors' meetings, and, if applicable, meetings of the committees, as well as current membership log and all documents pertaining to membership. Disposition of correspondence addressed to the Corporation will be the responsibility of the Secretary. The Secretary is the custodian of the Corporation's book of documents, including the original Articles of Incorporation and Bylaws, the Corporate Seal, and a history of any amendments to the founding documents.

The Treasurer shall have custody of the Corporations funds, keep and maintain records of transactions, comply with all state and federal tax regulations, and keep the President and committee chairpersons current on the Club's financial condition.

ARTICLE VIII

Hold Harmless Agreement

SECTION 8.01. General Conditions. All tours and other activities arranged by or for the Hewlett-Packard Retirees Club of Southern California (the Club) are for the convenience and pleasure of the members and their guests who desire to participate. However, the Club does not assume any responsibility for the well-being or safety of the participants or passengers or their property in any matters pertaining to said tours and other activities. Members and their guests participate at their own risk and shall not hold The Club or its "agents" responsible in any way.

SECTION 8.02. Definitions "Agent" means any person who is or was a director, officer, committee chair or other member performing in a volunteer capacity at events arranged by or for The Club. Arrange means to plan and prepare an event or activity which may be administered by Club volunteers or by an independent third party organization.

SECTION 8.03. Terms and Conditions. As a condition of acceptance of a membership application by the Board of Directors, and participation in the events and activities of The Club, each member shall affirm in writing that she/he; (i) assumes all risks associated with events or activities arranged for or by The Club, including property loss or damage, personal injury, or death, and (ii) agrees to hold harmless and indemnify The Club's "agents" from any loss or claim in connection with arranged events and activities, and; (iii) understands this

SECTION 8.03 cont.

agreement is binding upon their heirs, assigns, legal representatives and others, and that none of them will make any claim against or sue The Club or its "agents".

SECTION 8.03. Guests. Guests of members desiring to participate in Club arranged events or activities shall be required to sign an event specific hold harmless agreement before being permitted to participate.

SECTION 8.04. Third Party Agreements and Responsibility. Third party organizations such as travel agents and tour operators may or may not provide protection against loss or damage to personal property, or other financial hardship due to delays, cancellations, or other acts of significant disruption. Each participating member is responsible for determining the adequacy of any loss protection provided by the third party organization(s), as well as any special accommodations the member may require.

ARTICLE IX Records and Reports

SECTION 9.01. Maintenance of Corporate Records. The corporation shall keep: (a) adequate and correct books and records of accounts; (b) minutes in written form of the proceedings of the members, board, and committees of the board, and (c) a record of its members, giving their names and addresses, approved applications for membership and signed hold harmless agreements. All such records shall be kept at the principal office.

SECTION 9.02. Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal office the original and a copy of the articles and bylaws as amended to date. These documents are available for inspection or for copying by contacting the Corporation's Secretary to arrange a suitable time, or by visiting the Hewlett-Packard Retiree Club web site; www.hpretirees.com

SECTION 9.03. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind of the corporation, including the right to copy and make extracts of documents.

SECTION 9.04. Annual Report to Members. Not later than 120 days after the close of the Corporation's fiscal year, the Board shall cause an annual report to be sent to the members. Such report shall contain; (a) the Corporation's assets and liabilities as of the end of the fiscal year; (b) an accounting of changes in assets and liabilities during the fiscal year; and (c) an accounting or revenues and expenses for the fiscal year.

The report required by this section shall be accompanied by the certification of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

ARTICLE X Amendments

SECTION 10.1. Amendment by Members. New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members or their proxies, or by written assent of these persons. No amendment may extend the term of a director beyond that for which such director was elected.

SECTION 10.2. Amendment by Directors. Subject to the rights of members under Section 10.1 and the limitations set forth below, the Board of Directors may adopt, amend, or repeal

bylaws. Such power is subject to the following limitations; (a) the limitations set forth in Section 10.1, shall also apply to the Board of Directors; (b) the Board of Directors may not adopt or amend bylaw provisions concerning the following subjects without the approval of members; (i) any provision increasing the terms of directors; (ii) any provision allowing one or more directors to hold office by designation or selection rather than election by the members; (iii) any provisions giving the board power to fill vacancies on the board created by removal of directors; (iv) any provision increasing the quorum for member's meetings; (v) any provision repealing, restricting, creating, or expanding proxy rights; or (vi) amend a bylaw fixing the authorized number of directors or the minimum or maximum number of directors.

ARTICLE X General Provisions

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 govern the construction of these bylaws.

SECTION 11.2 Parliamentary Procedure. Except as otherwise determined by the Board of Directors, Robert's Rules of Order shall control in all questions of parliamentary procedure.

SECTION 11.3. Fiscal Year. The fiscal year for the Corporation shall be from January 1st to December 31st of each year.

Amendments:

Portions of this document have been amended from time to time. This is the most current version as of January 12, 2007....Section 6.03 and 6.04 amended by membership proxy vote changes the number of Board of Directors from **ten** (10) to **nine** (9). **Five** board members will be elected in even years and **four** in odd years.

END