

AMENDMENT TWO TO BYLAWS
OF
DAY-PARKER-TOMLINSON SCHOLARSHIP FUND, INC.
A CALIFORNIA PUBLIC BENEFIT CORPORATION

Pursuant to an unanimous resolution by the Board of Directors, the By-laws of the Corporation are amended as follows:

Article 3, Section 1 is amended to read as follows:

ARTICLE 3
DIRECTORS

SECTION 1. NUMBER

The corporation shall have 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.

Dated: January 11, 2007

E LAMAR PARKER, Director
[ORIGINAL SIGNED]

STEVE J. DAY, Director
[ORIGINAL SIGNED]

KELLY PALICKI, Director
[ORIGINAL SIGNED]

PAT NORTHROP, Director
[ORIGINAL SIGNED]

MIKE COSTELLO, Director
[ORIGINAL SIGNED]

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Amendment to Bylaws of the corporation named in the title thereto and that amendment to Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: January 11, 2007

KELLY PALICKI, Secretary [ORIGINAL SIGNED]