

BYLAWS
OF
THE THRESHOLD FOUNDATION
an Arizona non-profit corporation

ARTICLE I
Offices

Section 1. Organization. THE THRESHOLD FOUNDATION (the "Corporation") is a non-profit corporation organized under the laws of the State of Arizona.

Section 2. Offices. The Corporation shall maintain its principal office in Scottsdale, Arizona or such other place within the State of Arizona as determined by the Board of Directors or as the business of the Corporation may require from time to time whereat all business of the Corporation may be transacted.

Section 3. Known Place of Business. The known place of business of the Corporation, as required by A.R.S. § 10-3501 to be maintained in the State of Arizona, may, but need not, be identical with the office of its statutory agent in the State of Arizona. The address of the known place of business may be changed from time to time by the Board of Directors in accordance with A.R.S. § 10-3502.

ARTICLE II
Members

Section 1. Membership. The Corporation shall not have members.

ARTICLE III
Directors

Section 1. Powers of Directors. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number and Qualifications. The Board of Directors shall always consist of at least five (5) but no more than fifteen (15) directors. Each director shall be the nominee of an organization related to student life at Arizona State University and having an interest in the development known as the Threshold Project (a "Threshold Organization"). If the organization represented by a director ceases to be related to student life at Arizona State University or ceases to have an interest in the Threshold Project, that director shall immediately cease to meet the qualifications to serve as a director. Subject to the foregoing limitations, the number of directors may be altered from time to time by a duly adopted resolution of the Board of Directors, provided that no decrease shall have the effect of shortening the term of any incumbent director.

Section 3. Nomination and Election of Directors and Term. The initial Board of Directors as provided in the Articles of Incorporation shall serve until the first annual meeting. Thereafter, the Board of Directors at its annual meeting shall elect directors whose term shall expire at the next annual meeting, and in each case, the term shall continue until their successors have been elected and shall qualify. Prior to each annual meeting each Threshold Organization having the right to nominate a director shall provide the name of its nominee to the Secretary of the Corporation. Those nominees shall be the only persons eligible to be elected. Each director shall have one vote for each directorship to be elected. The nominee receiving the highest number of votes in the election for each directorship shall be elected to the Board of Directors.

Section 4. Resignation. Any director of the Corporation may resign at any time, by giving written notice thereof to the Corporation and a director shall resign upon failing to meet the qualifications set forth in Section 2 above. Such resignation shall take effect at the time specified therein and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. Any vacancy occurring among the members of the Board of Directors by reason of death, resignation, disqualification or removal, or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the affirmative vote of the majority of the directors entitled to vote at a special, regular, or annual meeting. A director elected to fill a vacancy occurring in the Board of Directors shall be elected for the unexpired term of his or her predecessor in office.

Section 6. Removal. An elected director may be removed for cause, at a meeting called expressly for that purpose, by a vote of a majority of the directors entitled to vote.

Section 7. Quorum. A majority of the number of directors entitled to vote then serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, the majority of the directors present and entitled to vote may adjourn the meeting without further notice. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more directors.

Section 8. Manner of Acting. The act of the majority of the directors entitled to vote present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or as otherwise provided in these Bylaws.

Section 9. Annual Meetings. The annual meeting of the Board of Directors shall be held at such time between July 1 and September 30 of each year, beginning in 2008, at such place as the President shall designate for the purpose of electing directors and officers for the ensuing year and conducting any other business.

Section 10. Regular and Special Meetings. Meetings of the Board of Directors, regular or special, shall be held at such time, on such day, and at such place as the President shall designate, and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, their participation in such a meeting to constitute presence in person.

Section 11. Notice. Notice of any meeting shall be given by telephone or delivered at least ten (10) days previous thereto by written notice delivered in person, by telephone, fax, electronic mail or other wire or wireless communication, or by mail or private carrier, to each director at his or her address. If mailed, such notice shall be deemed to be delivered five (5) business days after deposit in the United States mail, so addressed, with postage thereon prepaid.

Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 12. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting, may be taken without a meeting if all directors entitled to vote consent thereto in writing specifically setting forth such action taken. Such consent shall have the same effect as a unanimous vote.

Section 13. Compensation and Expenses. Directors shall serve as such without salary. Expenses incurred in connection with the performance of their official duties may be reimbursed to directors upon approval of the Board of Directors. A director shall not be precluded from serving the Corporation in any other capacity nor from receiving compensation for such other services.

Section 14. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the Secretary of the Corporation before 5:00 p.m. on the next business day after the adjournment of the meeting, or at the time of the next meeting, whichever is sooner. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 15. Vote by Proxy. A director is expected to be personally present at all meetings of the Board of Directors. In the event that a director is not able to attend a meeting, such director may, but need not, vote by proxy. A director desiring to vote by proxy shall sign a proxy substantially in the form of the specimen proxy attached hereto as Exhibit "A". A vote by proxy does not relieve a director of his or her responsibilities and duties as director with respect to any action taken by the Board of Directors at any meeting for which such director has given a proxy.

Section 16. Adoption of Policies. The Board of Directors may, from time to time, adopt policies with respect to matters such as contributions, investments, disbursements and conflicts of interest. Such policies, once adopted, shall be followed in the conduct of the business of the Corporation unless modified by appropriate action of the Board of Directors. A policy may be modified by a majority of the Board of Directors unless, in adopting the policy, the Board of Directors prescribes a greater vote in order to modify the policy.

Section 17. Standard of Conduct. A director shall discharge his or her duties as a member of the Board of Directors, including but not limited to duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other data, if prepared or presented by any of the following: (1) one or more officers or employees of the Corporation whom the director reasonably believes are reliable and competent in the matters presented; (2) legal counsel, public accountants, investment professional or other persons as to matters the director reasonably believes are within the person's professional or expert competence; and (3) a committee of or appointed by the Board of Directors of which the director is not a member if the director reasonably believes the committee merits confidence. A director is not acting in good faith if the director has knowledge that makes reliance on any of the above unwarranted. The creation or delegation of authority to, or action by a committee of the Board of Directors does not alone constitute compliance with a director's standard of conduct.

ARTICLE IV Committees

Section 1. Executive Committee. The Board of Directors, by resolution adopted by a majority of the full board, may designate an Executive Committee consisting of the officers of the Corporation and one or more directors. One of the members of the Executive Committee shall be designated as Chairman of the Executive Committee. To the extent provided in such resolution, the Executive Committee shall have and may exercise all the authority of the Board of Directors; provided, however, that the Executive Committee shall not have the authority of the Board of Directors in reference to the following matters: (a) the filling of vacancies on the Board of Directors or in any committee of the Board of Directors; (b) the amendment or repeal of the Corporation's Articles of Incorporation or Bylaws or the adoption of new Articles of Incorporation or Bylaws; (c) the fixing of compensation of directors for serving on the Board of Directors or on any committee of the Board of Directors; and (d) the liquidation or dissolution of the Corporation, or the transfer, disposition, or encumbrance of the properties or assets of the Corporation other than in the ordinary course of the Corporation's business

Section 2. Development Committee. The Board of Directors, by resolution adopted by a majority of the full Board, may designate a Development Committee consisting of the President and one or more directors. One of the members of the Development Committee shall be designated as chairman of the Development Committee. The purpose of the Development Committee shall be to establish goals, and to make recommendations to the Board of Directors with respect to fundraising for the Corporation.

Section 3. Other Committees. The Board of Directors, by resolutions adopted by a majority of the full Board, may appoint such other committee or committees as it shall deem advisable and with such rights, powers, and authority as it shall prescribe except as otherwise provided by law. Each such committee shall consist of one or more directors.

Section 4. Tenure. Each member of a committee shall continue as a member thereof until the expiration of his term as a director or his earlier resignation or death, unless sooner removed as a member or as a director.

Section 5. Committee Changes. The Board of Directors, with or without cause, may dissolve any committee or remove any member thereof at any time. The Board of Directors shall also have the power to fill vacancies in any committee.

ARTICLE V Officers

Section 1. Number. The officers of the Corporation shall be a President, a Secretary, and a Treasurer, and such other officers, assistant officers and agents as may be deemed necessary by the Board of Directors. Any two or more offices may be held by the same person. The President shall be a member of the Board of Directors. The Secretary and Treasurer may, but need not, be members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation, or removal.

Section 3. Removal. Any officer or agent may be removed by a vote of the majority of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other reason, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall have general charge of the business, affairs, and property of the Corporation and general supervision over its other officers and agents. The President shall chair all meetings of the Board of Directors and he or she shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Unless otherwise prescribed by the Board of Directors, the President shall have full power and authority to attend, act, and vote on behalf of the Corporation at any meeting of the security holders of other corporations in which the Corporation may hold securities. At any such meeting, the President shall possess and may exercise any and all rights and powers incident to the ownership of such securities that the Corporation might have possessed and exercised if it had been present. The President shall further possess the power to endorse such securities for transfer on behalf of the Corporation by signing the name of the Corporation in his or her capacity as President. The Board of Directors may from time to time confer like powers upon any other person or persons.

Section 6. Secretary. The Secretary shall (a) keep the minutes of all meetings and proceedings of the Board of Directors, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) have charge of all the corporate books and records except for such financial books and records as are the responsibility of the Treasurer, (d) have charge of the seal of the Corporation, (e) see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized, and (f) in general perform all of the duties as, from time to time, may be assigned to him or her by the President or Board of Directors.

Section 7. Treasurer. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation, and all financial books, records and accounts of the Corporation, (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors, and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such form and with such surety or sureties as the Board of Directors shall determine.

Section 8. Vice Presidents. The Board of Directors may elect one or more Vice Presidents. In the absence of the President or in the event of his or her death, disability, or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties and exercise the powers of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice President shall have such powers and perform such duties as, from time to time, may be assigned to him or her by the President or the Board of Directors.

Section 9. Additional Officers. Officers and assistant officers, in addition to those hereinabove described, who are elected or appointed by the Board of Directors, shall perform such duties as shall be assigned to them by the President or the Board of Directors.

Section 10. Compensation and Expenses. Officers shall serve as such without salary. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon approval by the Board of Directors. An officer shall not be precluded from serving the corporation in any other capacity nor from receiving compensation for such other services.

Section 11. Standard of Conduct. If an officer has discretionary authority with respect to any duties, the officer shall discharge such duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, an officer is entitled to rely on information, opinion, reports, or statements, including financial statements and other data, if prepared or presented by either of the following: (1) one or more officers or employees of the Corporation whom the officer reasonably believes are reliable and competent in the matters presented; and (2) legal counsel, public accountants, investment professionals or other persons as to matters the officer reasonably believes are within the person's professional or expert competence. An officer is not acting in good faith if the officer has knowledge that makes reliance on any of the above unwarranted.

ARTICLE VI
Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, 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.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the Corporation to its directors or officers.

Section 3. Checks and Other Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII
Corporate Seal

The Board of Directors may provide a corporate seal which, in such event, shall be circular in form, shall have inscribed thereon the name of the Corporation, the year of its incorporation, and the state of incorporation. The seal shall be in the custody of the Secretary.

ARTICLE VIII
Waiver of Notice

Whenever any notice is required to be given to any director of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE IX
Amendment of Bylaws

The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. Any such action shall require the vote of a majority of the full Board of Directors.

ARTICLE X
Nonprofit Operation

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its directors or officers without full consideration. The Corporation may contract in due course with its directors and officers without violating this provision. The Corporation shall take such steps as may be necessary or desirable to maintain its status as a charitable non-profit organization pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 or the comparable provision of any successor law.

ARTICLE XI
Affiliated Transactions and Interested Directors

Section 1. Affiliated Transactions. No contract or other transaction between the Corporation and Interested Persons (as hereinafter defined) , including the sale, lease or exchange of property to or from Interested Persons, the lending or borrowing of monies to or from Interested Persons by the Corporation or the payment of compensation by the Corporation for services provided by Interested Persons, shall be void or voidable because of the relationship or interest between the Corporation and the Interested Persons or because any Interested Person is present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such transaction or because his, her or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of any Interested Person(s); or

(b) The contract or transaction is fair and reasonable to the Corporation at the time the contract or transaction is authorized, approved or ratified in the light of circumstances known to those entitled to vote thereon at that time.

As used herein, the term "Interested Persons" shall mean any director or officer of the Corporation, or any corporation, firm, association or other entity in which one or more of the Corporation's directors or officers are directors, officers or members or are financially interested.

Any person seeking to establish that a contract or transaction described herein is void or voidable for any reason set forth herein shall first prove, by a preponderance of the evidence, that the provisions of subparagraphs (a) and (b) of Section 1 are not applicable.

Section 2. Determining Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves or ratifies the contract or transaction.

Section 3. Loans to Directors and Officers. Notwithstanding anything herein to the contrary, the corporation shall not lend money to or use its credit to assist its directors or officers, whether or not employees. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment of the loan.

ARTICLE XII Fiscal Year

The fiscal year of this Corporation shall be July 1 to June 30.

EXHIBIT "A"
REVOCABLE PROXY

[FULL VOTING RIGHTS]

_____ ("Director"), a Member of the Board of Directors of The Threshold Foundation, an Arizona non-profit corporation (the "Corporation"), hereby appoints _____ ("Designee"), the attorney and proxy of Director, with full power of substitution, to vote for Director in his or her name, place and stead in such manner as Designee or his or her designee or substitute, shall in his or her sole discretion deem appropriate, at the [annual] [regular] [special] meeting of the Board of Directors of the Corporation to be hold on _____, 20__, at _____ [a.m.] [p.m.] or any adjournments thereof (the "Meeting").

[ALTERNATIVE PROVISION – LIMITED VOTING RIGHTS]

_____ ("Director"), a member of the Board of Directors of The Threshold Foundation, an Arizona nonprofit corporation (the "Corporation"), hereby appoints _____ ("Designee"), the attorney and proxy of Director, with full power of substitution, to vote for Director in his or her name, place and stead in the manner indicated below, at the [annual] [regular] [special] meeting of the Board of Directors of the Corporation to be held on _____, 20__, at _____ [a.m.] [p.m.] or any adjournments thereof (the "Meeting"). If no indication is made below, the Designee or his or her designee or substitute shall vote in such manner a Designee or his or her designee or substitute shall in his or her sole discretion deem appropriate.

1. Voting Matter: _____
For _____ Against _____ Abstain _____

2. Voting Matter: _____
For _____ Against _____ Abstain _____

3. Voting Matter: _____
For _____ Against _____ Abstain _____

This proxy shall be fully revocable to the full extent permitted by Law. This proxy shall remain in full force and effect until the earlier of (i) the adjournment of the Meeting, or (ii) its revocation by Director.

Dated this ___ day of _____, 20__.

NAME OF DIRECTOR

IMPORTANT NOTE TO DIRECTOR; THIS PROXY IN NO WAY DISCHAGES OR DIMINISHES THE GENERAL STANDARDS OF CONDUCT AND OTHER DUTIES OF DIRECTOR UNDER ARIZONA REVISED STATUTES §10-3830 OR OTHERWISE.