AMENDMENT AND RESTATEMENT OF BYLAWS OF MISSION-WEST VALLEY LAND CORPORATION

ARTICLE 1

Name

Section 1. The full name of this nonprofit public benefit corporation is and shall be MISSION-WEST VALLEY LAND CORPORATION (herein after referred to as the "Corporation").

ARTICLE 2

Purposes and Powers

Section 1. The specific and primary purposes of this Corporation is to promote the general welfare of the public of the West Valley Joint Community College District by mobilizing both financial and human resources in order to ensure the success of the West Valley Joint Community College District in serving the public through the utilization of proper facilities and creation of programs that enhance community life, including programs that enrich educational, cultural and community service opportunities.

Section 2. The foregoing statement of purpose shall be construed as both purposes and powers. This Corporation shall have all benefits, privileges, rights and powers created, given, extended or conferred upon nonprofit corporations by the provisions of the California Nonprofit Public Benefit Corporation Law, all other applicable laws and any additions or amendments thereto.

ARTICLE 3

Nonpartisan Activities

Section 1. This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or disseminate legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. This Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE 4

Dedication of Assets

Section 1. The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, except as designated herein, or any member or director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to educational and/or charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

ARTICLE 5

Offices

Section 1. Principal Office. The principal office for the transaction of the business of the Corporation shall be located at such place in the County of Santa Clara, State of California, as may from time to time be designated by the Board of Directors of the Corporation.

Section 2. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business.

ARTICLE 6

Members

Section 1. This Corporation shall have no members.

ARTICLE 7

Directors

Section 1. Powers. Subject to limitations of the Articles of Incorporation, of the Bylaws and of the California Nonprofit Corporation Law, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit:

(a) To select and remove all the officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the Bylaws, fix their compensation and require from them security for faithful service.

(b) To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefor not inconsistent with law or with the Articles of Incorporation or the Bylaws, as they may deem best.

(c) To change the principal office for the transaction of the business of the Corporation from one location to another within the same county as provided in Article 5, Section 1, hereof; to fix and locate from time to time one or more subsidiary offices of the Corporation within or without the State of California, as provided in Article 5, Section 2 hereof; and to adopt, make and use a corporate seal for the Corporation, and to alter the form of such seal, as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of the law.

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

(e) To appoint an executive committee and other committees in accordance with Article 8.

(f) To contract with the Corporation and enter into other transactions, provided that the Corporation shall not make any loan of money or property to or guarantee the obligation of any director, unless approved by the Attorney General, except that the Corporation may advance money to a director for expenses reasonably anticipated to be incurred in the performance of the duties of such director, provided that in the absence of such advance, such director would be entitled to be reimbursed for such expense by the Corporation.

Section 2. Number of Directors. The authorized number of voting Directors shall be seven (7).

Section 3. Members of the Board of Directors. The voting members of the Board of Directors shall be the non-student members of the Board of Trustees of the West Valley-Mission Community College District. The ex-officio non-voting members shall be the Chancellor of the District and the college presidents.

Section 4. Election and Term of Office. Each Director shall become a member of the Board of Directors when elected to the Board of Trustees or appointed as Chancellor of the District or president of a college. The term of each Director shall coincide with his or her term as a Trustee, a Chancellor, or a college president.

Section 5. Removal of Board of Directors. The Board of Directors shall not have the power to remove any individual Director.

Section 6. Vacancies. Vacancies on the Board of Directors must be filled by appointment of a successor from the constituency represented by the former Director as identified in Section 3 above and each Director so elected shall hold office until his or her death, resignation or removal, or until his or her successor is appointed at an annual or regular or special meeting of the Directors.

Section 7. Resignation. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later date for the resignation to become effective. If the resignation of a Director shall be effective at a date subsequent to the date of notice of resignation, a successor may be elected pursuant to these Bylaws after the effective date of the resignation.

Section 8. Events Causing Vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case of the death or resignation of any Director or if the authorized number of Directors shall be increased.

Section 9. No Vacancy on Reduction of Number of Authorized Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

Section 10. Place of Meeting. Regular meetings of the Board of Directors shall be held at any place within or without the state which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board may be held either at a place so designated or at the principal office.

Section 11. Annual Meeting. The first regular meeting on or after December 1 of each year shall be the annual meeting for the purpose of organization, election of officers and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 12. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held at such time as the Board of Directors may from time to time designate; provided, however, should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of all such regular meetings of the Board of Directors is hereby dispensed with.

Section 13. Special Meetings. Special meetings of the Board of Directors may be called by the president of the Board or by a written request signed by four members of the Board of Directors, except that by unanimous consent a special meeting may be convened at any time. Twenty-four (24) hours' written notice will be given by the secretary of the Board of Directors. Such waiver may be given by telegram. No business may be transacted in such meetings other than that specified in the notice.

Section 14. Notice to Property Owners. Mailed notice shall be given of every regular meeting, and any special meeting which is called at least one week prior to the date set for the meeting, to any owner of property located within the district who has filed a written request for such notice with the Board of Directors. Any mailed notice required pursuant to this section shall be mailed at least one week prior to the date set for the meeting to which it applies except that the Board of Directors may give such notice as it deems practical of special meetings called less than seven days prior to the date set for the meeting.

Any request for notice filed pursuant to this section shall be valid for one year from the date on which it is filed unless a renewal request is filed. Renewal requests for notice shall be filed within 90 days after January 1 of each year. Any request for notice, or renewal request, filed pursuant to this section shall contain a description of the property owned by the person filing the request. Such description may be in general terms but shall be sufficient enough to readily identify such property.

The Board of Directors may establish a reasonable annual charge for sending such notice based on the estimated cost of providing such a service.

Section 15. Notice of Adjournment. The Board of Directors may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all Directors are absent from any regular or adjourned regular meeting the clerk or secretary of the legislative body may declare the meeting adjourned to a stated time and place and he shall cause a written notice of the adjournment to be given in the same manner as provided in Section 13 for special meetings, unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings by ordinance, resolution, by law, or other rule.

Section 16. Continuance. Any hearing being held, or noticed or ordered to be held, by the Board of Directors at any meeting may by order or notice of continuance be continued or recontinued to any subsequent meeting of the Directors in the same manner and to the same extent set forth in Section 14 for the adjournment of meetings; provided, that if the hearing is continued to a time less than 24 hours after the time specified in the order or notice of hearing, a copy of the order or notice of continuance of hearing shall be posted immediately following the meeting at which the order or declaration of continuance was adopted or made.

Section 17. Quorum. A majority of the authorized Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the authorized Directors shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation.

Section 18. Adjournment. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors at a Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 19. Fees and Compensation. Directors shall not receive any stated salary for their services as Directors, but by resolution of the Board, a fixed fee, with or without expenses of attendance, may be allowed one or more of the Directors for attendance at each meeting.

Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee or otherwise and receiving compensation therefor.

ARTICLE 8

Committees

Section 1. Committee of Directors. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, consisting of one but not more than four directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of board resolution, may:

(a) Take any final action on matters which, under the Nonprofit Corporation Law of California, also required members' approval or approval of a majority of all the members, if any;

(b) Fill vacancies on the Board of Directors or on any committee which has the authority of the Board;

(c) Fix compensation of the directors for serving on the Board or on any committee;

(d) Amend or repeal by-laws or adopt new bylaws;

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

(f) Appoint any other committees of Board of Directors or the members of these committees;

(g) Approve any transaction (1) to which the Corporation is a party and one or more directors have a material financial interest; or (2) between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

Section 2. Audit Committee. At all times that this Corporation is required by applicable law to have an independent audit or Audit Committee, or at any time the Corporation voluntarily chooses to do so, the Corporation shall have an Audit Committee. Based on current law, the Corporation is required to have an Audit Committee if in any fiscal year it receives or accrues gross revenue of two million dollars or more. (Calif. Gov't Code Section 12586.) The members of the Audit Committee shall consist of all of the voting Directors, subject to the following exceptions: (i) any Director who is an employee of the Corporation or who receives, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation (other than for service as a Director) may not serve on the Audit Committee; (ii) any Director who is acting as the chief executive officer or the treasurer or chief financial officer of the Corporation may not serve on the Audit Committee unless such person is not compensated by

this Corporation for the performance of his or her duties as chief executive officer or the treasurer or chief financial officer; (iii) if the Corporation has a Finance Committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chair of the Audit Committee may not serve on the Finance Committee; and (iv) any Directors that have a material financial interest in any entity doing business with the Corporation may not serve on the Audit Committee. Members of the Audit Committee shall not receive compensation for their service on the Audit Committee in excess of that provided to Directors for their service on the Board of Directors. Subject to the supervision of the Board of Directors, the Audit Committee shall be responsible for recommending to the Board of Directors the selection of an independent auditor and recommending termination of the auditor, if necessary, and the Audit Committee may negotiate the independent auditor's compensation on behalf of the Board of Directors.

Section 3. Meetings and Action of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with the provisions of Article 7 of these bylaws, concerning meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the initial Board of Directors and its members, except that time for regular meeting of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. 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 9

Officers

Section 1. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. One Person may hold two or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as President.

Section 2. Election. The officers of the Corporation except the officers as may be appointed in accordance with the provisions of Section 3 and Section 5 of this Article 9 shall be chosen every year by the Board of Directors, and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve or his or her successor shall be elected and qualified. An officer may be reappointed.

Section 3. Subordinate Officers, Etc. The Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time specify, and shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special

meeting of the Board or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Section 5. Resignation of Officer. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 7. President. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Corporation. He shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 8. Vice-President. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers, and be subject to all the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for the Vice-President by the Board of Directors or these Bylaws.

Section 9. Secretary. The Secretary shall have the following duties:

(a) The Secretary shall keep or cause to be kept a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, and the proceedings thereof.

(b) The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given, and the Secretary shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws. If for any reason the Secretary shall fail to give notice of any special meeting of the Board of Directors called by one or more of the persons identified in Section 13, Article 7 then any such person or persons may give notice of any such special meeting.

(c) In the event that the Corporation shall have no Vice-President then the Secretary shall perform the duties of Vice-President described in Section 8 above of this Article 9.

Section 10. Treasurer. The Treasurer shall have the following duties:

(a) To keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and reserves. All reserves shall be shown in a separate account. The books of account shall at all reasonable times be open to inspection by any Director.

(b) To deposit all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and the Board of Directors, whenever they request it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

(c) If required by the Board of Directors, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of this office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement or removal from office.

ARTICLE 10

Miscellaneous

Section 1. Inspection of Corporate Records. The books of account and minutes of Proceedings of the Board of Directors and of executive committees of Directors and all other corporate records shall be open to inspection by the public and shall be subject to the Public Records Act (Government Code Section 6250 and following).

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 3. 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 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 these Bylaws or the California Nonprofit Public Benefit Law.

Section 4. Annual Report. The Board of Directors shall cause an annual report as required by California Nonprofit Corporations Code §6321 to be sent to the directors of the Corporation not later than one hundred twenty (120) days after the close of the fiscal year. The Corporation shall also include with any written material used to solicit contributions a written statement that its latest annual report will be mailed upon request and that such request may be sent to the Corporation at a name and address which is set forth in the statement. The Corporation shall promptly mail a copy of its latest annual report to any person who requests a

copy thereof, shall cause its annual report to be published not later than one hundred twenty (120) days after the close of the fiscal year in a newspaper of general circulation in the county in which its principal office is located.

Section 5. Annual Statement of Transactions and Indemnifications. Within one hundred twenty (120) days after the close of the Corporation's fiscal year, the Corporation shall prepare and mail or deliver to each director a statement of the amount and circumstances of any transaction or indemnification of the following kind: (a) Any transaction(s) in which the Corporation was a party, and any director or officer of the Corporation had a direct or indirect financial interest if such transaction involved over fifty thousand dollars ($50,000), or was one of a number of transactions with the same person involving in the aggregate, over fifty thousand dollars ($50,000); or (b) any indemnifications or advances aggregating more than ten thousand dollars ($10,000) paid during the fiscal year to any officer or director of the Corporation unless such indemnification has already been approved by the directors pursuant to the bylaws herein.

Section 6. Contract, Etc., How Executed. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, 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 for any purpose or in any amount.

Section 7. Inspection of Articles and Bylaws. The Corporation shall keep in its principal office for the transaction of business the original or a copy of its Articles or these Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection at all reasonable times during office hours.

Section 8. Remuneration of Directors, Officers and Employees. Any remuneration of Directors, officers and employees shall be commensurate with the reasonable value of services performed on behalf of the Corporation.

Section 9. Construction and Definition. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular and the term "person" includes both a corporation and a natural person.

Section 10. Effect of Headings. All captions and headings contained in these Bylaws or for convenience only and shall not be deemed to limit or extend the substantive content thereof.

ARTICLE 11

Amendments

Section 1. Power of Directors. New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of the members of the Board of Directors entitled to exercise a majority of the voting power of the Corporation or by the written consent of such Directors except as otherwise provided by law or by the Articles of Incorporation.

ARTICLE 12

Controlling Provisions

Section 1. In the event that any provision contained in these Bylaws is inconsistent with any provision contained in the Implementing Regulations of The West Valley Joint Community College District for Auxiliary Organizations, then said Implementing Regulations shall be controlling.

ARTICLE 13

Dissolution

Section 1. In the event of the dissolution of the Corporation, the Corporation's debts and liabilities shall be paid or provided for, and the remaining assets shall be distributed to the West Valley Joint Community College District. In no event shall any part of the net income or assets of this Corporation inure to the benefit of any director or officer of the Corporation.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of Mission West-Valley Land Corporation, a California Nonprofit Public Benefit Corporation, and the above Bylaws, consisting of twelve (12) pages, including this page, are the Bylaws of this Corporation as adopted at a meeting of the Board of Directors held on July 16, 2009 2009.

Dated: July 29, 2009

Secretary