

SECOND AMENDMENT
TO
BY-LAWS
OF
CRAFTON HILLS COLLEGE FOUNDATION

This Second Amendment ("Amendment") is made by the Board of Directors of the Corporation.

1. Article IV is amended by adding Section 4.18 which reads as follows:

"4.18 Ex Officio Directors. Ex officio Directors may be elected to the Board of Directors. Ex officio Directors shall be non-voting and hold office for three-year terms. There shall be no limit to the number of Ex officio Directors elected to the board. Ex officio Directors shall be persons who, through their standing in government, business or education and their involvement or expressed interest in the operation and support of Crafton Hills College, should be recognized for their special role and impact on the Foundation. Ex officio Directors shall be persons who would otherwise serve as Directors of the Corporation, but time constraints do not allow them to do so."

2. This Amendment is adopted to be effective on and as of December 7, 1992.