

AMENDED AND RESTATED BYLAWS
OF
LUTHER BURBANK MEMORIAL FOUNDATION

ARTICLE 1: NAME

The name of this corporation is the Luther Burbank Memorial Foundation (the "Corporation").

ARTICLE 2: OFFICES

Section 2.01. Principal Executive Office. The principal executive office of the Corporation shall be 50 Mark West Springs Road, Santa Rosa, California 95403. Any changes in such principal office may be noted on these Bylaws by the Secretary, opposite this section, or this section may be amended to state the new location.

Section 2.02. Other Offices. Other offices may be established, at any time, at any place or places specified by the Board of Directors.

ARTICLE 3: OBJECTIVES AND PURPOSES

The purpose of the Corporation is to enrich, educate and entertain the North Bay community through accessible and outstanding presentations of arts, family, and entertainment performances, education programs, contemporary sculpture and community use of the Corporation's facility. In addition, the Corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing primary charitable purposes.

The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the charitable purposes described herein, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials or statements with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes.

This Corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation, provided, however, that in no event shall the Corporation engage in activities which are not permitted to be

carried on by a Corporation exempt under Section 501(c)(3) of the United States Internal Revenue Code.

ARTICLE 4: DEDICATION OF ASSETS

The properties and assets of the Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, Director or officer of the Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to one or more organizations organized and operated for the charitable purpose of supporting cultural arts for persons residing in Sonoma County, and, as long as any such organization has tax-exempt status under Section 501(c)(3) (or its successor section) or of the United States Internal Revenue Code at the time of the distribution.

ARTICLE 5: MEMBERSHIP

Section 5.01 Members. The Corporation shall have no members. Any action that would otherwise require approval by a majority of all members shall only require approval of the Board (Board). All rights that would otherwise vest in the Members shall vest in the Board.

Section 5.02 Associates. Nothing contained in section 5.01 of these bylaws shall be construed to limit the right of the corporation to refer to persons associated with the corporation as “members” even though these persons are not corporate members and no such reference in or out of Bylaws shall constitute anyone being a member, within the meaning of the Corporations Code section 5056. The corporation may confer by amendment of it’s articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, on any person or persons who do not have the right to vote for the election of Directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation’s Articles or Bylaws, but no such person shall be a member within the meaning of Corporations code section 5056.

ARTICLE 6: BOARD OF DIRECTORS

Section 6.01. Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the Corporation to a committee (however composed), or other person or entity, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 6.02. Election/and or Appointment of Directors. Directors shall be nominated by the Board Governance and Nominating Committee and elected by the Board of Directors as provided in these Bylaws, except as follows: the Immediate Past Chair of the Board of Directors

and delegates from those organizations identified in Article 14 as having a special relationship with the Corporation.

Section 6.03. Number of Directors. The authorized number of elected members of the Board of Directors of the Corporation shall be at least fifteen (15) and not more than thirty (30) Directors, until changed by amendment to these Bylaws.

Section 6.04. Term of Directors.

(a) A Director elected pursuant to Section 6.02 may serve no more than two (2) consecutive terms or six (6) consecutive years, whichever is greater (subject to the further provisions of Section 6.02); provided however that a Director may serve a third consecutive term if the Director is requested to do so by the Board Governance and Nominating Committee of the Board of Directors. A Director elected pursuant to Section 6.02, except to fill a vacancy, shall be elected for a three (3) year term. Notwithstanding the foregoing, exceptions to such term may be authorized by Board of Directors to provide for the completion of the term of a Director who has resigned or been removed.

(b) The term of the Immediate Past Chair of the Board of Directors shall be one year. Organizations with special relationships to the Corporation (as described in Article 14) may determine from time to time who shall serve as the representative members of the Board of Directors subject to the approval of the Executive Committee. Such persons may serve for terms determined by such organizations.

Section 6.05. Board Meetings. It shall be the duty of the Directors to regularly attend Board meetings. The Board may from time to time establish rules for attendance and violation of such rules may be grounds for removal of such Director by the other members of the Board of Directors. The Board shall consider the removal of any Director who has 3 or more unexcused absences from regularly-scheduled Board meetings in any 12 month period.

Section 6.06. Vacancies and Removal.

(a) Any Director may be removed, with or without cause, by a majority of the authorized number of Directors.

(b) A vacancy on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, if the authorized number of Directors is increased, if the Board of Directors declares vacant the position of any Director whose term has expired, if the Board of Directors fail to elect at least 15 members, or, if within sixty days after notice of his or her election, a Director does not accept the office either in writing or by attending a meeting.

(c) Vacancies on the Board of Directors may be filled by the Board of Directors of the Corporation subject to Sections 6.02 and 6.04.

Section 6.07. Voting and Non-Voting Members. All elected members of the Board of Directors and those Directors appointed pursuant to Section 14.01, shall be considered voting members of the Board of Directors unless otherwise specified to these Bylaws, except that the Immediate Past Chair shall be a voting member whether then-elected or not.

Section 6.08. Place of Meetings; Meetings by Telephone. Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the Corporation. Notwithstanding the above provisions of this Section 6.08, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Directors, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone, electronic video screen or similar communications equipment, as long as all Directors participating in the meeting can communicate with all of the other Directors concurrently, each Director is provided the means of participation in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and the corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the Board meeting, and that all statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

Section 6.09. Annual Meeting. The Board of Directors shall hold a regular meeting each year for the purpose of electing the officers to their offices in the Corporation, review of the status of the Corporation and for the transaction of other business.

Section 6.10 Other Regular Meetings. Other regular meetings of the Board of Directors shall be held at such times as are fixed by the Board of Directors. Such regular meetings may be held without notice.

Section 6.11. Special Meetings.

(a) Special meetings of the Board of Directors for any purpose may be called at any time by the Chair, Executive Director, Corporate Officer or a majority of the Board of Directors.

(b) Written notice of the date, time, and place of special meetings shall be delivered personally to each Director or communicated to each Director by telephone, facsimile, telegraph, e-mail, express mail service, first-class mail, or by other means of written or electronic communication, with charges prepaid, addressed to the Director at the Director's address as it is shown upon the records of the Corporation or, if it is not so shown on such records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail or given to the express mail company or other carrier at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered personally or by telephone, facsimile, telegraph, or e-mail, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. Such mailing or delivery, personally or by telephone, facsimile, telegraph, or e-mail, shall be due, legal, and personal notice to such Director. The notice need not specify the purpose of the meeting.

(c) Notice of a meeting need not be given to any Director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such Director. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the Corporate records or made a part of the minutes of the meeting.

Section 6.12. Action at a Meeting: Quorum and Required Vote.

(a) A majority of elected Directors shall constitute a quorum at a meeting for the transaction of business, except as otherwise provided by California law, the Articles of Incorporation or these Bylaws. Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by California law, the Articles of Incorporation or these Bylaws. Directors may not vote by proxy. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by California law, the Articles of Incorporation or these Bylaws.

(b) Adoption or revocation of a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business (including any expenditures from the Corporation's Endowment Fund), requires the approval of two-thirds of the elected Directors of the Corporation.

Section 6.13. Adjourned Meeting and Notice. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Section 6.10, regardless of quorum.

Section 6.14. Action without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents may occur prior to or subsequent to the action and shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. For purposes of this section only, "all members of the Board" does not include any "Interested Directors" as defined in Section 5233 of the California Corporations Code.

Section 6.15. Conflict of Interest.

(a) A Director shall exclude himself from voting upon any matter in which such Director has a conflict of interest. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of a Director in a manner that is

adverse to the interests of the Corporation. In considering when a Director may have a conflict of interest, the Board of Directors shall consider the conflict of interest policy adopted by the Board as amended from time to time.

(b) Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 6.16. Honorary Board.

(a) Purpose. The Honorary Board's purpose is to recognize, and to retain the active continuing involvement of, past board members and/or donors who have established a record of outstanding service or contribution to the Luther Burbank Memorial Foundation, and whose leadership in cultural life and high qualities of character and personal reputation bring honor to the Wells Fargo Center for the Arts. The members shall be invited to attend all regular and special meetings of the Board of Directors of the Corporation, but shall not be entitled to vote at such meetings. The Board of Directors of the Corporation shall be at liberty to call upon the members of the Honorary Board, either individually or as a Board, for such advice, counsel or assistance as it may deem appropriate.

(b) Membership and Terms. Consideration for membership on the Honorary Board shall be proposed by the Board Governance and Nominating Committee of the Corporation, in collaboration with the Honorary Board leadership, at a regular meeting of the Board of Directors and shall be voted upon by the Board of Directors at its next regular meeting. Members of the Honorary Board will be elected by a majority vote of the Directors present. Membership will be for an indefinite term conditioned, however, on continued support for the Corporation. A member is entitled to resign at any time.

(c) Governance. The Honorary Board shall have a Chairperson (The Chairperson will be an Ex Officio member of the Board of Directors) and may have one or more Vice-Chairpersons. Members of the Honorary Board shall be nominated by the Board Governance and Nominating Committee and elected by the Board of Directors at the time, in the manner, and subject to the same provisions as apply to officers of the Corporation as set out in the By-laws of the Corporation. The normal service of the Chairperson shall be three successive one-year terms but can be extended by special request of the Board Governance and Nominating Committee. The Honorary Board may adopt By-laws for its governance, subject to revisions by the Board of Directors.

ARTICLE 7: COMMITTEES

Section 7.01. Committees of Directors. The Chair may, subject to the confirmation of the Board of Directors, designate one or more committees, each of which shall consist of two or more Directors and may also include persons who are not on the Board of Directors, to serve at the pleasure of the Board. The Chair may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. Any committee that includes voting members who are not on the Board of Directors may not be delegated any of the authorities or powers of the Board of Directors. No committee or its member(s), acting in that capacity, shall bind the Corporation in a contract or agreement or expend or commit corporate funds, unless expressly authorized to do so by the Board of Directors. Any committee whose voting members consist only of Directors, to the extent of the powers specifically delegated in the resolution of the Board of Directors or in these Bylaws, may have all or a portion of the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:

- (a) fill vacancies on the Board of Directors or in any committee that has the authority of the Board;
- (b) establish or fix compensation of the Directors for serving on the Board or on any committee;
- (c) amend or repeal the articles of incorporation or bylaws or adopt new bylaws;
- (d) amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- (e) create or appoint any other committees of the Board of Directors or the members of such committee;
- (f) approve or revoke a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business; or
- (g) approve any self-dealing transaction, except as provided by Section 5233 of the California Corporations Code.

Section 7.02. Meetings and Actions of Committees. Meetings and actions of all committees established pursuant to Section 7.01, herein, shall be governed by, and held and taken in accordance with, the provisions of these Bylaws, concerning meetings and actions of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings 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. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

Section 7.03. Executive Committee. Subject to Sections 7.01 and 7.02, The Immediate Past Chair, the Corporations' officers, as appointed pursuant to Article 8, and such other Directors as the then current Chair shall appoint, shall serve as the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 7.01. The Secretary of the Corporation shall make available to each Director a summary report of the business conducted at any meeting of the Executive Committee.

Specifically, and without limiting the generality of the foregoing, the Executive Committee shall have primary responsibility in the following areas:

(a) Strategic Planning. The committee will ensure that there is a well understood mission and vision for the organization and devote time each year to the creation and/or update of a strategic plan. The goal of this work is to ensure the long term viability of the organization and to provide an appropriate framework and context within which the board and staff can effectively operate.

(b) Financial Stewardship. The committee will make sure that an annual budget is prepared, reviewed, and approved by the Board of Directors. Additionally, the committee will review the annual capital needs of the organization and, after approval, submit those recommendations to the full board for approval. The committee will review monthly financial performance and make appropriate recommendations to the Executive Director.

(c) Operational Oversight. The committee shall be responsible for the evaluation of the Executive Director on an annual basis. The committee will work with the Executive Director on a monthly basis to monitor performance of the organization and to provide needed guidance and assistance to achieve annual and longer term objectives.

(d) Board Governance. The Executive Committee, in conjunction with the Board Governance and Nominating Committee, shall ensure appropriate diversity of the Board of Directors and leadership succession for the organization. The Executive Committee shall ensure that all activities occur in accordance with the bylaws and non-profit status of the organization.

Section 7.04. Board Governance and Nominating Committee. The Board Governance and Nominating Committee shall consist of the current Chair, the Immediate Past Chair, First Vice Chair, Director of Development and one or more Directors appointed by the current Chair. The Board Governance and Nominating Committee shall be responsible for proposing to the Board of Directors recommendations for Directors and Officers of the Corporation. Recommendations to the Board Governance and Nominating Committee for new Directors or Officers may be made by the committee itself, by individual Directors or by committees, however, it shall be the responsibility of the Board Governance and Nominating Committee to present recommendations of one or more persons for each such position.

In addition to the foregoing duties, the Board Governance and Nominating Committee shall perform the following tasks:

(a) Board Roles and Responsibilities. Lead the Board in reviewing and updating the Board's description of its roles, structure, officers, committees, areas of responsibility, and terms of office. Clearly define what is expected of individual board members with guidelines covering commitments of time, finance, and committee participation.

(b) Board composition. Develop a profile of the Board as it should evolve over time to meet the requirements of the long-range vision and strategic plan.

Identify potential Board members and explore their interest and availability for Board service.

Nominate individuals to be elected as members of the Board of Directors.

(c) Board Knowledge. Develop and implement a process of Board orientation, including providing information prior to election and during early stage of Board service.

(d) Board Effectiveness. Initiate periodic assessment of the Board's performance, and propose as appropriate changes to Board structure and operations.

Conduct an annual review of the performance of all Directors.

Conduct an annual review of the policies and by-laws.

Regularly review Board practices regarding, conflict of interest, confidentiality, and other key areas.

(e) Board Leadership. Take the lead in succession planning for Board leadership and officers.

Nominate Board members for election as Board officers.

Request officers and Directors to serve an additional term.

Section 7.05. Education and Outreach Committee. The Education & Outreach Committee is responsible for providing guidance and Board input as staff develops and enhances the Corporation's educational programming and outreach efforts to the diverse communities of Sonoma County. The committee works to ensure that the educational focus of the Corporation's mission permeates the work and priorities of the Board and staff. In addition, it identifies potential committee members, explores their interest and availability for committee involvement, and their potential for broader Board service. The work of the committee revolves around three major areas:

(a) Audience cultivation. Provide strategic direction to enable the Corporation to serve a broader population of the community and to strengthen attendance and community engagement.

The committee will work with staff to identify target audiences and community segments for audience cultivation, with particular focus on reaching the Latino community, students, families, and other underserved community segments.

(b) Professional Development. The committee will work to help establish the Corporation as a leader in Sonoma County for professional development for arts educators. Committee members and sub-committees will assist staff and provide direction to establish goals and direction for accomplishing the Corporation's objectives in reaching arts educators and providing valuable programs and services to them.

(c) Community Support. The committee will work to increase visibility and support for the Corporation's education and outreach efforts within the local and business communities. A focus for the committee will be to use education and outreach programs as a means to connect with potential donors and partners.

(d) Education and Outreach Committee Members. The Education and Outreach committee shall consist of no fewer than five (5) members, appointed by the Board Chair: Committee chair (a member of the Board of Directors), a second member of the Board, Director of Education, and a minimum of two other community members currently involved in education and/or the arts in Sonoma County, as well as any other person nominated by the Board Chair. A quorum is a majority of all the members of the Committee.

Section 7.06. Finance and Business Planning Committee. The Finance and Business Planning Committee (Committee) will assist the Board of Directors in its oversight responsibilities relating to the financial operations of the Corporation. Translate strategic plans and initiatives developed by the Board of Directors into supporting financial plans and scenarios. Furthermore the Committee will:

- (1) Review and recommend approval of an annual operating budget;
- (2) Regularly review financial results;
- (3) Ensure the maintenance of an appropriate capital structure; and
- (4) Oversee the management of organization-wide financial assets.

In addition, in order to assist the organization in the proper and prudent management of its financial resources, the Committee will ensure that management employs personnel and systems capable of providing timely and accurate financial information to key decision-makers.

(a) Key Responsibilities. To fulfill its purposes, the Committee shall:

(1) Review and recommend approval of an annual operating budget: Annually, the Committee will review the proposed annual operating budget for the ensuing fiscal year presented by the Corporation's management. After review and amendment, if necessary, the Committee will recommend a final operating budget to the Executive Committee of the Board and the full Board of Directors for approval. The approved operating budget confers spending authority for operating costs to management, subject to the policies and procedures of the Corporation. The approved operating budget may be amended, as appropriate, for significant new programs as long as funding of said programs or activities is secured at the time (e.g. this generally occurs when new grants or funding are received to begin new programs).

(2) Regularly review financial results. Monthly, members of the Committee will receive and review financial statements consisting of the then current year-to-date: (i) statement of financial position, (ii) statement of activities, (iii) year-to-date statement of cash flow, (iv) key financial performance benchmarks that the Committee deems relevant from time-to-time. These financial statements will be accompanied by comments from management highlighting any financial issues.

In addition, at its regularly scheduled meetings, the Committee will also review the status of the Corporation's financial condition and discuss, in detail, issues that emerge from the review.

(3) Ensure the maintenance of an appropriate capital structure. From time-to-time, the Committee will direct management to undertake longer term financial planning to evaluate future financial needs. The Committee will review the underlying analyses and assumptions, as well as the methodology utilized. The Committee will then recommend a capital structure that best meets the Corporation's needs.

(4) Oversee the management of organization-wide financial assets. The Corporation's assets primarily consist of land/land interests and investments. The Committee's primary role relating to the management of these two asset classes is:

a. Land and land interests: approve the financing of capital projects, in total.

b. Investments: carry out the responsibilities delegated to the Committee in the Corporation's Investment Policy. Key responsibilities include:

1. Setting investment objectives, by fund type;
2. Establishing performance objectives and benchmarks;
3. Devising the asset allocation strategy;
4. Restricting investments, as necessary;
5. Hiring/terminating investment managers;
6. Regular review of performance results; and
7. Other responsibilities, as specified in the policy.

c. Timely/Accurate Financial Information: Continually review and advise management regarding the form, content and frequency of financial information necessary for it to fulfill its responsibilities described herein. Further, to the extent necessary to inform decision-makers, the Committee may advise management regarding key financial information and performance indicators necessary to evaluate the various internal business units throughout the organization.

d. Risk management. Annually review the Corporation's insurance requirements to ensure the assets are adequately protected.

(b) Committee Membership. The Finance and Business Planning Committee shall consist of no fewer than five members appointed by the Board Chair: Committee chair (the Board Treasurer) and four other members appointed by the Board Chair who possess skills in the disciplines of accounting, investment management and capital/structure finance. The Committee will be supported by the Director of Finance. It is also anticipated that based on those skills and the inherent complexity of the Corporation's finances, Committee members will be assigned areas of focus to ensure that important financial topics are reviewed in sufficient depth by Board members.

7.07. Strategic Planning Committee. The Strategic Planning Committee, involving both the Board and staff, is responsible for managing the strategic planning process. The Committee will create and update a strategic planning document that is approved by the Board and staff on an annual basis. The Committee will also monitor and evaluate the implementation of both the long-term vision for the Corporation and the short-term strategic plan that has evolved from the vision. The short-term strategic plan is designed to move the Corporation toward its long-term vision over time. The work of the Committee revolves around four major areas.

(a) Strategic Plan Creation/Updates. The Committee will create and manage the strategic planning process with wide group input from the entire organization. The process will start with a focus on the organization's mission, vision and values. From these goals, strategic directions and a detailed strategic plan will be created. The strategic plan will be reviewed and updated annually by the Committee.

(b) Implementation Plan Creation/Updates. The Committee will manage the strategic planning implementation process within the Corporation. The process will start with the annual creation of strategic direction committees and the creation of implementation plans for each strategic direction with detailed tasks, responsible parties, and timelines for each task.

(c) Monitoring and Evaluation of Strategic Plan Implementation. The Committee is responsible for monitoring and evaluating the Corporation's strategic planning implementation. It will work with each of the strategic direction committees throughout the year to help implement the strategic directions, to monitor progress toward the end goals, and to understand any problems toward reaching these goals and why the problems have arisen. The Committee will regularly update the Executive Committee and Board about the status of implementation, including progress toward each of the overall strategic goals.

(d) Reviewing and Modifying the Implementation and Strategic Plans. The Committee will revisit the implementation plans regularly to understand if it is necessary to modify the plans and the reasons why it is necessary. The Committee will also revisit both the short-term strategic plan and the long-term vision at least annually to determine if any modifications are necessary. Any proposed changes to the vision or the strategic plan will be brought to the Executive Committee for discussion.

(e) Strategic Planning Committee Members. The Strategic Planning Committee shall consist of no fewer than five (5) members, appointed by the Board Chair: Committee chair (a member of the Board of Directors), another Board member, Executive Director, at least one other Senior Staff Member, and any other person nominated by the Board Chair. A quorum is a majority of all the members of the Committee.

Section 7.08. Fund Development Committee. The Fund Development Committee is responsible for providing leadership and guidance to the staff and the Board of Directors in the Corporation's (i) primary mission to develop, maintain, and increase sources of contributed funds that are critical to the Corporation's operations and financial health; and (ii) secondary mission to maximize the community's awareness of the Corporation. The work of the committee revolves around two major areas:

(a) Board Leadership. Leads the board in (i) clearly and quantitatively defining what is expected of individual board members in their fund development; (ii) providing regular and quantitative feedback to board members, individually and collectively, about their fund development performance relative to expectations; (iii) providing education and training designed to increase the effectiveness of fund development efforts; and (iv) the formulation and execution of a strategy to raise the capital necessary for the long-term plans of the Corporation.

(b) Staff Leadership. Lead the fund development staff in (i) developing fund development objectives and the strategy for achieving those objectives; (ii) providing guidance for achieving those objectives; and (iii) acting as a liaison to individual board members whose efforts will assist the staff in the achievement of their objectives.

Coordinate with other functional areas of the Corporation, such as Education and Outreach, Programming, and Marketing, to ensure (i) consistency of messages; (ii) fund development efforts are aligned with entertainment and artistic programs and organizational objectives; and (iii) optimal results.

(c) Fund Development Committee Members. The Fund Development committee shall consist of no fewer than five (5) members appointed by the Board chair: Committee Chair (a member of the Board of Directors), a second member of the Board of Directors, Fund Development Director(s), a representative from our donor community, the Executive Director, and any other person nominated by the Board Chair. A quorum is a majority of all the members of the committee.

7.09. Audit Committee. The Audit Committee is responsible for assisting the Board of Directors in monitoring the financial statements of the Corporation, assuring that there is an annual audit performed by an outside auditor, and that the organization is in compliance with legal and regulatory requirements.

(a) Monitoring of Financial Statements. The Committee will ensure that financial statements are prepared on a regular basis and that there are regular meetings of the finance Committee. Additionally, the Audit Committee will verify that internal controls exist and that they are sufficient for the organization. Finally, the Committee shall discuss with the outside auditors the quality of the organization's financial and accounting personnel.

(b) Financial Auditors. The Audit Committee shall have the sole authority to appoint or replace the independent auditors. The Committee shall review and discuss with management and the independent auditors the annual audited financial statements, including disclosures made in management's discussion and analysis. The Committee shall coordinate the annual presentation of the audit to the Board of Directors.

(c) Legal and Regulatory Compliance. The Audit Committee shall verify each year that the organization is in complete compliance with its non-profit status and shall evaluate and investigate any activities that might jeopardize that status. They will also review this charter on an annual basis.

(d) Audit Committee Membership. The Audit Committee shall consist of at least two members of the Board and one financial expert. The financial expert should not be a Board member and the Corporation's treasurer should not be a member of the Committee.

ARTICLE 8: OFFICERS

Section 8.01. Officers and Duties.

(a) The Officers of the Corporation shall consist of the Chair, the First Vice-Chair, the President (subject to Section 8.07 below), the Secretary and the Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

(b) In addition to the duties specified in this Article 8, Officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, subject to control of the Board of Directors, and shall perform such additional duties as the Board of Directors shall from time to time assign.

Section 8.02. Number of Officers. The Officers of the Corporation, except those appointed under Section 8.03 of these Bylaws, shall be chosen annually by a majority of the Directors then serving and shall serve at the pleasure of the Board, subject to the rights, if any, of an Officer under any contract of employment. Officers shall be chosen from among the Directors of the Corporation.

Section 8.03. Vacancies and Removal. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

Section 8.04. Resignation of Officers. Any Officer may resign at any time by giving written notice to the Chair or Secretary of the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall not affect the rights, if any, of the Corporation under any contract to which the Officer is a party. Nor shall the resignation of any Officer from the office he or she holds affect his or her position as a Director of the Corporation.

Section 8.05. Reimbursement of Expenses. The Corporation shall provide reimbursement for monies expended on behalf of the Corporation by its Officers.

Section 8.06. Chair. The Chair shall Chair the Board of Directors and shall not be an employee of the Corporation. The Chair shall be elected annually from among the members of the Board of Directors and shall chair the meetings of the Board of Directors. The Chair shall perform all other duties specified by these Bylaws for the Chair, as directed by the Board of Directors and as incidental to the other specified duties of the Chair and may be designated as the Chief Executive Officer of the Corporation or shall serve as such in the absence of a President.

Section 8.07. President. President may, but need not be, elected. If elected and subject to the control of the Board of Directors, the President shall be the Executive Officer of the Corporation and shall supervise, direct, and control the Corporation's activities and affairs. Unless otherwise directed by the Board, the President shall have the powers of the Executive Director.

Section 8.08 Executive Director. The Executive Director shall be the senior employee of the Corporation and may be elected President at the discretion of the Board, upon the recommendation of the Executive Committee. Should the Executive Director be so elected, the Executive Director shall be an Officer of the Corporation and shall continue as an employee of the Corporation. Subject to any supervisory powers which may be retained by the Board, the Executive Director shall be the general manager of the Corporation and, shall provide general supervision and direction and control of the business of the Corporation. The Executive Director shall have the power to sign contracts, agreements and any other instruments in connection with purposes and business affairs of the Corporation unless limited by the Board of Directors. The Executive Director shall attend all meetings of the Board of Directors and Members, but shall not be entitled to vote at any such meeting.

Section 8.09. Secretary. The Secretary shall:

(a) Keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board; the minutes of the meeting shall include the time and place that meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized and the notice given;

(b) Keep or cause to be kept at the principal office, a copy of the Articles of Incorporation and Bylaws of the Corporation, as amended to date, and

(c) Give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 8.10. Treasurer. The Treasurer shall:

(a) Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's funds, properties and transactions; the Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to

be given by law, by these Bylaws, or by the Board; the books of account shall be open to inspection by any Director at all reasonable times during the business hours of the Corporation;

(b) Deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the Executive Director, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 8.11. Vice Chair. The First Vice-Chair shall perform such duties as assigned from time to time by the Board of Directors. In the absence of the Chair, the First Vice-Chair may chair meetings of the Board of Directors.

ARTICLE 9: STANDARD OF CARE

Section 9.01 General.

(a) Each Director and Officer shall perform the duties of a Director or Officer, in good faith, in a manner that such person believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

(b) In performing the duties of a Director or Officer, such person shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) One or more Officers or employees of the Corporation whom the person believes to be reliable and competent in the matters presented:

(ii) Counsel, independent accountants or other persons as to matters which the person believes to be within such person's professional or expert competence, or;

(iii) A committee of the Board upon which the person does not serve, as to matters within its designated authority, which committee the person believes to merit confidence, so long as in any such case, the person acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Section 13.01, a person who performs the duties of a Director or Officer in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director or Officer, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

Section 9.02. Indemnification.

(a) Definitions. For purposes of this section, "agent" means any person who is or was a Director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorney fees and any expenses of establishing a right to indemnification under Section 9.02(d) of this Article.

(b) Indemnification in Actions by Third Parties. The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or in the right of this corporation to procure judgment in its favor, an action brought under Corporations Code section 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) because that person is or was an agent of this corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

(c) Indemnification in Actions by or in the Right of the Corporation. The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation or brought under Corporations Code section 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor because that person is or was an agent of this corporation, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of this corporation and with the care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 9.02(c):

(i) In respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable to the Corporation in the performance of the person's duty to the Corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;

(ii) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(iii) Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

(d) Indemnification Against Expenses. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 9.02(b) or (c) of this Article in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

(e) Required Indemnification. Except as provided in Section 9.02(d) of this Article, indemnification under this Article shall be made by the Corporation only if authorized in the specific case, on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 9.02(b) or (c), by:

(i) A majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

(ii) The court in which the proceeding is or was pending, on application made by the Corporation or the agent, attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

(f) Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

(g) Other Indemnification. No provision made by the Corporation to indemnify its or its subsidiary's Directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than the Directors and officers may be entitled by contract or otherwise.

(h) Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article, except as provided in Sections 9.02(d) or 9.02(e) in any circumstances where it appears:

(i) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the Directors or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(ii) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9.03. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any Director, Officer, employee, or agent of the Corporation against liability asserted against or incurred by the Director, Officer, employee or agent in such capacity or arising out of the Director, Officer, employee or agent's status as such, whether or not the Corporation would have the power to indemnify the Director, Officer, employee or agent against such liability under the law; except that the Corporation shall have no power to purchase and maintain such insurance to indemnify any self-dealing Directors (as defined in Section 6.15) of these By-Laws) from liability.

ARTICLE 10: EXECUTION OF CORPORATE INSTRUMENTS, AND VOTING OF STOCKS AND MEMBERSHIPS HELD BY THE CORPORATION

Section 10.01. Execution of Corporate Instruments.

(a) The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

(b) Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the Corporation, and other corporate instruments or documents, and certificates of shares of stock owned by the Corporation, shall be executed, signed, or endorsed by both one of the following: the Chair, the First Vice-Chair or the President and by one of the following: the Secretary or Treasurer; provided however that contracts with performing artists, renters of the Corporation's facilities, or vendors, shall require only the signature of the Executive Director.

(c) All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Section 10.02. Voting of Stocks Owned by Corporation. All stock of other corporations or memberships in other corporations owned or held by the Corporation for itself, or for other parties in any capacity, shall be voted, and all proxies with respect to such stock or memberships shall be executed, by the person authorized to do so by resolution of the Board of Directors, or in the absence of such authorization, by the Chair, the Vice-Chair, the Executive Director, the President, or by any other person authorized to do so by the Chair or the Executive Director.

ARTICLE 11: FISCAL YEAR AND ANNUAL REPORT

11.01. Fiscal Year. The Fiscal Year of the Corporation shall commence on July 1 and end on June 30 of each year unless changed by the Board of Directors.

11.02. Annual Report.

(a) The Corporation shall provide to the Directors no later than 120 days after the close of its fiscal year, a report containing the following information in appropriate detail:

(i) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.

(ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(iii) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(iv) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

(v) Any information required by Section 6322 of the California Corporations Code.

(b) The report shall be accompanied by any pertinent report(s) of independent accountants, or, if there are no such reports, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

(c) If the Corporation solicits in writing contributions from five hundred (500) or more persons, the Corporation need not send an Annual Report if it does all of the following:

(i) Includes 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;

(ii) Promptly mails a copy of its latest Annual Report to any person who requests a copy thereof; and

(iii) Causes its Annual Report to be published not later than one hundred and twenty (120) days after the close of its fiscal year in a newspaper of general circulation in the county in which its principal office is located.

ARTICLE 12: MAINTENANCE AND INSPECTION OF CORPORATE RECORDS

Section 12.01. Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal executive office, in the State of California, the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by any of the Directors at all reasonable times during office hours. If the principal executive office of the Corporation is outside the State of California and the Corporation has no principal business office in California, the Secretary shall, on the written request of any Director, furnish

to that Director a copy of the Articles of Incorporation and Bylaws as amended to date within a reasonable time not to exceed fifteen (15) calendar days.

Section 12.02. Maintenance and Inspection of Other Corporate Records.

(a) The accounting books, records, and minutes of proceedings of the Board of Directors and any committees of the Corporation shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each Officer, employee, or agent of the Corporation shall turn over to his or her successor or the Chair or President, in good order, such Corporate monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such Officer, employee, or agent during his or her term of office.

(b) Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents. No advance notice is necessary for any such inspection.

ARTICLE 13: CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

Section 13.01. Contracts or Transactions with Directors and Officers.

(a) The Corporation shall not be a party to any contract or transaction:

(i) In which one or more of its Directors or Officers has a material financial interest; or

(ii) With any corporation, firm, association, or other entity in which one or more of its Directors or Officers has a material financial interest; or

(iii) With any corporation, firm, association, or other entity (other than another California nonprofit public benefit corporation) in which one or more of its Directors or Officers is a director, member, or partner.

(b) The prohibitions of subsection (a) of this Section 13.01 shall not apply if each of the following occurs:

(i) The material facts concerning the contract or transaction and such Director's or Officer's financial interest or common directorship are fully disclosed in good faith and are noted in the minutes, or are otherwise known to all members of the Board prior to consideration by the Board of such contract or transaction;

(ii) Such contract or transaction is authorized or approved in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote of such interested Directors or Officers;

(iii) Prior to authorizing or approving the contract or transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances;

(iv) This Corporation enters into the contract or transaction for its own benefit; and

(v) The contract or transaction is fair and reasonable to this Corporation at the time the contract or transaction is entered into.

(c) A Director or Officer of this Corporation shall not be deemed to have a “material financial interest” in a contract or transaction that implements a charitable program of this Corporation solely because such a contract or transaction results in a benefit to a Director or Officer or their families by virtue of their membership in the class of persons intended to be benefited by the charitable program of this Corporation, as long as the contract or transaction is approved or authorized by the Corporation in good faith and without unjustified favoritism.

Section 13.02. Loans to Directors and Officers. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE 14: SPECIAL RELATIONSHIPS

Special 14.01. Special Relationships. Special relationships exist between the Corporation and certain organizations whose principal operations are conducted at the offices of the Corporation or other facilities of the Corporation. These relationships are based on historical ties to the Corporation and on mutual interest in and support of the arts. These relationships shall continue so long as these organizations continue to maintain their offices and principal operations at the Corporation's offices or other facility of the Corporation or until the special relationship status is removed by a vote of the Board of Directors of the Corporation. Initially the organizations with special relationships shall be: (i) The usher organization; (ii) The Luther Burbank Memorial Foundation Guild; and (iii) any such organization added or deleted by a vote of the Board of Directors of the Corporation.

14.02. Membership on the Board of Directors. Each such organization shall appoint a member to the Board of the Directors as provided in Section 14.01, subject to the approval of the Chair of the Corporation.

14.03. Governing Policies for Organizations with Special Relationships. If any organization with a special relationship to the Corporation is not a separate legal entity from the Corporation, the Board of Directors of the Corporation shall approve any policies, rules or procedures by which such organization governs itself. The Board of Directors of the Corporation may determine that one or more of its members or representatives of the Board of Directors shall serve as a liaison to or on the governing committee of any such organization. For any such organization that is not a separate legal entity, the Corporation shall maintain ultimate fiscal and operational responsibility.

ARTICLE 15: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Public Benefit Corporation Law as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation or other entity as well as a natural person. If any court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

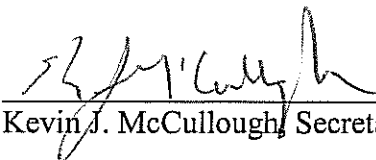
ARTICLE 16: CORPORATE SEAL

The Board may elect to obtain a corporate seal, but is not required to do so in order to conduct business. If the Board elects to obtain a seal, the seal of the Corporation shall be circular in form and shall bear the name of the Corporation and words and figures showing that it was incorporated in the State of California in the year 1979.

ARTICLE 17: AMENDMENTS

These Bylaws may be adopted, amended or repealed by a vote of a majority of the Directors then in office, present at a meeting duly held at which a quorum is present.

Certified:


Kevin J. McCullough, Secretary

Date:

October 30, 2008