

**AMENDED AND RESTATED BYLAWS
OF
CITY OF BEVERLY HILLS COMMUNITY CHARITABLE FOUNDATION**

A California Nonprofit Public Benefit Corporation

ARTICLE I: NAME

The name of this corporation shall be "City of Beverly Hills Community Charitable Foundation" (herein referred to as the "Foundation" or "Corporation"). The Corporation may carry out its purposes, as described below, under any other name or names that may be approved from time to time by the Board of Directors (the "Board").

ARTICLE II: OFFICES

The principal office of the Foundation for the transaction of its business is located at 455 N. Rexford Dr., Suite 290, Beverly Hills, California 90210 ("principal office"). The directors may change the principal office from one location to another as long as the location is within the City of Beverly Hills, California. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

ARTICLE III: OBJECTIVES AND PURPOSES

This Corporation is a nonprofit public benefit corporation and is not organized for private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes for which this Corporation is organized is to operate exclusively for charitable, public, or educational purposes and to solicit and receive contributions, gifts, endowments, or bequests in any negotiable form; to bank or invest the receivables and to distribute these assets for the benefit of the Beverly Hills community and its residents.

The Corporation may also undertake any programs or projects that will serve the purpose of assisting the City of Beverly Hills and its residents and are deemed appropriate and advisable by the City Manager of the City of Beverly Hills.

The Corporation may also engage in any lawful act or activity for which nonprofit corporations may be organized and conducted in the State of California for the benefit of the City of Beverly Hills.

ARTICLE IV: NONPARTISAN ACTIVITIES

This Foundation exists under the California Nonprofit Public Benefit Corporation Law for the public and charitable 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 dissemination of materials with the purpose of attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE V: DEDICATION OF ASSETS

The properties and assets of this nonprofit Corporation are irrevocably dedicated to purposes set forth in Article III. 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, or any of the Corporation's Directors, Officers or employees. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to the City of Beverly Hills for public purposes or to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable or educational purposes that benefit the residents of the City of Beverly Hills and which has established its tax exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE VI: DIRECTORS

Section 1. General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business 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.

Section 2. Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Board shall have the power to:

A. Appoint and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws.

B. Change the principal office from one location to another provided such office shall be located within the City of Beverly Hills; cause the Corporation to be qualified to conduct its activities in any other State, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within the City of Beverly Hills for the holding of any meeting, including annual meetings.

C. Adopt, use and alter the form of a corporate seal.

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

E. Elect a Chairperson to preside at Board meetings and to exercise such powers as may be assigned by the Board from time to time.

F. Elect a Vice Chairperson to serve in absence or disability of the Chairperson.

G. Accept donations, including anonymous donations.

Section 3. Number of Directors. The authorized number of directors shall be five. All directors shall be residents of the City of Beverly Hills.

Section 4. Qualifications, Selection and Term of Office of Directors.

A. The following shall fill three of the five director positions: The Treasurer, Vice Mayor and a Councilmember of the City of Beverly Hills chosen by the Mayor, ratified by the City Council (collectively "Elected Official Directors"). They shall be directors for the duration of their terms of office.

B. The remaining two directors shall be selected by the City Council of the City of Beverly Hills and shall be residents of the City (each, a "Resident Director"). The Resident Directors shall serve for an initial term of two years; provided, however, one of the first appointed directors shall serve for a two-year initial term, and the other first appointed director shall serve for a one-year term to allow for the staggering of terms. The Beverly Hills City Council shall determine which Resident Director serves the one-year term. At the discretion of the City Council, Resident Directors may be reappointed to a second term of up to four years; provided, however, that the City Council may appoint any Resident Director for terms shorter or longer than those set forth herein if the City Council determines that such shorter or longer term is in the best interests of the Foundation. No Resident Director may serve for more than two consecutive terms. A Resident Director may serve beyond the expiration of such member's term until such time as a successor is appointed.

Section 5. Vacancies.

A. Events causing vacancy. A vacancy on the Board shall exist on the occurrence of any of the following:

(i) Death of a director.

(ii) Removal of a director by Board resolution declaring the office vacant due to any of the following:

a. The director has been declared of unsound mind by a final order of court.

- b. The director has been convicted of a felony.
- c. The director has been found by a final order or judgment of court to have breached a duty under the California Nonprofit Public Benefit Corporation Law.
- d. The director has failed to attend three consecutive Board meetings.
- e. The director ceases to satisfy the qualification requirements that were in effect at the beginning of the director's current term of office.

B. Resignations. Except as provided in this subsection, any resident director may resign from the Board by giving 30 days written notice to the Chairperson, the Chief Executive Officer or the Secretary. Except upon notice to the Attorney General, no director may resign when the Corporation would then be left without a duly elected director in charge of its affairs.

C. Filling vacancies. Any vacancy on the Board of a Resident Director shall be filled by the Chief Executive Officer or his designee until a new Resident Director is selected by the Beverly Hills City Council. Any vacancy on the Board of an Elected Official Director shall be selected by the Beverly Hills City Council.

D. No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before the director's term of office expires.

E. Restriction on Interested Directors. Not more than 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 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, daughter-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 6. Place of Meetings; Meetings by Telephone. Meetings of the Board shall be held at the principal office or at such other place within the City of Beverly Hills designated by Board resolution.

Section 7. Regular Meetings.

A. Biannual Meetings of the Foundation. The Board of Directors shall conduct biannual meetings of the Foundation. At a minimum, the Board shall

present a summary of the events and activities of the preceding six months, a Treasurer's report of the receipts, expenditures, and state of the monies and property of the Foundation, and present the Board for the ensuing six months.

B. Other Regular Meetings. Other regular meetings of the Board of Directors may be held at such days and times 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 said time on the next business day thereafter.

Section 8. Special Meetings. Special meetings of the board of directors for any purpose or purposes may be called at any time by the Chairperson, a majority of the directors or by the upon the direction of the Chief Executive Officer.

Section 9. Notice. All meetings of the Board, including without limitation, regular, adjourned regular and special meetings, shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act, California Government Code Sections 54950 et seq.

Section 10. Quorum. A majority of the Board shall constitute a quorum for the transaction of business.

Section 11. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except that if the meeting is adjourned for more than 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.

Section 12. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding of the meeting, whether before or after the meeting. The waiver or consent need not specify the purpose of the meeting, and shall be filed with the Corporation's records and made a part of the meeting minutes. Notice of a meeting need not be given to any director who attends the meeting without protesting, before or at its commencement, lack of notice.

Section 13. Proxy. There shall be no voting or other action by proxy.

Section 14. Conduct of Meetings. The Chairperson shall preside at Board meetings. In the Chairperson's absence, the Vice Chairperson shall preside. In the Chairperson's and Vice Chairperson's absence, the Chief Executive Officer shall preside. Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are consistent with these Bylaws, with the Articles of Incorporation, and with applicable law.

ARTICLE VII: COMMITTEES

Section 1. Executive Committee. There shall be an Executive Committee consisting of the Chief Executive Officer and the Chief Financial Officer. The Executive Committee shall have the authority of the Board in the management of the business and affairs of the Corporation and specifically the Executive Committee shall have the power to take action on items between meetings of the entire Board, make recommendations to the Board, to pay bills, answer legal and taxing authority correspondence, to accept unrestricted cash gifts in an unlimited amount, to accept cash gifts restricted to the renovation of Beverly Gardens Park in an unlimited amount, and to accept bequests, endowments, and other donations with an established value of up to \$50,000 in accordance with the gift acceptance policy adopted by the Board. The Board at its next meeting must ratify any interim action of the Executive Committee. Notwithstanding the above, the Executive Committee may not:

1. Take any final action on matters that, under the Nonprofit Corporation Law of California, requires approval of the entire Board;
2. Fill vacancies in any committee;
3. Amend or repeal Bylaws or adopt new Bylaws;
4. Amend or repeal any resolution of the Board or Directors that by its express terms is not so amendable nor repealable;
5. Appoint any other committees of the Board of Directors or the members of these committees;
6. Approve any transaction (a) to which the Corporation is a party and one or more directors have a material financial interest; or (b) 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. Other Committees. The Board may establish standing or ad hoc committees to facilitate performance of its functions. Each such committee shall be created by Board resolution, and shall consist of two or more directors designated by the Board and any additional non-director individuals designated by the Board. Committee members shall serve at the pleasure of the Board. No committee shall have the power or authority to do any act forbidden to be performed by the Executive Committee pursuant to Section 1 above.

ARTICLE VIII: OFFICERS

Section 1. Officers. The officers of the Corporation shall include the following: a President, who shall be referred to as the Chief Executive Officer; a

Secretary; and a Chief Financial Officer. The Corporation may also have, at the Board's discretion, one or more Assistant Executive Officers, one or more Assistant Secretaries, one or more Assistant Financial Officers; and such other officers as may be appointed in accordance with Section 2 below. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chief Executive Officer.

Section 2. Appointment of Officers.

A. The officers of the Corporation, except those appointed in accordance with the provisions of Section 3, shall be appointed by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

B. The appointment of officers shall take place at a meeting of the Board. Installation shall immediately follow with officers immediately assuming their duties.

Section 3. Other Officers. The Board may appoint, and may authorize the Chairperson or the Chief Executive Officer to appoint, other officers that the Corporation may require. Each such other officer shall have the title, hold office for the period, have the authority and perform the duties specified in the Bylaws or determined from time to time by the Board.

Section 4. Removal of Officers. Subject to the rights, if any, of an officer under contract of employment, any officer may be removed, with or without cause, by the Board, or, except in case of an officer appointed by the Board, by an officer on whom such power of removal may be conferred by the Board.

Section 5. Resignation of Officers. Any officer may resign upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

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

Section 7. Responsibilities of Officers.

A. Chief Executive Officer. Subject to the control and supervision of the Board, the City Manager of the City of Beverly Hills shall be the Chief Executive Officer and general manager of the Corporation and shall generally supervise, direct and control the activities and affairs and the officers of the Corporation. The Chief Executive Officer shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Chief Executive Officer or his designee shall attend all Board meetings unless excused by the Board.

B. Assistant Executive Officers. In the absence or disability of the Chief Executive Officer, the Assistant Executive Officers, if any, in order of their rank, shall perform the duties of the Chief Executive Officer, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chief Executive Officer. The Assistant Executive Officers shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or these Bylaws.

C. Secretary.

(i) Subject to the control and supervision of the Board, the City Clerk of the City of Beverly Hills shall perform the duties of Secretary.

(ii) Book of minutes. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and of committees of the Board. The Secretary shall also keep, or cause to be kept, at the principal office, a copy of the Articles of Incorporation and these Bylaws, as amended to date.

(ii) Notices, seal and other duties. The Secretary shall 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. 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 or the Bylaws.

(iv) In the absence or disability of the Secretary, the Assistant Secretary, if any, in order of their rank, shall perform the duties of the Secretary, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the Secretary. The Assistant Secretary shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or these Bylaws.

D. Chief Financial Officer.

(i) Subject to the control and supervision of the Board, the Chief Financial Officer of the City of Beverly Hills shall perform the duties of Chief Financial Officer.

(ii) The Chief Financial Officer of the Corporation shall keep or maintain, or cause to be kept or maintained, adequate and correct books of account of the properties and transactions of the Corporation, and shall send or cause to be sent to the directors such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any director at all reasonable times.

(iii) Deposit and disbursement of money and valuables. The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse the funds of the Corporation as may be ordered by the Board; shall render to the Board, 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 may be prescribed by the Board or these Bylaws.

(iv) In the absence or disability of the Chief Financial Officer, the Assistant Chief Financial Officer, if any, in order of their rank, shall perform the duties of the Chief Financial Officer, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chief Financial Officer. The Assistant Chief Financial Officer shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or these Bylaws.

Section 8. Compensation of Officers. Officers shall serve without compensation by the Corporation and may not be compensated for rendering services to the Corporation in any capacity. However, officers may be reimbursed for reasonable expenses in accordance with a policy established by Board resolution.

ARTICLE IX: INDEMNIFICATION

Section 1. Definitions. For the purposes of this Article IX, the following definitions shall apply:

A. "Agent" means any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise.

B. "Proceeding" means any threatened, ending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

C. "Expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 2 or 3 of this Article IX.

Section 2. Actions by Third Parties. The Corporation shall have 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 the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, 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), by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such 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 such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon 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 the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. 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 the Corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or 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 by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such 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 3:

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

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

(c) 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.

Section 4. Indemnification Against Expenses. To the extent that a agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article IX or 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.

Section 5. Required Determinations. Except as provided in Section 4 of this Article IX any indemnification under this Article IX shall be made by the Corporation only if authorized in the specific case, upon 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 2 or 3 of this Article IX, by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

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

Section 6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 7. 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, these Bylaws, a resolution of directors, an agreement, or otherwise, shall be valid unless consistent with this Article IX. Nothing contained in this Article IX shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article IX, except as provided in Section 4 or 5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, 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 otherwise amounts were paid, which prohibits or otherwise limits indemnification; or

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

Section 9. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 10. Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation.

ARTICLE X: FISCAL YEAR

Section 1: Fiscal Year of the Corporation. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XI: MEMBERS

Section 1: Determination of Members. The Corporation shall have no voting members within the meaning of the California Nonprofit Public Benefit Corporation Law. Any action that would otherwise require approval by such members shall require only approval of the Board of Directors.

ARTICLE XII: RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records

The Corporation shall keep:

- (a) Adequate and correct records and books of account;
- (b) Written minutes of Board and committee proceedings.

Section 2. Inspection by Directors. 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. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy documents.

Section 3. Annual Report

Except as provided under Section 6321(c) of the California Nonprofit Public Benefit Corporation Law, not later than 120 days after the close of the fiscal year, the Chief Financial Officer shall cause an annual report to be sent to the Board. Such report shall contain the following information in reasonable detail, duly certified by the Chief Financial Officer:

1. The assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
5. Any information required by Section 6322 of the California Corporations Code.

Section 4. Annual Statement of Certain Transactions and Indemnifications

A. The Corporation shall prepare annually and furnish to each director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the close of the fiscal year of the Corporation:

(i) Any transaction to which the Corporation, was a party, and in which any director or officer of the Corporation, (but mere common directorship shall not be considered such an interest) had a direct or indirect material financial interest, if such transaction involved more than \$50,000, or was one of a number of transactions with the same person involving, in the aggregate, more than \$50,000.

(ii) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation pursuant to Article 6 above.

B. The statement shall include a brief description of the transaction, the names of the director(s) or officer(s) involved, their relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, however, that in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

ARTICLE XIII: MISCELLANEOUS

Section 1. Execution of Checks and Drafts. 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 2. Execution of Contracts. The Board of Directors, except as otherwise provided in these Bylaws, 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 to render it liable for any purpose or to any amount.

Section 3. Representation of Shares of Other Corporations. The Chief Executive Officer or the Secretary or any Assistant Secretary of the Corporation from time to time designated by general resolution of the Board of Directors, and acting individually and without necessity for specific resolution, are authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted to such officers to vote or represent on behalf of the corporation any and all shares held by the Corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized so to do by proxy or power of attorney duly executed by such officers.

Section 4. Maintenance of Articles and Bylaws. The Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and these Bylaws as amended to date, which shall be open to inspection at any reasonable times during usual business hours.

Section 5. Maintenance of Other Corporate Records. The accounting books, records, and minutes of proceedings of the Board of Directors and any committees of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal 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. The minutes and accounting books and records shall be open to inspection at any reasonable time during usual business hours. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts.

ARTICLE XIV: AMENDMENTS

Amendments of these Bylaws may be proposed at any meeting of the Board of Directors or of the Corporation. Proposed amendments must be submitted in writing for approval thirty days' prior to the next meeting. To become effective, they must receive a majority vote of the Board.

ARTICLE XV: CONSTRUCTION AND DEFINITIONS

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.

ARTICLE XVI: CERTIFICATE OF SECRETARY

A Certificate of the Secretary of this Corporation shall be affixed to the original, or most recent amended version of the Bylaws, such Certificate to be in the following form:

CERTIFICATE OF SECRETARY

This is to certify that the foregoing is a true and correct copy of the Bylaws of the City of Beverly Hills Community Charitable Foundation and that these Bylaws were duly adopted by the Board of Directors of the Corporation on the date set forth below.

Dated: October 1, 2013



Secretary
Byron Pope

CERTIFICATION OF SECRETARY

I DO HEREBY CERTIFY AS FOLLOWS:

That the foregoing is a true and correct copy of the Bylaws of the City of Beverly Hills Community Charitable Foundation and that these Bylaws were duly adopted by the Board of Directors of the Corporation on October 1, 2013

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of October, 2013.



Byron Pope, Secretary