

**Modified and Restated
Bylaws of
Central Core Restoration Corporation
A California Nonprofit Mutual Benefit Corporation**

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this corporation is Central Core Restoration Corporation ("CCRC"). The principal office for the transaction of the affairs and activities of this corporation shall be located in the County of Solano. The Board of Directors may change the location of the principal office.

**ARTICLE II
PURPOSE**

The purpose of this corporation shall be to improve and promote the economic well-being of Downtown Vallejo through the creation of a management district, the creation of a Downtown Vallejo public-private partnership, and related activities. As used in these Bylaws the term "management district" shall include, but not be limited to, a district ("District") formed under the Property and Business Improvement District Law of 1994 (California Streets and Highways Code sections 36600, et seq.), and the term "Management District Plan" or "Plan" shall have the same definition as found in the Property and Business Improvement District Law of 1994.

**ARTICLE III
LIMITATIONS**

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends of its members and is organized solely for nonprofit purposes. No part of the profits or net income of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to any individual. Upon the dissolution or winding up of this corporation, after payment of, or provision for payment of, all debts and liabilities of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has been formed to provide benefits or services for Downtown Vallejo and which has established its tax exempt status under §501(c) of the Internal Revenue Code. If no such corporation as described above is in existence at the time of dissolution, then the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which has established its tax-exempt status under §501(c) of the Internal Revenue Code.

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ARTICLE IV MEMBERS

Section 1: Definitions. This corporation shall have no members within the meaning of the California Nonprofit Corporation Law, pursuant to Corporation Code §7332(a). As used herein the term "member" shall refer only to directors.

ARTICLE V DIRECTORS

Section 1: Number. This corporation shall have eleven directors. Each director shall have one vote. A reduction in the number of directors shall not result in any director being removed before his or her term of office expires.

Section 2: Tenure. Each director of this corporation, except the Director appointed by the City pursuant to Section 3, below, shall be elected to serve for a term of two years. The terms of all Directors, except the Director appointed by the City, shall be staggered. For the purpose of managing the terms of Directors, the positions on the Board of Directors shall be numbered, with all even numbered seats having terms that expire at the annual meeting of even numbered years and all odd numbered seats having terms that expire at the annual meeting of odd numbered years. The Secretary of the corporation shall maintain a list of the seat numbers and the persons elected to that seat, and shall report the seat numbers and names of persons holding those seats in the minutes. When a person is elected to fill a vacant seat, that person's term shall correspond to the term of the seat he or she is filling. Notwithstanding the two year term described above, a person shall serve beyond such two years if a successor has not been duly qualified and elected to that seat.

Section 3: Criteria.

- A. At least eight directors shall be property owners, or the property owners' authorized and designated representative as defined in subsections B and C below. Not more than two positions on the Board of Directors may be held by persons who meet both of the following criteria: (a) they are the owner of a business operating within the District, or are a resident of the City of Vallejo; and (b) they are not an owner of real property within the District. One position on the Board of Directors shall be held by a person appointed by the City. The term "appointed by the City" shall mean a person appointed, from time to time, by the City Council or the City Manager of the City of Vallejo to be the City's authorized representative on the Board of Directors, and shall not include a person who is a mere liaison between the City and the District.
- B. The terms "owner" and "property owner" shall refer to a person or entity shown as an owner of real property within the District, on either: (a) the tax assessment records prepared by the County Assessor; or (b) an original or certified copy of a duly recorded property transfer document such as a deed. For purposes of this Subsection B, only: (i) a member of a partnership, joint venture or limited liability company or

shareholder of a corporation will be deemed to be the owner of real property owned by that entity if he or she owns 10% or more of the entity or has an interest in the entity with a market value of more than \$10,000; (ii) an officer, manager or director of a limited liability company or corporation will be deemed an owner of property owned by that entity; (iii) a co-tenant or joint tenant of real property will be deemed and owner of that real property; and (iv) a trustee of a trust will be deemed an owner of property owned by that trust. Different property owners may be considered one owner for purposes of this Subsection B, if the Board finds a significant unity of interest. An owner of a business may serve on the Board in the capacity of business owner only if he or she has the written approval of more than 50% of the owners of that business.

C. For purposes of this section 3, the term "authorized and designated representative" shall refer to a person designated by a property owner to run for, and serve as its representative if elected, on the Board of Directors. If an owner who is a natural person chooses to designate a representative the designation must be made in writing. If an owner which is an entity and not a natural person chooses to designate a representative, the designation must be made by a formal written document adopted by the minimum criteria specified in the entity's organizational documents, such as a resolution if the entity is a corporation or limited liability company. In order to serve on the Board, a co-tenant or joint tenant must have the written approval of more than fifty percent (50%) in ownership of the real property he or she represents. The Board may adopt policies relating to the written substantiation of representative status.

Section 4: Annual Election. Seats on the Board of Directors, the terms of which are set to expire in any particular year, shall be filled by an election by the Board held at its annual meeting for that year. Procedures for election of Directors shall be determined by the Board of Directors.

Section 5: Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation law, the provisions of the Management District Plan, and any other applicable laws, and subject to any limitations of the Articles of Incorporation and these Bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board.

Section 6: Specific Powers. Without prejudice to the general powers set forth in Article V, Section 5 of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following:

- A. Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
- B. Change the principal office or the principal business office in the County of Solano from one location to another; cause the corporation to be qualified to conduct its

activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in the County of Solano for holding any meeting of members.

- C. Borrow money and incur indebtedness on the corporation's behalf 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 evidence of debt and securities.

Section 7: Occurrence of Vacancies. A vacancy or vacancies on the Board shall occur in the event of:

- A. The death, removal or resignation of any director; or
- B. The declaration by resolution of the Board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty arising under Corporations Code §7238, the Management District Plan, or other applicable laws; or
- C. An increase in the authorized number of directors; or
- D. A Board member is no longer the owner of land or is no longer authorized to represent the property which he or she was designated to represent;
- E. The failure of a director to attend three or more unexcused consecutive Board meetings and an affirmative vote of the Board to remove the director; or
- F. The failure of an election to elect the number of directors required to be elected in that election.

Section 8: Filling Vacancies. Vacancies on the Board may be filled by approval of the Board, or if the number of directors then in office is less than a quorum, by either:

- A. The unanimous written consent of the directors then in office; or
- B. The affirmative vote of a majority of directors then in office at a meeting held according to the notice provisions of these Bylaws and the Ralph M. Brown Act; or
- C. A sole remaining director.

Section 9: Compensation and Reimbursement. Directors shall serve as volunteers and shall not be compensated. Directors may be reimbursed for expenses, as the board may establish by resolution to be just and reasonable to the corporation at the time that the resolution is adopted.

Section 10: Alternate Directors. There shall be no Alternate Directors.

Section 11: Chairperson. The President shall also be the chairperson of the Board, unless the Board elects a different person to that position.

Section 12: Disclosures. It shall be the policy of CCRC that its Directors disclose significant business relationships between themselves and other directors and the property owners represented by other Directors. For the purpose of this Section 12 the following constitute significant business relationships:

- (i) landlord and tenant;
- (ii) employer and employee;
- (iii) debtor and creditor;
- (iv) joint ownership of real property, whether as partners, joint venturers, co-tenants, joint tenants, co-trustees, shareholders of a corporation or members of a limited liability company;
- (v) spouse or registered domestic partner;
- (vi) trustee or beneficiary of a trust;
- (vii) any other business relationship with a Director or owner represented by a Director resulting in compensation in excess of \$10,000 within the past three years or potential compensation in excess of \$10,000 within the following two years.

Spouses and registered domestic partners will be deemed to have the significant business relationships of their spouses or domestic partners.

All current Directors must disclose all significant business relationships with other Directors and property owners represented on the Board by Directors not later than the first meeting after the adoption of these Modified and Amended Bylaws and all new directors must make such disclosures at or before the first meeting of the Board they attend in the capacity of Director. Directors shall disclose new significant business relationships not later than the first Board meeting they attend after the creation of the significant business relationship. Disclosures may either be in a writing addressed to the board and delivered to the corporation's office or made orally at a regular meeting of the Board with a quorum present for inclusion in the minutes of the Board.

ARTICLE VI MEETINGS

Section 1: Annual Meeting. The annual meeting of the corporation shall be held in December. Unless the Board sets another time in December for the annual meeting, the regular meeting in December of each year, as set pursuant to Section 2 of this Article, shall be considered to be the annual meeting of the corporation. At the annual meeting, directors shall be elected and other

business may be transacted, subject to the provisions of these Bylaws. Notice of the annual meeting shall be posted at least seventy-two hours prior to the meeting in a publicly accessible location, in accordance with the requirements of the Ralph M. Brown Act. Each notice shall state the general business to be transacted, and the day, time and place of the meeting. At the discretion of the Board, the annual meeting may be combined with any other meeting, including a special meeting and the annual stakeholders meeting.

Section 2: Board of Directors Regular Meetings. The Board shall meet monthly on dates agreed upon by the Board. Notice of regular meetings shall be posted at least seventy-two hours prior to the meeting in a publicly accessible location, in accordance with the requirements of the Ralph M. Brown Act. Each such notice shall state the general business to be transacted, and the day, time and place of the meeting. Business may be transacted at any regular meeting of the Board in accordance with the requirements of the Ralph M. Brown Act.

Section 3: Board of Directors Special Meetings. Special meetings of the Board may be called in accordance with Government Code section 54956. Notice of special meetings shall be given to each director stating the time, place, and business to be discussed at least twenty-four hours before the time of the meeting specified in the notice. Notice shall be delivered to the Board personally or by any other means pursuant to Government Code §54956. Notice shall also be posted at least twenty-four hours prior to the meeting in a publicly accessible location in accordance with the requirements of the Ralph M. Brown Act.

[SCRIVENER'S NOTE: Government Code section 54956 allows a majority of the members of the legislative body or the "presiding officer" to call a special meeting. In the CCRC, the "legislative body" is the Board and the "presiding officer" is the President, or in his or her absence, the Vice President.]

Section 4: Notice of Meetings. Notice of all meetings will be given in accordance with the provisions of the Ralph M. Brown Act, Government Code §54950 et. seq. The noticing provisions in these Bylaws shall be subject to any amendments of the Ralph M. Brown Act.

Section 5: Place of Meetings. All meetings of the corporation shall be held at such location in the County of Solano as may be determined by the Board.

Section 6: Telephonic Appearance. Teleconferencing, as authorized by §54953 of the Ralph M. Brown Act may be used for all purposes in connection with meetings. All votes taken during a teleconferenced meeting shall be by roll call. If teleconferencing is used, the Board shall post agenda at all teleconference locations and conduct teleconference meetings in a manner that protects that statutory and constitutional rights of the parties or the public appearing before the Board. Each teleconference location shall be identified in the notice and agenda of the meeting, and each teleconference location shall be accessible to the public. During the teleconference, at least a quorum of the members of the Board shall participate from locations with the boundaries of Downtown Vallejo. The agenda shall provide an opportunity for members of the public to address the legislative body directly pursuant to Government Code §54954.3 at each teleconference location.

Section 7: Quorum. At any meeting of the Board, a majority of the members of the Board shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact

business, notwithstanding withdrawal of Directors, if the action taken is approved by at least majority of the quorum for that meeting. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present. There shall be no voting by proxies or voting by absentia.

Section 8: Minutes. Written minutes of all meetings shall be taken. The Secretary shall take, or cause to be taken, written minutes of all meetings.

Section 9: Voting. For a matter to be approved by the Board, it shall receive the affirmative vote of a majority of those Directors present, provided there is a quorum. If, in a meeting with a quorum present an agenda is properly approved, the meeting may continue despite the departure of members resulting in the loss of a quorum, and the Board may approve agendaized matters by the vote of a majority of a quorum.

Section 10: Annual Stakeholders' Meeting. The Board shall set an annual stakeholders' meeting to be attended by the Directors, representatives of the City of Vallejo, property owners within the District, and business owners within the District. If no official business of the Board is to be conducted at the annual stakeholders' meeting, a quorum of Directors shall not be necessary.

ARTICLE VII OFFICERS

Section 1: Offices Held. The officers of this corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board may from time to time designate. All officers shall be members in good standing of the Board, except that an employee of the corporation may be elected as Assistant Secretary. Only one office may be held by the same person. The President, Vice President, Secretary and Treasurer of the corporation shall also serve on the executive committee of the corporation.

Section 2: Election of Officers. The officers of this corporation shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

Section 3: Term. All officers shall be elected for a term of one year or until their successors are elected and qualified.

Section 4: Appointment of Other Officers. The Board may appoint and authorize the Chairperson or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in these Bylaws or established by the Board.

Section 5: Removal of Officers. Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause. An officer who

was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

Section 6: Resignation of Officers. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 7: Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by these Bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.

Section 8: Responsibilities of President. The President shall preside at all meetings and have such other powers and duties as the Board or these Bylaws may require.

Section 9: Responsibilities of Vice-President. The Vice-President shall assume the duties of the President in his or her absence, and shall have such other powers and duties as the Board or these Bylaws may require.

Section 10: Responsibilities of Treasurer. The Treasurer of the corporation shall have the following responsibilities:

- A. Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Secretary/Treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these Bylaws, by the District Management Plan, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.
- B. Treasurer shall 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 President and the Board, when requested, an account of all transactions as Secretary/Treasurer and of the financial condition of the corporation; and have such other powers and perform such other duties as the Board or these Bylaws may require.

Section 11: Responsibilities of Secretary. The Secretary of the corporation shall have the following responsibilities:

- A. The Secretary shall 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, of committees of the Board, and of any members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and if special, how authorized; the notice given; the names of persons present at Board and

committee meetings; and the number of members present or represented at members' meetings.

- B. The Secretary shall keep or cause to be kept, at the corporation's principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date.
- C. The Secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the board, a record of the corporation's members, showing each member's name, address, business represented, and class of membership.
- D. The Secretary shall give, or cause to be given, notice of all meetings that these Bylaws require to be given. The Secretary/Treasurer shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require.
- E. The Secretary shall maintain, or cause to be maintained, the corporation's records in accordance with the requirements of the California Public Records Act, Government Code §6250 et seq.

Section 12: Contracts with Directors. No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation unless:

- A. The material facts as to the transaction and such director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested director not being entitled to vote thereon; or
- B. The material facts regarding such director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all board members before consideration by the board of such contract or transaction, and such contract of transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the vote of the interested director.

Section 13: Loans. This corporation shall not loan any money or property to, or guarantee the obligation of, any director or officer of the corporation. The corporation may advance money to a director or officer for reasonable business expenses, provided that the director or officer is entitled to reimbursement.

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ARTICLE VIII COMMITTEES

Section 1: Establishment. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of such committee, who may replace any absent member at any meeting. When creating a committee, the Board shall designate one person as the presiding officer of that committee. All committees are advisory only, unless the resolution creating the committee clearly states otherwise, in which case that committee shall have all the authority of the Board, to the extent provided in the Board resolution creating it, except that no committee may do the following:

- A. Fill vacancies on the Board or any committee of the Board;
- B. Fix compensation of the Directors for serving on the Board or any committee;
- C. Amend or repeal Bylaws or adopt new Bylaws;
- D. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- E. Create any other committees of the Board or appoint the members of committees of the Board; or
- F. Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected; or
- G. With respect to any assets held in charitable trust, approve any contract or transaction between this corporation and one or more of its directors or between this corporation and an entity in which one or more of its directors have a material financial interest, subject to the approval provisions of Corporations Code §5233(d)(3).

Section 2: Meetings and Actions of Committees.

Meetings and actions of committees shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of committees may, but shall not be required to, be set either by Board resolution, or if none, by resolution of the committee. Special meetings of committees may be called by the presiding officer of the committee, or by a majority of the members of the committee. Notice of committee meetings will be given in accordance with the provisions of the Ralph M. Brown Act. Minutes of each meeting shall be kept and shall be filed with the corporate records, and in accordance with the provisions of the California Public Records Act. The Board may adopt rules for governance of any committee as long as the rules are consistent with these Bylaws and the

Ralph M. Brown Act. If the Board has not adopted rules, the committee may do so.

[SCRIVENER'S NOTE: Per Government Code section 54952, subd. (b), no notice is required of a committee meeting if the committee is an ad hoc committee that only consists of members of the Board and has no set meeting schedule.]

Section 3: Executive Committee. Pursuant to Article VII of these Bylaws, the Board shall appoint two or more Directors of the corporation to serve as the executive committee of the Board. The executive committee, unless limited by 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 Article VII. All actions of the executive committee shall be reported to and ratified by the Board at the next duly scheduled Board meeting. Notice of meetings of the executive committee will be given in accordance with the provisions of the Ralph M. Brown Act.

[SCRIVENER'S NOTE: The Executive Committee is a standing committee for the purposes of the Ralph M. Brown Act. As such, notice of meetings of the Executive Committee must be given under the Act.]

ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 1: Indemnification.

- A. To the fullest extent permitted by law, this corporation shall indemnify its directors and officers, and may indemnify employees and other persons described in the Corporations Code, including persons formerly occupying such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in the Corporations Code, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in the Corporations Code. "Expenses," as used in these Bylaws, shall have the same meaning as in the Corporations Code.
- B. On written request to the Board by any person seeking indemnification under the Corporations Code, the Board shall promptly decide under that code whether the applicable standard of conduct set forth has been met, and if so the Board shall authorize indemnification.
- C. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

Section 2: Insurance. This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE X RECORDS

Section 1: Maintenance. This corporation shall keep all of the following records, either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two:

- A. Adequate and correct books and records of account; and
- B. Minutes of the proceedings of its members, board and committees.

Section 2: Inspection of Records.

- A. Every director shall have the absolute right, at any reasonable time, to inspect the corporation's books, records, and documents of every kind, and to inspect the physical properties of the corporation. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.
- B. Every member of the public shall have the right to inspect the corporation's books, records, and documents of every kind to the extent allowed by, and subject to the provisions of, the California Public Records Act, Government Code §6250 et seq.

Section 3: Articles and Bylaws. This corporation shall keep, at its principal office, the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date.

Section 4: Annual Reports. The Secretary of the corporation shall prepare and submit, or cause to be prepared and submitted, the following annual reports. The Secretary shall keep, or cause to be kept, copies of all annual reports with the corporation's records.

- A. District Annual Report. The District annual report will be prepared and submitted in accordance with the provisions of Streets and Highways Code §36650 and the Management District Plan.
- B. CCRC Annual Report. The CCRC annual report shall be prepared within 120 days after the end of the corporation's fiscal year. This section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year. The report shall contain the following information in appropriate detail:

such officers or agents of the corporation and in such manner as the Board may determine from time to time. Endorsements for deposits to the credit of the corporation shall be made in such manner as the Board may determine from time to time.

Section 3: Contracts. The Chairperson, President or any other officer or agent specifically authorized by the Board may, in the name of and on behalf of the corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board. Without the express and specific authorization of the Board, no officer or agent may enter into any contract or execution or deliver any instrument in the name of or on behalf of the corporation.

Section 4: Brown Act Compliance. To the extent that Government Code §54952(c) shall require the corporation to be subject to the open meeting requirements of the Ralph M. Brown Act, then the board will comply with the provisions of Government Code §54950 through and including §54961. To the extent that any provisions of these Bylaws are inconsistent with the Ralph M. Brown Act, the provisions of said Act shall prevail. In the event the corporation does not meet the requirements of Government Code §54952(c), then the Board will not endeavor to meet the requirements of the Brown Act.


ARTICLE XII AMENDMENT

Except as otherwise provided herein, and subject to the power of directors to amend or repeal the Bylaws, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of a majority of the directors present at any regular or special meeting, a quorum being assembled, provided that written notice of such meeting, setting forth in detail the proposed revision(s) and explanation(s) therefore, be given not less than 7 days prior to such meeting.

CERTIFICATE OF SECRETARY

I, Robert L. Ladd certify as follows:

1. I am the duly elected and acting Secretary of Central Core Restoration Corporation, a California Nonprofit Mutual Benefit Corporation;
2. That these Bylaws, consisting of 14 pages, inclusive, are the Bylaws of the corporation as adopted by the Board of Directors on July 11, 2013 and amended on August 8, 2013 and April 9, 2015; and
3. That these Bylaws have not been amended or modified since that latter date.



Robert L. Ladd, Secretary

Dated June 11, 2015