

**BYLAWS
OF
BALBOA PARK CONSERVANCY**
a California Nonprofit Public Benefit Corporation

ARTICLE 1. RESTATEMENT. These Bylaws are an amended and full restatement of the Bylaws of Balboa Park Conservancy, a California nonprofit public benefit corporation formerly known as Balboa Park Central (the “Corporation”) and supersede in their entirety any previous bylaws of the Corporation.

ARTICLE 2. OFFICES OF THE CORPORATION.

2.1. Principal Office. The principal office for the transaction of the business, affairs, and activities of the Corporation shall be at such place as the Board of Trustees shall establish from time to time.

2.2. Other Offices. Branch or subordinate offices may at any time be established by the Board of Trustees at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE 3. PURPOSES

3.1. Purpose. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The specific purposes of this Corporation are to (i) promote Balboa Park, located in the City of San Diego; (ii) operate the House of Hospitality therein; and (iii) promote, support, fund, implement, facilitate, and oversee projects to restore, preserve, maintain, and improve the park land, buildings, and infrastructure of Balboa Park.

3.2. Limitations. The Corporation is hereby organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the Corporation shall inure to the benefit of any private person or individual, and the Corporation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE 4. MEMBERS

4.1. Members. The Corporation shall have no members as defined in Section 5056 of the California Corporations Code. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Board of Trustees.

4.2. Other Persons Associated With the Corporation. The Corporation may refer to persons or entities associated with it as “members,” even though those persons or entities are not members, but no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Corporations Code. By amendment of its Articles of Incorporation or of these Bylaws, the Corporation may confer some or all of rights of a member on any person or persons

who do not have the right to vote for the election of Trustees or 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 said Section 5056.

ARTICLE 5. TRUSTEES

5.1. Powers of Trustees. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to limitations of the Articles, and these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board. So long as the Board shall be the sole class of voting members of the Corporation, any action which requires approval of the members or approval of a majority of members pursuant to the California Nonprofit Public Benefit Corporation Law shall require only the approval of the Board. Without prejudice to the general powers set forth in this Section 5.1, but subject to the same limitations, it is hereby expressly declared that the Board shall have the power to delegate the management of the activities of the Corporation to any person or persons 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.

5.2. Number of Trustees. The Board shall consist of at least twelve (12) and no more than thirty-six (36) Trustees until changed by amendment to these bylaws.

5.3. Selection and Term of Office of Trustees.

5.3.1. Qualifications. The Board shall establish from time-to-time qualifications for membership on the Board, and said qualifications shall be at the discretion of the Board. Said qualifications may include, but are not limited to, educational, and experience requirements. Notwithstanding the foregoing, in no event shall any of the following persons be a member of the Board: (i) a person who is an employee of any local, state, or Federal government, including, but not limited to, the City of San Diego, and any agency or department of the City of San Diego; or (ii) beginning July 1, 2015, a person who is an employee of any organization located in Balboa Park, provided, however, that a person shall not be considered to be an employee of a nonprofit organization located in Balboa Park solely by reason of his or her service as a board member of such nonprofit organization.

5.3.2. Term of Office.

5.3.2.1. Initial Terms. All persons who are selected to serve as Trustees on the Board commencing July 1, 2014, shall serve an initial three (3) year term.

5.3.2.2. Trustees Subsequent to July 1, 2014. Subsequent to July 1, 2014, persons may be selected to serve as Trustees, whether as additional Trustees to those already serving, or to fill a vacancy as defined in Section 5.4 of these Bylaws, either at the official annual meeting of the Board held prior to the commencement of the Corporation's fiscal year beginning on July 1 of each year, or at times other than the official annual meeting of the Board. Subsection (a) below sets forth the term of office of any such Trustee selected at the official

annual meeting of the Board, and Subsection (b) below sets forth the term of office of any such Trustee selected at any time other than the official annual meeting of the Board:

(a) Each such Trustee selected at the official annual meeting of the Board shall serve a three (3) year term, commencing on July 1 of the calendar year in which the annual meeting is held.

(b) Each such Trustee selected at any time other than the official annual meeting of the Board shall serve a term consisting of (i) any partial year starting on the date of the next meeting of the Board (whether regular or special) following the date of selection, and ending on June 30 following such date of selection (if there is no meeting of the Board between the date of selection and June 30, then no partial year shall be served by the Trustee so selected), plus (ii) three (3) years commencing on July 1 following such date of selection.

5.3.2.3. Term Limits. Trustees shall not be eligible to serve more than two (2) consecutive terms of office. After serving two (2) consecutive terms of office, a person may not serve as a Trustee until at least one (1) year has passed from the end of the person's most recent term of office.

5.3.2.4. Leaves of Absence. During any term of office, by written notice to the Chair or the Secretary of the Board, any Trustee may request a leave of absence from service as a Trustee for a period not to exceed one (1) year. Any such request shall be subject to approval by the Executive Committee of the Board (if the Board has established an Executive Committee, or if the Board has not established an Executive Committee, then by the Board itself), which approval may be granted, or denied, or granted on such terms and conditions as may be determined by the approving body in its sole and absolute discretion. If the request is approved, or approved on terms and conditions accepted by the Trustee making the request, then (a) during the period of leave, the Trustee on leave shall not be counted as or considered to be a member of the Board, and (b) at the end of the period of leave, (i) the Trustee on leave shall rejoin the Board without necessity for any further vote or action by the Chair, the Secretary, the Executive Committee (if any) or the Board itself, and (ii) the term of office of the rejoined Trustee shall be extended for the period of time of the leave taken. Notwithstanding the foregoing, except on any required notice to or from the Attorney General, no Trustee may take a leave of absence if the Corporation would then be left without a duly elected Trustee or Trustees.

5.3.3. Method of Appointment. Trustees, other than Trustees returning from a leave of absence, shall be appointed by the then current members of the Board, including any members whose terms are set to expire. The Board may delegate the qualification and nomination of Board candidates to a committee of the Board, but in order to serve on the Board any nominated person must be approved by a Majority Vote of the Board.

5.4. Vacancies on Board.

5.4.1. Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any Trustee; (b) the declaration by Board resolution of a vacancy in the office of a Trustee who has been declared of unsound mind

by an order of court, convicted of a felony or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (c) removal of a Trustee for fraudulent acts in an action in Superior Court under Section 5223 of the California Corporations Code; (d) the increase of the authorized number of Trustees; or (e) removal of a Trustee with or without cause upon the affirmative vote of two-thirds ($\frac{2}{3}$) of the other members of the Board of Trustees.

5.4.2. Resignations. Except as provided below, any Trustee may resign by giving written notice to the Chair or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Trustee's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on any required notice to or from the Attorney General, no Trustee may resign if the Corporation would then be left without a duly elected Trustee or Trustees.

5.4.3. Filling Vacancies. Vacancies in the Board shall be filled by election by a majority of the remaining Trustees, even if less than a quorum, or by a sole remaining Trustee. The term of office of a Trustee selected to fill a vacancy shall be as specified in Section 5.3.2 of these Bylaws.

5.4.4. No Vacancy on Reduction of Number of Trustees. No reduction in the authorized number of Trustees shall have the effect of removing any Trustee before that Trustee's term of office expires.

5.5. Trustees' Meetings.

5.5.1. Place of Meetings. Regular or special meetings of the Board may be held at any place within or outside California that the Board may designate or, if not so designated, meetings shall be held at the Corporation's principal office. Notwithstanding the above provisions of this Section, a regular or special meeting of the Board may be held at any place consented to in writing by all Board members, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting.

5.5.2. Meetings by Telephone. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Trustees participating in the meeting can hear one another. All such Trustees shall be deemed to be present in person at such a meeting.

5.5.3. Annual Meetings. No later than June in each fiscal year, the Board shall hold an annual meeting for the purpose of organization, selection of Trustees and officers for the following fiscal year, and the transaction of other business at the Corporation's principal office.

5.5.4. Regular Meetings. Early in each fiscal year, at least eight (8) regular meetings of the Board shall be scheduled by the Board for that fiscal year. Notice of the full schedule of regular meetings, stating the time and place of each such meeting, shall be given in the manner specified in Section 5.5.5.1 of these Bylaws. Thereafter, such regular meetings of the Board may be held without further call or notice, at the time and place specified in the schedule of regular meetings.

5.5.5. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Chair, the Secretary or any two Trustees.

5.5.5.1. Manner of Giving Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each Trustee by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the Trustee or to a person at the Trustee's office who would reasonably be expected to communicate that notice promptly to the Trustee; or (d) by facsimile, e-mail, or other electronic transmission. All such notices shall be given or sent to the Trustee's address, telephone number, or facsimile number as shown on the records of the Corporation or as may have been given to the Corporation by the Trustee for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Trustees are regularly held.

5.5.5.2. Time Requirements for Notice of Special Meetings. Notices of special meetings of the Board of Trustees sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, telefaxed or communicated online at least forty-eight (48) hours before the time set for the meeting.

5.5.5.3. Contents of Notice of Special Meetings. The notice of a special meeting of the Board of Trustees shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

5.5.6. Quorum. A majority of the number of Trustees then serving in office shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Trustees present at a duly held meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Trustees, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

5.5.7. Waiver of Notice. Notice of a meeting need not be given to any Trustee who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes 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 meetings. Notice of a meeting need not be given to any Trustee who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

5.5.8. Adjournment. A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Trustees if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. 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 Trustees who were not present at the time of the adjournment.

5.5.9. Outside Advisors and Liaisons. The Board may from time-to-time invite to Board meetings one or more advisors or liaisons who may attend and take part in the discussions at Board meetings, but who shall not have the right to vote at such meetings and who shall not for any purposes under these Bylaws or under state law be considered or classified as a Trustee of the Corporation. The Board may from time-to-time designate certain organizations or agencies in the greater San Diego area that are entitled to appoint an advisor or liaison to attend the Board and/or committee meetings, but in no event shall such designation grant to the designated person the right to vote at meetings of the Board or the status of a Trustee of the Corporation.

5.6. Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. The consent of any Trustee who has a material financial interest in a transaction to which the Corporation is a party and who is an “interested trustee” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as the unanimous vote of the Board of Trustees. Such consents shall be filed with the minutes of the proceedings of the Board.

5.7. Compensation and Reimbursement. Trustees shall not be compensated for their services as Trustees, officers or committee members, provided, however, that such person may be reimbursed for reasonable expenses incurred in the performance of their services, to the extent such reimbursement policy is established by the Board.

5.8. Committees.

5.8.1. Committees of the Board. Provided that a quorum is present, the Board, by resolution adopted by a majority of the Trustees then in office, may create one or more committees of the Board. Appointments to all committees of the Board shall be made by the Board Chair, and the members of all committees shall serve at the pleasure of the Board Chair. Each committee shall include two or more Trustees as members, and may include persons who are not members of the Board subject to the restrictions and requirements set forth in Section 5.8.3 below. To the extent provided by Board resolution, each committee of the Board may exercise all authority of the Board, except that no committee, regardless of Board resolution, may:

5.8.1.1. Take any final action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members (such limitation of committee action shall apply whether or not the Corporation has members);

5.8.1.2. Fill vacancies on the Board or in any committee;

5.8.1.3. Fix compensation of the Trustees for serving on the Board or on any committee;

5.8.1.4. Amend or repeal Bylaws or adopt new Bylaws;

5.8.1.5. Amend or repeal any Board resolution that by its express terms is not so amendable or repealable;

5.8.1.6. Create any other committees of the Board or appoint members of committees of the Board;

5.8.1.7. Expend corporate funds to support a nominee for Trustee after there are more people nominated for Trustee than can be elected; or

5.8.1.8. Approve any contract or transaction to which the Corporation is a party and in which one or more of its Trustees has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

5.8.2. Audit Committee. If required under Section 12586(e) of the California Government Code, the Board shall have an audit committee (the "Audit Committee"). The Audit Committee may include persons who are not members of the Board, but the member or members of the Audit Committee shall not include any members of the staff, including the President, Chief Executive Officer and Chief Financial Officer, and shall not include the Treasurer or any Assistant Treasurers. If the Board has a finance committee, it must be separate from the Audit Committee. Members of the finance committee may serve on the Audit Committee; however, the chairperson of the Audit Committee may not be a member of the finance committee and members of the finance committee shall constitute less than one-half (½) of the membership of the Audit Committee. Members of the Audit Committee shall not receive any compensation from the Corporation in excess of the compensation, if any, received by members of the Board for service on the Board and shall not have a material financial interest in any entity doing business with the Corporation. Subject to the supervision of the Board, the Audit Committee shall be responsible for recommending to the Board the retention and termination of the independent auditor and may negotiate the independent auditor's compensation, on behalf of the Board. The Audit Committee shall confer with the auditor to satisfy its members that the financial affairs of the Corporation are in order, shall review and determine whether to accept the audit, shall assure that any nonaudit services performed by the auditing firm conform with standards for auditor independence referred to in Section 12586(e)(1) of the California Government Code, and shall approve performance of nonaudit services by the auditing firm.

5.8.3. Restrictions on Serving on Committees. The Board may from time to time establish the qualifications and requirements for serving on committees. Except as otherwise provided with respect to the Audit Committee under Section 5.8.2, a committee exercising the authority of the Board shall not include as members persons who are not Trustees. In contrast, committees created by the Board which do not exercise the authority of the Board may include as members persons regardless of whether or not they are Trustees. A committee which makes recommendations to the Board shall not, solely by reason of making such recommendations, be considered to be exercising the authority of the Board.

5.8.4. Meetings and Action of Committees. Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings

of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules. Any committee may from time to time invite outside advisors or liaisons who are not members of the committee to attend and take part in discussions at committee meetings, but in no event shall such outside advisors or liaisons have the right to vote at such meetings and shall not for any purposes under these Bylaws or under state law be considered or classified as a member of the committee or a Trustee of the Corporation.

ARTICLE 6. OFFICERS

6.1. Officers of the Corporation. The officers of the Corporation shall be a Chair, Immediate Past Chair, Secretary, and Treasurer, and a President, Chief Executive Officer, and Chief Financial Officer. The Corporation may also have, at the Board's discretion, one Chair-Elect, one or more Vice Chairs, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with Section 6.3 of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair. Only Trustees may serve as Chair, Chair-Elect (if any), Vice-Chair(s) (if any), Secretary (and any Assistant Secretaries), and Treasurer (and any Assistant Treasurers). The President, Chief Executive Officer and Chief Financial Officer shall not be Trustees, but shall be compensated employees of the Corporation, unless otherwise expressly provided in these Bylaws.

6.2. Election of Officers. Except for (a) those persons appointed under Section 6.3 of these Bylaws, and (b) the Immediate Past Chair of the Corporation who shall hold office by reason of having served as Chair of the Corporation immediately preceding the person then serving as Chair, each officer of the Corporation shall be chosen by the Board, shall serve at the pleasure of the Board, and shall hold his or her office until the expiration or termination of such person's term(s) of service as a Trustee of the Corporation, or until such person's resignation, removal or other disqualification from service, or until such person's successor shall be elected, whichever shall first occur.

6.3. Other Subordinate Officers. The Board may appoint, and may authorize the Chair to appoint, such other officers that the business of the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or as the Board may from time to time determine.

6.4. Removal of Officers. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board or by an officer on whom the Board may confer that power of removal.

6.5. Resignation of Officers. Any officer may resign at any time by giving written notice to 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 be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

6.6. Vacancies in Offices. 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, provided that such vacancies shall be filled as they occur.

6.7. Responsibilities of Officers.

6.7.1. Chair. The Chair shall preside at all meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. If at any time, and only during such time, there is no President or Chief Executive Officer of the Corporation, then the Chair shall be the president and chief executive officer of the Corporation and shall supervise, direct, and control the business of the Corporation.

6.7.2. Immediate Past Chair. The Immediate Past Chair of the Corporation, who shall hold office by reason of having served as Chair of the Corporation immediately preceding the person then serving as Chair, shall have such powers and perform such duties as may be prescribed by the Chair or by the Board from time to time.

6.7.3. Chair-Elect. If (a) the person serving as Chair of the Corporation advises the Board orally or in writing that such person will not seek to serve as Chair in the year following the year then being served, or (b) the Board, in its discretion, wishes to designate a Chair-Elect at any time, then:

6.7.3.1. In the circumstance described in clause (a) above, the Board shall designate, or in the circumstance described in clause (b) above, the Board may designate, one Chair-Elect as an officer of the Corporation. The Chair-Elect shall perform or assist in the performance of such duties as may be specified by the Chair in order to prepare the Chair-Elect to assume the powers and duties of the Chair, and shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

6.7.3.2. The designation of a person as Chair-Elect does not presume or require that the person so designated will in fact ever succeed the then current Chair in that office, but merely that the Chair-Elect may be prepared to do so.

6.7.3.3. In the absence or disability of the Chair, the Chair-Elect (if any) shall perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair.

6.7.4. Vice Chairs. In the absence or disability of both the Chair and Chair-Elect (if any), the Vice Chairs, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice Chair designated by the Board, shall perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chairs shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

6.7.5. Secretary.

6.7.5.1. Book of Minutes. 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 and of committees of the Board. The minutes of meetings shall include the time and place of holding, whether the meeting was general or special and, if special, how authorized, the notice given and the names of those present at Board and committee meetings. The secretary shall keep or have kept at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

6.7.5.2. 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 the Bylaws to be given. The Secretary shall keep the corporate seal in safe custody, and shall have such other powers and perform such other duties as the Board may prescribe.

6.7.6. Treasurer. The Treasurer shall have all the powers and perform such duties as the Board may prescribe from time-to-time. If at any time, and only during such time, there is no Chief Financial Officer of the Corporation, then the Treasurer shall be the chief financial officer of the Corporation and shall carry out those duties and responsibilities customarily assigned to the Chief Financial Officer.

6.7.7. President/Chief Executive Officer. The President shall be the Chief Executive Officer of the Corporation, shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and employees. The President and Chief Executive Officer shall not be a member of the Board, except as otherwise provided in Section 6.7.1 of these Bylaws, and shall, subject to a contract of employment, if any, be supervised and subject to the control of the Board. The President/Chief Executive Officer shall have the authority to hire other staff for carrying out the responsibilities of the President/Chief Executive Officer and shall be compensated in exchange for the services rendered to the Corporation.

6.7.8. Chief Financial Officer. The Chief Financial Officer, who shall not be a member of the Board and who shall be compensated in exchange for the services rendered to the Corporation, shall have the following duties:

6.7.8.1. Books of Account. To keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Trustee at all reasonable times.

6.7.8.2. Deposit and Disbursement of Money and Valuables. To 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 President/Chief Executive Officer and/or the Board may designate, to disburse the Corporation's funds as the President/Chief Executive Officer and/or Board may order, and to render to the President/Chief Executive Officer and Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the President/Chief Executive Officer and/or Board may prescribe.

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

ARTICLE 7. NONLIABILITY OF TRUSTEES AND CERTAIN OFFICERS

7.1. Volunteer Trustees. Pursuant to Section 5239 of the California Nonprofit Public Benefit Corporation Law, there shall be no personal liability to a third party on the part of a volunteer Trustee or volunteer Chair, Immediate Past Chair, Chair-Elect, Vice-Chair, Secretary, or Treasurer of this Corporation caused by the Trustee's or officer's negligent act or omission in the performance of that person's duties as a Trustee or officer, if all of the following conditions are met: (i) the act or omission was within the scope of the Trustee's or officer's duties; (ii) the act or omission was performed in good faith; (iii) the act or omission was not reckless, wanton, intentional, or grossly negligent; and (iv) the Corporation has complied with the requirements of Section 7.2. This limitation on the personal liability of a volunteer Trustee or officer does not limit the liability of the Corporation for any damages caused by the acts or omission of a volunteer Trustee or officer, nor does it eliminate the liability of a Trustee or officer provided in Section 5233 and 5237 of the California Nonprofit Public Benefit Corporation Law in any action or proceeding brought by the Attorney General.

7.2. Requirement to Obtain Liability Insurance. In order to obtain the full benefit of the limitation of liability set forth in Section 7.1, the Corporation and the Trustees shall obtain liability insurance in the form of a general liability policy for the Corporation of a Trustee's and officer's liability policy as required by Section 5239 of the California Nonprofit Public Benefit Corporation Law.

7.3. Paid Trustees and Officers. Any Trustee or officer who receives compensation by the Corporation for acting in his or her capacity as a Trustee or an officer, as the case may be, shall have no liability based on any alleged failure to discharge such person's obligations as a Trustee, including, without limitation the generality of the foregoing, any actions or omission which exceed or defeat a charitable purpose to which the Corporation, or assets held by it, are dedicated (i) so long as such compensated Trustee or officer complies with provisions of Section 5231 of the California Nonprofit Public Benefit Corporation Law, and (ii) except as provided in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 8. INDEMNIFICATION

8.1. Definitions. For the purposes of this ARTICLE 8, "agent" means any person who is or was a Trustee, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Trustee, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without

limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 8.4 or 8.5.2 of these Bylaws.

8.2. Indemnification in Actions by Third Parties. The Corporation shall 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.

8.3. Indemnification in Actions by or in the Right of the Corporation. The Corporation shall 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 8.3 with respect to the following:

8.3.1. 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;

8.3.2. Amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval, or

8.3.3. Expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

8.4. Indemnification Against Expenses. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 8.2 or 8.3 of

these Bylaws 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.

8.5. Required Determinations. Except as provided in Section 8.4 of these Bylaws any indemnification under this ARTICLE 8 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 8.2 or 8.3 of these Bylaws, by:

8.5.1. A majority vote of a quorum consisting of Trustees who are not parties to such proceeding; or

8.5.2. 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 is opposed by the Corporation.

8.6. 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 8.

8.7. Other Indemnifications. No provision made by the Corporation to indemnify its or its subsidiary's Trustees or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or trustees, an agreement or otherwise, shall be valid unless consistent with this ARTICLE 8. Nothing contained in this ARTICLE 8 shall affect any right to indemnification to which persons other than such trustees and officers may be entitled by contract or otherwise.

8.8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this ARTICLE 8, except as provided in Section 8.4 or 8.5.2, in any circumstances where it appears:

8.8.1. That it would be inconsistent with a provision of the Articles, 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 other amounts were paid, which prohibits or otherwise limits indemnification; or

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

8.9. Non-applicability to Fiduciaries of Employee Benefit Plans. This ARTICLE 8 does not apply to any proceeding against any trustee, investment manager or other fiduciary of any employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section 8.1 of these Bylaws. The Corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by Section 207(f) of the California General Corporation Law.

8.10. Indemnification of Non-Board Members Serving on Committees. The Board shall have the power, but not the obligation, to extend the indemnification provisions of Sections 8.2 through 8.8 to those persons who are not Trustees, officers, or employees of the Corporation, but who are voluntarily serving on committees of the Corporation as permitted under Section 5.8. Such extension of the indemnification provisions to such persons shall be given in consideration of such volunteer non-board member's entry into service as a member of a committee of the Corporation, but shall not in any manner be construed as vesting in such volunteer the status as Trustee of the Corporation. The amount of such indemnity shall be so much as the Board determines to be reasonable, or, if required by Sections 8.2 through 8.8, the amount of such indemnity shall be so much as the court determines and finds to be reasonable."

ARTICLE 9. OTHER PROVISIONS

9.1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any person, when signed by (a) the Chair, President, Chief Executive Officer, any Chair-Elect or any Vice Chair, and by (b) the Secretary, any Assistant Secretary, the Chief Financial Officer, Treasurer or any Assistant Chief Financial Officer or Assistant Treasurer of the Corporation, shall be valid and binding on the Corporation in the absence of actual acknowledgment on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as the Board may determine from time to time, and, unless so authorized by the Board, no officer, agents or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amounts.

9.2. Execution of Checks. Subject to the provisions of applicable law, any check or bank draft drawn against any bank account of the Corporation shall require the signature or signatures of the person or persons empowered and authorized by the Board to sign checks or bank drafts on behalf of the Corporation.

9.3. Representation of Shares of Other Corporations. The Chair or any other officer or officers authorized by the Board, or the President, Chief Executive Officer or any other officer or officers authorized by the Board or the Chair, are each 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 this Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

9.4. Corporate Assets Upon Dissolution. No employee, officer or Trustee shall be entitled to share in the distribution of, and no such person shall receive, any of the corporate assets on dissolution of the Corporation. Upon the winding-up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets of this Corporation shall be distributed to one or more non-profit funds, foundations or corporations organized and operated exclusively for the charitable or educational purposes for which this Corporation was organized as set forth in this Corporation's Articles of Incorporation, and which have established tax-exempt status under Section 501(c)(3) of the Internal Revenue

Code of 1986 (or any successor provision) and qualified for exemption from taxation under Section 23701d of the California Revenue and Taxation Code (or any successor provision).

9.5. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, 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 legal entity and a natural person.

9.6. Amendments. These Bylaws may be adopted, amended, or repealed by a Majority Vote of the Board, provided, however, that any provision of these Bylaws that requires more than a majority vote of the Board to take action shall not be amended, superceded, restricted, or otherwise qualified without the same minimum percentage approval by the Board.

9.7. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of its officers, Trustees, employees, and other agents against any liability asserted against or incurred by any officer, Trustee, employee, or agent in such capacity or arising out of the officer's, Trustee's, employee's, or agent's status as such.

9.8. Records and Reports.

9.8.1. Maintenance of Corporate Records. The Corporation shall keep: (i) adequate and correct books and records of account; and (ii) written minutes of the proceedings of its Board, and committees of the Board.

9.8.2. Inspection by Trustees. Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation for a purpose reasonably related to the Trustee's interests as a Trustee.

9.9. Effective Date. These Restated Bylaws of Corporation are effective as of October 1, 2016.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Balboa Park Central, a California nonprofit public benefit corporation, and that the above Bylaws, consisting of 16 () pages, including this page, are the Bylaws of this corporation as adopted by resolution of the Board of Trustees on November 8, 2016, and which shall be effective as of October 1, 2016.

Executed on 3/12/17, 2016, at San Diego, California.


Gaidi Finnie, Secretary