

RESTATED BYLAWS OF
SANTA BARBARA BOWL FOUNDATION
A California Nonprofit Corporation
(Adopted October 15, 2009)

ARTICLE I
OFFICES

Section 1. **Principal Executive Office.** The principal executive office of the corporation shall be located at 1122 North Milpas Street, Santa Barbara, California 93103, or at such other location or locations as designated from time to time by the Board of Directors (the "Board").

Section 2. **Other Offices.** Branch or subordinate offices may at any time be established by the Board at any place or places. If the principal executive office is located outside this state, and the corporation has one or more business offices in this state, the Board shall fix and designate a principal business office in California.

ARTICLE II
DIRECTORS

Section 1. **Powers.** Subject to limitations of the Articles, these Bylaws, and the California General Corporation Law relating to action required to be approved by a board of directors, 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. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all officers, agents, and employees of the corporation, prescribe the powers and duties for them that are consistent with law, the Articles and the Bylaws, fix their compensation, and require appropriate security from them for faithful service.
- (b) To conduct, manage, and control the affairs and business of the corporation and to make any rules and regulations regarding these matters, consistent with law, the Articles and the Bylaws, as the Board deems to be in the best interests of the corporation.
- (c) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- (d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, hypothecations, or other evidences of debt and securities. In the event that this corporation wishes to use its leasehold interest in the Santa Barbara ~~County~~-Bowl or any improvements thereto, regardless of when added, as security for a transaction, the corporation must first secure the consent of the County of Santa Barbara in writing in accordance with the provisions in the Management and Lease Agreement between the County of Santa Barbara and the Santa Barbara Bowl Foundation.

Section 2. **Number and Qualification of Directors.** The authorized number of directors shall be not less than fifteen (15) nor more than twenty-five (25) unless changed by a Bylaw duly adopted by the Board. The exact number of directors shall be fixed, within the limits specified, by amendment of the next sentence duly

adopted by the Board. The number of directors may be any number between fifteen (15) and twenty-five (25) until changed as provided in this Section 2.

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the individuals serving on the Board may be interested persons. For purposes of this section, "interested persons" means either: (i) any person currently being compensated by this corporation for services rendered to it within the previous twelve (12) months, whether as a full time or part time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to the director as director; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

In addition to the number of regular directors listed above, the Director of the Parks Services Department of the County of Santa Barbara, or his authorized representative, shall be a nonvoting member of the Board, with all other rights of that position, including but not limited to the right to be notified and to attend all Board meetings. Furthermore, the Board of Supervisors of the County of Santa Barbara shall appoint to the Board an additional voting director (the "County's director") who shall be nominated by the First District Supervisor and approved by the Board of Supervisors. The County's director shall serve for a term of three (3) years commencing from the effective date of the appointment.

It is the express intention (but not a requirement) of the corporation that the Board consist of representatives from various sectors of the Santa Barbara community. ~~It is contemplated that Eastside business persons, Eastside neighborhood representatives (including, but not limited to the Riviera Association), representatives of the various arts and music organizations (including, but not limited to, organizations such as Children's Creative Project, Music Academy of the West, Santa Barbara Symphony, and the Lobero Theatre), members of local theater projects, local media, members of the local youth service organizations, local musicians and local artists would greatly enhance the diversity of the Board.~~ The Board Development Committee shall from time to time review and consider any candidates who are proposed for nomination to the Board. The Board Development Committee shall meet and confer prior to the annual meeting of the Board in November for the purpose of proposing any nominees for election to the Board. As part of the Board Development Committee's process, it shall seek to nominate a variety of candidates who possess skills and aptitudes which meet the needs of the Bowl and, to the extent reasonably possible, reflect various sectors of the Santa Barbara community.

The directors shall have the right to elect associate directors from time to time. There shall be no restriction on the number of associate directors authorized. Associate directors shall have no voting rights or interest or liability in connection with the affairs of the corporation, but may from time to time be assigned duties by the directors. The Board in its discretion may establish rules and regulations controlling the rights and obligations of the associate directors. The Board may subdivide the associate directors into subclassifications, such as subscribing directors or patron directors as they shall deem appropriate.

The directors shall have the right to elect ex-officio directors during the term of their office. An ex-officio director shall have all the rights and obligations as a member of the Board, but the provisions hereof regarding election, re-election and filling of vacancies shall not apply.

The directors shall have the right to elect, from time to time, as honorary directors, certain individuals who have given outstanding service to the Santa Barbara Bowl Foundation. An honorary director shall hold office for life or until retirement. Honorary directors shall have no voting rights or liabilities in connection with the corporation or corporate affairs, but may from time to time be assigned duties by the directors.

Section 3. Election and Term of Office. At the regular meeting of the directors held in November of each year, the Nominating Committee shall submit nominees to fill any vacancies on the Board for the period commencing January 1 of the next year. Election of the directors shall be held at the regular meeting in November and shall be by written ballot, if requested by any director, to elect the persons to serve as directors of this corporation, and to fill the vacancies for such directors which are then anticipated will exist for the following year commencing in January. There shall be no cumulative voting. Each director shall hold office for a period of three (3) years or such shorter term as shall be provided at the time of their election. Notwithstanding the foregoing, the County's director shall serve for a term of three (3) years commencing on the effective date of the County director's appointment.

Section 4. Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies in the Board, except those existing as a result of a removal of a director and except for the County's director, may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until the next annual meeting and until such director's successor has been elected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors be increased, or if the Board fails, at any annual or special meeting of the Board at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

The Board, by a majority of the directors then holding office, may remove any director then holding office, other than the County's director. The Board may declare vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony, or found by a final order of judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 5. Place of Meeting. All meetings of the Board shall be held at any place within Santa Barbara County which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation.

Section 6. Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, introduction of directors, election of directors and officers, and the transaction of other business. Notice of such meetings shall be given not less than five (5) nor more than thirty (30) days prior to the date of the meeting. The regular meeting of the Board in ~~December~~November each year shall be the annual meeting.

Section 7. Regular Meetings. Regular meetings of the Board shall be held without call or notice on the third Thursday of each month at 4:00 p.m.

Section 8. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary, or by any two (2) directors.

Special meetings of the Board shall be held upon four (4) days' written notice or forty-eight (48) hours' notice given personally or by telephone, telegraph, ~~telex~~email, or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director 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 directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

The notice shall state the time and place for the meeting, except that the place of the meeting need not be specified if the meeting is to be held at the principal executive office of the corporation. The notice need not specify the purpose of the meeting.

Section 9. Quorum. A majority of the number of regular voting directors then appointed and serving constitutes a quorum of the Board for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law or by the Articles. Any action in which the corporation is obligated in an amount in excess of Two Thousand Five Hundred Dollars (\$2,500.00) must be passed by a vote of a majority of the entire membership of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 10. Participation in Meetings by Conference Telephone. Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another.

Section 11. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. 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 be fixed at the meeting adjourned, except as provided in the next sentence. 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 13. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such

action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. Any certificate or other document filed under any provision of the California Nonprofit Public Benefit Corporation Law which relates to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws authorize the directors to so act.

Section 14. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, record, and documents of every kind and to inspect the physical properties of the corporation and also of its subsidiary corporations, domestic or foreign. Such inspection by a director may be made in person or by agent or attorney and includes the right to copy and obtain extracts. Demand of inspection shall be made in writing upon the President or Secretary of the corporation.

Section 15. Inspection of Bylaws. The corporation shall keep in its principal office for the transaction of business the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection at all reasonable times during office hours.

Section 16. Committees. The Board may designate one (1) or more committees, each consisting of two (2) or more directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires members' approval or approval of a majority of the members;
- (b) The filling of vacancies on the Board or in any committee;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms cannot be amended or repealed;
- (f) The appointment of other committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as provided in Section 5233(d)(3).

Any such committee must be designated, and the members or alternate members thereof appointed, by resolution adopted by a majority of the authorized number of directors and any such committee may be designated by such name as the Board shall specify. Alternate members of a committee may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 17. Executive Committee. The officers of the corporation plus two (2) members of the Board to be elected at the annual meeting shall constitute an Executive Committee. The Executive Committee shall have the general supervision of the affairs of the corporation between regular business meetings of the Board, make recommendations to the Board, and perform such other duties as are specified in these Bylaws. The Executive Committee shall be subject to the orders of the Board. The Executive Committee shall fix the hour and place of its meetings. Special meetings of the Executive Committee may be called by the President and shall be called upon the written request of three (3) members of the Executive Committee.

Section 18. Nominating Committee. At the annual meeting of the Board, in addition to the officers, the directors shall elect a Nominating Committee consisting of three (3) or more directors who shall be charged with the responsibility of proposing new officers and nominating all prospective new directors to the Board.

Section 19. Self-Dealing Transactions

19.1 Definitions

Except as provided in subsection 19.2. of this Article, a self-dealing transaction means a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest. Such a director is an "interested director" for the purpose of this section.

19.2 Exempted Transactions

The provisions of this section do not apply to any of the following:

a. an action of the Board fixing the compensation of a director as a director or officer of this corporation; or

b. a transaction which is part of a public or charitable program of this corporation if it is approved or authorized by this corporation in good faith and without unjustified favoritism; and results in a benefit to one (1) or more directors or their families because they are in the class of persons intended to be benefited by the public or charitable program; or

c. a transaction in which the interested director or directors have no actual knowledge, and which does not exceed the lesser of one percent (1%) of the gross receipts of this Corporation for the preceding fiscal year or One Hundred Thousand Dollars (\$100,000).

19.3 Requirements

This corporation shall not enter into a self-dealing transaction unless either:

a. The following facts are established:

(1) the transaction is for the benefit of this corporation;

(2) the transaction is fair and reasonable as to this corporation;

(3) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith by a vote of a majority of the directors then in office without counting the vote of the interested director or directors, and with knowledge of the material facts concerning the transaction and the director's or directors' interest in the transaction. Except as provided in subsection 19.3.b of this Article, action by a committee of the Board shall not satisfy this subsection; and

(4) _____ prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that this corporation cannot obtain a more advantageous arrangement with reasonable effort under the circumstances; or

b. The following facts are established:

(1) _____ a committee or person authorized by the Board approves the transaction in a manner consistent with the standards set forth in subsection 19.3.a.(1)-(4);

(2) _____ it is not reasonably practicable to obtain approval of the Board prior to entering into the transaction; and

(3) _____ the Board, after determining in good faith that the conditions of subsection 19.3.b.(1) and (2) of this subsection have been satisfied, ratifies the transaction at its next meeting by a vote of the majority of the directors then in office without counting the vote of the interested director or directors.

19.4 Quorum Required

At a meeting of the Board or committee of the Board that authorizes, approves or ratifies a contract or transaction, a quorum shall be required to act, but interested directors may be counted in determining the presence of the quorum.

19.5 Interlocking Directorates

19.5.1 Requirements

Neither the Board nor a committee thereof shall authorize, approve or ratify any contract or other transaction with another domestic or foreign corporation, firm or association, of which one or more directors are also directors of this corporation unless:

a. the material facts as to the transaction as to such director's other directorship are fully disclosed or known to the Board or committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director or directors, although such common director or directors may be counted in determining whether a quorum is present; or

b. as to contracts or transactions not approved as provided in subsection 19.5.1.a of this Article, the contract or transaction is just and reasonable as to this corporation.

19.5.2 Nonapplication

This section does not apply to transactions covered by Section 19.2. of this Article.

19.6 Loans to Officers and Directors

This corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer unless approved by the Attorney General; provided, however, that this corporation may advance money to a director or officer of this corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director, provided that in the

absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by this corporation. The provisions of this section do not apply to the payment of premiums in whole or in part by this corporation on a life insurance policy on the life of a director or officer so long as repayment to this corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value.

ARTICLE III OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary and a Chief Financial Officer. The corporation may also have, at the discretion of the Board, a Chairman of the Board, a Chief Operating Officer, one or more additional Vice-Presidents, one or more Assistant Chief Financial Officers, one or more Assistant Secretaries, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article. Any number of offices may be held by the same person except as provided in Articles or in these Bylaws and except that the Secretary may not serve concurrently as the President or Chairman of the Board.

Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen at each annual meeting of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected at the next annual meeting of the Board.

Section 3. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. 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 election or appointment to such office.

Section 6. Chairman of the Board. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board. If a Chairman of the Board has not been appointed by the Board, the President shall be vested with the foregoing powers and duties.

Section 7. President. Subject to such powers, if any, as may be given by the Board to the Chairman of the Board, if there be such an officer, the President is the general manager and president of the corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and affairs

of the corporation. In the absence of the Chairman of the Board, or if there be none, the President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 8. Vice Presidents. In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 9. Secretary. The Secretary shall keep or cause to be kept, at the principal executive office and such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, the original or a copy of the Articles and Bylaws of the corporation, as amended to date, at the principal business office in the State of California.

The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors and of any committees thereof required by these Bylaws or by law to be given, 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.

Section 10. Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director.

The Chief Financial Officer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and directors, whenever they request it, 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 may be prescribed by the Board.

If required by the Board, the Chief Financial Officer shall 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 or her office and for restoration to the corporation of all of its books, papers, vouchers, money and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement or removal from office.

Section 11. Annual Report to Board. The corporation shall provide to the directors ~~within one hundred twenty (120) days after the close of the fiscal on or before October 15 of each~~ year a report containing the following information concerning the prior fiscal year in reasonable detail:

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 of receipts of the corporation, both unrestricted and restricted to particular purposes during 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 California Corporations Code Section 6322 dealing with certain transaction or with interested persons and indemnifications.

ARTICLE IV
OTHER PROVISIONS

Section 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 assignments and endorsements thereof executed or entered into between the corporation and any other person, when signed by the President, Vice President, Secretary or Chief Financial Officer, or by the Executive Director, when authorized by the Board, shall be valid and binding on the corporation. Such instruments may be signed by any other person or persons and in such manner as from time to time shall be authorized by the Board and, unless so authorized by the Board, 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 or to render it liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President 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 the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the general provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 4. Amendments. These Bylaws may be amended or repealed by the approval of the Board.

Section 5. Tax-Exempt Status. If the Internal Revenue Service does not approve the application for tax-exempt status for this corporation, then the Board of Directors shall make whatever changes may be deemed necessary by the Service in order to comply with the requirements for tax-exempt status. If the Service does not approve the application for tax-exempt status for this corporation for any other reasons, the property owned by this corporation shall be distributed to the California Community Foundation upon the Service's refusal to grant tax-exempt status.

Section 6. Severability. If any provision of these Bylaws is declared invalid or unenforceable for any reason whatsoever, the remaining provisions shall nevertheless remain in full force and effect.

Section 7. Prohibition Against Sharing in Corporate Earnings. No director, officer, employee of or a member of a committee of, or a person connected with the corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to

or for the corporation in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any corporate assets upon the dissolution of the corporation, whether voluntary or involuntary. The assets of the corporation then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered, and paid over to such funds, foundations, corporations, or such other institutions authorized and operated exclusively for charitable, religious or educational purposes which qualify for an exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any such future United States Internal Revenue law).

Section 8. Limitation on Corporate Activities. No part of the activities of this Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including publishing or distributing statements) on behalf of any candidate for public office.

ARTICLE V INDEMNIFICATION

Section 1. Definitions. For purposes of this Article, "agent" includes 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, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or another enterprise at the request of such predecessor corporation; "proceeding" includes 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 4 or Section 5(c) of this Article.

Section 2. Indemnification in 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 a 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 any 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. Indemnification in Actions by or in the Right of the Corporation. 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 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 a 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 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 action was brought 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 which is settled or otherwise disposed of without court approval.

Section 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 Sections 2 or 3 of this Article 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, any indemnification under this Article 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 Sections 2 or 3 of this Article by:

- (a) A majority vote of a quorum consisting of directors who are not parties to such proceedings;
- (b) The court in which such proceeding is or was pending upon application made by the corporation or the agent of 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.

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, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than 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, except as provided in Section 4 or Section 5(b) in any circumstance where it appears:

- (a) That it would be inconsistent with a provision of the Articles, these Bylaws, a resolution of the Board 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

(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.

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 as defined in Section 1 of this Article. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California Corporations Code.

CERTIFICATION OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of SANTA BARBARA BOWL FOUNDATION, a California nonprofit corporation, and that the foregoing Restated Bylaws, comprising ~~tenthirteen~~ (4013) pages, constitute the Bylaws of said corporation as duly adopted by the Board of Directors on ~~December 12, 2002~~ October 15, 2009.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed seal of said corporation on _____, ~~2003~~ 2009.

Scott Brittingham, Secretary