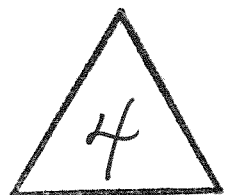


BYLAWS
OF
CARSON COMMUNITY FOUNDATION,
a California Nonprofit Public Benefit Corporation



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**ARTICLE I
NAME**

The name of this corporation shall be CARSON COMMUNITY FOUNDATION.

**ARTICLE II
PRINCIPLE OFFICE OF THE CORPORATION**

The principal office for the transaction of the activities and affairs of this corporation is located at Carson City Hall, 701 East Carson Street, Carson, California 90745. The board of directors may change the location of the principal office. The location, and change of location, of the principal office of this corporation shall be noted by the Secretary on these Bylaws opposite this Article II. Changes of location shall not be deemed amendments to these Bylaws.

**ARTICLE III
PURPOSES AND OBJECTIVES: LIMITATIONS**

Section 1. Specific Purpose. The specific and primary purpose of this corporation is to support the City of Carson ("City") by providing funding, through grants, donations and corporate support, for charitable, cultural, recreational and educational purposes to benefit the community within the present and future boundaries of the City. This corporation is 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 (the "Code").

Section 2. General Purposes. The general purposes and powers of this corporation are the following:

(a) to receive, hold, and disburse gifts, bequests, devises, and other funds to advance the purpose and objectives of this corporation;

(b) to own and maintain or to lease suitable real and personal property which is deemed necessary for the purpose and objectives of this corporation; and

(c) to enter into, make, perform, and carry out contracts of every kind for any lawful purpose, without limit as to amount.

Section 3. Limitations. This corporation has been formed under the California Nonprofit Public Benefit Corporation Law (California Corporations Code Section 5110 *et seq.*) for the purposes and objectives described above, and it shall be nonprofit and nonpartisan.

This corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law, or (b) by a corporation



contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States internal revenue law.

No substantial part of the activities of this corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purposes and objectives described above.

ARTICLE IV 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 above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE V DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member hereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all of its debts and liabilities shall be distributed to the City, provided that it is then an organization described in Section 170(c)(2) of the Code or the corresponding provision of any future United States internal revenue law; and if not, such assets shall be distributed to a nonprofit fund, foundation or corporation designated by the board of directors of this corporation which is organized and operated exclusively for charitable, cultural, recreational or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law.

ARTICLE VI MEMBERS

Section 1. Directors as Members. This corporation shall have no voting members within the meaning of the California Nonprofit Public Benefit Corporation Law. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval of the board of directors, as authorized by Section 5310 of the California Nonprofit Public Benefit Corporation Law.

Section 2. Meetings. There shall be no meetings of members as such. The persons constituting the board of directors may, at any given time and from time to time, act in their capacity as members pursuant to Section I of this Article VI, at meetings of the board of directors held as provided in Section 5 of Article VII of these Bylaws.



ARTICLE VII DIRECTORS

Section 1. Powers.

(a) General Corporate Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of this corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors; provided, however, that in order to preserve the nonprofit, exempt-from-income-tax status of this corporation, neither the board nor any member thereof shall do any act, or authorize or suffer the doing of any act by an officer or employee of this corporation, on behalf of the corporation, which is inconsistent with the Articles or these Bylaws or the nonprofit purpose of this corporation. Any such act or acts shall be null and void.

(b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Appoint and remove, at the pleasure of the board, all officers, agents, and employees of this corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation in a manner consistent with the Articles of Incorporation, and with these Bylaws.

(ii) Change the principal office in Los Angeles County, California, from one location to another; and designate any place within Los Angeles County, California, for the holding of any meeting or meetings.

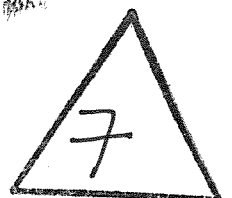
(iii) Adopt, make, and use a corporate seal; and alter the form of the seal.

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

Section 2. Board of Directors.

(a) Initial Directors; Authorized Number of Directors. The three (3) directors of the board as of the initial meeting of the board shall be those persons whose names are attached to these Bylaws as Exhibit A. A signed statement indicating the Incorporator's election of the three (3) initial directors of the board is attached to these Bylaws as Exhibit B. These three (3) directors shall select the remaining six (6) directors of the board at the first meeting of the board, or soon thereafter, in accordance with the requirements of Article VII, Section 2(b)(iii). Thereafter, the authorized number of directors of the board shall be nine (9).

(b) Composition of the Board of Directors. Subject to Article VII, Section 2(c), the board of directors shall be composed as follows:



(i) Councilpersons' Seats. Two (2) seats shall be reserved for members of City Council, which may include the Mayor.

(ii) Commissioner's Seat. One (1) seat shall be reserved for a commissioner of either the Parks and Recreation Commission or the Economic Development Commission.

(iii) Business/Organization Seats. Six (6) seats shall be reserved for representatives or employees of businesses or organizations with an expressed desire to benefit the City. Persons filling these seats shall be selected based on a consideration of the following criteria:

(A) The level of monetary and in-kind donations given by the represented business or organization to the City;

(B) The level of monetary and in-kind donations given by the represented business or organization to City-affiliated organizations and programs, and organizations and programs that directly serve City residents; and

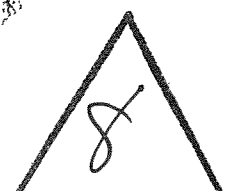
(C) The individual's or represented business's or organization's demonstrated ability to effectively direct resources to areas of need in the City, including the ability to select appropriate projects, to coordinate with participating organizations, and to solicit donations.

(c) Remaining in Position Not Required. Any person appointed or elected to the board of directors shall hold the required position therefor, namely, member of the City Council, commissioner of either the Parks and Recreation Commission or the Economic Development Commission, or representative or employee of an appropriate business or organization, at the time of his/her appointment or election to the board. However, if any such director ceases to hold the required position during his/her term as director, this shall not result in automatic removal from the board.

(d) No More Than Two Members of City Council. Under no circumstances may more than two (2) current members of the City Council serve as directors of the board. For the purposes of this subsection, the Mayor of the City shall be considered a member of the City Council. Any director of the board, other than the persons occupying the Councilpersons' Seats, who is elected to the City Council shall be automatically removed from the board of directors.

(e) Restriction on Number of Members from Other Boards. Under no circumstances shall the board of directors include at any one time members of another body subject to the Ralph M. Brown Act in an amount that constitutes a quorum for that body. Any election or appointment of a director that would result in the violation of this section (e) is void.

(f) Restriction on Interested Persons as Directors. Not more than forty-nine percent (49%) of the persons serving on the board of directors at any time may be interested persons. An interested person is (i) any person being compensated by this corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent



contractor, or otherwise; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law, or domestic partner of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by this corporation.

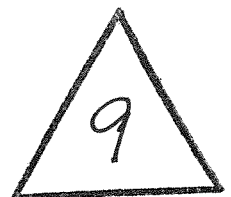
Section 3. Leadership of the Board.

(a) Chair of the Board. There shall be one chair of the board, who shall be one of the directors of the board. The chair of the board shall preside at meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him/her by the board of directors or prescribed by the Bylaws. If there is no executive director, the chair of the board shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties prescribed in Article IX, Section 7. Mayor Albert Robles shall be the initial chair of the board. Thereafter, the board of directors shall elect a chair of the board at the annual meeting in every even-numbered year beginning in 2018, or at an earlier time if the chair is vacated.

(b) Vice Chairs of the Board. There shall be two (2) vice chairs of the board, a first vice chair and a second vice chair, each of whom shall be a director of the board. In the absence or disability of the chair of the board, the first vice chair of the board shall perform all the duties of the chair of the board, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the chair of the board. In the absence or disability of the first vice chair, the second vice chair shall perform all the duties of the first vice chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the first vice chair. The first vice chair and second vice chair shall have such other powers and perform such other duties as from time to time may be prescribed for them by the board of directors, the Bylaws, and the chair of the board. Mayor Pro Tem Lula Davis-Holmes shall be the initial first vice chair of the board. The second vice chair shall be elected by the board after the full nine-member board is in place. Thereafter, the board of directors shall elect a first vice chair and second vice chair at the annual meeting in every even-numbered year beginning in 2018, or at an earlier time if the first vice chair or second vice chair is vacated.

Section 4. Designation; Term of Office; Vacancies; Resignation.

(a) Designation of Directors. Directors shall be elected at the annual meeting in even-numbered years beginning in 2018, and new terms shall begin on January 1 of the year following the election. Upon the removal, resignation, death, or incapacitation of a director, or upon a vacancy for any other cause, a new director shall be designated to fill the vacancy, as soon as possible. Directors shall be elected or appointed in the following manner: (i) the Councilpersons' Seats shall be filled by a member of the City Council, who shall be nominated by the Mayor of the City and ratified by the vote of a majority of the City Council; (ii) the Commissioner's Seat shall be filled by a commissioner of either the Parks and Recreation Commission or the Economic Development Commission, who shall be appointed by the Mayor of the City, in his/her sole discretion; (iii) the Business/Organization Seats shall be filled by a representative or employee of a business or organization with an expressed desire to benefit the City, and shall be selected by the board of directors based on the criteria set forth in Article VII, Section 2(b)(iii)(A)-(C).



(b) Term of Office. Directors shall be appointed for a term of four (4) years, except that the length of the terms of each of the initial nine (9) directors shall be staggered, as follows:

(i) Mayor Pro Tem Lula Davis-Holmes' initial term shall end on December 31, 2018. Mayor Albert Robles' initial term shall end on December 31, 2020;

(ii) The Commissioner's initial term shall end on December 31, 2018; and

(iii) Of the six (6) remaining directors of the board, three (3) shall have an initial term ending on December 31, 2018, and three (3) shall have an initial term ending on December 31, 2020, as determined by a vote of the three (3) initial directors.

(c) Number of Terms. Directors may serve any number of terms and such terms may be consecutive.

(d) Removal of Directors. A director may be removed from the board, with or without cause, by a majority vote of the board of directors, and shall be automatically deemed removed from the board if the director:

(i) has been convicted of a felony;

(ii) has been declared of unsound mind by a court order; or

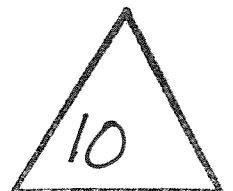
(iii) has been found by a final order or judgment of any court to have breached a fiduciary duty to the City or the Carson Community Foundation, including violating any law, policy, or contract provision regarding conflicts of interest.

(e) Resignation of Directors. Any director may resign by giving written notice to the chair of the board or to the executive director 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 director'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.

Section 5. Directors' Meetings.

(a) Applicability of the Ralph M. Brown Act. All meetings of the board of directors of this corporation shall be subject to the provisions of the Ralph M. Brown Act (Government Code Section 54950 *et seq.*). However, if any applicable provisions of these Bylaws are more stringent than those contained in the Brown Act, then the provisions in these Bylaws shall control.

(b) Place of Meetings. Meetings of the board of directors shall be held at the place and time fixed by resolution of the board of directors or in the notice of meeting. If such date



falls on a federal or state holiday, then the meeting shall be held on the next following business day or as designated by the board of directors at a prior meeting.

(c) Annual Meeting. The annual meeting of the board of directors shall be held during the first two weeks of December of each year on a date and at a time designated by the board of directors. At each annual meeting, the board shall designate and/or elect directors, elect officers, and transact any other proper business, as necessary.

(d) Other Regular Meetings. The board of directors shall schedule regular meetings of the board of directors at such time and place as determined by the board of directors. The schedule for the following year's regular meetings shall be determined by the board at the annual meeting.

(e) Special Meetings. Special meetings of the board of directors may be called at any time by the chair of the board or by a majority of the authorized number of directors of the board, as defined in Article VII, Section 2(a). Notice of special meetings shall be given in accordance with Section 54956 of the Government Code, as may be amended from time to time. Any waiver of notice of a special meeting shall be filed with the corporate records and made a part of the minutes of the special meeting.

(f) Attendance. Attendance at all board meetings by all directors is required. Failure of a director to attend three (3) consecutive meetings of the board, without being excused by the chair of the board for good cause, shall automatically result in removal from the board.

(g) Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. There shall be an exception for actions taken at the first meeting of the board and for subsequent meetings until the nine (9) member board is fully constituted; at all such meetings the initial three (3) directors shall constitute a quorum. 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 of directors, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. 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 that meeting.

(h) Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

(i) Notice of Adjournment. Notice of adjournment shall be given in accordance with Section 54955 of the Government Code, as may be amended from time to time.

Section 6. Compensation and Reimbursement. Directors and members of committees shall receive no compensation of any kind for their services as directors or officers. However, directors and officers may be reimbursed for expenses, as may be determined by resolution of the board to be just and reasonable.



Section 7. Liabilities. No director now or hereafter shall be personally liable for any indebtedness or liability of this corporation, and any and all creditors of this corporation shall look only to the assets of the corporation for payment.

ARTICLE VIII BOARD COMMITTEES

Section 1. Board Committees. The board of directors may, by resolution adopted by a majority of the directors then in office, establish one or more board committees, each consisting of at least two (2) but no more than four (4) directors, to serve at the pleasure of the board. The board may designate one (1) or more directors as alternate members of any board committee who may replace any absent member at any meeting of the board committee. The board of directors may also appoint any number of persons who are not directors to serve at the pleasure of the board on any board committee, and said persons shall have a vote in the recommendation of the committee of which they are a member.

Section 2. Restrictions on Board Committees. A board committee shall have the power to make advisory recommendations to the board of directors regarding the subject matter of its charge, but shall have no other power, and shall have no power to bind the board of directors or the corporation in any way or thing whatsoever.

Section 3. Meetings and Action of Board Committees. Meetings and action of board committees shall be governed by, and held and taken in accordance with, the provisions of Article VII of these Bylaws concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the board committee and its members for the board of directors and its members, except that the time for regular meetings of board committees may be determined either by resolution of the board of directors or by resolution of the board committee. Special meetings of board committees may also be called by resolution of the board of directors, and notice of special meetings of board committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the board committee. Minutes shall be kept of each meeting of any board committee and shall be filed with the corporate records. The board of directors may adopt rules for the government of any board committee not inconsistent with the provisions of these Bylaws.

ARTICLE IX OFFICERS

Section 1. Officers. The officers of this corporation shall be an executive director, a secretary, and a treasurer. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the executive director or chair of the board.

Section 2. Election of Officers. The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article IX, shall be elected by the board of directors, and each shall serve at the pleasure of the board, subject to the rights, if any, of any officer under any contract of employment.



Section 3. Subordinate Officers. The board of directors may appoint, and may authorize the executive director or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the board of directors. All subordinate officers shall be employees of the City.

Section 4. Removal of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the board of directors, at any regular or special meeting of the board, or, except in case of an officer elected by the board of directors, by an officer on whom such power of removal may be conferred by the board of directors.

Section 5. Resignation of Officers. Any officer may resign at any time by giving written notice to the board of directors. Any resignation shall take effect on the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

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

Section 7. Executive Director. The executive director shall be Director of Parks, Recreation, and Community Services for the City, or his/her designee. Subject to such supervisory powers, if any, as may be given by the board of directors to the chair of the board, and subject to the control of the board of directors, the executive director shall generally supervise, direct, and control the business and the officers of the corporation. The executive director shall be the chief executive officer of the corporation. The executive director may designate deputies to assist him/her, as needed, and may also designate deputies to assist the secretary and the treasurer, as needed. Such deputies shall be employees of the City.

Section 8. Secretary. The secretary shall be a director of the board, and the first secretary shall be Commissioner Jovito Morales. The secretary shall attend to the following:

(a) Book of Minutes. The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of directors present or represented at directors' meetings, and the proceedings of such meetings.

(b) Custody of Articles and Bylaws. The secretary shall keep or cause to be kept, at the principal office of the corporation, a copy of the Articles of Incorporation and Bylaws, as amended.

(c) Notices, Seal, and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of the board of directors, and of committees of the board, required by the Bylaws or by law to be given. The secretary shall keep the seal of the corporation, if any, in safe

custody. The secretary shall have other powers and perform such other duties as may be prescribed by the board of directors or the Bylaws.

Section 9. Treasurer. The treasurer shall be a director of the board. The treasurer shall attend to the following:

(a) Books of Account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of this corporation. The treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

(b) Deposit and Disbursement of Money and Valuables. The treasurer shall (i) deposit or cause to be deposited all money and other valuables in the name and to the credit of this corporation with such depositories as may be designated by the board of directors, (ii) disburse the funds of this corporation as may be ordered by the board of directors, (iii) render to the executive director and directors, whenever they request it, an account of all transactions effected by the treasurer and of the financial condition of this corporation, and (iv) have such other powers and perform such other duties as may be prescribed by the board of directors or the Bylaws.

(c) Bond. If required by the board of directors, the treasurer shall give this corporation a bond in the amount and with the surety or sureties specified by the board of directors for faithful performance of the duties of such office and for restoration to this corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under control of the treasurer on such officer's death, resignation, retirement, or removal from office.

ARTICLE X INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Section 1. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify any present or former director, officer, employee or other "agent" of the corporation, as that term is defined in Section 5238(a) of the California Corporations Code, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Section, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the indemnification may be authorized by the court in which such proceeding is or was pending, pursuant to Section 5238(e) of the California Corporations Code.



Section 3. Advancement of Expenses. To the fullest extent permitted by law, expenses incurred by a person seeking indemnification under Sections 5238(b) or 5238(c) of the California Corporations Code in defending any proceeding covered by those Sections shall be advanced by the corporation upon the request of such person and upon receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE XI RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The corporation shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Written minutes of the proceedings of its board, board committees and community committees.

Section 2. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 3. Annual Report. The corporation shall cause an annual report to be sent to the directors within one hundred twenty (120) days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes.
- (e) Any information required by Section 4 below.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.



This requirement of an annual report shall not apply if the corporation receives less than Twenty-Five Thousand Dollars (\$25,000.00) in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors who requests it in writing.

Section 4. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all directors, or as a separate document if no annual report is issued, the corporation shall annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the corporation's fiscal year:

(a) Any transaction (i) in which the corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than Fifty Thousand Dollars (\$50,000.00), or was one of a number of transactions with the same interested person involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000.00). For this purpose, an "interested person" is either of the following:

(i) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(ii) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the fiscal year to any officer or director of the corporation under Article X of these Bylaws.

ARTICLE XII GENERAL CORPORATE MATTERS

Section 1. Fiscal Year. The fiscal year of this corporation shall commence on July 1 and conclude on June 30.

Section 2. Checks, Drafts and Evidence of Indebtedness. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to this corporation, shall be signed or endorsed by both (i) the chair of the board or a vice chair of the board, and (ii) the treasurer of the corporation.

Section 3. Corporate Contracts and Instruments; How Executed. The board of directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of this corporation, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the board of directors or within the agency power of an officer, no officer, agent or



employee shall have any power or authority to bind this corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

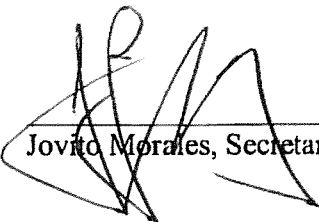
ARTICLE XIII AMENDMENTS

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the board of directors.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of CARSON COMMUNITY FOUNDATION, a California nonprofit public benefit corporation, and that the above and foregoing Bylaws were adopted as the Bylaws of this corporation at a meeting of the board of directors of said corporation held on September 13, 2016, and that they have not been amended or modified since that date.

Executed on September 17, 2016, at Carson, California.


Jovito Morales, Secretary

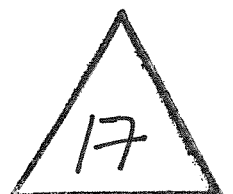


EXHIBIT A

INITIAL DIRECTORS OF THE BOARD

Pursuant to Article VII, Section 2(a) of these Bylaws, and as elected by the Incorporator of the Carson Community Foundation, as evidenced in Exhibit B, the following persons shall be the initial three (3) directors of the board of the Carson Community Foundation:

Albert Robles, Mayor

Lula Davis-Holmes, Councilmember

Jovito Morales, Commissioner of the Parks and Recreation Commission

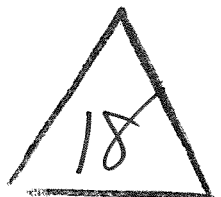


EXHIBIT B

**APPOINTMENT OF THE INITIAL DIRECTORS OF THE BOARD OF THE
CARSON COMMUNITY FOUNDATION**



**APPOINTMENT OF THE INITIAL DIRECTORS OF THE
CARSON COMMUNITY FOUNDATION**

WHEREAS, the Carson Community Foundation ("the Foundation"), a nonprofit public benefit corporation, was incorporated in the State of California on January 26, 2016; and

WHEREAS, the Foundation's Articles of Incorporation do not specify the initial members of the Board of Directors; and

WHEREAS, under California Corporations Code § 5134, the incorporator of a nonprofit public benefit corporation is authorized to elect the initial directors of the corporation:

RESOLVED, that the persons listed below are hereby elected as the initial members of the Foundation's Board of Directors.

Albert Robles, Mayor
701 East Carson Street
Carson, California 90745

Lula Davis-Holmes, Councilmember
701 East Carson Street
Carson, California 90745

Jovito Morales, Commissioner of the Parks and Recreation Commission
701 East Carson Street
Carson, California 90745

Dated: April 20, 2016



Ken Farfsing, City Manager/Incorporator

