

# **BYLAWS**

## **NORTH PARK ORGANIZATION OF BUSINESSES, INC.**

### **ARTICLE I - NAME**

The name of the corporation is NORTH PARK ORGANIZATION OF BUSINESSES, INC.

### **ARTICLE II - PURPOSE**

#### **Section 1.**

This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law for public and charitable purposes.

#### **Section 2.**

The focused and specific purpose of this corporation is to promote business improvement within the North Park district and community through activities which contribute to the economic and promotional well-being of North Park. Promotion of business includes, but is not limited to, those activities set out in the California Parking and Business Improvement Area Law of 1979 and its successors which are: general promotion of business activities in the area, the acquisition, construction or maintenance of parking facilities for the benefit of the area, decoration of any public places in the area, and furnishing of music and visual arts in any public place in the area. An additional purpose of the corporation is to create and maintain a long-term strategic plan of North Park's development as a district that supports its business members. Business improvements also include any other related activities which will directly improve the economic prosperity of businesses within North Park.

#### **Section 3.**

All activities shall be nonpartisan, nonsectarian, nondiscriminatory, against any person by reason of race, creed, color, sex, or national origin, and shall not further the election of any candidate for political office.

### **ARTICLE III - OFFICES**

#### **Section 1. PRINCIPAL OFFICE.**

The principal office for the transaction of business of this corporation is hereby fixed and located in North Park in the County of San Diego at such place as may from time to time be designated by the Board of Directors.

**ARTICLE IV - B.I.D. MEMBERSHIP**

**Section 1.**

The San Diego City Council has formed the North Park Business Improvement District under the Parking and Business Improvement Area Law of 1979. The North Park Business Improvement District is herein called "District." The area included in the District includes the North Park Community area within the address range that follows:

<b>STREET NAME</b>	<b>ADDRESS RANGE</b>
University Ave.	2004 – 3299
30th St.	3300 – 4199
Utah St.	3800 – 3999
Granada St.	3800 – 3999
Kansas St.	3800 – 3999
29th St.	3800 – 3999
Ray St.	3800 – 3999
Ohio St.	3800 – 3999
Grim St.	3800 – 3999
Illinois St.	3800 – 3999
31st St.	3800 – 3999
Iowa St.	3800 – 3999
Herman St.	3800 – 3999
32nd St.	3800 – 3999
Bancroft St.	3800 – 3999
Boundary St.	3800 – 3999
Upas Street	2900 – 3099
Dwight Street	2900 – 3099
North Park Way	2850 – 3299
Lincoln Ave.	2750 – 3299
Polk Avenue	2900 – 3099

**Section 2.**

Annual assessment for each business shall be based on the number of full-time, or full-time equivalent employees on record. Assessment categories will be set as follows:

<b>CATEGORY</b>		<b>ASSESSMENT</b>
A	Businesses with 0 to 2 employees	\$125
B	Businesses with 3 to 12 employees	\$150
C	Businesses with 13 to 25 employees	\$250
D	Businesses with 26 or more employees	\$500

Exempt businesses:

- Home-Based Businesses
- Salon Booth Rentals
- Hotels and Motels
- Apartment Buildings

Assessments will be applied to District businesses by number of employees on record with the City of San Diego. Such assessments are reviewed annually.

**Section 3. B.I.D. MEMBERSHIP.**

The B.I.D. membership shall be those businesses paying business improvement district charges in full as established by the City of San Diego within the boundaries of the North Park Improvement District. Such charges shall be collected by the San Diego City Treasurer or, if not collected, made directly to the corporation.

**Section 4. ASSOCIATE B.I.D. MEMBERSHIP.**

Associate B.I.D. membership shall be open to those persons, including corporations or other associations, or their expressed representatives, making application for membership and interested in supporting the purpose of the North Park Organization of Businesses, Inc., by filing an application in such form as the Board of Directors shall prescribe. Application then will be referred to an Associate B.I.D. Membership Committee before approval by the Board of Directors.

- A. Any Associate Member may resign from membership in the North Park Organization of Businesses, Inc., upon giving written notice thereof to the Secretary of the Corporation. Members who resign from membership shall not be entitled to any refund of any dues therefore paid.
- B. North Park Main Street reserves the right to refuse associate memberships to any business or individual.
- C. Annual membership fees and donations are non-refundable.

**Section 5. ELECTION OF THE BOARD OF DIRECTORS.**

B.I.D. Membership annually elect the Board of Directors of this organization. Associate B.I.D. memberships shall participate in this election process.

**Section 6. VOTING.**

**A. B.I.D. Membership.**

All B.I.D. memberships shall have the right to vote on all matters requiring a vote of the B.I.D. members of the corporation under the law, or the Articles of Incorporation, or these bylaws.

**B. Associate B.I.D. Membership.**

All associate B.I.D. memberships in good standing shall have the right to vote.

**C. Quorum.**

Five percent (5%) of the members authorized to vote shall constitute a quorum for the transaction of business.

**Section 7. B.I.D. ASSESSMENTS, FEES AND DUES.**

**A. B.I.D. Assessments.**

The San Diego City Council establishes B.I.D. assessments in accordance with the provisions of the Parking and Business Improvement Area Law of 1979 (State Assembly Bill 1693) following public hearing and approval by the San Diego City Council.

**B. B.I.D. Membership.**

All businesses or services having paid or who are obligated to pay the Parking and Business Improvement Area charges assessed and collected by the City of San Diego shall be paid in full. Businesses not charged or collected by the City shall be required to pay equal amount in cash/services as directed by the Board of Directors.

**C. Associate B.I.D. Membership.**

All associate B.I.D. members shall be required to pay fees as established by the Board of Directors. The Board of Directors may from time to time change or adjust these fees in accordance with these bylaws.

**D. Voluntary Fees.**

Other than voluntary fees per paragraph C above, or assessments established for associate B.I.D. members there shall be no dues.

**E. B.I.D. Membership Conditional.**

B.I.D. membership is conditional on both operation of a business within the B.I.D. district and payment of B.I.D. assessments as established by the San Diego City Council. B.I.D. membership is established by the City of San Diego.

**F. Associate B.I.D. Membership Conditional.** Associate B.I.D. membership is conditional on the rules established by the Board of Directors for organizational membership.

**Section 8. B.I.D. MEMBERSHIPS HELD IN MORE THAN ONE NAME.**

If a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, persons entitled to vote under a voting agreement or otherwise, or if two or more persons have the same fiduciary respecting the same membership, unless the secretary of the Corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect:

- (a) If only one votes, such act binds all; or
- (b) If more than one votes, the act of the majority so voting binds all.

**Section 9. FURNISHING EVIDENCE OF B.I.D. MEMBERSHIP.**

A person shall not be entitled to exercise the rights of a Member until such person has advised the secretary in writing that he or she is qualified to be a Member under Section 1 and 2 above, and, if requested by the secretary, has provided the secretary with evidence of such qualification in the form of valid tax certificate or certificate of payment of assessment. Exercise of membership rights shall be further subject to the rules regarding record dates for notice, voting and actions by written ballot and eligibility for voting set forth in these bylaws. B.I.D. membership is established by the City of San Diego and limited by its rules.

**Section 10. CALIFORNIA NON-PROFIT CORPORATION.**

This Corporation shall have no members as that term is defined in section 5056 of the California Nonprofit Corporation Law. Unless otherwise provided herein or in the California Nonprofit Public Benefit Corporation Law, any action which would otherwise require approval by a majority of all members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the Board of Directors. Nothing in this article shall be construed as limiting the right of the Corporation to refer to persons associated with it, who participate in any activities of the Corporation, as “members” even though such persons are not members, as defined in section 5056 of the California Corporations Code. Such persons shall be deemed to be associated persons with respect to the Corporation as that term is defined in section 5332 of the California Nonprofit Public Benefit Corporation Law and no such reference shall constitute anyone a member of this Corporation.

**ARTICLE V - MEETING OF THE B.I.D. MEMBERSHIP**

**Section 1. ANNUAL B.I.D. MEMBERSHIP MEETINGS.**

Annual meetings of the members of this corporation shall be held in January of each year at San Diego, California, at a time and place as may be designated by the Board of Directors. A notice of such meeting shall be given at least thirty (30) days prior to such meeting. A majority of members in good standing, present in person, shall constitute a quorum.

**Section 2. MONTHLY B.I.D. MEMBERSHIP MEETINGS.**

Meetings of the B.I.D. membership of this corporation shall be held monthly at a time and place to be determined by the Board of Directors. The object of these meetings shall be regular communications, presentations, receipt of proposals, and/or open forum. The Board of Directors may from time to time reschedule this meeting for the convenience of B.I.D. membership.

**Section 3. SPECIAL MEETINGS.**

Special meetings of the corporation may be called at any time by the President. Special meetings of the corporation shall be called by the President upon written application of a majority of any members of the Board of Directors or of fifty (50) members of the B.I.D. who are in good standing. **Verification that signatories are valid and are members in good standing will be determined within fifteen (15) days from constructive receipt of the written application.** A notice of such meeting must be given by the President no later than fifteen (15) days after verification of signatories. The object of such meetings shall be stated in the notice of such meeting and shall designate the time and place of such meeting. A majority of members of the

B.I.D. in good standing, present in person, shall constitute a quorum. No business shall be transacted other than that stated in the notice of such meeting.

**Section 4. VOTING.**

There shall be no cumulative voting. Members may not vote by written proxy. A majority of the members present in person shall be sufficient to decide the matter specifically noticed. Written balloting may be permitted in all matters under rules established by the Board of Directors.

**ARTICLE VI - BOARD OF DIRECTORS**

**Section 1. GOVERNMENT.**

The affairs of the corporation shall be conducted by the Board of Directors.

**Section 2. NUMBER OF DIRECTORS.**

The Board of Directors shall consist of up to fifteen (15) but not less than nine (9) directors (Per board action dated September 15, 1995). The Board of Directors shall include no more than three (3) Associate B.I.D. Members at any time. The immediate past president shall be a member of the Board of Directors.

**Section 3. QUORUM.**

The majority of the directors in office at any time shall constitute a quorum for the transaction of business.

**Section 4. REGULAR MONTHLY MEETINGS.**

A monthly meeting of the Board of Directors shall be held at a time to be determined by the Board of Directors. These monthly meetings shall be open to General and Associate B.I.D. memberships. Closed executive sessions may be held to consider matters regarding personnel or litigation.

Notice of regular meetings shall be posted not less than seventy-two hours in advance of the meeting in a publicly-accessible location in accordance with the Ralph M. Brown Act. The notice shall include the date, time, and location of the meeting, and the general nature of the items to be discussed. Action may only be taken on noticed agenda items.

**Section 5. ELECTION AND TERM OF OFFICE.**

A term of office shall run from election to two (2) years thereafter. Any general B.I.D. and Associate Member in good standing as of the preceding June 30<sup>th</sup> is an eligible candidate for election. The candidate must be the business owner or manager, or a designated employee.

In August of each year, a Nominating Committee of at least three (3) Board Members will be appointed by the President, with the advice and consent of the Board of Directors. The committee will be charged to call for individuals to submit names of B.I.D. Membership and/or Associate Membership, requesting consideration for election as members of the Board of Directors of this corporation. The Nominating Committee will consider these applications and from them, will recommend a slate of candidates to be mailed to the Board of Directors and made public in September of each year. At the September Board of Directors meeting, additional

nominations may be made from the floor provided that the nominee so named is a B.I.D. Member or Associate Member in good standing as of the preceding June 30<sup>th</sup> and has submitted in writing a statement indicating their interest in serving. The Board of Directors will accept the slate of Candidates, close nominations, and order the preparation of a written ballot. The Board of Directors may appoint an inspector of elections and provide for his/her compensation, if any.

Within five (5) days following the September Board of Directors meeting a written ballot shall be prepared and mailed which lists Candidates for the Board of Directors and any proposals to be submitted to the membership for approval. Only those Candidates that are general B.I.D. Members or Associate Members in good standing as of the preceding June 30<sup>th</sup> as determined by the City of San Diego shall be eligible to run for the Board and shall be included on the written ballot. The written ballot may be accompanied by the annual report to the membership and/or any other materials authorized by the Board of Directors. Written ballots shall be mailed by first class mail to all general B.I.D. Members and Associate Members of record as of the preceding June 30<sup>th</sup> or that had demonstrated membership eligibility as of the preceding June 30<sup>th</sup> at the September meeting. The ballot shall state that a Director will be elected or a proposition approved by a majority of eligible votes received. In order for a ballot to be counted it must be properly authenticated and received in a timely manner. Ballots may be hand delivered to the B.I.D. principal office until 5:00 p.m. September 30<sup>th</sup> or delivered by mail with a postmark no later than September 30<sup>th</sup> and received at the principal office no later than October 3<sup>rd</sup>.

Those eligible to vote may cast as many votes by written ballot as there are vacancies to be filled; provided however, no one may cast more than one (1) vote for any one candidate. At the annual meeting, the Board of Directors will consider the elections results and confirm the newly elected Directors. If all vacancies should not be filled, then successive voting for the remaining vacancies will be held.

#### **Section 6. POWERS OF THE BOARD OF DIRECTORS.**

Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the corporation shall be exercised by or under the authority of and the business and affairs of the corporation shall be controlled by the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- A.** To select, employ, compensate and remove all the other officers, agents, employees of the Corporation; to prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or these Bylaws, and fix their compensation.
- B.** To conduct, manage and control the affairs and business of the corporation, and to make such policies, procedures, rules and regulations thereafter not inconsistent with law, with the Articles of Incorporation or these Bylaws, as they may deem best.
- C.** To change the principal office for the transaction of the business of the corporation from one location to another within North Park; to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgement they may deem best, provided such seal at all times complies with the provisions of the law.

- D.** To adopt, make and use a logo or trademark and to alter the form thereof from time to time as in their judgment they may deem best.
- E.** To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or evidences of debt and securities therefore. Subject to the approval of the membership at a regular or noticed meeting as provided in Article IV, Sections: 4, 10, and 11.
- F.** To appoint other committees as the Board of Directors may deem necessary and proper, consisting of such persons, or having such power an authority as shall be specified by the Board of Directors.
- G.** To amend these Bylaws and Articles of Incorporation as provided in Article IX.
- H.** The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, and Immediate Past President and shall act for and on behalf of the Board when the Board is not in session, but shall be accountable to the Board for its action.

**Section 7. OPERATING PROCEDURES.**

The conduct not specifically stated herein, of the Board of Directors, the officers and members shall be prescribed by the Statement of Operating Procedures adopted by the Board of Directors from time to time.

**Section 8. VACANCIES.**

Any vacancy or vacancies in the Board of Directors resulting from death, incapacity, resignation, removal, or otherwise, shall be filled by the remaining Board of Directors then in office. If such vacancy shall occur three (3) months or less prior to an annual election, the Board of Directors may select not to fill the vacancy. The term of the new member will expire when the term of the vacated member was to have expired. The election to fill a vacancy must be held no later than the third meeting following the determination of a vacancy. A Nominating Committee of at least three (3) Board Members shall be appointed by the President. At the next regular Board of Directors meeting, this Nominating Committee shall recommend a slate of candidates to the Board for each vacant position. All candidates must be qualified B.I.D. Members and/or Associate Members for at least 90 days prior to this election. Additional nominations may be made from the floor providing the nominee is a qualified B.I.D. Member or Associate Member 90 days prior to this election and has indicated his/her interest in serving. Election for each vacant position will be held at the same meeting.

**Section 9. PLACE OF MEETING.**

Meetings of the Board of Directors shall be held at any place within the North Park area which has been designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board. In absence of such designation, meeting shall be held at the principal office of the corporation.



**Section 10. ORGANIZATION MEETING.**

At the next regular meeting following the annual meeting of members, the Board of Directors shall set aside time for the purpose of organization, election of officers, and the transaction of business. All meetings other than regular meetings shall be duly noticed.

**Section 11. SPECIAL MEETINGS.**

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or any three (3) Directors. Special meetings of the Board of Directors may be held at any designated place within the North Park Business Improvement area or at the principal office.

Written notice of the time and place of special meetings shall be delivered personally to each Director or sent to each Director by mail or by other form of written communication, charges prepaid, addressed to them at their address as it is shown upon the records of the corporation, or, if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. Such notice should be mailed at least seventy-two (72) hours prior to the time of the holding of the meeting. In lieu of written notice of meetings referred to, the Secretary or other officer may telephone each member of the Board of Directors at least seventy-two (72) hour prior to the time of holding said meeting. Notice of special meetings shall also be posted in a publicly-accessible location at least twenty-four hours prior to the meeting. The notice shall include the items to be discussed; action may only be taken on those noticed items.

The transactions of any special meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though done at a meeting duly held after regular call and notice, if a quorum be present and if either before or after the meeting each of the Directors not present signs a written waiver of notice or consent to holding such a meeting or an approval of Minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the Minutes of the meeting.

**Section 12. ADJOURNMENT.** In the absence of a quorum at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting from time to time until the time fixed for the next meeting of the Board of Directors. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned.

**Section 13. COMPENSATION.**

The Directors shall receive no compensation for their services as such.

**Section 14. VOTE OF DIRECTORS.**

Each Director may cast one vote on any question or proposition to be voted on at a meeting. Votes may not be cast by proxy.

**Section 15. POLICIES AND PROCEDURES.**

The Board of Directors shall have power to make such reasonable policies, procedures, rules and regulations not inconsistent with these Bylaws or Council Policy 100-3 of the City of San Diego as it deems necessary for the conduct of its business.

**Section 16. PUBLIC MEETINGS.**

All meetings shall be public except those devoted to litigation or personnel.

**Section 17. ABSENCE.**

Any Director or officer absent and unexcused from three (3) consecutive regularly scheduled Board of Directors' meetings or general membership meetings of which they are expected to attend; or any Director or Officer absent, whether excused or unexcused, from four (4) regularly-scheduled Board of Directors' meetings or general membership meetings per *one year period based on the month the individual was elected (refer to Article VI Section 5 for Election & Term of Office details)*, of which they are expected to attend as prescribed by these Bylaws, shall be automatically suspended from office and that office considered vacant.

Written notification of suspension will be signed by an officer of the Board of Directors and delivered to any Director who is in violation of the attendance policy as prescribed by these Bylaws. Appeals may be made at the meeting immediately following the suspension and the individual may be reinstated by a simple majority vote of the Board of Directors. If the appeal is not granted, the individual shall be removed from the Board but may run for office in an annual election of the Board of Directors.

**Section 18. COMMITTEES.**

Each Director elected after January 2015 shall serve as a voting member of at least one standing committee. Each committee's Directors are responsible for nominating and electing additional voting members to serve on committees. Any director absent from three (3) regularly-scheduled committee meetings per *one year period based on the month the individual was elected (refer to Article VI Section 5 for Election & Term of Office details)*, of which they are expected to attend as prescribed by these bylaws, shall be suspended from office and that office shall be considered vacant.

**ARTICLE VII - OFFICERS**

**Section 1. OFFICERS.**

The officers of this corporation shall be a President, Vice President, Secretary, and Treasurer, and other such officers as the Board of Directors may appoint. Candidates for officers must be Directors from the B.I.D. membership at large.

**Section 2. ELECTION.**

The Board of Directors shall elect all officers of the corporation for terms of one (1) year, or until their successors are elected and qualified.

**Section 3. VACANCIES.**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors.

**Section 4. PRESIDENT.**

Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the corporation. The President shall preside at

all meetings of the membership and the Board of Directors, and shall have other powers and duties as be prescribed from time to time by the Board of Directors. The President shall, each year, submit to the general membership a report on past year accomplishments and next year objectives.

**Section 5. VICE PRESIDENT.**

In the absence or disability of the President, the Vice President shall perform all duties of the President, and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

**Section 6. SECRETARY.**

The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, and of the Members, may keep the seal of the corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, and shall supervise the keeping in the principal office of the corporation of the Minute Books of the corporation, which shall include a copy of these Bylaws. The Secretary shall keep a record of attendance, notify the Directors when vacancies occur and how they were filled. The Secretary shall not be responsible for filing all financial reports which shall include, but not be limited to, all state and federal tax returns.

**Section 7. TREASURER.**

The Treasurer shall be responsible for general supervision of the financial affairs of the corporation, and to make regular financial reports to the Board of Directors and the regular members, and shall perform such other duties as may be prescribed by the Board of Directors. The Treasurer will be responsible for filing all financial reports which shall include, but not be limited to, all state and federal tax returns.

**ARTICLE VIII - MISCELLANEOUS**

**Section 1. CONTROL OF FUNDS.**

Funds of the corporation shall be paid out only on the checks of the corporation and signed by any two (2) such persons as elected by the Board of Directors to be President, Vice President, Secretary, or Treasurer. Additional members of the Board of Directors may be designated by the Board of Directors as authorized to sign checks on behalf of the corporation. All checks must be signed by at least one (1) of the following: President, Vice President, Secretary, or Treasurer.

**Section 2. MEMBERS TO HAVE NO PERSONAL, PROPRIETARY, OR BENEFICIAL INTEREST IN THE PROPERTY OF THE CORPORATION.**

No member shall have any personal, proprietary, or beneficial interest in the property of the corporation, either during its corporate existence or after the termination thereof by dissolution or otherwise; all its property and assets remaining after paying or adequately providing for the debts and obligations of the corporation shall be conveyed, transferred, and assigned to the City of San Diego with the request that the excess funds be devoted to the improvement of the business community of North Park.

**Section 3. PAYMENTS TO OFFICERS OR DIRECTORS.**

No fees, salaries, compensation, or other sums shall be paid, directly or indirectly to any officer or Director of the corporation except for reimbursement for legitimate B.I.D. expenses authorized by the Board of Directors.

**Section 4. REPRESENTATIVES.**

No person shall represent this organization or its official position on any matter unless duly authorized by the President, or the Board of Directors as prescribed by these Bylaws or established by rules of this organization.

**ARTICLE IX - AMENDMENTS**

**Section 1. AMENDMENTS BY MEMBERSHIP.**

These Bylaws may be repealed or amended or new Bylaws adopted by a majority vote of the B.I.D. membership, at any annual meeting or special meeting where the Notice of Intent has been given at least ten (10) days prior.

**Section 2. AMENDMENTS BY BOARD OF DIRECTORS.**

These Bylaws or the Articles of Incorporation may be amended by a super majority of eighty percent (80%) of the Board of Directors if notice of the proposed amendment was included in the call for such meeting.

**Section 3. CHANGES IN LAW OR CITY OF SAN DIEGO ORDINANCE.**

These Bylaws and the Articles of Incorporation may be amended at any time by a majority vote of the Board of Directors when amendment is necessitated by action(s) of the San Diego City Council or changes in governing law.

**CERTIFICATE OF SECRETARY**

I, \_\_\_\_\_, certify that I am the presently-elected and acting Secretary of **North Park Organization of Businesses, Inc.**, a California Non-Profit Corporation, and the above By-Laws, consisting of Twelve (12) pages non-inclusive, are the Bylaws of this corporation as adopted at a meeting of the Board of Directors held on April 22, 1991, and as amended by the Board of Directors on January 10, 1993; September 15, 1995; January 14, 1998; April 8, 1998, February 10, 1999; May 12, 1999; October 13, 1999, February 9, 2000, May 17, 2000, September 13, 2000, August 14, 2002, March 9, 2005, November 8, 2006, February 14, 2007, July 8, 2009, November 10, 2011, August 8, 2012, February 13, 2013, August 14, 2013 and February 11, 2015.

Date At: \_\_\_\_\_, 2015

Executed At: North Park, San Diego, California

\_\_\_\_\_  
(Secretary)

**EXHIBIT A: DESCRIPTION AND MAP OF NORTH PARK BUSINESS DISTRICT**  
**EXHIBIT B: ARTICLES OF INCORPORATION**