

BYLAWS OF
SANTA MONICA ARTS PARENTS ASSOCIATION
(the "Corporation")
A California Nonprofit Public Benefit Corporation

ARTICLE I
DEFINITIONS

Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California Nonprofit Benefit Corporation Law, as amended from time to time, shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender shall include the feminine, the plural number shall include the singular and the singular shall include the plural. The term "person" includes a corporation, partnership and trust, as well as a natural person. The term "Corporations Code" shall refer to the California Corporations Code, as amended from time to time. References herein to any provision of any statute, including without limitation the Corporations Code, shall include any successor provision or statute thereto.

ARTICLE II
PURPOSE AND PRINCIPAL OFFICES

Section 1. Purpose

The purpose of this Corporation is to promote education and public benefit through support of such arts programs in middle and high schools that are a part of the Santa Monica Malibu Unified School District (the "District") and located in Santa Monica as may be determined by the Board (the "Participating Programs"), in compliance with District policies and procedures. This Corporation has qualified as a charitable organization under Section 501(c)(3) of the Internal Revenue Code and shall not take any action that would disqualify it therefrom.

Section 2. Participating Programs

Initially, the Participating Programs shall be the Santa Monica High School Band Program, Santa Monica High School Orchestra Program, Santa Monica High School Choir Program and Santa Monica High School Theater Program. Any music or arts program in middle and high schools that are a part of the District and located in Santa Monica may apply to the Board to become a Participating Program, and the Board may designate such program a Participating Program.

Each Participating Program will be delegated the authority to operate independently, including the authority to elect officers, conduct meetings necessary to manage its activities, and raise and disburse funds for its own purposes, including the use of a separate bank account, subject to the provisions of these bylaws and to the control, supervision, and direction of the Board of Directors. Each Participating Program will maintain its own books and records and shall prepare and present an annual budget and

monthly reports to the Board in such form as may be prescribed by the Board. The Board may terminate the designation of any program as a Participating Program in the event that such program fails to present such budgets and reports to the Board.

Section 3. Principal Offices

The Board of Directors (the "Board") shall fix the location of the principal executive office of the Corporation at any place within the State of California.

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III
MEMBERS

Section 1. Members

The Corporation shall have voting members and non-voting members. All parents or legal guardians of students enrolled in the Participating Programs shall be voting members. The directors of all Participating Program Directors shall be non-voting members.

Section 2. Meetings

An annual general membership meeting shall be held once per year, in June or as otherwise determined by the Board. Additional meetings of the general membership may be held as determined by the Board.

Section 2. Notice

Written notice of any meeting of members shall be given in accordance with the Corporations Code and may be given by any method allowed thereby, including electronic transmission.

Section 2. Quorum

At any meeting of the members, the number of voting members present shall constitute a quorum to transact business.

ARTICLE IV DIRECTORS;
MANAGEMENT

Section 1. Powers of Directors

Subject to the provisions of the Corporations Code, and subject to any limitations in the Articles of Incorporation and these Bylaws, 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.

Each Director shall exercise such powers and otherwise perform such duties in good faith, in the manner such Director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, using ordinary prudence as a person in a like position would use under similar circumstances, in accordance with the Corporations Code.

Section 2. Selection of Directors and Tenure of Office

Each Participating Program shall designate a current parent of that program to serve as their representative on the Board of Directors, subject to later ratification by the voting members. In determining who has been so designated by a Participating Program, the Corporation may rely on a certificate of the secretary of the Participating Program. At each annual meeting of the general membership, the voting members shall vote on the ratification of each such designation. A vote of majority of the members present and entitled to vote at the meeting shall ratify each such designation. Any Director not so ratified shall be deemed removed from office as of the date of the annual general membership meeting at which such Director's designation was not ratified.

Each Director shall serve for a two-year term and may be designated to serve no more than two consecutive terms, except that any Director's term shall expire upon the event of the Participating Program that designated such Director ceasing to be a Participating Program.

Each Director, including a Director designated to fill a vacancy, shall hold office until the expiration of the term for which designated and until a successor has been designated and qualified, subject to the foregoing sentence. Any mid-term vacancy of a directorship shall be filled by a the Participating Program represented by the Director whose position is vacated. Each Director agrees to take all actions necessary for election and appointment as members of the Board those individuals selected by Participating Programs in accordance with this Article IV, and to otherwise effect the intent hereof.

Section 3. Number and Qualifications of Directors

The Board shall include the representatives from the Participating Programs as set forth in Section 2 above. Additionally, the President and the Treasurer shall be Directors. Subject to this Article, Directors shall serve in a voluntary capacity and receive no compensation, other than reimbursement for expenses and/or their services

No more than 49 percent of the persons serving on the board of this Corporation may be "interested persons." An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (a) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. No violation of this paragraph, however, shall

affect the validity or enforceability of any transaction entered into by the Corporation.

Section 4. Vacancies/Removals/Resignations

In the event of the death, removal or resignation of Director prior to the end of his or her term, the Participating Program that designated such Director shall designate a replacement, to serve for the remainder of such term. A director or officer may be recalled by a two-thirds (2/3) vote of the voting members in attendance and voting in a meeting called by the Directors on their own initiative and with specific notice given to the members as to the purpose of the meeting to recall a director or officer. The directors shall call such a meeting within 30 days after receiving a petition requesting a recall signed by 25% of the voting members.

Section 5. Place and Manner of Meeting

Regular meetings of the Board may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such a designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of meeting or, if not stated in the notice or there is no notice, at the principal executive office of the Corporation.

Any meeting, regular or special, may be held through use of conference or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at the meeting.

Section 6. Annual Meeting

The annual meeting of the Board shall be held each year at the date and time as may be fixed by the Board. At the annual meeting, any desired election of Officers shall occur, and annual reports of the affairs of the Corporation shall be reviewed and considered, and such other business as may properly be brought before the meeting shall be considered. Notice of this meeting shall not be required.

Section 7. Other Regular Meetings

Other regular meetings of the Board shall be held without notice if the time and place of such meetings are fixed by the Board.

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 any Director.

Section 9. Notice of Meetings

Regular meetings of the Board may be held without notice if the time and place of such meetings are fixed by the Board. Special meetings of the Board shall be held upon four (4) days notice by first-class mail or 48 hours notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board.

Section 10. Waiver of Notice

Notice of a meeting need not be given to any Director who signed a waiver of notice or a written 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 meetings.

Section 11. Directors Acting by Unanimous Written Consent

Any action that the Board is required or permitted to be taken may be taken without a meeting if all Directors consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested Director" as defined in Corporations Code section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 12. Quorum

A majority of the Directors present at a duly held meeting shall constitute a quorum for the transaction of business, except to adjourn as provided herein. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the provisions of the California Nonprofit Public Benefit Corporation law, including, without limitation, those provisions relating to (a) the approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common Directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Any meeting, regular or special, may be held by conference telephone, so long as all Directors participating in the meeting can hear one another; and all such Directors shall be deemed to be present in person at the meeting.

Section 13. 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. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 14. Compensation of Directors

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board may receive reimbursement for expenses, if any, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 15. Appointment of Provisional Director

If the Corporation has an even number of Directors who are equally divided and cannot agree as to the management of its affairs, so that its activities can no longer be conducted to advantage or so that there is danger that its property, activities, or business will be impaired or lost, the Directors shall call a special meeting of the voting members to elect a provisional Director.

A provisional Director shall be an impartial person, who is not a creditor of the Corporation, nor related by consanguinity to any of the other Directors of the Corporation. A provisional Director shall have all the rights and powers of a Director until the deadlock in the Board is broken.

ARTICLE V
COMMITTEES

Section 1. Organization of Committees

The Board may designate one (1) or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board. The Board may also, by resolution adopted by a majority of the authorized number of Directors, designate one (1) or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any committee, to the extent provided in the resolution for the Board, may have some or all the authority of the Board, except with respect to:

- a. The approval of any action which, under the California Nonprofit Public Benefit Corporation Law, also requires Board approval;
- b. The filling of vacancies on the Board or in any committee, except as provided by Article IV of these Bylaws;

- 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 is not so amendable or repeal able;
- f. Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as provided by Article IV of these Bylaws, or as special approval is provided for in Corporations Code section 5233(d)(3);
- g. The appointment of any other committees of the Board or the member of these committees.

The Board also may designate one or more advisory committees to serve at the pleasure of the Board, which committees shall serve only to advise the Board on specific matters and shall have no direct authority to take any action on behalf of the Corporation. Members of the Board are not required to be designated as one of the members of any advisory committee.

Section 2. Meetings and Action of Committees

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws, and specifically those sections pertaining to:

- a. Place and Manner of Meetings
- b. Other Regular Meetings
- c. Special Meetings
- d. Waiver of Notice
- e. Directors Acting by Unanimous Written Consent
- f. Quorum
- g. Adjournment

and with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time of regular meetings and committees may be determined either by resolution of the Board of Directors or by resolution of the committee; special meetings of committees may also be called by resolution of the Board of Directors; and notice of special meetings of committees shall also be given to all alternative members, who shall have the right to

attend all meetings of the committee. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI OFFICERS

The Officers of the Corporation shall be a President and a Treasurer. Each office shall be held by a separate person; provided that if there are fewer than four directors, more than one office may be held by the same person.

Section 1. Election and Qualification

The Officers of the Corporation, except such Officers as may be appointed in accordance with the provisions of this Article, shall be chosen annually by the Board of Directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 2. Subordinate Officers

The Board of Directors may appoint, 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 the Bylaws or as the Board of Directors may from time to time determine.

Section 3. Removal and Resignation of Officers

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, either 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 chosen by the Board of Directors, by any Officer upon whom such power of removal may be conferred by the Board of Directors.

Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at 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 the Corporation under any contract to which the Officer is a party.

Section 4. 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 appointments to such office.

Section 7. President

The President shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business operations of the Corporation and over the Officers of the Corporation. He or she shall preside at all meetings of the Board of Directors. He or she shall be ex officio a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of the president and chief executive officer of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

The President shall keep or cause to be kept, a copy of the Articles of Incorporation and the Bylaws of the Corporation, and shall keep the seal of the corporation in safe custody. The President shall also give, or cause to be given, notice of all the meetings of the Board and of any committees thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 8. Treasurer

The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, in accordance with generally accepted accounting principles, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and earnings (or surplus). The books or account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designed by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 9. Contracts with Directors and Officers

No Director of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation, unless (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common Directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Director; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This section does not apply to a transaction that is part of an education or charitable program of this Corporation if it (a) is approved or authorized by the Corporation in good faith and without justifiable favoritism and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

ARTICLE VII
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES
AND OTHER AGENTS

Section 1. Indemnification

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in 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 bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the Board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by these bylaws shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

Section 2. Insurance

This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising from the Officer's, Director's, employee's, or agent's status as such.

ARTICLE VIII
PAYMENTS OR LOANS MADE TO OFFICERS, DIRECTORS,
OR OTHER EMPLOYEES

Section 1. Authority to Loan

The Corporation shall not authorize any loan of money or property to or guarantee the obligation of any Officer, Director or employee of the Corporation except in accordance with the provisions of the Corporations Code.

The Corporation shall not lend any money or property to or guarantee the obligation of any Director or Officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or Officer would be entitled to reimbursement for such expenses by the Corporation, pursuant to section 5236 of the Corporations Code.

Section 2. Reimbursement to Corporation of Amounts Disallowed by Internal Revenue Service

Any payments heretofore or hereafter made to or for a Director, Officer or other employee of the Corporation, such as salary, commission, bonus, interest, rent, loans, advances, entertainment expense incurred by him or her, or any other expenses deemed personal rather than corporate, that shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service or Franchise Tax Board (if applicable) shall be reimbursed by such person to the Corporation to the full extent of such disallowance.

Section 3. Duty to Enforce Payment

It shall be the duty of the Directors, as a Board, to enforce payment of each such amount loaned or disallowed. In lieu of payment by such person, subject to the determination of the Directors, proportionate amounts may be withheld from his or her future compensation payments until the amount owed to the Corporation has been recovered.

ARTICLE IX
CORPORATE RECORDS AND REPORTS

Section 1. Records and Fiscal Year

The Corporation's fiscal year will be from July 1 through June 30. The Corporation shall maintain, in accordance with generally accepted accounting principles, adequate and correct accounts, books and records of its business and properties and shall maintain minutes of the proceedings of the Board of Directors. All such books, records and accounts shall be kept by the Treasurer.

Section 2. Inspection of Books and Records

All books and records provided for in the Corporations Code shall be open to inspection by the Directors from time to time and in the manner provided in the Corporations Code, or by any member of the organization, upon prior reasonable, written request at a mutual agreed upon time and place.

Section 3. Certification and Inspection of Bylaws

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the President and shall be open to inspection by the Directors.

Section 4. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed and endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 5. Authority to Execute Contracts

The Board of Directors, except as in the Bylaws otherwise provided, 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 the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer,

agent or employee shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount, except as provided in the Corporations Code.

Section 6. Financial Statements

A copy of any annual financial statement and any income statement of the Corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the Corporation as of the end of each such period, that has been prepared (without any obligation to do so) by the Corporation shall be kept on file in the principal executive office of the Corporation for twelve (12) months.

The quarterly income statement and balance sheet referred to in this Article shall be accompanied by the report, if any, of any independent accountants engaged by the Corporation or the certificate of an authorized Officer of the Corporation that the financial statements were prepared without audit from the books and records of the Corporation.

Section 7. Annual Report

The information specified below for inclusion in an annual report must be furnished annually to all Directors who request it in writing:

- 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 Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The Corporation's expenses or disbursements for both general and restricted purposes;
- e. Any information required by these bylaws; and
- f. An independent accountants' report or, if none, the certificate of an
- g. authorized officer of the Corporation that such statements were
- h. prepared without audit from the Corporation's books and records.

Section 8. 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, within 120 days after the end of the Corporation's fiscal year, annually prepare and furnish to each Director a statement of any transaction or indemnification of the following kind:

- 1) Any transaction (a) in which the Corporation, or its parent or subsidiary, was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:
 - (a) Any Director or Officer of the Corporation, its parent, or subsidiary (but mere common Directorship shall not be considered such an interest); or
 - (b) 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.
- 2) Any indemnification payments or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the Corporation under Article VII of these bylaws, unless that indemnification has already been approved by the Directors of the Corporation under Corporations Code section 5238(e)(1).

ARTICLE X AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed in whole or in part, and new bylaws adopted by a majority vote of voting members present at a general membership meeting for which reasonable advance notice has been given as to the specific nature of the meeting.

Whenever an amendment or new bylaw is adopted, it shall be copied in the book of Bylaws with the original Bylaws, in the appropriate place, if any bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

ARTICLE XI MISCELLANEOUS

Section 1. Seal

The corporate seal shall be circular in form, and shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the word "California."

Section 2. Dissolution

On dissolution of this corporation, the Board of Directors, subject to the provisions of the California Corporations Code, shall cause the corporation's assets to be distributed to another corporation with purposes similar to that identified in the Articles of Incorporation and Article II of these Bylaws.

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CERTIFICATION OF ADOPTION OF
AMENDED AND RESTATED BYLAWS
OF
SANTA MONICA ARTS PARENTS ASSOCIATION

I DO HEREBY CERTIFY AS FOLLOWS:

That I am the qualified and acting President of the above-named Corporation; and

That the foregoing Bylaws were duly adopted as the Amended and Restated Bylaws of said Corporation on the 14th day of October, 2013 by a two-thirds majority vote of the general membership of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal as of this 15th day of October, 2013.



Morton Bernstein, President