

First Amended and Restated By - Laws of  
**FONDAZIONE ITALIA**  
A California Nonprofit Public Benefit Corporation

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**Article 1 Offices of the Corporation**

**Section 1.1 Principal Office**

The principal office for the transaction of the activities and affairs of the corporation is located at 10350 Santa Monica Blvd., Ste. 210, Los Angeles, CA 90025.

The board of directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

**Section 1.2 Other Offices**

The board of directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

**Article 2 Purpose and Limitations**

**Section 2.1 General Purposes**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The further purposes of the corporation include, but are not limited to, the following:

- (a) To foster cooperation between Italy and the United States in cultural and related fields.
- (b) To engage in joint projects between the citizens of Italy and the United States, including members of the Italian-American community and others interested in Italian culture. Projects will be such as will promote better knowledge of each culture and will mutually benefit both cultures.
- (c) To provide classes including, but not limited to, Italian language courses, Italian cultural courses and Italian cooking courses, which will promote better knowledge of Italian culture.
- (d) To provide educational scholarships and/or grants to those individuals who meet criteria set forth by the board of directors.
- (e) To make acquisitions of property to be used to benefit the community, including Italian-Americans, in the effort to promote cooperation between the Italy and the United States and understanding about the culture of Italy. The foundation may also make improvements to any acquired property by resolution of the board of directors.
- (f) The gathering of information, the writing, printing, publishing, sale and distribution of materials, including oral histories, designed to educate and/or preserve the knowledge and awareness of members and of the general public of the history and/or culture of the Italy.

**Section 2.2 Limitations**

Notwithstanding any other provision of these bylaws, this corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or by a corporation contributions to which are deductible under Section 107(c)(2) of the Internal Revenue Code of 1986.

**Article 3 Members**

This corporation shall have no members, but the board of directors may, by resolution, establish classes of non voting members and provide for eligibility and rights and duties, including the obligation to pay dues.

## **Article 4 Directors**

### **Section 4.1 Powers.**

#### **(A) General Corporate Powers**

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to the provisions and limitations of these bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.

#### **(B) Specific Powers**

Without prejudice to the general powers set forth in Paragraph (a) of this Section 4.1, but subject to the same limitations, the directors shall have the power to designate the organizations and programs which shall be the recipients of the charitable grants of the corporation, and to determine in the case of each such organization or program the amount of such charitable grant.

### **Section 4.2 Designation of Directors**

The original directors are Robert Barbera, Lisa Whitney Grace and Jo-Ann Grace. All of the directors of this corporation shall be designated by the President.

### **Section 4.3 Number of Directors**

The board of directors shall consist of not fewer than three (3) and not more than ten (10) directors, as determined from time to time by resolution, such number to remain in effect until further resolution by the board of directors changing such number.

### **Section 4.4 Term of Office**

Directors shall serve for a three year term and may serve consecutive terms.

### **Section 4.5 Vacancies on Board.**

#### **(A) Events Causing Vacancy**

A vacancy or vacancies on the board shall exist on the occurrence of the following:

- (a) the death or resignation of any director;
- (b) the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law;
- (c) the removal of a director by the Board of Directors with or without cause; or
- (d) an increase in the authorized number of Directors.

#### **(B) Resignation**

Except as provided below, any director may resign by giving written notice to the president or the secretary of the corporation. 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 president may designate a successor to take office as of the date when the resignation becomes effective.

#### **(C) Filling Vacancies**

Vacancies on the board shall be filled by the designation of a successor by the president.

#### **(D) No Vacancy on Reduction of Number of Directors**

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

## **Section 4.6 Restriction on Interested Persons as Directors**

No more than 50 percent of the persons serving on the board may be interested persons. An interested person is:

- (a) any person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and
- (b) 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. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Any director with a conflict of interest shall abstain from participation in any decision as to which such director has the conflict of interest.

## **Section 4.7 Directors' Meetings.**

### **(A) Time and Place of Regular Meetings**

Regular meetings of the board shall be held at such time and place within or outside California as may be designated by resolution of the board or in the notice of the meeting. Notice of regular meetings shall be mailed to each director at least five days in advance of each meeting. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

### **(B) Meetings by Telephone**

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

### **(C) Special Meetings**

Special meetings of the board for any purpose may be called at any time by the president or any vice president, or the secretary or any two directors. Notice of the time and place of special meetings shall be given to each director by one of the following methods:

- (a) by personal delivery of written notice;
- (b) by first-class mail, postage prepaid;
- (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director, or
- (d) by fax.

All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or fax shall be delivered, telephoned, or by fax at least 48 hours before the time set for the meeting.

### **(D) Quorum**

A majority of the directors then in office shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to:

- (a) 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 directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

#### **(E) Waiver of Notice**

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

#### **(F) Adjournment**

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

#### **(G) Notice of Adjourned Meeting**

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournments.

#### **(H) Action Without a Meeting**

Any action that the board is required or permitted to take may be taken without a meeting if all members of the board 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 Section 5233(a) of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly-approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

### **Section 4.8 Compensation and Reimbursement**

Directors, and members of committees of the board of directors, may receive such compensation, if any, for their services as directors or officers, or as committee members, and such reimbursement of expenses, as the board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

### **Section 4.9 Committees**

#### **(A) Committees of the Board**

The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any-such committee, to the extent provided in the board resolution, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the board or on any committee that has the authority of the board;
- (c) Fix compensation of the directors for serving on the board or on any committee;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;
- (f) Create any other committees of the board or appoint the members of committees of the board;
- (g) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or
- (h) 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, unless the conditions set forth in paragraph (1), (2) or (3) of Section 5233(d) of the California Corporations Code, or Section 5233(e) of the California Corporations Code, are met.

**(B) Meetings and Action of Committees.**

Meetings and actions of committees of the board shall be governed by. held, and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the committee of the board. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the board, the committee may adopt such rules.

**(C) Particular Board and Advisory Committees.**

The bylaws may establish particular committees, e.g., an executive committee, a grant-making committee, a fund-raising committee, an audit committee, a compensation committee, and finance committee. The board cannot, however, delegate the powers listing in Section 5212(a)(1)-(8) of the California Corporations Code to any committee.

**(D) Advisory Committee**

If any committee is to have any non-director committee members, it is not a “committee of the board,” and it should be clearly labeled an “advisory committee.” The board may delegate management of the corporation’s activities to an advisory committee to the same extent that those powers could be delegated to agents, employees or independent contractors generally, and subject to the ultimate direction of the board.

**Article 5 Officers**

**Section 5.1 Officers of the Corporation**

The officers of the corporation shall be a president, a secretary, and a chief financial officer. The corporation may also have, at the discretion of the board of directors, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section 5.3 of these bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as the president.

**Section 5.2 Designation of Officers**

The officers of the corporation, except those appointed under Section 5.3 of these bylaws, shall be designated by the board of directors and shall serve at the pleasure of the board of directors, subject to the rights. if any, of any officer under any contract of employment.

### **Section 5.3 Other Officers**

The board of directors may appoint and may authorize the president or another officer to appoint any other officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the board of directors.

### **Section 5.4 Removal of Officers**

Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the board of directors, or, if the officer was not chosen by the board of directors, by any officer of this corporation to whom the board of directors may have delegated their power of removal.

### **Section 5.5 Resignation of Officers**

Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

### **Section 5.6 Vacancies in Office**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

### **Section 5.7 Responsibilities of Officers.**

#### **(A) President**

Subject to the control of the board, the president shall be the general manager of the corporation, and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all board meetings and shall have such other powers and duties as the board or the bylaws may prescribe.

#### **(B) Vice Presidents**

If the president is absent or disabled, the vice president, if any, in order of their rank as fixed by the board of directors, or, if not so ranked, a vice president designated by the board of directors, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or these bylaws may prescribe.

#### **(C) Secretary**

The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was regular or special, the notice given, and, if special, how authorized, and the names of those present at board and committee meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date. The secretary shall give, or cause to be given, notice of all meetings of the board and of committees of the board required by these bylaws to be given. The secretary shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

#### **(D) Chief Financial Officer**

The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by laws, by



these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

The chief financial officer shall deposit, or cause to be deposited, all money and other valuables In the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or these bylaws may prescribe.

If required by the board of directors, the chief financial officer shall give the 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 the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.

## **Article 6 Indemnification**

### **Section 6.1 Right of Indemnity**

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, 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. The term "expenses," as used herein shall have the same meaning as in Section 5238(a) of the California Corporations Code.

### **Section 6.2 Approval of Indemnity**

On written request to the board of 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 board shall promptly call a meeting of members. At that meeting, the member" shall 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 members present at the meeting in person or by proxy shall authorize indemnification.

### **Section 6.3 Advancement of Expenses**

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 Sections 6.1 and 6.2 of these bylaws in defending any proceeding covered by those Sections 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 determined that the person is entitled to be indemnified by the corporation for those expenses.

## **Article 7 Insurance**

The corporation shall have the right to purchase and maintain insurance to the fullest 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 8 Records and Reports**

### **Section 8.1 Maintenance of Corporate Records**

The corporation shall keep adequate and correct books and records of account and written minutes of the proceedings of the board and committees of the board.

### **Section 8.2 Inspection Rights**

Every director of this corporation 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 or officer's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

### **Section 8.3 Annual Report**

Any director of the corporation may, by written request, cause an annual report to be prepared by the corporation for the review of the board of directors within 120 days after the end of the corporation's fiscal year. Such request shall be made in writing and shall be directed to an officer of the corporation. Unless otherwise agreed to in writing by the director requesting the report, the annual 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 of 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 8.4 of these bylaws.

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 shall not apply if the corporation receives less than \$25,000 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 request it in writing.

### **Section 8.4 Annual Statement of Certain Transactions and Indemnifications**

As part of the annual report to directors, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each director a statement of any transaction or indemnification of the following kind within 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 \$50,000, or was one of a number of transactions in which the same "interested person" had a direct or indirect material financial interest, and which transactions involved, in the aggregate, more than \$50,000. Mere common directorship shall not be considered a material financial interest. For this purpose, an "interested person" is either of the following:
    - (1) Any director or officer of the corporation, or its parent or subsidiary: or
    - (2) Any holder of more than 10 percent 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 \$10,000 paid during the fiscal year to any officer or director of the corporation under Article VI of these bylaws, unless that indemnification has already been approved by the board under Section 5238(e)(2) of the California Corporations Code, as modified by Section 5310(b).

**Article 9 Construction and Definitions**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

**Article 10 Amendments**

The board of directors may at any time amend these bylaws, or repeal these bylaws and adopt new bylaws.

**Article 11 Dissolution of Corporation**

In case of dissolution of the corporation or in the event that the corporation terminates its activities, any assets that were acquired with funds received from the Italian government will be transferred to similar organization(s) engaged in activities aimed at promoting the Italian language and culture and operating in areas under the jurisdiction of the Italian Consulate of Los Angeles. If no similar organizations exist in this area, then the assets will be transferred to organizations operating under the diplomatic jurisdiction or based on proximity. The selection of the receiving organization will have to be approved by the local Italian Consular office, pursuant authorization by the Italian Ministry of Foreign Affairs.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly designated and acting Secretary of the FONDAZIONE ITALIA, a California nonprofit public benefit corporation and that the above bylaws are its bylaws.

Signed January 17, 2006 at Los Angeles, California.

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ELISABETTA ENGLER  
Secretary