

DRAFT

BYLAWS
OF
ART BEAL FOUNDATION
A California Corporation

ARTICLE I.

OFFICES

Section 1. PRINCIPAL OFFICE. The principal office for the transaction of business of the corporation is hereby fixed and located at 238 1/2 Sandercock, City of San Luis Obispo, County of San Luis Obispo, State of California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said county.

Section 2. OTHER OFFICES. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

ARTICLE II.

MEMBERSHIP

Section 1. MEMBERS. There shall be two classes of members of this corporation. The first class of members shall be known as voting members, and the second class of members shall be known as associate members and shall have no vote.

Section 2. QUALIFICATIONS OF VOTING MEMBERS. The voting members of this corporation shall be the persons who from time to time are the members of the Board of Directors of this corporation. Death, resignation, or removal of any Director as provided in these Bylaws automatically terminates his membership as a voting member of this corporation. Election of a successor Director, as provided in these Bylaws, shall operate to elect that successor Director to voting membership in this corporation.

Section 3. QUALIFICATIONS OF ASSOCIATE MEMBERS.

Any person who contributes funds or other property to this corporation shall be an associate member of this corporation unless he is, or becomes, a voting member of this corporation. Election of a person as a voting member of this corporation shall terminate his membership as an associate member of this corporation.

Section 4. VOTING AND OTHER RIGHTS OF MEMBERS. Each voting member of this corporation shall be entitled to one vote. Associate members of this corporation shall not be entitled to vote, and no notice of any meeting of the membership of this corporation need be given to any associate member.

Section 5. LIABILITIES OF MEMBERS. No person who is now, or who later becomes, a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

ARTICLE III.

MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING. The annual meeting of the members of this corporation shall be held on the second Thursday of January of each year at 2:00 p.m., at the principal office of this corporation, or at any other time in January and at any other place determined by a resolution of the Board of Directors. No notice of any such annual meeting need be given if it is held on the second Thursday of January at 2:00 p.m., at the principal office of the corporation; otherwise written notice of the time and place of the annual meeting shall be delivered personally to each voting member or sent to each voting member by mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown on the records of the corporation, or if it is not shown on the records or is not readily ascertainable, at the

place where the meetings of the members are regularly held. Any notice shall be mailed or delivered at least five days before the date of the meeting.

Section 2. SPECIAL MEETINGS. Special meetings of the members of the corporation for any purpose or purposes may be called at any time by the President of the corporation or by any two (2) Directors.

Written notice of the time and place of special meetings of the members shall be given in the same manner as for the annual meetings of the members.

The transactions of any meeting of the members of this corporation, however called and noticed, shall be as valid as though had at a meeting held after regular call and notice if a quorum is present, and if, either before or after the meeting, each of the voting members not present signs a written waiver of notice, or a consent to hold this meeting, or an approval of the minutes of the meeting. All the waivers, consents, or approvals shall be filed with the corporate records or be made a part of the minutes of the meeting.

Section 3. QUORUM. A quorum for any meeting of the members shall be a majority of the voting members.

ARTICLE IV.

BOARD OF DIRECTORS

Section 1. NUMBER OF DIRECTORS. The Board of Directors shall consist of three (3) members until the number of Directors is changed by amendment to these Bylaws.

Section 2. QUORUM. Two (2) members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 3. POWERS OF DIRECTORS. Subject to limitations of the Articles of Incorporation, other sections of the Bylaws, and of California law, 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 general powers, the Board of Directors shall have the following powers:

(a) To select and remove all the other officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or the Bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or the Bylaws.

(c) To borrow money and incur indebtedness for the purposes of the corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.

Section 4. ELECTION AND TERM OF OFFICE. Except as provided below for the initial terms of the first Directors, the term of office of each Director of this corporation shall be three years or until his successor is elected. Successors for Directors whose terms of office are then expiring shall be elected at the annual meeting of the members in the year such terms expire. A Director may succeed himself in office.

At the organizational meeting of the first Directors of this corporation the Directors shall by lot, classify themselves

into three groups. The first group shall consist of one (1) Director whose initial term of office shall be one year. The second group shall consist of one (1) Director whose initial term of office shall be two years. The third group shall consist of one (1) Director whose term of office shall be three years. This classification and the short initial terms are for the purpose of providing, as nearly as numerically possible, for the election of one third of the Board of Directors in each year.

Section 5. VACANCIES. Vacancies in the Board of Directors shall be filled by a majority of the remaining Directors then in office even though less than a quorum, or by the sole remaining Director. A successor Director so elected shall serve for the unexpired term of his predecessor.

Section 6. PLACE OF MEETING. Regular meetings of the Board of Directors shall be held at any place, within or without the state, that has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of this designation regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held either at a place designated or at the principal office.

Section 7. ORGANIZATION MEETING. Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purposes of organization, election of officers, and the transaction of other business. No notice of such organizational meeting need be given.

Section 8. OTHER REGULAR MEETINGS. Other regular meetings of the Board of Directors shall be held without call on the second Thursday of each April, July and October, at 2:00 p.m.; provided, however, that should that day fall on a legal holiday

or a Saturday or Sunday, then the meeting shall be held at the same time on the next day that is not a Saturday, Sunday or legal holiday. No notice need be given of any regular meeting.

Section 9. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by any one (1) Director.

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 him at his address as it is shown on the records of the corporation, or if it is not so shown on the records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held. The notice shall be mailed at least three (3) days before the time of the holding of the meeting.

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

Section 10. ACTION WITHOUT A MEETING. Any action by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 11. REMOVAL. A Director may be removed from office, for cause, by the vote of a majority of the Directors.

Section 12. COMPENSATION. The Directors shall receive no compensation for their services as Directors.

ARTICLE V.

OFFICERS

Section 1. OFFICERS. The Officers of the corporation shall be:

1. President
2. Vice-President
3. Secretary-Treasurer

The corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more additional Vice-Presidents, one or more Assistant-Secretaries, one or more Assistant-Treasurers, and such other officers as may be appointed by the Board of Directors. Officers other than the President and Chairman of the Board, need not be Directors. One person may hold two or more offices, except those of President and Secretary.

Section 2. ELECTION. The Board of Directors shall elect all officers of the corporation for terms of one 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 business and affairs of the corporation. He shall preside at all meetings of the members and Directors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 5. VICE-PRESIDENT. In the absence or disability of the President, the Vice-President shall perform all the 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-TREASURER. The Secretary-Treasurer shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the corporation and affix it 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, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors.

The Secretary-Treasurer shall further receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the corporation signed by the President, Vice-President and Secretary-Treasurer or by such officers as may be designated by the Board of Directors as authorized to sign them. The Secretary-Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VI.

AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the Board of Directors at any Directors' meeting, except that a Bylaw fixing or changing the number of Directors may be adopted, amended, or repealed only by the vote or written consent of a majority of the members

of the corporation or the vote of a majority of a quorum at a meeting of the members called for that purpose and which is the vote of the majority of those present and voting.

ARTICLE VII.

MISCELLANEOUS

Section 1. CONTRACTS, ETC.: HOW EXECUTED. The Board of Directors, except as the Bylaws or Articles of Incorporation otherwise provide, 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, and such authority may be general or confined to specific instances; and 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 to render it liable for any purpose or to any amount.

Section 2. 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 or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 3. REPRESENTATION OF SHARES OF OTHER CORPORATIONS. The President or Vice-President and the Secretary-Treasurer of this corporation are authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted to said officers to vote or represent on behalf of this corporation any and all shares held by this corporation in any other corporation or corporations, may be exercised

either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by said officers.

Section 4. INSPECTION OF BYLAWS. The corporation shall keep in its principal office for the transaction of business the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary-Treasurer, which shall be open to inspection by the general public at all reasonable times during business hours.

Section 5. ANNUAL REPORT. The Board of Directors of the corporation shall cause to be published and retain on file in the principal office an annual report. Said report shall be published and so filed no later than 45 days after the close of the fiscal year. Said report shall be available for inspection by all members, voting and associate, and the general public at all reasonable times during regular business hours.

ARTICLE VIII.

SEAL

The corporation shall have a common seal, and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word California.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of
ART BEAL FOUNDATION, a California corporation; and

That the foregoing Bylaws, comprising of ten (10)
pages, constitute the Bylaws of said corporation as duly adopted
at a meeting of the Board of Directors thereof duly held
January 15, 1977.

IN WITNESS WHEREOF, I have hereunto subscribed my
name and affixed the seal of said corporation this 15th
day of January, 1977.

VICKI LEON, Secretary

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, being the Directors and Secretary of the corporation known as ART BEAL FOUNDATION, do hereby certify that the above and foregoing Bylaws of said corporation were duly adopted as the Bylaws thereof on the 15th day of January, 1977, and that the same do now constitute the Bylaws of said corporation.

JOHN FITZRANDOLPH

VICKI LEÓN

JAMES M. DUENOW

VICKI LEÓN, Secretary