

AMENDED AND RESTATED BYLAWS OF  
MARSHALL P. RIDDICK YOUTH CENTER  
(A California Nonprofit Public Benefit Corporation)

ARTICLE I  
Objectives and Purposes

Marshall P. Riddick Youth Center (the "Corporation") and all of its business and activities are to be operated and conducted in the promotion of its charitable objectives and exclusively for the purpose of owning, maintaining and operating the building and premises known as the Marshall P. Riddick Youth Center, located at 2634 Overland Avenue, Los Angeles, California, for the general benefit of school-age children attending the Overland Avenue Elementary School and those children residing within the Overland Avenue School District (as defined below in Article III, Section 3,) and for other such acts and functions as are permitted by the Articles of Incorporation; and in the conduct of its affairs, the management shall at all times be mindful of these charitable objectives and purposes.

ARTICLE II  
Offices and Seal

Section 1. Offices. The principal office for the transaction of the business of the Corporation shall be located at 2634 Overland Avenue, in the City of Los Angeles, County of Los Angeles, State of California. The Corporation may also have an office or offices within the State of California as the Board of Directors may from time to time establish.

Section 2. Seal. The Corporation shall have a seal, and the same shall have inscribed thereon the words "MARSHALL P. RIDDICK YOUTH CENTER."

ARTICLE III  
No Members

The Corporation shall have no members.

ARTICLE IV  
Board of Directors

Section 1. Powers. Subject to any limitations contained in the Corporation's Articles of Incorporation or these Bylaws, and the limitations of the California Nonprofit Public Benefit Corporation Law, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of its Board of Directors (sometimes referred to herein as the "Board"). The Board may delegate the management of the activities of the Corporation to any person or persons, or committees however composed, provided that the