

`RESTATED BYLAWS
OF
DOWNTOWN SAN DIEGO PARTNERSHIP

ARTICLE I. NAME AND PURPOSES

Name

Section 1.01. The name of this corporation, which is a California nonprofit mutual benefit corporation, is Downtown San Diego Partnership (the "Corporation").

Purposes

Section 1.02. The Corporation is a nonprofit mutual benefit corporation. The purposes for which the Corporation is formed are those set forth in the Articles of Incorporation.

ARTICLE II. OFFICES

Principal Office

Section 2.01. The principal office for the transaction of the business of the Corporation is fixed and located at 401 B Street, Suite 100, San Diego, California 92101. The Board of Directors is hereby granted full power and authority to change the said principal office from one location to another within the County of San Diego. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

Other Offices

Section 2.02. 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 III. MEMBERSHIP

Classification of Membership and Qualification

Section 3.01. There shall be one class of members of the Corporation, and each member shall have equal voting rights. Members shall be designated as either Chairman's Circle, Sustaining Members, Corporate Members, or General Members at the time that membership is initially granted. Such designation shall not constitute a separate class of membership, but may confer privileges as provided by the Board of Directors. Upon election to membership and the payment of such membership fee as is

set from time to time by the Board of Directors or its delegate, such person or entity shall be admitted to membership for such term as shall have been specified by the Board of Directors.

Other Classes Of Membership

Section 3.02. The Board of Directors may, from time to time, establish another class or classes of members with or without voting rights. The privileges, rights and duties of such other class or classes of members shall be as provided by the Board of Directors, subject to the terms of the Bylaws, as amended from time to time. The Board of Directors may thereby confer some or all of the rights of the members upon any person or persons. If such person or persons do not have the right to vote for either (a) the election of a Director or Directors, on a disposition of all or substantially all of the assets of this Corporation, on a merger, on a dissolution or (b) the selection of delegates who possess any such voting rights, or (c) on changes to the Corporation's Articles of Incorporation or Bylaws, such person shall not be a member within the meaning of Section 5056 of the Nonprofit Corporation Law of the State of California. The privileges, rights and duties of such other class or classes of members shall be as provided by the Board of Directors, subject to the terms of the Bylaws, as amended from time to time. The Board of Directors may thereby confer some or all of the rights of the members upon any person or persons. The Board of Directors may designate such honorary and ex officio non-voting members as it deems appropriate without an amendment of these bylaws.

Admission of Additional Members

Section 3.03. Any individual, corporation, partnership or association owning property or engaged in any business or enterprise, including professional activities, in the County of San Diego shall be eligible for membership, provided such individual, corporation, partnership or association is proposed for membership by a member of the Corporation and application for such membership is approved by the Board of Directors, or such committee or person delegated such approval authority.

Fees, Dues and Assessments

Section 3.04. The Board of Directors may determine from time to time an initial membership fee, and set such fees, dues and assessments for membership in the Corporation as the Board of Directors, in its discretion, from time to time determines. The Board of Directors shall annually review and set fees, dues and assessments for the following year.

Termination of Membership

Section 3.05. The membership of any member shall terminate upon the occurrence of anyone or more of the following:

- (a) Any member may resign from the Corporation in writing filed with the Secretary of the Corporation. Resignation shall not release the resigning member from the payment of any membership fees, dues or assessments. No pro rata refund of any initial membership fee, dues or assessments shall be made for the balance of the calendar year in which the resignation is effective, or otherwise.
- (b) A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed. In the case of membership qualifications for which qualification requirements are established, membership of a member shall terminate upon the determination of the Board of Directors, or a committee with no fewer than two Directors designated by the Board of Directors to make the determination, that the member no longer meets the qualification requirements for membership in the Corporation.
- (c) Membership shall terminate upon the failure of any member of the Corporation in arrears for the payment of dues to pay such dues within thirty (30) days after receiving written notification of such past due amount from the Secretary of the Corporation and upon resolution of the Board of Directors to drop the member from the membership roll. Any such member may be reinstated within six (6) months of the date the member was dropped from the roll, upon payment of the dues in arrears and resolution of the Board of Directors.
- (d) Membership of a member shall terminate upon the determination of the Board of Directors after hearing duly held in accordance with this Section 3.6(d), or a committee with no fewer than two (2) Directors designated by the Board of Directors to make such determination, that the member has failed in a material respect to observe the rules of conduct promulgated from time to time by the Board of Directors and applicable to members, or otherwise has failed in some material respect to merit continued membership privileges in the Corporation. Following the determination by the Board of Directors, or the committee, as the case may be, that a member should be expelled or suspended, the following procedures shall be implemented:
 - (1) A notice shall be sent by mail by prepaid, first-class, certified or registered mail to the most recent address of the member as shown on the Corporation's records, setting forth the expulsion or suspension and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion or suspension.
 - (2) The member being expelled or suspended shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held no fewer than five days before the effective date of the proposed suspension or expulsion. The hearing shall be held by the Board of Directors or the committee designated by the Board of Directors for such purpose. The notice to the member of his or her proposed expulsion or suspension shall state that such member is entitled, upon request, to such hearing, shall

state that a date, time and place of the hearing will be established upon receipt of request therefore, and shall state, that in the absence of such request, the effective date of the proposed suspension or expulsion.

- (3) Following the hearing, the Board of Directors, or committee, as the case may be, shall decide whether the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board of directors, or committee, as the case may be, shall be final.
- (4) Any action challenging an expulsion or suspension of membership, including any claim alleging defective notice, must be commenced within one year after the date of the expulsion or suspension.

Designation of Representative of Members

Section 3.06. Each Member of the Corporation shall register with the Secretary of the Corporation the names of the individuals authorized to represent each Member in the Corporation.

Good Standing

Section 3.07. The Board of Directors shall have the right to sanction a member for grounds as set forth in subsection 3.05(b), 3.05(c), or 3.05(d) by determining said member to be not in good standing for a specified period of time. Upon such determination, said member shall not be entitled to rights and privileges of membership for said period as is established by the Board of Directors.

Reinstatement

Section 3.08. Suspended or expelled members may be reinstated at the discretion of the Board of Directors.

Property Rights

Section 3.09. No member shall have any right or interest in any of the property or assets of this Corporation.

Nonliability

Section 3.10. No member shall be personally liable for the debts, liabilities, or obligations of this Corporation.

Nontransferability

Section 3.11. No member may transfer for value or otherwise a membership or any right arising therefrom, and all rights of membership shall cease upon the member's death or dissolution. The Board of Directors may, from time to time, provide for the transfer of memberships, or of memberships within any class or classes, with or without restriction or limitation, including transfer upon the death, dissolution, merger, or reorganization of a member. Where transfer rights have been provided, no restriction of them shall be binding with respect to memberships issued prior to the adoption of the restriction, unless the holders of such memberships voted in favor of the restriction.

ARTICLE IV. MEMBERSHIP MEETINGS

Place of Meetings

Section 4.01. All meetings of members shall be held either at the place specified in the notice or at any other place within the State of California, which may be designated by the Board of Directors pursuant to the authority hereinafter granted to the said Board of Directors, or by the written consent of all members entitled to vote there at, given either before or after the meeting and filed with the Secretary of the Corporation.

Annual Meetings

Section 4.02. The annual meetings of members of the Corporation shall be held no later than January 31st of each year, at such time and place as may be designated by the Board of Directors in the notice of such meeting. Unless elected by written ballot pursuant to Section 4.09, Directors shall be elected at the annual meeting of members. The Board of Directors shall designate a slate of candidates for election and nominations shall also be taken from the floor at the annual meeting. The persons receiving the greatest number of votes from Voting Members shall serve as Directors.

Special Meetings

Section 4.03. Special meetings of Voting Members, for any lawful purpose or purposes whatsoever, may be called at any time by the Chair of Directors or by one or more Voting Members holding five percent (5%) or more of the voting power of the Corporation. Upon such call in writing by any person or persons other than the Board of Directors, stating the business to be transacted at the special meeting, mailed to the principal office of the Corporation, or delivered to the Chair of Directors, the President, the Incoming Chair, or the Secretary, it shall be the duty of the Chair to cause notice to be given, within twenty (20) days from receipt of such a request, to the members entitled to vote thereat of the meeting scheduled and to be held not less than thirty-five (35) days nor more than ninety (90) days after the receipt of such a request.

Notice of Meetings

Section 4.04. A notice of each annual meeting, written ballot for election of Directors or otherwise, if any, and special meeting shall be given by the Chair or, in case of his or her failure or refusal, by any other officer or any Director; shall specify the place, time, day and hour of the meeting or the date on which the ballot shall be returned, if applicable; in the case of an annual meeting at which Directors shall be elected, shall specify the names of all those who are candidates for election of Directors at the time the notice is given, and in the case of special meetings, the nature of the business to be transacted thereat. Such notice shall be given in writing to every member of the Corporation who, on the record date for notice of the meeting, is entitled to vote thereat. Such notice shall be given either personally or by sending a copy thereof by first-class mail, postage prepaid, or by facsimile, to the member's address or facsimile number appearing on the books of the Corporation, at least ten (10) days but no more than ninety (90) days prior to the date fixed for such meeting.

Adjourned Meetings

Section 4.05. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Voting Members either present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at any such meeting. No meeting may be adjourned for more than 45 days, annual or special, to another time or place. It shall not be necessary to give any such notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by an announcement at the meeting at which such adjournment is taken. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Quorum

Section 4.06. The presence in person or by proxy of one-third of the voting power of the Corporation shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Voting Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Voting Members required to constitute a quorum.

Consent of Absentees

Section 4.07. The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the members entitled to vote, not

present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made apart of the minutes of the meeting.

Voting

Section 4.08. Each Voting Member in good standing is entitled to one vote on each matter submitted to a vote of the members. Single memberships in which two (2) or more persons have an indivisible interest shall be rated as provided in Section 7612 of the Nonprofit Mutual Benefit Corporation Law of the State of California. Voting shall be by voice vote, unless the chair of the meeting at which such vote takes place directs such voting to 'be by ballot. No single vote shall be split into fractional votes. Cumulative voting for the election of Directors or otherwise shall not be authorized.

Action Without Meeting by Written Ballot

Section 4.09. Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Corporation distributes a written ballot to every member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds a quorum of the Voting Members, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Ballots shall be distributed to members in accordance with Section 4.04 hereof, and, in any election of Directors by written ballot, the ballot shall name the candidates for Directors, and shall provide a space entitled "withhold" in which a member may indicate that the authority to vote for the election of Directors is withheld. All ballots distributed in accordance with this Section 4.09 shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. All written ballots distributed in accordance with this Section 4.09 shall specify the time by which the ballot must be received in order to be counted.

Record Date

Section 4.10. The Board of Directors may fix, in advance, a record date for the purpose of determining the members entitled to notice of and to vote at any meeting of members, give consent to corporate action in writing without a meeting, receive any report, receive any allotment of rights, or exercise rights in respect to any change in membership rights or liabilities. Only members of record on the record date are entitled to notice of and to vote at any such meeting, give consent without a meeting, receive any report, receive allotment of rights, or exercise the rights, as the case may be,

notwithstanding any transfer of memberships on the books of the Corporation after the record date, except as otherwise provided in the Articles of Incorporation or these Bylaws. The Board of Directors shall fix, in advance, record dates as follows:

- (a) The record date for the purpose of determining the members entitled to notice of any meeting of members shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting. If no record date is fixed, members at the close of business on the business day preceding the day on which notice is given or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of a meeting of members. A determination of members entitled to notice of a meeting of members shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting.
- (b) The record date for the purpose of determining the members entitled to vote at a meeting of members shall not be more than sixty (60) days before the date of the meeting. Such record date shall also apply in the case of an adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting. If no record date is fixed, members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of members or, in the case of an adjourned meeting, members on the day of the adjourned meeting who are otherwise eligible to vote are entitled to vote at the adjourned meeting of members.
- (c) The record date for the purpose of determining the members entitled to cast written ballots shall not be more than sixty (60) days before the day on which the first written ballot is mailed or solicited. If no record date is fixed, members on the day the first written ballot is mailed or solicited who are otherwise eligible to vote are entitled to cast written ballots.
- (d) The record date for the purpose of determining the members entitled to exercise any rights in respect of any other lawful action shall not be more than sixty (60) days prior to such other action. If no record date is fixed, members at the close of business on the day on which the Board of Directors adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later, are entitled to exercise such rights.

Proxies

Section 4.11. Every member entitled to vote shall have the right to do so in person or by one or more agents authorized by a written proxy executed by such person or his or her duly authorized agent and filed with the Secretary of the Corporation. Any proxy executed is not revoked and continues in full force and effect until (i) a writing stating that the proxy is revoked or a duly executed proxy bearing a later date is filed with the Secretary of the Corporation prior to the vote pursuant thereto, (ii) the person executing the proxy attends the meeting and votes in person, (iii) written notice of the

death or incapacity of the maker of such proxy is received by the Corporation before the vote pursuant thereto is counted; provided, that no proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which such proxy is to continue in force, except that a maximum term for any proxy shall be three years. A proxy may be revoked, notwithstanding a provision making it irrevocable, by a transferee of a membership without knowledge of the existence of the provision unless the existence of the proxy and its irrevocability appears on the certificate representing the membership. Anything to the contrary notwithstanding, a proxy covering matters requiring a vote of the members as to the following matters is not valid as to such matters unless it sets forth the general nature of the matter to be voted on: (i) removal of a Director or Directors without cause, (ii) filling of vacancies on the Board of Directors not otherwise filled by the Board of Directors, (iii) approval of a transaction in which a Director or Directors have a material financial interest, (iv) amendment of the Articles or Bylaws repealing, restricting, creating or expanding proxy rights, or (v) amendment of the Articles of Incorporation, (vi) sale lease, conveyance, exchange, transfer or other disposal of all or substantially all of the Corporation's assets when such transaction is not in the usual and regular course of business, (vii) approval of merger terms, (viii) amendment of agreement of merger, and (ix) election to dissolve the Corporation.

Inspectors of Election

Section 4.12. In advance of any meeting of members, the Board of Directors may appoint inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, or if any person so appointed fails to appear or refuses to act, the chair of any meeting of members may, and on the request of any member or a member's proxy shall, appoint inspectors of election (or persons to replace those who so fail or refuse) at the meeting. The number of inspectors shall either be one or three. If appointed at a meeting on the request of one or more members or proxies, the majority of memberships represented in person or by proxy shall determine whether one or three inspectors are to be appointed.

The inspectors of election shall determine the number of memberships outstanding and the voting power of each, the memberships represented at the meeting or the number of written ballots returned, as the case may be, the existence of a quorum and the authenticity, validity and effectiveness of proxies, receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all members. In the determination of the validity and effect of proxies, the dates contained on the forms of proxy shall presumptively determine the order of execution, regardless of the postmark dates on the envelopes in which they are mailed.

The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three inspectors

of election, the decision, act or certificate of a majority is effective in all respects as the decision, act, or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated therein.

Conduct of Meetings

Section 4.13. Meetings of members shall be presided over by the Chair of Directors, or in his or her absence, by the Vice-Chair, or in his or her absence, by the Secretary, or in his or her absence by the Treasurer, and in the absence of all of them, by a chair chosen by a majority of the members present. The Secretary of the Corporation shall act as the secretary of all meetings of members, provided that in his or her absence the presiding officer shall appoint another member to act as acting secretary of the meeting.

ARTICLE V. BOARD OF DIRECTORS

Powers

Section 5.01. Subject to the limitations of the Articles of Incorporation, of the Bylaws, and of the Nonprofit Corporation Law of the State of California as to action to be authorized or approved by members, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers 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 foregoing, the Board of Directors shall have the power to levy dues and assessments, to select and remove all officers, agents, employees and contractors, and to fix reasonable compensation therefore, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of the Corporation, and to appoint and delegate responsibilities and authority to committees, officers and agents.

Number of Directors

Section 5.02. The authorized number of Directors shall be not less than twenty (20) and not more than fifty (50) voting members until changed by amendment of the Articles of Incorporation or by a Bylaw amending this section duly adopted by the affirmative vote of a majority of the votes represented and voting at a duly held meeting at which a quorum is present or by written ballot in accordance, with Section 4.09. The exact number of Directors shall be fixed from time to time, within the limits specified in the Articles of Incorporation or in this section, by a resolution of the Board of Directors. Subject to the foregoing provisions for changing the number of Directors, the exact number of Directors of this corporation is hereby fixed at fifty (50). The Board of Directors may designate additional ex officio non-voting Directors as it deems appropriate without an amendment of these Bylaws.

Election and Term of Office

Section 5.03. The Directors shall be elected at an annual or special meeting of members or by written ballot in accordance with Section 4.09 for staggered two (2) year terms beginning January 1st of the following year or the date of election, whichever is later, to replace those directors whose terms are then expiring. Not less than twenty (20) days before the date set forth for each regular annual meeting of the members, the Chair shall appoint at least three (3) members as a Nominating Committee, including the Chair, Vice-Chair, and Immediate Past Chair, to nominate candidates for election as directors, and the names so proposed shall be presented to the Board of Directors at its next meeting; any director may at such meeting nominate any other qualified persons as candidates for such office. The names of the nominees shall be presented to the membership at its annual meeting, at which time additional nominations may be made. Each Voting Member shall have one vote for each director position to be filled for which that Voting Member is eligible to vote, but such votes may not cumulate. A member may cast its votes either in person at the annual membership meeting or by submitting a written ballot to the Secretary prior to such meeting. The candidates receiving the highest number of votes shall be elected."

Vacancies

Section 5.04. Vacancies in the Board of Directors may be filled by recommendation of the Executive Committee, and election by the Board of Directors and each Director so elected shall hold office until his or her successor is elected at an annual meeting of the members or at a special meeting called for that purpose, or by written ballot in accordance with Section 4.09. A vacancy or vacancies shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased without election of the additional Directors so provided for, or in case the Voting Members fail at any time to elect the full number of authorized Directors, or if a Director fails to attend three consecutive meetings of the Board of Directors without excuse. The Voting Members may at any time elect Directors to fill any vacancy not filled by the Directors. If any Director tenders his or her resignation to the Board of Directors, then the Board of Directors shall have the power to elect a successor to take office at such time as the resignation shall become effective. No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Place of Meetings

Section 5.05. All meetings of the Board of Directors may be held at any place within or without the State, which has been designated from time to time by resolution of the Board of Directors or by the written consent of all of the Directors. In the absence of such designation, meetings shall be held at the principal office of the Corporation.

Annual Organizational Meetings

Section 5.06. Immediately following the annual meeting of members, the count of written ballots for the election of Directors or any special meeting of the members at which Directors shall have been elected, if any, and not less frequently than annually, the Directors shall hold a regular meeting for the purpose of organizing the Board of Directors, the election of officers, the election of the Executive Committee, and the transaction of such business as may come before the meeting. Pending such organization meeting, all officers of the Corporation shall hold over, except any officer required by law or these Bylaws to be a Director and who does not qualify as a Director. A Director elected at such meeting of members, if any, shall forthwith become a member of the Board of Directors for purposes of such organization. In the event such an organization meeting shall not be held immediately following such meeting of members, it shall thereafter be held at the next regular meeting, or after a special meeting.

Regular Meetings

Section 5.07. Regular meetings of the Board of Directors shall be held monthly at such time and place as shall be prescribed from time to time by resolution of the Board of Directors.

Special Meetings

Section 5.08. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair or by any two Directors.

Notice of Meetings

Section 5.09. Notice of the time and place of each meeting of the Board of Directors not fixed by an express provision of the Bylaws shall be given to each Director not less than 48 hours before the date of the meeting if given personally or by telephone or facsimile and not less than four days before the date of the meeting if given by first-class mail.

Consent to Meetings

Section 5.10. The transactions of the Board of Directors at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice if a quorum be present and if either before or after the meeting each Director not present signs a written waiver of notice, or a consent to the holding of such meeting or approval of the minutes thereof, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents or approvals shall be filed with the corporate records and made apart of the minutes of the meeting.

Action Without Meeting

Section 5.11. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. For the purposes of this Section 5.11 only all members of the Board of Directors shall not include any interested Director as defined in Section 5.20.

Telephonic Meetings

Section 5.12. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting through use of telephone or similar communications equipment shall constitute presence in person at such meeting.

Quorum

Section 5.13. One-third of the Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number be required by law or by the Articles of Incorporation. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Adjournment

Section 5.14. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to meet again at another time or place. In the event a meeting of the Board of Directors 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.

Compensation

Section 5.15. Directors shall not be compensated for serving on the Board of Directors.

Removal and Resignation

Section 5.16. Any director may be removed by the Board of Directors for unexcused failure to attend three (3) consecutive meetings of the Board of Directors. Any director may resign at any time by giving written notice of such resignation to the Chair of Directors or to the Board of Directors. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Nonliability of Directors

Section 5.17. Subject to compliance with the provisions of Sections 5.19, 5.20 and 5.21 of these Bylaws, no Director shall be personally liable for the debts, liabilities or other obligations of this Corporation.

Indemnity

Section 5.18. The Corporation shall have and hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, officer, employee or other agent (as defined in Section 317 of the California Corporations Code) of the Corporation, to the fullest extent allowed under the provisions of Section 7237 of the California Nonprofit Corporation Law relating to the power of a Corporation to indemnify any such person.

Standard of Conduct

Section 5.19. Pursuant to Section 7231 of the California Nonprofit Corporation Law, a Director shall perform the duties of a Director, including duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board of Directors upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, provided, that in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the

circumstances and without knowledge that would cause such reliance to be unwarranted.

Self-Dealing Contracts

Section 5.20. As used in this section, a "self-dealing contract is any contract or transaction (i) between this Corporation and one or more of its Directors, or between this Corporation and any Corporation, firm or association in which one or more of the Directors has a material financial interest (an "interested director"), or (ii) between this Corporation and a Corporation, firm or association of which one or more of its directors are Directors of this Corporation. Pursuant to Section 7233 of the California Nonprofit Corporation Law, no self-dealing contract shall be void or voidable because of such Director(s) or Corporation, firm or association are parties or because such Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

- (a) All material facts are fully disclosed to or otherwise known by the members and the self-dealing contract is approved by the members in good faith (without including the vote of any membership owned by such interested Director(s)); or
- (b) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith (without counting the vote of the interested Director(s)), and, in the case of a self-dealing contract described in (i) above, the Board of Directors or committee resolves and finds that the contract is just and reasonable at the time it is authorized, approved or ratified; or
- (c) The person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation at the time it was authorized, approved or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies a contract or transaction as provided in this Section 5.20.

Distributions, Loans, and Guaranties

Section 5.21. Pursuant to Section 7236 of the Nonprofit Corporation Law of the State of California, a Director shall not approve of or abstain from voting on any of the following corporate actions:

- (a) The making of any distribution contrary to Chapter 4 of Part 3 of the Nonprofit Corporation Law of the State of California; or

- (b) The distribution of assets after the institution of dissolution proceedings of the Corporation, without paying or adequately providing for all known liabilities of the Corporation, excluding any claims not filed by creditors within the time limit set by the court in a notice given to creditors under Chapters 15, 16 and 17 of Part 3 of the Nonprofit Corporation Law of the State of California; or
- (c) The making of any loan or guaranty contrary to Section 7235 of the Nonprofit Corporation Law of the State of California.

ARTICLE VI. OFFICERS

Officers

Section 6.01. The officers of this Corporation shall be a Chair, Vice-Chair, President, Secretary, Treasurer, and such other officers as the Board of Directors may appoint.

Election

Section 6.02. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 6.03 or Section 6.05, 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. The Chair, Vice-Chair, Secretary and Treasurer shall be members of the Board of Directors. Not less than twenty (20) days before the date set forth for election of officers, the Chair shall appoint at least three (3) members, but not more than five (5) members, as a nominating committee including the Chair, Immediate Past Chair, and another Past Chair, to nominate candidates for election as officers, and the names so proposed shall be presented to the Board of Directors at its next meeting; any director may at such meeting nominate any other qualified persons as candidates for such office.

Subordinate Officers

Section 6.03. The Board of Directors may appoint and may empower the Chair 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.

Removal and Resignation

Section 6.04. Any officer may be removed, either with or without cause, by the Board of Directors at any regular or special meeting thereof, or, except in the 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 (subject, in each case, to the rights, if any, of an officer under any contract of employment). Any officer may resign at any time by giving written notice to the Board of Directors, or to the Chair, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Vacancies

Section 6.05. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Immediate Past Chair

Section 6.06. The Immediate Past Chair shall serve as a ceremonial head of the Corporation, shall serve on the Nominating Committee and shall serve as a member of the Executive Committee, but shall have no other powers and duties except as may be prescribed from time to time by the Board of Directors.

Chair

Section 6.07. Subject to the control of the Board of Directors, the Chair shall have general supervision, direction and control of the business and affairs of the Corporation. He or she shall preside at all meetings of the members and Directors, shall serve as an ex officio member of all committees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Vice-Chair

Section 6.08. In the absence or disability of the Chair, the Vice-Chair shall perform all of the duties of the Chair and in so acting shall have all of the powers of the Chair. The Vice-Chair shall have such other powers and duties as may be prescribed from time to time by the Board of Directors and the Chair.

President

Section 6.09. The President shall have such powers and duties as may be prescribed from time to time by the Board of Directors and the Chair.

Secretary

Section 6.10. The Secretary 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, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Treasurer

Section 6.11. The Treasurer shall supervise the keeping of the records of the Corporation, shall deliver the annual statement required by Section 8.06 to the members, shall receive and safely keep all funds of the Corporation and deposit them with such depositories as may be designated by the Board of Directors shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the Chair and Directors, whenever they request it, an account of all his or her transactions as Treasurer, and of the financial condition of the Corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VII. COMMITTEES

Executive Committee

Section 7.01. The Corporation shall have an Executive Committee consisting of the Chair, Vice-Chair, Immediate Past Chair, Secretary, Treasurer, and Directors nominated by the Chair and elected by the Board of Directors as are required in order that the total number of members of the Executive Committee shall not exceed fifteen (15) voting members. Except as expressly set forth in Section 7.03, all rights, privileges and powers conferred by law or by these bylaws upon the Board of Directors shall be vested in the Executive Committee (and any other committee to which the board shall have delegated its authority) .The Chair shall also be the Chair of the Executive Committee, who shall have the power to call meetings of the Executive Committee and who shall preside at all meetings of the Executive Committee. Eight of the members of the Executive Committee shall constitute a quorum. Notice of meetings of the Executive Committee, if any, shall be given and such meetings shall be called and conducted in the same manner as in these Bylaws provided for notice of meetings of the Board of Directors and the call and conduct of such meetings. Minutes of the meetings of the Executive Committee shall be kept in the same manner as in these Bylaws provided for the keeping of minutes of the meetings of the Board of Directors, and copies thereof shall be mailed to each member of the Board of Directors within one (1) month after the holding of any such meeting or delivered personally to each such member appearing at the ensuing meeting of the Board of Directors. The Board of Directors may designate additional ex officio non-voting members as it deems appropriate without amendment of these Bylaws.

Appointment of Committees

Section 7.02. The Chair may appoint such other committees as he or she from time to time deems necessary or appropriate to conduct the business and further the objectives of this Corporation.

Powers and Authority of Committees

Section 7.03. The Board of Directors may delegate to the Executive Committee or any other committee having the authority of the Board of Directors, any of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, except the following:

- (a) The approval of any action for which the Nonprofit Corporation Law also requires the approval of members or approval of a majority of all members of a Corporation.
- (b) The filling of vacancies on the Board of Directors or in any committee which has the authority of the Board of Directors.
- (c) The fixing of compensation of the Directors for serving on the Board of Directors 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 of Directors which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the Board of Directors or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

ARTICLE VIII. MISCELLANEOUS

Fiscal Year

Section 8.01. The fiscal year of the Corporation shall end on June 30th of each year.

Inspection of Corporate Records

Section 8.02. The books of account and minutes of the proceedings of members and Directors, and of any Executive Committee or other committees of the Directors, shall be open to inspection at any reasonable time upon the written demand of any member. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

Checks, Drafts, Etc.

Section 8.03. 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 and any and all securities owned by or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

Execution of Contracts

Section 8.04. 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 contract or execute any instrument in the name of and on behalf of the Corporation and such authority may be general or confirmed 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 engagement or to pledge its credit or to render it liable for any purpose or in any amount. Provided, that pursuant to Section 7214 of the Nonprofit Corporation Law, any such contract or instrument between the Corporation and any third person, when signed by the Chair or any Vice-Chair and the Secretary or any Assistant Secretary of the Corporation, shall be valid and binding upon the Corporation in the absence of actual knowledge on the part of said third person that the signing officers had no authority to execute the same.

Annual Report -When Required

Section 8.05. As long as the Corporation has more than one hundred (100) members or Ten Thousand Dollars (\$10,000) in assets at any time during the fiscal year, the Board of Directors shall notify each member yearly of the member's right to receive a financial report pursuant to Section 8321 of the Nonprofit Corporation Law. Upon written request of a member, the Board of Directors shall promptly cause the most recent annual report to be sent to the requesting member. An annual report shall be prepared not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. Such report shall contain in appropriate detail the following:

- (a) A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year.
- (b) A statement of the place where the names and addresses of the current members are located

- (c) Any information required by Section 8.06 of these Bylaws.

The report required by this Section 8.05 shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Annual Statement of Certain Transactions and Indemnifications

Section 8.06. Pursuant to Sections 8321 and 8322 of the California Nonprofit Corporation Law, the Board of Directors shall cause an annual statement of certain transactions and indemnifications to be sent to its members, if any, and to the Directors not later than one hundred twenty (120) days after the close of the fiscal year. If the Corporation issues an annual report to all members, this requirement shall be satisfied by including the required information, as set forth below, in said annual report. Such annual statement shall describe:

- (a) The amount and circumstances of any loans, guarantees, indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid or made during the fiscal year of the Corporation to any officer or Director of the Corporation; provided, that no such report need be made in the case of a loan, guarantee, or indemnification approved by the members; and
- (b) Any "covered transaction" (defined below) during the previous fiscal year of the Corporation involving (1) more than Fifty Thousand Dollars (\$50,000) or, (2) which was one of a number of "covered transactions" in which the same "interested person" (defined below) had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000). The statement shall describe the names of any "interested persons" involved in such covered transactions, including such "interested person's" relationship to the Corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which the interested person is only a partner, only the interest of the partnership need be stated. For the purposes of this section, a "covered transaction" is a transaction in which the Corporation, or its parent or subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:
1. Any Director or officer of the Corporation, or its parent or subsidiary; or
 2. Any holder of more than ten percent (10%) of the voting power of the Corporation, or of its parent or subsidiary.

For purposes of this section, any person described in either subparagraph (1) or (2) above is an "interested person."

ARTICLE IX. EFFECTIVE DATE AND AMENDMENTS

Effective Date

Section 9.01. These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors or members of the Corporation in adopting them provide that they are to become effective at a later date.

Amendments

Section 9.02. These Bylaws may be amended or repealed and new Bylaws adopted by the vote of the majority of the members of the Board of Directors then in office upon proper notice, unless the action would (i) materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer; (ii) increase or decrease the number of members authorized in total or for any class; (iii) effect an exchange, reclassification or cancellation of all or apart of the memberships; or (iv) authorize a new class of membership; except that Bylaws affecting the following may be adopted, amended or repealed only by a vote of the Voting Members:

- (a) A Bylaw specifying or changing the number of Directors;
- (b) A Bylaw increasing the term of office of Directors;
- (c) A Bylaw increasing the quorum of members;
- (d) A Bylaw repealing, restricting, creating or expanding proxy rights;
- (e) A Bylaw which materially and adversely affects the rights of members as to voting, dissolution, redemption, or transfer;
- (f) A Bylaw which increases or decreases the number of members authorized in total or for any class;
- (g) A Bylaw which effects an exchange, reclassification or cancellation of all or part of the memberships; and
- (h) A Bylaw which authorizes a new class of voting membership.

Notwithstanding the foregoing, in the event that there are two or more classes of voting members, Bylaws may be adopted, amended or repealed in accordance with this Section 9.2; provided, that such adoption, amendment or repeal also requires approval by the members of a particular class if such action would (i) materially and adversely affect the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different then such action affects another class; (ii) materially and adversely such class as to voting, dissolution,

redemption or transfer by changing the rights, privileges, preferences, restrictions or conditions of another class; (iii) increase or decrease the number of memberships authorized for such class; (iv) increase the number of memberships authorized by another class; (v) effect an exchange, reclassification or cancellation of all or a part of the memberships of such class; or (vi) authorize a new class of memberships.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of Downtown San Diego Partnership.
2. The foregoing Restated Bylaws constitute the Bylaws of said Corporation adopted on the 18th day of December, 2001 by resolution of the Board of Directors.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said Corporation the ____ day of _____, 2002, at San Diego, California.

Secretary

CERTIFICATE OF AMENDMENT

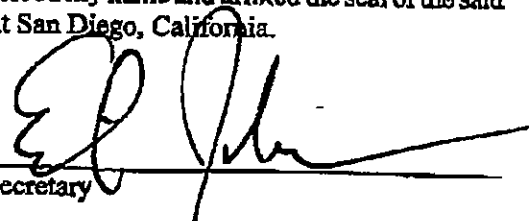
I, the undersigned, do hereby certify:

- 1. That I am the duly elected and acting Secretary of the Downtown San Diego Partnership.
- 2. That the following amendment to the Restated Bylaws is a true and correct copy of the amendment to the Restated Bylaws as duly adopted by approval of the Board of Directors of the corporation at the meeting held on the 22 day of February, 2005.
- 3. Article V, Section 5.03 is amended to read as follows:

"Election and Term of Office

Section 5.03. The Directors shall be elected at an annual or special meeting of members or by written ballot in accordance with Section 4.09 for staggered two (2) year terms beginning January 1st of the following year or the date of election, whichever is later, to replace those directors whose terms are then expiring. Not less than twenty (20) days before the date set forth for each regular annual meeting of the members, the Chair shall appoint at least three (3) members as a Nominating Committee, including the Chair, Vice-Chair, and Immediate Past Chair, to nominate candidates for election as directors, and the names so proposed shall be presented to the Board of Directors at its next meeting; any director may at such meeting nominate any other qualified persons as candidates for such office. The names of the nominees shall be presented to the membership at its annual meeting, at which time additional nominations may be made. Each Voting Member shall have one vote for each director position to be filled for which that Voting Member is eligible to vote, but such votes may not cumulate. A member may cast its votes either in person at the annual membership meeting or by submitting a written ballot to the Secretary prior to such meeting. The candidates receiving the highest number of votes shall be elected."

IN WITNESS WHEREOF, I have hereto subscribed my name and affixed the seal of the said corporation the 5 day of October, 2005, at San Diego, California.


Secretary