AMENDED AND RESTATED BYLAWS OF DOWNTOWN SAN DIEGO PARTNERSHIP,INC,

ARTICLE I. NAME AND PURPOSES

Name

Section 1.01. The name of this corporation is Downtown San Diego Partnership (the "Corporation").

Purposes

Section 1.02. The Corporation is a nonprofit mutual benefit corporation. The Corporation is organized under the California Nonprofit Mutual Benefit Corporation Law ("Law") for the purposes 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 Executive Board 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 Executive Board at any place or places where the Corporation is qualified to transact 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 determined by the Executive Board. Such designation shall not constitute a separate class of membership but may confer privileges as provided by the Executive Board. Upon election to membership and the payment of such membership fee as is set from time to time by the Executive Board or its delegate, such person or entity shall be admitted to membership for such term as shall have been specified by the Executive Board.

Other Classes of Membership

Section 3.02. Subject to Section 9.02, the Executive Board may, from time to time, establish another class or other 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 Executive Board, subject to the terms of the Bylaws, as amended from time to time. The Executive Board may thereby confer some or all of the rights of the membersupon any person or person, provided however, that if such person or persons do not havethe right to vote for (a) the election of a Executive Board Director, on a disposition of all or substantially all of the assets of this Corporation, on a merger, on a dissolution, (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 California Corporations Code Section 5056. The Executive Board may designate such honorary and ex officio "members" as it deems appropriate without an amendment of these Bylaws, but such persons are not members within the meaning of California Corporations Code Section 5056 and shall have no voting rights.

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 Executive Board, or such committee or person delegated such approval authority.

Fees, Dues and Assessments

Section 3.04. The Executive Board may determine, from time to time, an initial membership fee, and set such fees, dues and assessments for membership in the Corporation as the Executive Board, in its discretion, from time to time, determines.

Termination of Memberships

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

(a) Resignation by a member in a 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) Expiration of a membership that was issued for a period of time when such period of time has elapsed, unless the membership is renewed.

(c) In the case of membership qualifications for which qualification requirements are established, the Executive Board (or a committee with no fewer than two Executive Board Directors authorized by the Executive Board to make the determination), determines that the member no longer meets the qualificationrequirements for membership in the Corporation.

(d) Failure of a member to pay when required any dues, assessment or fees, and such failure continues for one hundred twenty (120) days following written notice to the member of such failure to pay.

(e) The Executive Board (or a committee with no fewer than two (2) Executive Board Directors authorized by the Executive Board to make such determination) determinesthat the member has failed in a material respect to observe the rules of conduct for members promulgated from time to time by the Executive Board, or otherwise has failed in some material respect to merit continuedmembership privileges in the Corporation.

Following the determination by the Executive Board, or the committee, as the casemay be, that a member should be expelled or suspended, or a membership terminated 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, suspension or termination and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion, suspension or termination.

(2) The member shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held no fewer than five (5) days before the effective date of the proposed suspension, expulsion or termination. The hearing shall be held by the Executive Board or the committee designated by the Executive Board for such purpose. The notice to the member shall state that such member is entitled, upon request, to such hearing, the date, time and place of which 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, expulsion or termination.

(3) Following the hearing, the Executive Board, or committee, as the case may be, shall decide whether the member should in fact be expelled, suspended, terminated or sanctioned in some other way. The decision of the Executive Board, or committee, as the case may be, shall be final.

(4) Any action challenging an expulsion, suspension or termination of membership, including any claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension or termination.

Designation of Representative of Members

Section 3.06. Each member of the Corporation shall register with the Secretary of the Corporation the name of a senior decision making individual authorized to represent each member in the Corporation, which shall be subject to approval by the Chair and the President

Good Standing

Section 3.07. The Executive Board shall also have the right to sanction a member for grounds as set forth by resolution of the Executive Board and determine 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 forsaid period as is established by the Executive Board.

Reinstatement

Section 3.08. Suspended or expelled members or suspended or terminated memberships may be reinstated upon the approval of the Executive Board.

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.

Non-transferability

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 Executive Board 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 Executive Board pursuant to the authority hereinafter granted to the Executive

Board, or by the written consent of all members entitled to vote at such meeting, giveneither 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 prior to June 1st of each year, at such time and place as may be designated by the Executive Board in the notice of such meeting. Unless elected by written ballot pursuant to Section 4.09, Directors of the Executive Board shall be elected at the annual meeting of members. The Executive Board 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 shall serve as Directors of the Executive Board..

Special Meetings

Section 4.03. Special meetings of the members, for any lawful purpose or purposes whatsoever, may be called at any time by the Executive Board, the Chair of the Executive Board, the President or by five percent (5%) or more of the members. If a special meeting is called byfive percent (5%) or more of the members, such request shall be made in writing, state the business to be transacted at the special meeting, and be mailed to the principal office of theCorporation, or delivered to the Chair of the Executive Board, the President, Vice President or the Secretary. It shall be the duty of the Chair of the Executive Board to cause notice to be given of any special meeting called by the members, within twenty (20) days from receipt of such a request, to the members entitled to vote at the meeting, which such meeting shall be held ata time fixed by the Executive Board but not less than thirty-five (35) days nor more thanninety (90) days after the receipt of such a request.

Notice of Meetings

Section 4.04. A notice of each annual meeting, written ballots for election of Executive Board Directors or otherwise, if any, and special meetings shall be given by the Corporation; shallspecify the place, time, day and hour of the meeting or the date on which the ballot shall bereturned, if applicable; in the case of an annual meeting at which Executive Board Directors shall be elected, shall specify the names of all those who are candidates for election of Executive Board Directors at the time the notice is given, and in the case of special meetings, the nature of the business to be transacted at such meeting. Such notice shall be given in writing to every member of theCorporation who, on the record date for notice of the meeting, is entitled to vote. Such notice shall be given either personally or by sending a copy thereof by first-class mail, postage prepaid, or by electronic transmission in accordance with the requirements of California Corporations Code Sections 20 and 7511 to the member's address appearing onthe books of the Corporation, at least ten (10) days but nomore than ninety (90) days prior tothe 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 members either present in person or represented by proxy at such meeting, 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 benecessary to give any such notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, 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, onthe 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 (1/3) 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 members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the 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 a part of the minutes of the meeting.

Voting

Section 4.08. Each 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 cast as provided in California Corporations Code Section 7612, provided that if a membership is held jointly by only two persons, such member shall provide written notice to the Secretary designating the person to whom voting rights and authority have been given accompanied by the instrument or order evidencing the same. No single vote shall be split into fractional votes. Cumulative voting for the election of Executive Board 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 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 the requirements of the California Corporations Code Sections 20 and 7513. In any election of Executive Board Directors by written ballot, the ballot shall name the candidates for Executive Board Directors, and shall provide a space entitled "withhold" in which a member may indicate that the authority to vote for the election of Executive Board 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 Executive Board Directors, shall statethe 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. If a ballot is sent by electronic transmission, responses may be returned to the Corporation by electronic transmission in accordance with the requirements of California Corporations Code Sections 21 and 7513.

Record Date

Section 4.10. The Executive Board 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 Executive Board 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 Executive Board 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 Executive Board 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 Executive Board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date ofsuch other action, whichever is later, are entitled to exercise such rights.

Proxies

Section 4.11. Proxies are not permitted. Any attempt by a member to give a proxy to another person, whether or not a member shall not be given effect.

Inspectors of Election

Section 4.12. In advance of any meeting of members, the Executive Board 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. In the case of any action by written ballot, the Executive Board may appoint inspectors of election.

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 the Executive Board, 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.

Participation in Meetings by Electronic Means

Section 4.14. Meetings of the members may be conducted through use of electronic video screen communication or electronic transmission by and to the Corporation pursuant to California Corporations Code Sections 20 and 21 if (a) the Corporation implements reasonable measures to provide members in person (or, if proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (b) if any member votes or takes other action at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation. Any request by a Corporation to a member pursuant to California Corporations Code Section 20(b) for consent to conduct a meeting of members by electronic transmission by and to the corporation, shall include a notice that absent consent of the member pursuant to California Corporations Code Section 20(b), the meeting shall be held at a physical location in accordance with 4.01, above.

ARTICLE V. EXECUTIVE BOARD

Powers

Section 5.01. The Executive Board shall be the governing body of the Corporation within the meaning of Section 5038 and 7210 of the California Corporations Code. Subject to the limitations of the Articles of Incorporation, of the Bylaws,and of the Law as to action to be authorized or approved by members, all corporate powers shall be exercised byor under the authority of, and the business and affairs of the Corporation shall be controlledby, the Executive Board. Without limiting the foregoing, the Executive Board 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 andempower officers or agents to enter into contracts and other commitments on behalf of theCorporation, to appoint and delegate responsibilities and authority to committees, officersand agents, and to invite non-member advisors or consultants as may be deemed necessary by the Executive Board to consult in an advisory capacity as a guest of the

Executive Board on any committee of the Corporation, provided that such guest shall not be a member within the meaning of California Corporations Code Section 5056 or a Executive Board Director within the meaning of California Corporations Code Section 5047, and shall have no authority to act as a member of the Executive Board, including through voting rights.

Number of Executive Board Directors

Section 5.02. The authorized number of Executive Board Directors shall be not less than twenty-one (21) and not more than forty-one (41) unless and until changed by amendment of the Articles of Incorporation or these Bylaws 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 Executive Board Directors shall be fixed from time to time, within the limits specified in the Articlesof Incorporation or in this section, by a resolution of the Executive Board.

Election and Term of Office

Section 5.03. The Executive Board 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. Each two (2) year term shall commence on July 1 of the first year of the term ofoffice for which the Director was elected, unless otherwise designated by the Executive Board. Not less than twenty (20) days before the date set forth for each regular annualmeeting of the members, the Chair of the Executive Board, Vice-Chair and President shall appoint at least three (3) members as a Nominating Committee to nominate candidates for election as Executive Board Directors, and the names so proposed by the Nominating Committee shall be presented tothe Executive Board at its next meeting. Any Director at such meeting may nominate anyother qualified persons as candidates for such office for consideration by the NominatingCommittee. The names of the nominees shall be presented to the membership at its annualmeeting, at which time additional nominations may be made for consideration by the Nominating Committee. Each member shall have one vote for each Director position to befilled for which that 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 in accordance with Section 4.09. The candidates receiving the highest number of votes shall be elected. All Executive Board Directors shall hold office until their respective successors are elected.

Vacancies

Section 5.04. Except for vacancies occurring in the Executive Board by reason of removal of a Director which such vacancies shall be filled by approval of the Members, vacancies on the Executive Board may be filled by an election by the Executive Board 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 Executive Board Directors be increased without election of the additional Executive Board Directors so providedfor, or in case the members fail at any time to elect the full number of authorized Executive Board Directors. In addition, the Executive Board may by resolution, declare vacant the office of a directorwho fails to attend three (3) consecutive meetings of the Executive Board during any calendar year. The members may at any time elect

Executive Board Directors to fill any vacancy not filled by the Executive Board Directors. If any Executive Board Director tenders his or her resignation to the Executive Board, then the Executive Board shall have the power to elect a successor to take office at such timeas the resignation shall become effective. No reduction in the number of Executive Board 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 Executive Board may be held at any place within or without the State, which has been designated from time to time by resolution of the Executive Board or by the written consent of all of the Executive Board 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 Executive Board Directors or any special meeting of the members at which Executive Board Directors shall have been elected, if any, and not less frequently than annually, the Executive Board Directors shall hold a regular meeting for the purpose of organizing the Executive Board,the election of officers, and the transaction of such business as may come before the meeting. Pending such organization meeting, all officersof the Corporation shall hold over, except any officer required by law or these Bylaws to bea 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 Executive Board 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 Executive Board shall be held when business warrants such a meeting as determined by the Executive Board, at such time and place as shall be prescribed from time to time by resolution of the Executive Board.

Special Meetings

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

Notice of Meetings

Section 5.09.

(a) Notice of the time and place of each meeting of the Executive Board not fixed by an express provision of the Bylaws shall be given to each Director not less than forty-eight (48) hours before the date of the meeting if given personally, or by telephone or by electronic transmission by the Corporation, as defined by California Corporations Code Section 20 and not less than four (4) days before the date of the meeting if given by first-class mail. Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of the Corporation or as may have been

given to the Corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place where the meetings of the Executive Board Directors are regularly held.

(b) Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver. The notice of a special meeting shall state the time of the meeting and the place, if the place is other than the principal office of the Corporation.

Consent to Meetings

Section 5.10. The transactions of the Executive Board 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 a part of the minutes of the meeting.

Action Without Meeting

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

Participation in Meetings by Conference Telephone and Electronic Means

Section 5.12. Members of the Executive Board may participate in a meeting of the Executive Board, or a committee meeting through use of a conference telephone, electronic video screen communication or electronic transmission by and to the Corporation pursuant to California Corporations Code Sections 20 and 21. Participation in a meeting through the use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all members participating in that meeting can hear one another. Participation in a meeting through use of electronic transmission by and to the Corporation, other than telephone conference and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

(a) Each member participating in the meeting can communicate with all of the other members concurrently.

(b) Each member is provided the means of participating in all matters before the Executive Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

Quorum

Section 5.13. A majority of the Executive Board Directors then serving 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 Executive Board Directors present at a meeting duly held at which a quorum is present shall be regarded as the act ofthe Executive Board 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 Executive Board 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 Executive Board Directors present, whether or not a quorum is present, may adjourn any Board of Directors' meeting to meet again at another time or place. In the event a meeting of the Executive Board 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 Board of Directors who were not present at the time of the adjournment.

Compensation

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

Suspension or Removal due to Non-Attendance

Section 5.16. Any Executive Board Director who fails to attend four (4) consecutive Executive Board Meetings shall be subject to review and may be removed from office through a majority of Executive Board Directors then serving, excluding the Executive Board Director subject to removal.

Removal and Resignation

Section 5.17. Any Director may be removed from office without cause if such removal is approved by a majority vote of the members. The Executive Board may declare vacant the officeof a Director who has been declared of unsound mind by a finding of the court or convicted of a felony. Any Director may resign at any time by giving written notice of such resignationto the Chair of the Executive Board, the President, the Secretary, or to the Executive Board. 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 iteffective.

Nonliability of Directors

Section 5.18. Subject to compliance with the provisions of Sections 5.20, 5.21 and 5.22 of these Bylaws, no Director of the Executive Board or the Board of Directors shall be personally liable for the debts, liabilities or otherobligations of this Corporation.

Indemnity

Section 5.19. 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 California Corporations Code Section 317) of the Corporation, to the fullest extent allowed under the provisions of California Corporations Code Section 7237 relating to the power of a Corporation to indemnify any such person.

Standard of Conduct

Section 5.20. Pursuant to California Corporations Code Section 7231, a Director shall perform the duties of a Director, including duties as a member of any committee of the Executive Board 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 Executive Board upon which the Director does not serve that is composed exclusively of any or any combination of Executive Board Directors, persons described in (a), or persons described in (b), as to matters within itsdesignated 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 5.21. As used in this section, a "self-dealing contract" is any contract or transaction (i) between this Corporation and one or more of its Executive Board Directors, or between thisCorporation and any Corporation, firm or association in which one or more of the Executive Board Directors has a material financial interest ("Interested Director"), or (ii) between this Corporation anda Corporation, firm or association of which one or more of its Executive Board Directors are Executive Board Directors of thisCorporation. Pursuant to California Corporations Code Section 7233, 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 Executive Board 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)); ll material facts are fully disclosed to or otherwise known by the Executive Board or committee and the Executive Board or committee authorizes, approves, or ratifies the self-dealing contract in good faith (without counting the vote of the interested Director(s)), and the contract is just and reasonable as to the Corporation at the time it is authorized, approved or ratified; or

(b) As to contracts not approved as provided in (a) or (b) above, 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 Executive Board or a committee thereof which authorizes, approves or ratifies a contract or transaction as provided in this Section 5.21.

Distributions, Loans, and Guaranties

Section 5.22. Pursuant to California Corporations Code Section 7236, a Director who is present at a meeting of the Executive Board, or any committee thereof at which any of the following actions are taken and who abstains from voting shall be considered to have approved the action:

(a) The making of any distribution contrary to Chapter 4 of the Law;

(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 the Law; or

(c) The making of any loan or guaranty contrary to California Corporations Code Section 7235.

ARTICLE VI. OFFICERS

Officers

Section 6.01. The officers of this Corporation shall a President, Secretary and Treasurer. Additionally, the Corporation may appoint a Chair, First Vice-Chair, Second Vice Chair, Chief Legal Officer, Immediate Past Chair, and such other officers as the Executive Board may appoint.

Election

Section 6.02. The officers of the Corporation, except the President and such officers as may be appointed in accordance with the provisions of Section 6.03 or Section 6.05, shall be elected at an annual meeting by the Executive Board, and each shall hold his orher 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 President shall be appointed by the Executive Board. The Chair, First Vice-Chair, Second Vice Chair, President, Secretary and Treasurer shall be members of the Executive Board. Not less than twenty (20) days before the date set forth for election of officers, the Chair, First Vice-Chair and President shall appoint at least three (3) members, as a nominating committee to nominate candidates for election as officers, and the names so proposed shall be presented to the Executive Board at its next meeting for election. Any Director may at such meeting nominate for election any other qualified persons as candidates for such office for consideration by the Nominating Committee.

Subordinate Officers

Section 6.03. The Executive Board 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 Executive Board may from time to time determine.

Removal and Resignation

Section 6.04. Any officer may be removed, either with or without cause, by the Executive Board at any regular or special meeting thereof, or, except in the case of an officer chosen by the Executive Board, by any officer upon whom such power of removal may beconferred by the Executive Board (subject, in each case, to the rights, if any, of an officerunder any contract of employment). Any officer may resign at any time by giving written notice to the Secretary of Corporation. Any such resignation shall take effect at the date ofthe 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, but shall have no other powers and duties except as may be prescribed from time to time by the Executive Board.

Chair

Section 6.07. Subject to the control of the Executive Board, 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 Executive Board, shall serve as an ex officio member of all committees, and shall have such other powers and duties as may beprescribed from time to time by the Executive Board. The Chair shall not serve more than two (2) consecutive terms.

Vice-Chair

Section 6.08. In the absence or disability of the Chair, the First Vice-Chair and then the Second 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 First Vice-Chair and Second Vice Chair shall have such other powers and duties as may be prescribed from time to time by the Executive Board 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 Executive Board and the Chair.

Secretary

Section 6.10. The Secretary shall keep a full and complete record of the proceedings of the Executive Board, shall keep the seal of the Corporation (if any) 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 Executive Board.

Treasurer

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

ARTICLE VII. COMMITTEES

Standing Committees

Section 7.01 The Executive Board may, by resolution, adopted by a majority of the Directors then in office, create one or more standing Board Committees ("Standing Committees"), each consisting of two or more Executive Board Directors. Any Committee, to the extent provided in the resolution of the Board, may be given authority of the Board except that no Committee may:

(a) approve any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members;

(b) fill vacancies on the Board or in any Committee which 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 which by its express terms is not so amendable or repealable;

(f) appoint any other Committees or the members of these Committees;

(g) expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or

(h) approve any transaction (i) between the Corporation and one or more of its Directors or (ii) between the Corporation and any entity in which one or more of its Directors have a material financial interest.

Duties, obligations, and delegation of authorities of each Standing Committee shall be established by resolution of the Board in accordance with Section 7.05 of these Bylaws.

Advisory Committees

Section 7.02. The Chair of the Executive Board, the Executive Board, the Board of Directors, or the President may from time to time appoint such advisory committees as deemed appropriate, consisting of Executive Board Directors or persons who are not Executive Board Directors. Such advisory commissions shall not be deemed standing committees of the Executive Board within the meaning of Section 7.01 (even ifthey are referred to as "committees") and shall not exercise any powers of the Executive Board. Notice of, and procedures for, meetings of advisory commissions shall be as prescribed by the chairman of each such advisory committee, and meetings of advisorycommittees may be called by the Chair, the Executive Board, the President, or the chairman of the advisory committee. The Corporation may establish and maintain the following Advisory Committees: Board of Directors, PAC, Diversity Action Council, Finance Committee, Placemaking Committee, Membership and Events Committee.

Meetings and Actions of Committees

Section 7.03. Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article X concerning meetings of Executive Board Directors, with such changes in the context of Article X as are necessary to substitute the Committee and its members for the Executive Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the Executive Board, and special meetings of Committees may also be called by resolution of the Executive Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Executive Board from time to time as the Executive Board may require. The Executive Board may adopt rules and/or a charter for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Executive Board, the Committee may adopt such rules and/or charters.

Quorum for Committees

Section 7.04. A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Delegation and Revocation of Committee Authority

Section 7.05. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee.

ARTICLE VIII. MISCELLANEOUS

Fiscal Year

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

Maintenance and Inspection of Corporate Records

Section 8.02. The books of account and minutes of the proceedings of members and the Executive Board, and of any committees of the Corporation, shall bekept at such place or places designated by the Executive Board, or, in the absence of such designation, at the principal office of the Corporation and open to inspection at any reasonable time upon the written demand of any member. Such inspection may be made inperson or by an agent or attorney, and shall include the right to make photocopies and extracts. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form, or in any other form capable of beingconverted into written, typed,

or printed form.

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 Executive Board.

Execution of Contracts

Section 8.04. The Executive Board, 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 Executive Board, 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 any of the Chair of the Executive Board, the President or any Vice-President and any one of the Secretary, any Assistant Secretary, the Chief Financial Officer, or Assistant Treasurer 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 Ten Thousand Dollars ($10,000) in assets at any time during the fiscal year, the Executive Board 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 Executive Board 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. The annual report and any accompanying material may be sent by electronic transmission by the Corporation pursuant to California Corporations Code Section 20. 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 California Corporations Code Sections 8321 and 8322, the Executive Board shall cause an annual statement of certain transactions and indemnifications to be sent to its members, if any, and to the Executive Board not later than onehundred 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 requiredinformation, as set forth below, in said annual report. The annual statement may be sent byelectronic transmission by the Corporation pursuant to California Corporations Code Section 20. 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 (b)(1) or (b)(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 Executive Board 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 Executive Board 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 a part 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 members:

(a) A Bylaw specifying or changing the number of Executive Board;

(b) A Bylaw increasing the term of office of Executive Board;

(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 membersauthorized 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.

ARTICLE X. STATUTORY REFERENCES

All references in these Bylaws to various statutes, codes, regulations, ordinances and other laws shall be deemed to include those laws in effect as of the date of these Bylaws and any successor laws as may be amended from time to time.

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 Amended Restated Bylaws constitute the Bylaws of said Corporation adopted on the 22nd day of March, 2022 by resolution for the Executive Board.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said Corporation the 4th day of April, 2022 at San Diego, California.

Secretary