


**CERTIFICATE OF THE SECRETARY OF
SANTA MONICA PROTECTIVE ASSOCIATION,
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION.**

I, the undersigned, certify that I am presently elected and acting Secretary of the above-named Corporation, and that the by-laws attached to this statement, consisting of 16 pages, are the bylaws of this Corporation as adopted by the written consent of the Board of Directors of the Corporation.

Dated: January 28, 2015



Blanche A. Tibbitts, Secretary

AMENDED AND RESTATED BYLAWS OF
SANTA MONICA PROTECTIVE ASSOCIATION
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I. OFFICES

Principal Office

Section 1.1. The principal office of the Corporation for its transaction of business is located in the City of Santa Monica and County of Los Angeles, California.

Change of Address

Section 1.2. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of Los Angeles, California. Any such change shall be noted by the Secretary in these by-laws, but shall not be considered an amendment of these by-laws.

ARTICLE II. MEMBERS

Classification of Members

Section 2.1. The Corporation shall have two classes of members – Voting and Non-voting. Each Voting Member shall have equal voting and other rights. Non-voting Members shall not have voting rights, and shall have only such rights as are specified in these By-laws. No person shall hold more than one membership in the Corporation.

Eligibility for Membership

Section 2.2. Any person, as defined in Section 5065 of the Corporation Code, is eligible to be a member of the Corporation.
Qualification of Voting Members

Section 2.3.1. Any person eligible for Voting membership under Section 2.1 and 2.2, above, is qualified for membership only after such person has signed an agreement for patrol services with the Corporation.

Qualification of Non-voting Members

Section 2.3.2 Eligibility of any person for Non-voting membership shall be determined by the Board of Directors of the Corporation, and shall be designated by specific invitation extended by the Board of Directors, and admission shall be automatic.

Admission of Voting Members to Membership

Section 2.4. Any person eligible for membership under Section 2.2, above, and qualified for Voting membership under Section 2.3.1, shall be admitted to membership only on the approval by the Board of Directors of an application submitted by such person in such form and in such manner as shall be prescribed by the Board of Directors and on the payment of the first period of dues as specified in Section 2.6, supra.

Application Fee

Section 2.5. There shall be no fee for making application for membership in the Corporation, either as a Voting or Non-voting member.

Dues

Section 2.6. The Semi-annual dues shall be the amount payable for patrol services pursuant to the agreement between the Corporation and the Voting member. No dues shall be required from Non-voting members.

Assessments

Section 2.7. All memberships, Voting and Non-voting, shall be non-assessable.

Number of Members

Section 2.8. There shall be no limit on the number of members the Corporation may admit.

Membership Book

Section 2.9. The Corporation shall keep in written form a membership book containing the name, address, and class of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by California law as set forth in Section 2.10 of these by-laws.

Inspection Rights of Members Demand

Section 2.10. (a) Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 6331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 6332 of the Corporations Code, and unless the Corporation provides a reasonable alternative as permitted by Section 2.10(c) of these by-laws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

(1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

Members Permitted to Exercise Rights of Inspection

(b) The rights of inspection set forth in Section 2.10(a) of these by-laws may be exercised by the following:

(1) Any member, for a purpose reasonably related to such person's interest as a member; and

(2) The authorized number of members for a purpose reasonably related to the members' interest as members.

Alternative Method of Achieving Purpose

(c) The Corporation may, within ten (10) business day after receiving a demand pursuant to Section 2.10(a) of these by-laws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.10(a) of these by-laws shall be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.10(a) of these by-laws.

Certificate of Membership

Section 2.11. The Board of Directors of the Corporation may provide for the issuance of certificates evidencing membership in the Corporation. The certificates issued by the Corporation shall state on the certificate that the Corporation is a nonprofit public benefit corporation which may not make distributions to its members except on dissolution.

Nonliability of Members

Section 2.12. A member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Corporation.

Transferability of Membership

Section 2.13. Neither the membership in the Corporation nor any rights in the membership may be transferred for value or otherwise.

Termination of Membership

Causes

Section 2.14. (a) The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

(1) The voluntary termination of a member as prescribed by Section 2.14(b) of these by-laws; and

(2) The death of a member.

Voluntary Termination

(b) The membership of any member of the Corporation shall automatically terminate as of the expiration date of the agreement for patrol services between the Corporation and such member, and the failure of the member to enter into a comparable agreement for the following year.

Effect of Termination

(c) All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred; services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE III. MEETINGS OF MEMBERS

Place

Section 3.1. Meetings of members shall be held at the principal office of the Corporation or at such location within the State of California as may be designated by resolution of the Board of Directors.

Date and Time

Section 3.2. Regular meetings of members shall be held on such date and time and with the frequency determined by the Board of Directors.

Special Meetings

Section 3.3. Special meetings of members shall be called by the Board of Directors and held at such place within the State of California as is fixed in Section 3.1 of these by-laws for regular meetings of members or at such times and places within the State of California as may be ordered by resolution of the Board of Directors or by five (5) percent of the members of the Corporation. Where the purpose is any lawful purpose, five (5) percent or more of the members of the Corporation may call special meetings for such purpose.

Notice of Meetings

Section 3.4. written notice of every meeting of members shall be either personally delivered or mailed by first class United States mail, postage prepaid, not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat. In the event notice is given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Corporation. The Secretary of the Corporation, or any transfer agent specially designated by the Secretary for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of members.

In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the Chairman of the Board of the Corporation shall be sent to the members forthwith and in any event within twenty (20) days after the request was received.

When a members' meeting is adjourned to another time or place notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. If after an adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.

Contents of Notice

Section 3.5. The notice shall state the place, date, and time of the meeting. In the case of special meetings, the notice shall state the general nature of the business to be transacted. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

Waivers, Consents, and Approvals

Section 3.6. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Quorum

Section 3.7. A quorum at any meeting of members shall consist of twenty (20) percent of the voting power, represented in person or by proxy. For purpose of this by-law, "voting power" means the power to vote for the election of Directors at the time any determination of voting power is made and does to include the right to vote on the happening of some condition or event which has not yet occurred.

Loss of Quorum

Section 3.8. The members present at a duly called or held-meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Adjournment for Lack of Quorum

Section 3.9. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 3.8 of these by-laws.

Voting of Membership

Section 3.10. (a) Each member is entitled to one vote on each matter submitted to a vote of the members.

Indivisible Interest in Single Memberships

(b) Single memberships in which two or more persons have an indivisible interest shall be voted as set forth in Section 3.10(c) of these by-laws relating to the voting of memberships in two or more names.

Memberships in Two or More Names

(c) Where a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, or otherwise, or if two or more persons (including proxyholders) have the same fiduciary relationship respecting the same membership, unless the Secretary of the Corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect: if only one member votes, such act shall bind all members; and if more than one member votes, the act of the majority so voting shall bind all members.

Record Date of Membership

(d) The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of and to vote at any meeting of members. Such former record date shall not be more than sixty (60) nor less than ten (10) days before the date of the meeting. Such latter record date shall not be more than sixty (60) days before the date of the meeting.

Proxy Voting

(e) Members entitled to vote, as set forth in Section 3.10(a) of these by-laws, shall have the right to vote either in person or by a written proxy executed by such person or his or her duly authorized agent and filed with the Secretary of the Corporation, except as otherwise expressly provided in the Articles of Incorporation of this corporation or in these by-laws, provided, however, that a proxy shall not be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. The maximum term of any proxy shall be three (3) years from the date of its execution. Every proxy shall continue in full force and effect until revoked by the person executing it prior to the vote pursuant thereto.

Action Without Meeting by Written Ballot

Ballot Requirements

Section 3.11. (a) Subject to the limitations specified in Section 5513(e) of the California Corporations Code or contained in the Articles of Incorporation, any action which may be taken at any regular or special meeting of members may be taken without a meeting provided there is satisfaction of the following ballot requirements:

- (1) The Corporation distributes a written ballot to every member entitled to vote on the matter;
- (2) The 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;
- (3) The number of votes cast by ballot with the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and
- (4) 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.

Solicitation of Ballots

(b) Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 3.4 of these by-laws and of voting by written ballot set forth in Section 3.11(c) of these by-laws. All such solicitations 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. The solicitation shall specify the time by which the ballot must be received in order to be counted.

Voting by Written Ballot

(c) The form for written ballot distributed to 10 or more members shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot. The form shall also provide, subject to reasonable choice with respect to any such matter, the vote must be cast in accordance therewith. In any election of Directors, any form of written ballot in which the Directors to be voted on

are named therein as candidates and which is marked by a member "withheld" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

Revocation of Ballot

(d) A written ballot may not be revoked.

Conduct of Meetings

Chairman

Section 3.12. (a) The President of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members present in person or by proxy shall be Chairman of and shall preside over the meetings of the members.

Secretary of the Meeting

(b) The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.

Inspectors of Election

Appointment

Section 3.13. (a) In advance of any meeting of members, the Board may appoint inspectors of election to act at the meeting and any adjournment thereof. If the inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chairman of any meeting may, and on request of any member or member's proxy must, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed.

Duties

(b) The inspectors of election shall perform the following duties:

(1) Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;

- (2) Receive votes, ballots or consents;
 - (3) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
 - (4) Count and tabulate all votes and consents;
 - (5) Determine when the polls shall close;
 - (6) Determine the result; and
 - (7) Do such acts as may be proper to conduct the election or vote with fairness to all members.
- The inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

Vote of Inspectors

(c) If there are three (3) inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

Report and Certificate

(d) On request of the Chairman or any member or member's proxy, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

ARTICLE IV. DIRECTORS

Number

Section 4.1. The Corporation shall have not less than one (1) nor more than five (5) directors. The initial number of directors shall be five (5) and this number may be revised from time to time, within the limits specified in this by-law by an amendment to this by-law duly adopted by approval of the members, as that term is defined in Section 5034 of the Corporation Code.

Qualifications

Section 4.2. The Directors of the Corporation shall be residents of the State of California and the City of Santa Monica.

Terms of Office

Section 4.3. Each Director shall hold office until the next meeting of members as prescribed by Section 3.02 of these by-laws or until such Director's successor is elected and qualifies under Section 4.2 of these by-laws. In the event a Director is removed at a special meeting of the members called and held as prescribed by Section 3.3 of these by-laws, such Director shall hold office until his or her removal and his or her successor is elected.

Nomination

Section 4.4. Any person qualified to be a Director under Section 4.2 of these by-laws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Election

Section 4.5. The Directors shall be elected either at a meeting as prescribed by Section 3.2 of these by-laws or by written ballot as authorized by Section 3.11 of these by-laws. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors shall be eligible for re-election without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 4.2 of these by-laws.

Compensation

Section 4.6. The Directors shall serve without compensation.

Meetings

Call of Meetings

Section 4.7. (a) Meetings of the Board may be called by the Chairman of the Board or the President or any Vice President or the Secretary or any two (2) Directors. Meetings shall be held on four (4) days' notice by first-class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone or telegraph. Notice of the meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its

commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporation records or made a part of the minutes of the meeting.

Place of Meeting

(b) All meetings of the Board shall be held at the principal office of the Corporation as specified in Section 1.1 of these by-laws or as changed from time to time as provided in Section 1.2 of these by-laws.

Quorum

(c) A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

Transactions of Board

(d) Except as otherwise provided in the Articles, in these by-laws, or by law, 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 is the act of the Board provided, however, that any meeting at which a quorum was 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, or such greater number as is required by the law, the Articles or these by-laws.

Conduct of Meeting

(e) The Chairman of the Board or, in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary of the Board. Members of the Board 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. Such participation shall constitute personal presence at the meeting.

Adjournment

(f) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting

Section 4.8. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board 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. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Removal of Directors

Removal for Cause

Section 4.9. (a) The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of court;
- (2) The Director has been convicted of a felony;
- (3) The Director has been found by final order of court or judgment of any court to have breached a duty under Section 5230 and following of the California Non-Profit Public Benefit Corporation Law;
- (4) The Director has ceased to be a resident of the City of Santa Monica.

Removal Without Cause

(b) Any or all of the Directors may be removed without cause if, where the Corporation has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the Corporation Code; or where the Corporation has more than fifty (50) members, such removal shall be approved by the members within the meaning of section 5034 of the Corporations Code.

Resignation of Director

Section 4.10. Any Director may resign effective on giving written notice to the Chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies in the Board

Causes

Section 4.11. (a) Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Directors; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

Filling Vacancies by Directors

(b) Except as otherwise provided in the Articles or these by-laws and except for a vacancy created by the removal of a Director pursuant to Section 4.9 of these by-laws, vacancies on the Board of Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

Filling Vacancies by Members

(c) Vacancies created by removal of Directors shall be filled only by the approval of the members within the meaning of Section 5034 of the Corporations Code. The members may elect a director at any time to fill any vacancy not filled by the Directors.

ARTICLE V. OFFICERS

Number and Titles

Section 5.1. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Chief Financial Officer, and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The President is the general manager and chief executive officer of the Corporation. Any number of offices may be held by the same person.

Appointment and Resignation

Section 5.2. The officers shall be chosen by and serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

ARTICLE VI. CORPORATE RECORDS, REPORTS AND SEAL

Keeping Records

Section 6.1. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Annual Report

Section 6.2. The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 6321(a). Except where the Corporation does not have more than twenty-five thousand dollars (\$25,000) in gross revenues or receipts during the fiscal year, on the written request of a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared no later than one hundred and twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain in appropriate detail the following: (1) 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; (2) a statement of the place where the names and addresses of the current members are located; and (3) any information concerning certain transactions and indemnifications required by Corporations Code Section 6322. The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any 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 6.3. The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Corporation Code Section 6322(d) and (e), if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.2 of these by-laws.

ARTICLE VII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.1. The Corporation shall indemnify, to the maximum extent permitted by California law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer of the Corporation.