

AMENDED AND RESTATED
BYLAWS
OF
THE WESTLAKE VILLAGE COMMUNITY FOUNDATION
A California Nonprofit Public Benefit Corporation

ARTICLE I
OFFICES

Section 1.01: PRINCIPAL OFFICE

The principal office of The Westlake Village Community Foundation (the “Corporation”) for the transaction of its business is located at 31200 Oak Crest Drive, Westlake Village, in Los Angeles County, California.

Section 1.02: CHANGE OF ADDRESS

The county of the Corporation’s principal office can be changed only by amendment of these Bylaws and not otherwise. However, the Corporation’s Board of Directors (the “Board”) may change the principal office from one location to another within the City of Westlake Village by noting the changed address and effective date below, and any such change of address shall not be deemed an amendment of these Bylaws.

Section 1.03: OTHER OFFICES

The Corporation may also have offices at such other places, within or outside the State of California, where it is qualified to do business, as its business may require and as the Board may, from time to time, designate.

ARTICLE 2
PURPOSES AND LIMITATIONS

Section 2.01: PURPOSES

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law. The Corporation is exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The activities of the Corporation shall at all times be consistent with, and in furtherance of, the objectives, goals and guidelines established from time to time by the Board. The primary purposes of the Corporation shall be to promote and provide charitable, cultural and educational activities, programs and services for the benefit of those who live and work in the City of Westlake Village.

Section 2.02: LIMITATIONS

(a) Political Activity. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements in connection with) any political campaign on behalf of any candidate for public office.

(b) Property. The property, assets, profits and net income of the Corporation are dedicated irrevocably to the purposes set forth in Section 2.01 above. No part of the property, assets, profits or net income of the Corporation shall inure to the benefit of any of the Corporation's directors, officers or employees, or to the benefit of any private individual.

(c) Dissolution. Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the Corporation, the remaining assets of the Corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for public benefit purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. Alternatively, such assets shall be distributed to the City of Westlake Village for public purposes. The form of distribution shall be determined by the Board.

ARTICLE 3 DIRECTORS

Section 3.01: POWERS

(a) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) Specific Powers. Without prejudice to these general powers, but subject to the same limitations, the Board shall have the power to:

(i) Appoint and remove, at the pleasure of the Board, all officers, agents and employees of the Corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation (if any).

(ii) Change the principal office from one location to another, provided such office shall be located within the City of Westlake Village; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country; conduct its activities within or outside the State of California; and designate any place within the City of Westlake Village for the holding of any meeting, including annual meetings.

(iii) Adopt, use and alter the form of a corporate seal.

(iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the purposes of the Corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation and other evidences of debt and securities.

(v) Elect a Chairperson to preside at Board meetings and to exercise such powers as may be assigned by the Board from time to time.

(vi) Elect a Vice Chairperson to serve in the absence or disability of the Chairperson.

Section 3.02: NUMBER AND QUALIFICATIONS OF DIRECTORS

(a) Number. The Board shall consist of not less than five nor more than seven directors, with the exact number to be fixed within these limits by Board resolution.

(b) Qualifications. No person shall be eligible to be a director unless he or she satisfies at least one of the following criteria:

(i) Is a member of the Westlake Village City Council.

(ii) Is a resident of the City of Westlake Village.

(iii) Is an owner of a business operating on premises in the City of Westlake Village.

The majority of directors shall be members of the Westlake Village City Council.

(c) Restrictions on Directors. Not more than forty-nine percent (49%) of the directors may be "interested persons." An interested person is: (1) any person being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person. A violation of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation. A director may not participate in any vote on any proposed transaction with another organization or entity of which such director is also an employee, principal or director. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 3.03: TERM OF OFFICE OF DIRECTORS

Directors shall serve a two year term except that a director may serve until the appointment of a successor. Notwithstanding the preceding, two of the initial directors shall serve a one year term in order to provide for staggered terms. The Board shall determine which initial directors shall serve a one year term.

Section 3.04: VACANCIES ON THE BOARD

(a) Events Causing Vacancy. A vacancy on the Board shall exist on the occurrence of any of the following:

(i) Death of a director.

(ii) Removal of a director by Board resolution declaring the office vacant due to any of the following:

a. The director has been declared of unsound mind by a final order of court.

b. The director has been convicted of a felony.

c. The director has been found by a final order or judgment of court to have breached a duty under the California Nonprofit Public Benefit Corporation Law.

d. The director has failed to attend three consecutive Board meetings.

e. The director ceases to satisfy the qualification requirements that were in effect at the beginning of the director's current term of office.

(b) Resignations. Except as provided in this subsection, any director may resign from the Board by giving written notice to the Chairperson, the Chief Executive Officer or the Secretary. A resignation shall be effective upon delivery of the notice unless a later effective time is specified in the notice. Except upon notice to the Attorney General, no director may resign when the Corporation would then be left without a duly elected director in charge of its affairs.

(c) Filling Vacancies. Any vacancy on the Board shall be filled by vote of the remaining directors.

(d) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before the director's term of office expires.

Section 3.05: PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Meetings of the Board shall be held at the principal office or at such other place within the City of Westlake Village designated by Board resolution. Any meeting may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 3.06: ANNUAL AND SPECIAL MEETINGS

(a) Annual Meeting. The Board shall hold an annual meeting in January of each year for the purpose of organization, election of officers and the transaction of other business; provided, however, that the Board may fix another time for the holding of its annual meeting in which event notice of the new annual meeting date shall be required in accordance with subsection (b) below.

(b) Special Meetings.

(i) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the Chairperson, three directors or the Chief Executive Officer.

(ii) Notice.

a. Manner of Giving Notice. Notice of the time and place of a special meeting shall be given to each director by at least one of the following methods:

1. Personal delivery of written notice.
2. First-class mail, postage pre-paid.
3. Telephone, including facsimile transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate the notice promptly to the director.
4. E-mail.

Notices shall be given or sent to the director's address or telephone number as shown on the Corporation's records.

b. Time Requirements. Notices sent by first-class mail shall be deposited in the United States mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone or e-mail shall be delivered at least 48 hours before the time set for the meeting. In the event of an emergency, a special meeting may be called by the Chief Executive Officer upon 24 hours' notice, provided that each director is contacted personally or by telephone.

c. Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office. The notice shall also specify the purpose of the meeting.

(c) Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding of the meeting, whether before or after the meeting. The waiver or consent need not specify the purpose of the meeting, and shall be filed with the Corporation's records and made a part of the meeting minutes. Notice of a meeting need

not be given to any director who attends the meeting without protesting, before or at its commencement, lack of notice.

Section 3.07: COMPENSATION

Directors shall serve without compensation and may not be compensated for rendering services to the Corporation in any capacity. However, directors may be reimbursed for reasonable expenses in accordance with a policy established by Board resolution.

Section 3.08: QUORUM FOR MEETINGS

A majority of the Board shall constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business until adjournment even if the quorum is broken due to the departure of one or more directors; provided, however, that any action taken (other than adjournment) must be approved by at least two directors.

Section 3.09: CONDUCT OF MEETINGS

The Chairperson shall preside at Board meetings. In the Chairperson's absence, the Vice Chairperson shall preside. In the Chairperson's and Vice Chairperson's absence, the Chief Executive Officer shall preside. Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are consistent with these Bylaws, with the Articles of Incorporation, and with applicable law.

ARTICLE 4 COMMITTEES

Section 4.01: EXECUTIVE COMMITTEE

(a) The Board may, by a majority vote of directors in office, designate two or more of its members (who may also be serving as officers of this Corporation) to constitute an Executive Committee and delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

(i) The approval of any action that, under law or the provisions of these Bylaws, requires the approval of the full Board.

(ii) The filling of vacancies on the Board or on any committee that has the authority of the Board.

(iii) The amendment or repeal of these Bylaws.

(iv) The amendment or repeal of any Board resolution.

(v) The establishment of committees of the Board or the appointment of members thereof.

(vi) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

(viii) The approval of any transaction to which the Corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

(b) By a majority vote of directors in office, the Board may at any time revoke or modify any or all of the authority so delegated to the Executive Committee; may increase or decrease (but not below two) the number of the Executive Committee's members; and may fill vacancies therein from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the Corporation's records, and report the same to the Board from time to time as the Board may require.

Section 4.02: OTHER COMMITTEES

The Board may establish standing or ad hoc committees to facilitate performance of its functions. Each such committee shall be created by Board resolution, and shall consist of two or more directors designated by the Board and any additional non-director individuals designated by the Board. Committee members shall serve at the pleasure of the Board. No committee shall have the power or authority to do any act forbidden to be performed by the Executive Committee pursuant to Section 4.01 above.

ARTICLE 5 OFFICERS

SECTION 5.01: OFFICERS

The officers of the Corporation shall include the following: a President, who shall be referred to as the Chief Executive Officer; a Secretary; and a Chief Financial Officer. The Corporation may also have, at the Board's discretion, one or more Assistant Executive Officers, one or more Assistant Secretaries, one or more Assistant Financial Officers; and such other officers as may be appointed in accordance with Section 5.02 below. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chief Executive Officer.

SECTION 5.02: APPOINTMENT OF OFFICERS

(a) The officers of the Corporation, except those appointed in accordance with the provisions of Section 5.03 below, shall be appointed by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

(b) The appointment of officers shall take place at the annual meeting of the Board. Installation shall immediately follow with officers immediately assuming their duties.

Section 5.03: OTHER OFFICERS

The Board may appoint, and may authorize the Chairperson or the Chief Executive Officer to appoint, other officers that the Corporation may require. Each such other officer shall have the title, hold office for the period, have the authority and perform the duties specified in the Bylaws or determined from time to time by the Board.

Section 5.04: REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under contract of employment, any officer may be removed, with or without cause, by the Board, or, except in case of an officer appointed by the Board, by an officer on whom such power of removal may be conferred by the Board.

Section 5.05: RESIGNATION OF OFFICERS

Any officer may resign upon 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.

Section 5.06: VACANCIES IN OFFICE

A vacancy occurring in any office because of death, resignation, removal or other cause, shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

Section 5.07: RESPONSIBILITIES OF OFFICERS

(a) Chief Executive Officer. Subject to the control and supervision of the Board, the City Manager of the City of Westlake Village shall be the Chief Executive Officer and general manager of the Corporation and shall generally supervise, direct and control the activities and affairs and the officers of the Corporation. The Chief Executive Officer shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Chief Executive Officer shall attend all Board meetings unless excused by the Board.

(b) Assistant Executive Officers. In the absence or disability of the Chief Executive Officer, the Assistant Executive Officers, if any, in order of their rank, shall perform the duties of the Chief Executive Officer, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chief Executive Officer. The Assistant Executive Officers shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or these Bylaws.

(c) Secretary.

(i) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and of committees of the Board. The Secretary shall also keep, or cause to be kept, at the principal office, a copy of the Articles of Incorporation and these Bylaws, as amended to date.

(ii) Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(d) Chief Financial Officer.

a. Books of Account. The Chief Financial Officer of the Corporation shall keep or maintain, or cause to be kept or maintained, adequate and correct books of account of the properties and transactions of the Corporation, and shall send or cause to be sent to the directors such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any director at all reasonable times.

b. Deposit and Disbursement of Money and Valuables. The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse the funds of the Corporation as may be ordered by the Board; shall render to the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

Section 5.08: COMPENSATION

Officers shall serve without compensation by the Corporation and may not be compensated for rendering services to the Corporation in any capacity. However, officers may be reimbursed for reasonable expenses in accordance with a policy established by Board resolution.

**ARTICLE 6
INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES, AND OTHER AGENTS**

Section 6.01: DEFINITIONS

For the purposes of this Article, the following definitions shall apply:

(a) “Agent” means any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise.

(b) “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

(c) “Expenses” includes, without limitation, attorneys’ fees and any expenses of establishing a right to indemnification under Section 6.02 or 6.03 below.

Section 6.02. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES

The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 6.03: INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION

The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation to procure a judgment in its favor, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed 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. No indemnification shall be made under this Section 6.03:

(a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine.

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval.

(c) Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 6.04: INDEMNIFICATION AGAINST EXPENSES

To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 6.02 or 6.03 above or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 6.05: REQUIRED DETERMINATIONS

Except as provided in Section 6.04 above any indemnification under this Article shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 6.02 or 6.03 above. Such determination shall be made by either of the following:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding.

(b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person rendering services in connection with the defense, is opposed by the Corporation. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 5238 of the California Nonprofit Public Benefit Corporation Law or any successor statute has been met.

Section 6.06: ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 6.07: FORMS OF INDEMNIFICATION NOT PERMITTED

No indemnification or advance shall be made under this Article, except as provided in Section 6.04 or 6.05(b) above, in any circumstances where it appears that either:

(a) It would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or amounts were paid, which prohibits or otherwise limits indemnification.

(b) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 6.08: INSURANCE

The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law. The Corporation has contracted with the City of Westlake Village to provide for protection of the Corporation under the general liability protection program of the City's membership agreement with the California Joint Powers Insurance Authority. The Corporation may extend such contract in the future as appropriate to ensure continued provision of the protection.

Section 6.09: NONAPPLICABILITY TO FIDUCIARIES OF EMPLOYEE BENEFIT PLANS

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation.

**ARTICLE 7
FISCAL YEAR**

Section 7.01: FISCAL OF THE CORPORATION

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE 8
MEMBERS**

Section 8.01: DETERMINATION OF MEMBERS

The Corporation shall have no voting members within the meaning of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE 9
RECORDS AND REPORTS**

Section 9.01: MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep:

- (a) Adequate and correct records and books of account;
- (b) Written minutes of Board and committee proceedings.

Section 9.02: INSPECTION BY DIRECTORS AND MEMBERS

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy documents.

Section 9.03: ANNUAL REPORT

Except as provided under Section 6321(c) of the California Nonprofit Public Benefit Corporation Law, not later than 120 days after the close of the fiscal year, the Chief Executive Officer shall cause an annual report to be sent to the Board. Such report shall contain the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by Section 9.04 below.

Section 9.04: ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

(a) The Corporation shall prepare annually and furnish to each director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the close of the fiscal year of the Corporation:

- (i) Any transaction to which the Corporation, was a party, and in which any director or officer of the Corporation, (but mere common directorship shall not be considered

such an interest) had a direct or indirect material financial interest, if such transaction involved more than \$50,000, or was one of a number of transactions with the same person involving, in the aggregate, more than \$50,000.

(ii) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation pursuant to Article 6 above.

(b) The statement shall include a brief description of the transaction, the names of the director(s) or officer(s) involved, their relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, however, that in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Amended and Restated Bylaws of the Westlake Village Community Foundation and that these Amended and Restated Bylaws were duly adopted by the following vote of the Board of Directors of the Corporation on the date set forth below.

YES:

NO:

ABSENT:

ABSTAIN:

Dated: February 22, 2022

Josephine Wilson, Secretary