

AMENDED AND RESTATED BYLAWS OF
LAGUNA BEACH SENIORS, INC.
A CALIFORNIA NONPROFIT
PUBLIC BENEFIT CORPORATION
ADOPTED __February 27, 2015__

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ARTICLE 1

NAME

The name of this corporation is LAGUNA BEACH SENIORS, INC.

ARTICLE 2

PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of this corporation shall be located at 380 Third St., Laguna Beach, in Orange County, California. The Board of Directors may change the location of the principal office.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. This Corporation is organized under the California Nonprofit Public Benefit Corporation Law for public purposes, including (i) assisting in meeting the needs of the seniors of the City of Laguna Beach and surrounding areas; (ii) enlisting the support and involvement of the community with the concerns of the aging; (iii) developing senior citizen programs and a senior citizens' community center; and (iv) facilitating cooperation between persons and organizations interested in the affairs of senior citizens.

Section 3.2 Prohibited Activities. No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation. This Corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

ARTICLE 4

CONSTRUCTION OF BYLAWS AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws.

ARTICLE 5

IRREVOCABLE DEDICATION OF ASSETS

This corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code §501(c)(3).

ARTICLE 6

DIRECTORS

Section 6.1 Powers.

- (a) General Corporate Powers. The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (the "Board").
- (b) Specific Powers. Without prejudice to their general powers, the Board shall have the power to:
 - (i) Select and remove the Officers of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any.
 - (ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.
 - (iii) Adopt, make, and use a corporate seal and alter the form of the seal.
 - (iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporation name, promissory

notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt.

Section 6.2 Number of Directors. The number of Directors shall be an odd number and shall be not less than seven (7) Directors and not more than nineteen (19) Directors, with the exact authorized number of Directors to be determined by the Board from time to time.

Section 6.3 Election and Term of Office of Directors

- (a) Current Board Members. The current members of the Board are identified on Exhibit A.
- (b) Term of Office. Each Director shall serve a term of three (3) years. The expiration date of the current three-year term of each of the Directors now serving on the Board is set forth adjacent to each Director's name on Exhibit A.
- (c) Term Limits. A Director may serve two (2) consecutive 3-year terms. After serving two consecutive terms, a Director shall take a one year absence from the Board unless the Board waives this absence requirement by a unanimous vote of all Board Members who attend a meeting at which a quorum is present or by unanimous written consent. After the required one-year absence from the Board, a Director may again serve up to two (2) additional consecutive 3-year terms if elected as provided in these Bylaws.
- (d) Annual Election of Directors. The Board shall elect Directors to fill the offices of the Directors whose terms are expiring at the annual general meeting of the Board. However, if for any reason, Directors are not elected at the annual general meeting, they may be elected at any special Directors meeting held for that purpose. The election shall be held in accordance with the procedures set forth in this Section 6.3.
- (e) Nomination of Directors. Any person qualified to be a Director under these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law. In addition, when a meeting is held for the election of Directors, any Director present at the meeting may place names in nomination. The Board shall formulate procedures that allow a reasonable opportunity for a nominee, or a nominee's representative, to communicate the nominee's qualifications and the reasons for the nominee's candidacy.
- (f) Manner of Voting. Voting may be by voice or written ballot except that voting may be by written ballot only if demanded before the voting begins. Each Director shall be entitled to one vote for each

Director position that is up for election. No Director may cumulate votes. The candidates receiving the highest number of votes are elected.

- (g) Selection of Chair of Board. The Chair of the Board shall be selected by a majority vote of the Directors following the appointment or election of Directors at each annual meeting.

Section 6.4 Qualifications of Directors. A majority of the total number of directors in office must reside in the City of Laguna Beach. Each director must comply with the Board Commitment requirements as adopted and periodically updated by the Board and must pay the required dues, fees and assessments within the time periods specified.

Section 6.5 Ex-Officio Members. The Board may designate members or request that certain nonmembers participate in the discussions of the Board in an advisory capacity without the right to vote (“Ex-Officio Member”). One member of the City Council of the City of Laguna Beach shall, at the Board’s discretion, be an Ex-Officio Member.

Section 6.6 Interested Persons as Directors. No more than 49 percent of the persons serving on the Board may be “interested persons.” An interested person is (1) any person 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, excluding any reasonable compensation paid to a director as director; 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. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

Section 6.7 Vacancies on Board. A vacancy or vacancies on the Board shall occur in the event of (1) the death, removal, or resignation of any director; (2) the declaration by resolution of the Board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (3) the increase of the authorized number of directors; or (4) the failure of the Board, at any meeting of the Board at which any director or directors are to be appointed or elected, to appoint or elect the number of directors required to be elected at such meeting.

Section 6.8 Resignation of Directors. Except as provided below, any director may resign by giving written notice to the Chair of the Board, if any, or to the president or the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director’s resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Except on notice to the California Attorney General, no director may resign if the Corporation would be left without a duly elected director or directors.

Section 6.9 Removal of Directors. Any or all directors may be removed as provided in Corporations Code Section §§ 5222 and 5223, except that the removal of a Director without cause shall require the approval of at least two-thirds (2/3) of the Directors then in office.

Any director who does not attend three successive Board meetings will automatically be removed from the Board without Board resolution unless:

(A) The director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present;

(B) The director suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection; or

(C) The Board by resolution of the majority of Board members agrees to reinstate the director who has missed three meetings.

Section 6.10 Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a Director shall be filled by the election of a majority of Board members. The term of the Director who has filled the vacant position shall end on the same date as the term of the Director whose position was filled.

ARTICLE 7

MEETINGS OF DIRECTORS

Section 7.1 Location of Board Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

Section 7.2 Meetings by Telecommunication. Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

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

(2) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 7.3 Regular Meetings of Board. At least once a year, the Board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting shall be given as provided in Section 7.5.

Other general meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

Section 7.4 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the chair of the Board, if any, the president or any vice president, the secretary, or any two directors. Notice of these meetings shall be given as provided in Section 7.5.

Section 7.5 Notice of Meetings. Notice of the time and place of special meetings shall be given to each director by (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (4) facsimile; (5) electronic mail; or (6) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least 4 days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

Section 7.6 Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (1) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (2) approval of certain transactions between corporations having common directorships, (3) creation of and appointments to committees of the Board, and (4) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the

withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 7.7 Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 7.8 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 7.9 Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

Section 7.10 Board Action Without Meeting. An action required or permitted to be taken by the Board may be taken without a meeting if all directors individually or collectively consent in writing to that action and if, subject to Corporations Code § 5224(a), the number of directors then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as a unanimous vote of the directors. For purposes of Corporations Code § 5211(b) only, “all directors” does not include an “interested director” as defined in Corporations Code § 5233(a) or a “common director” as described in Corporations Code § 5234(b) who abstains in writing from providing consent, when (i) the facts described in Corporations Code § 5233(d)(1) or (d)(2) are established or the provisions of Corporations Code § 5233(a) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions is included in the written consent or consents executed by the noninterested or noncommon directors or in other records of the corporation; and (iii) the noninterested or noncommon directors approve the action by a vote that is sufficient without counting the votes of the interested directors or common directors.

Section 7.11 Director Compensation. Directors shall serve without compensation for their services as directors or officers, but Directors shall be reimbursed for their actual and necessary expenses incurred in performance of their regular duties as Directors. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under other provision of these Bylaws and the Corporations Code.

Section 7.12 Director Voting. Each director shall have one vote on each matter presented to the Board for action. No director may vote by proxy.

ARTICLE 8

COMMITTEES

Section 8.1 Board Committees. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office. No committee may do the following:

(1) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the Board;

(2) Fill vacancies on the Board or any committee of the Board;

(3) Fix compensation of the directors for serving on the Board or on any committee;

(3) Amend or repeal bylaws or adopt new bylaws;

(5) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;

(6) Create any other committees of the Board or appoint the members of committees of the Board;

(7) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Corporations Code §5233(d)(3).

Section 8.2 Committee Meetings. Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Board actions, except that the time for general meetings of Board committees and the calling of special meetings of Board committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board has not adopted rules, the committee may do so.

ARTICLE 9

OFFICERS

Section 9.1 Officers. The officers of this corporation shall be a President, a Secretary, a Chief Financial Officer and an Executive Director. The corporation, at the Board's discretion, may also have a Chair of the Board, one or more Vice Presidents and such other officers as may be appointed under Section 9.3 of these bylaws. Any number of offices may be held by the same person, except that the secretary, the treasurer, and the chief financial officer may not serve concurrently as either the president or the chair of the Board.

Section 9.2 Election of Officers. The officers of this corporation, except any appointed under Section 9.3 of these bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

Section 9.3 Additional Officers. The Board may appoint and authorize the Chair of the Board, the president, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

Section 9.4 Removal of Officers. Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause. An officer who was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

Section 9.5 Resignation of Officers. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 9.6 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.

Section 9.7 Responsibilities of Board Chair. If a Chair of the Board is elected, he or she shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no president, the Chair of the Board shall also be the chief executive officer and shall have the powers and duties of the president of the corporation set forth in these bylaws.

Section 9.8 Responsibilities of President. Subject to such powers and duties as the Board may give to the Executive Director and the Chair of the Board, if any, and subject to the control of the Board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all members' meetings and, in the absence of the Chair of the Board, or if none, at all Board meetings. The president shall have such other powers and duties as the Board or the bylaws may require.

Section 9.9 Responsibilities of Vice Presidents. If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a vice president designated by the Board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and duties as the Board or the bylaws may require.

Section 9.10 Responsibilities of Secretary. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and the number of members present or represented at members' meetings.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

Section 9.11 Responsibilities of Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

The Chief Financial Officer shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; (2) disburse the corporation's funds as the Board may order; (3) render to the president, chair of the Board, if any, and the Board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation; and (4) have such other powers and perform such other duties as the Board or the bylaws may require.

If required by the Board, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or

under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.

Section 9.12 Responsibilities of Executive Director. The Executive Director, if any, shall be a salaried employee of the Corporation and shall be appointed by, and be responsible to the Board. The Executive Director shall be the Chief Administrative Officer of the Corporation and be responsible for carrying on and supervising the day-to-day business activities of the Corporation; hiring, supervising and terminating the employed staff; supervising the programs of the Corporation; and carrying out the policies established by the Board. The Executive Director shall attend meetings of the Board, Executive Committee and other committees as requested. The Executive Director may be a member of the Board if he or she is elected to that position by a majority of the Board. Removal or disqualification as a director of the Executive Director shall require a majority vote of the Board.

ARTICLE 10

FINANCIAL RELATIONSHIPS WITH DIRECTORS AND INDEMNIFICATION OF DIRECTORS

Section 10.1 Contracts with Directors. No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation unless (1) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (2) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested directors; (3) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (4) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (1) is approved or authorized by the corporation in good faith and without unjustified favoritism and (2) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

Section 10.2 Loans to Directors and Officers. This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General, provided, however, that the corporation may

advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

Section 10.3 Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its directors and officers, and may indemnify employees and other persons described in Corporations Code § 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code § 5238(b) or § 5238(c) the Board shall promptly decide under Corporations Code § 5238(e) whether the applicable standard of conduct set forth in Corporations Code § 5238(b) or § 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code § 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 10.3 of these bylaws in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

Section 10.4 Insurance. This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer’s, director’s, employee’s, or agent’s status as such.

ARTICLE 11

RECORDS AND REPORTS

Section 11.1 Corporate Records. This corporation shall keep the following:

(1) Adequate and correct books and records of account;

(2) Minutes of the proceedings of its, Board, and committees of the Board;

and

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Section 11.2 Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind, and to inspect the physical properties of the corporation. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

Section 11.3 Annual Report. The Board shall cause an annual report to be sent to the directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

(1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(2) The principal changes in assets and liabilities, including trust funds;

(3) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;

(4) The corporation's expenses or disbursements for both general and restricted purposes;

(5) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records;

(6) Any transaction (a) in which the corporation, or its parent or subsidiary, was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) that involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either; (i) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or (ii) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if

the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated; and

(7) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Sections 12.3 of these bylaws, unless that indemnification has already been approved by the members under Corporations Code §5238(e)(2).

If a report sent to the Attorney General in compliance with the requirements of Govt C §§12580–12599.7 includes the information required in the annual report, then the corporation may furnish a copy of its report to the Attorney General in lieu of the annual report whenever it is required to furnish an annual report.

ARTICLE 12

AMENDMENT OF BYLAWS

These Bylaws may be adopted, amended, or repealed by a two-thirds (2/3) vote of the entire Board of Directors, except as otherwise provided in the Articles of Incorporation.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of LAGUNA BEACH SENIORS, INC., a California nonprofit public benefit corporation, do hereby certify:

That that foregoing Amended and Restated Bylaws consisting of 13 pages were adopted as the Bylaws of the Corporation by the Directors of the Corporation on 27th day of February, 2015, and the same do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 27th day of February 2015

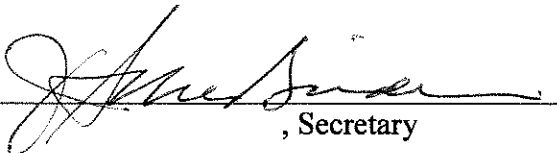

_____, Secretary

EXHIBIT A

MEMBERS OF BOARD OF DIRECTORS

OFFICERS:

1. Kristine Thalman – President
2. Darrey Loveland – Vice President
3. Maria Trefethen – Treasurer
4. Jim McBride – secretary

MEMBERS:

5. Gary Boisen
6. Dorene Butler
7. Rick Cirelli
8. Cody Engle
9. Richard Frank
10. Ruth Stafford