

**BYLAWS
OF
THE ACADEMY OF VISUAL AND PERFORMING ARTS FOUNDATION**
A California Nonprofit Public Benefit Corporation

**ARTICLE I
NAME, PURPOSES AND OFFICES**

Section 1.01 Name. The name of the Corporation shall be:

The Academy of Visual and Performing Arts Foundation.

Section 1.02 Nonpartisan Activities. The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described in the Articles of Incorporation and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in the Articles of Incorporation.

Section 1.03 Specific Purposes and Objectives. The Corporation has been organized and formed for the specific purpose of raising funds and/or coordinating volunteer efforts to be used to enrich and enhance the Academy of Visual and Performing Arts at Culver City High School (the “AVPA”). Culver City High School is a public secondary school for grades 9 through 12, in the Culver City Unified School District, in Culver City, California. The Corporation will coordinate its operations and objectives with the AVPA administration appropriate for the Corporation’s assistance. These areas may include, but are not limited to, specialized programs such as academic classwork, production and performance experience, workshops, exhibitions, screenings, after-school events, instructional support and assistance, additional instructional materials, field trips, improvements to grounds and facilities, and such other items, programs and services as deemed appropriate. All funds raised by the Corporation and volunteer efforts of the Corporation will be used to benefit the students participating in the AVPA and will be applied towards the costs and expenses of achieving the objectives described above.

Section 1.04 Principal Office. The principal office of the Corporation for the transaction of its business shall be fixed and located at such place as the Board of Directors of the

Corporation shall determine. The Board of Directors is granted full power and authority to change the location of the principal office.

Section 1.05 Other Offices. The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE II MEMBERS AND MEMBERSHIP

Section 2.01 Members. No membership fees or dues shall be charged. The members of the Corporation ("Members") shall consist of the "family" of the children participating in the AVPA. For this purpose, the term "family" shall include the parents or legal guardians of such participating children, any participating siblings of such children and all other adults living with any of them. Each "family" shall be considered collectively as one (1) Member. The Secretary of the Corporation shall endeavor to keep a current list or record of all Members, together with addresses and telephone numbers, as made available to the Corporation.

Section 2.02 Family Affiliation and Voting. When voting at a meeting of Members, or when requesting a special meeting of Members as provided in Section 2.05, each Member shall have one (1) vote. As to each family which is considered a Member, the individuals comprising such family shall have one (1) vote collectively, regardless of the number of such individuals. Each family will be responsible for designating one of its adults to vote on its behalf as a Member and will notify the Secretary accordingly; absent such designation, or in the event of any dispute, the determination of the Board of Directors shall be conclusive as to the Member's voting designate.

Section 2.03 Rights of Members. Members shall have the following rights:

- (a) Voting as set forth in Section 2.02;
- (b) Attending all meetings of the Board of Directors and all meetings of the Members;
- (c) Reviewing the books, records and papers of the Corporation, upon reasonable notice and during business hours, except to the extent such would be related to any legal proceedings to which the Corporation is a party and confidentiality is required by the Corporation's attorneys; and
- (d) Any other rights conferred by law or these Bylaws.

Section 2.04 Annual Members' Meeting. An annual meeting of Members shall be held for the purposes of organization, election of Directors and the transaction of other business.

(a) Unless changed by resolution duly adopted by the Board of Directors, this annual meeting shall be held without call or notice on the second Tuesday in June of each year at 7:00 p.m. in the principal office of the AVPA at Culver City High School.

(b) All Members and non-Member Directors or Officers shall be entitled to attend the annual meeting, although only Members may vote at the meeting. Either one-third (1/3) of the Members who appear of record with the Secretary's membership roll or roster, or a majority of the then-constituted Board of Directors, whichever is less, shall constitute a quorum.

(c) Members shall be entitled to vote for Directors for the next fiscal year. The Board shall nominate at least as many candidates as there are authorized and acting Directors, and additional nominations may be taken from the floor at the discretion of the Board.

(d) All voting, including votes for Directors, may be open or secret as the Board may determine by prior resolution or by majority vote of those attending. For any voting by secret ballot, the Directors shall establish procedures to effectuate such voting and shall appoint Officers or others to conduct the vote.

(e) The Secretary (or Corresponding Secretary, if any) of the Corporation shall endeavor to notify Members of the time and place of the annual meeting and of the names of nominated Directors as prescribed by the applicable law, but a failure to comply with any notice requirements shall not affect the validity of actions taken at such meeting if Members receive actual notice thereof within a reasonable time prior to such meeting.

(f) There shall be no proxies; all votes shall be made by Members in actual attendance and a majority of those present and voting on any matter shall be sufficient to approve such matter (including the election of Directors).

Section 2.05 Special Meeting of Members. Upon written request of one-half (1/2) of the Members (voting as provided in Section 2.02), according to the Secretary's Membership roll or roster, the Board of Directors shall call a special meeting of the Members.

(a) Such meeting shall be held at the principal office of the AVPA at Culver City High School or as otherwise designated by the Board at a time and date to be fixed by the Board.

(b) The Secretary shall give written notice to all Members (notice to any member of a family will be considered notice to all members of that family) and to non-Member Directors and Officers of the time, date and place of the meeting and the matters to be considered.

(c) The Members may at such special meeting vote to remove a Director, fill any vacancy in the Board of Directors, or amend the Bylaws in accordance with such notice.

ARTICLE III BOARD OF DIRECTORS

Section 3.01 Number of Directors. The Board of Directors shall consist of not less than three (3) nor more than eleven (11) Directors unless changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within the limits specified by, a resolution duly adopted by the Board of Directors. Subject to change by Board resolution, the Board of Directors shall consist of seven (7) Directors, who shall be the AVPA Executive Director, the President of the Corporation and one (1) representative from each of the Art, Theater, Film, Dance and Music programs conducted by the AVPA.

Section 3.02 Quorum/Actions of Board. A majority of the authorized number of Directors, under Section 3.01, shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 3.14. Except as otherwise provided in the Articles of Incorporation, in these Bylaws 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 of Directors; 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.

Section 3.03 Powers of Directors

(a) Voting and Other Rights. Each Director shall have one vote on any matter requiring the approval of the Board of Directors.

(b) General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, 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 of Directors may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

(c) Specific Powers. Without prejudice to the foregoing general powers, and subject to the same limitations, the Directors shall have the following powers:

(i) To select and remove all Officers, agents and employees of the Corporation, prescribe such powers and duties for them as shall not be inconsistent with law,

the Articles of Incorporation, or these Bylaws, and to fix their compensation and require from them security for faithful service and discharge of duty.

(ii) To conduct, manage and control the affairs and activities of the Corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or these Bylaws.

(iii) To borrow money and incur indebtedness for the benefit and on behalf of the Corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation or other evidence of debt and securities.

(iv) To adopt, make and use a corporate seal, if required by resolution of the Directors, and to alter the form of such seal from time to time.

(v) To exercise all other powers which a Board of Directors may by law exercise, limited only by the provisions of law, the Articles of Incorporation, and these Bylaws.

Section 3.04 Nomination, Election and Term of Office. Any person qualified to be a Director under Section 3.05 of these Bylaws may be nominated by the method of nomination authorized by the Board of Directors or by any other method authorized by law. Except for the terms of the initial Directors, the term of office for each Director of the Corporation shall be one (1) year. Directors shall be elected at the annual meeting of the Members. Except as otherwise provided in this Article, each Director shall hold office until the expiration of his or her term and until his or her successor is nominated, elected and qualified. A Director may succeed himself or herself in office; provided, however, that, subject to change by Board resolution, no individual other than the AVPA Executive Director may serve as a Director for more than three (3) successive terms. All terms of Directors shall run concurrently and shall not be staggered.

Section 3.05 Qualifications of Directors. With the exception of the AVPA Executive Director, each Director shall be an adult person, who, during the next proceeding school year after election, or, if appointed or elected to serve during the remainder of a current term then during such current term, is a Member (or is an adult member of a family which is a Member), provided that, if approved by resolution duly adopted by the Board of Directors, up to a maximum of two (2) Directors may be non-Members. If, after election but before completion of term of office, a Director who must be a Member ceases to meet this qualification, such individual shall, within thirty (30) days after notification to the Board of such circumstance, resign or be replaced by the Board, and until actually replaced, such Director shall not be entitled to vote or to be counted as an authorized director for the purpose of a quorum unless required by law to be so.

Section 3.06 Compensation/Liability. The Directors and all Officers of the Corporation shall serve without compensation, except that any Director or Officer may be reimbursed for

expenses duly incurred in the performance of duties, upon approval of the Board of Directors. The compensation, if any, of others for the rendition of professional other services shall be fixed by resolution duly adopted by the Board. No Director or Officer shall be personally liable for the debts, liabilities or other obligations of the Corporation. No Director or Officer shall have any right, title or interest in or to the property of the Corporation.

Section 3.07 Interested Persons. Not more than one-third (1/3) the persons serving on the Board of Directors shall be "interested persons" which for the purpose of this Section, shall mean: (i) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full or part-time employee, independent contractor or otherwise excluding any reasonable compensation paid by a Director as a Director; and/or (ii) 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 any such person.

Section 3.08 Removal or Resignation of Director. Any Director may be removed at any time and for any reason or no reason, by a majority vote of Members at any special meeting called for that purpose or in accordance with applicable law. To the extent permitted by law, a Director may be removed by a majority of the Members for habitual neglect of his or her duties (such as repeated failure to attend meetings) or for conduct materially not in the best interests of the Corporation. Any Director may resign effective on giving written notice to the Board of Directors. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director may not resign if the Corporation would then be left without a duly elected Director in charge of its affairs.

Section 3.09 Vacancies

(a) A vacancy or vacancies in the Board of Directors shall be filled by a majority of the remaining Directors then in office, although less than a quorum, or by the sole remaining Director. The Board may by vote of a majority of the authorized number of Directors call a special meeting of the Board of Directors to vote for a replacement. A successor Director so elected shall serve for the unexpired term of the predecessor and until a successor has been elected at the next annual meeting and qualified. A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of a Director if the authorized number of Directors is increased by Board resolution or amendment of these Bylaws.

(b) The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony or found by a final order of judgment of any court to have breached any duty arising under Sections 5210 through the 5260 of the California Nonprofit Corporation Law. Any reduction of the number of Directors authorized in these Bylaws shall not have the effect of removing any Director prior to the expiration of the Director's term of office.

(c) Notwithstanding anything to the contrary in these Bylaws, or resolution duly adopted, the Board of Directors may appoint one (1) Alternate Director to serve as a Director at a particular sitting or as a Standing Alternative Director. (An Alternate Director must be a Member if the Director for whom the Alternate Director is acting is a Member.) An Alternate Director shall be entitled to attend a meeting of Board and exercise all powers of a Regular Director, if a regular elected Director is not able to attend such meeting. An Alternate Director may attend all meetings of the Board.

Section 3.10 Place of Meetings. Meetings of the Board of Directors shall be held at any place, within or without the State, that has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held either at a place designated for such meeting or at the principal office.

Section 3.11 Regular Meetings. Regular meetings of the Board of Directors shall be held without call or notice at such time as shall from time to time be fixed by the Board of Directors.

Section 3.12 Special Meetings

(a) Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair (or in its absence, the Vice-Chair, if any) of the Board, the President, the Secretary, any two (2) Vice-Presidents or any two (2) Directors.

(b) Notice of the time and place of special meeting shall be given to each Director either (i) by written notice sent by first-class mail, charges prepaid, addressed to the address of such Director as shown on the records of the Corporation, at least four (4) days before the date of the meeting, or (ii) by notice delivered personally or by telephone, telegraph, telex or other similar means of communication at least 48 hours prior to the meeting.

(c) Notice by mail shall be deemed to have been given at the time it is deposited in the United States mail, postage prepaid, or other written notice shall be deemed to have been given when personally delivered to the recipient, delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means. Oral notice shall be deemed to have been given when communicated in person or by telephone by wireless to the recipient to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 3.13 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 the holding of the meeting or an approval of the minutes of meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. The transactions of any meeting of the Board of Directors, however called and noticed and whenever held, shall be as valid as though transacted at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the Directors

not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 3.14 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, unless the meeting is adjourned for more than 24 hours in which event notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

Section 3.15 Meeting by Conference Telephone. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting through telephonic means constitutes presence in persons at such meeting.

Section 3.16 Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board, not including any "Interested Director" as defined in Section 5233 of the California Nonprofit Corporation Law, shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 3.17 Right of Inspection. Every Director shall have the absolute right any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 3.18 Presumption of Assent. A Director who is present at a meeting of the Board at which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless he or she files written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or sends such dissent or abstention by registered mail to the Corporate Secretary within one (1) day following the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

ARTICLE IV COMMITTEES

Section 4.01 Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the number of Directors then in office, provided that a quorum is present, designate (and, once designated, dissolve) one or more committees, each consisting of two (2) or more Directors, and delegate to such committees any of the authority of the Board, except with respect to:

(i) Approval of any action for which the California Nonprofit Corporation Law of the Bylaws also require approval of the Members or approval of a majority of all Members;

(ii) Filling of vacancies on the Board or any committee;

(iii) Amendment or repeal of these Bylaws or the adoption of new bylaws;

(iv) Amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(v) Appointment of other committee of the Board of the members thereof; and

(vii) Approval of any self-dealing transaction within the meaning of Section 5233(a) of the California Nonprofit Corporation Law, except as provided in Section 5233(d)(3) of the California Nonprofit Corporation Law.

Section 4.02. Advisory Committees. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, designate (and, once designated, dissolve) one or more advisory committees, each of which may or may not, at the Board's discretion, consist of Directors and/or Officers. Advisory committees formed by the Board of Directors may only investigate, deliberate and make recommendations to the Board of Directors. Advisory Committees may not take any action of the kind which must normally be taken by the Board of Directors.

Section 4.03. Ad Hoc Committees. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, designate (and, once designated, dissolve) other committees as it deems necessary to assist the Board and the Officers in the conduct the business of the Corporation.

ARTICLE V OFFICERS

Section 5.01 Officers. The Officers of the Corporation shall be a President and Chair of the Board, an Executive Vice-President, a Corporate Secretary and a Chief Financial Officer. The Corporation may also have, at the discretion of the Board, one or more additional Vice-Presidents, one or more Assistant Secretaries (including Corresponding and/or Recording Secretaries), one or more Assistant Chief Financial Officers and such other Officers as may be designated by the Board and appointed in accordance with Section 5.02. Each Officer shall be a Member (or, shall be an adult member of a family which is a Member), provided that, if approved by resolution duly

adopted by the Board of Directors, up to a maximum of two (2) Officers may be Non-Members. 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 President and Chair of the Board.

Section 5.02 Appointment. Officers shall be chosen annually by the Board of Directors and serve at the pleasure of the Board. Except for the terms of the initial Officers, the term of office for each Officer shall be one (1) year. Except as otherwise provided in this Article, each Officer shall hold office until the expiration of his or her term and until his or her successor is elected. An Officer may succeed himself or herself in office; provided, however, that no individual may hold the same Office for more than three (3) consecutive terms.

Section 5.03 Removal and Resignation

(a) Any Officer may be removed, with or without cause, by the Board of Directors at any time.

(b) Any Officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified herein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.04 Chair of the Board. The Chair of the Board shall, if present, or if not present a Vice-Chair, if any, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time designated by the Board of Directors or prescribed by these Bylaws.

Section 5.05 President. The President shall be the general manager and chief executive officer of the Corporation with general supervision, direction, and control of the business and affairs thereof, subject to the direction and control of the Board. The President shall have the general powers and duties of management usually vested in the office of president/CEO and general manager of a corporation and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5.06 Executive Vice-President. In the absence or disability of the President, the Executive Vice-President, if any, or any other Vice-President designated by the Board of Directors, shall perform all the duties of the President and when so acting shall have all the powers of the President. The Executive Vice-President or such other Vice-President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5.07 Secretary. The Corporate Secretary (sometimes referred to in these Bylaws as "Secretary") shall keep or cause to be kept, at the principal office or such other place as the Board may order, a full and complete record of all meetings of the Board and its committees. The

Secretary shall give, or cause to be given, notice of all meetings of the Board and its committees, and all annual and/or special meetings of the Members, required by these Bylaws or by law to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, or these Bylaws, including supervision of the Assistant Secretaries, if any. The Secretary shall keep or cause to be kept at the principal office in the State of California:

- (i) the original or a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date;
- (ii) the seal, if any, of the Corporation in safe custody (affixing it to such papers and instruments as may be required in the regular course of business); and
- (iii) the records of the Corporation.

Section 5.08 Chief Financial Officer. The Chief Financial Officer shall receive and safely keep all funds of the Corporation and deposit them in the bank or banks that may be designated by the Board of Directors. Those funds shall be paid but only on checks of the Corporation and signed by the President, the Executive Vice-President, the Chief Financial Officer, or the Corporate Secretary. The Board of Directors may by resolution duly adopted designate such other officers who may be authorized to sign such checks. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The Chief Financial Officer shall supervise the activities of the Assistant Treasurer(s), if any, and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VI AMENDMENT OF BYLAWS

Section 6.01 By Board. These Bylaws may be amended or repealed and new Bylaws adopted by the vote of and resolution duly adopted by the Board of Directors

Section 6.02 By Members. The Members at the annual Members' meeting or any special meeting called for that purpose may by majority vote of those present (where a quorum exists) amend these Bylaws.

ARTICLE VII INDEMNIFICATION OF AGENTS

Section 7.01 Statutory Indemnity. The Corporation shall and hereby does indemnify its Directors, Officers, employees or agents to the fullest extent permitted by the California Nonprofit

Corporation Law, including without limitation the provision of Section 5238 of the California Corporations Code which are incorporated into these Bylaws.

Section 7.02. Advances. Amounts incurred or reasonably anticipated to be incurred by a Director, Officer, employee or other agent of the Corporation to which such individual may be entitled to indemnification pursuant to this Article may be advanced by the Corporation on receipt of an undertaking by or on behalf of such individual to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 7.03 Insurance for Corporate Agents. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (pursuant to the provisions of Section 5233 of the California Nonprofit Corporation Law) arising out of such 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 Section 5238 of the California Nonprofit Corporation Law.

ARTICLE VIII CORPORATE OBLIGATIONS AND ACTIONS

Section 8.01 Authority to Bind the Corporation

(a) Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between the Corporation and any other person, when signed by the following Officers shall be valid and binding on the Corporation, in the absence of actual knowledge on the part of the other person that the signing Officer lacked authority to execute such instrument:

- (i) The President;
- (ii) The Executive Vice-President
- (iii) The Secretary (or Assistant Secretary);
- (iv) The Chief Financial Officer (or Assistant Chief Financial Officer); or
- (v) Any two (2) Vice-Presidents and the Corporate Secretary.

(b) Any such instrument may be signed by any other person or persons and in such manner as from time to time shall be determined by the board, and, unless so authorized in writing by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 8.02 Representation. The Chair of the Board and President, or such other Officers as the Board of Directors may authorize for that purpose, are each authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporation standing in the name of the Corporation. The authority granted in these Bylaws to any Officer to vote or represent the Corporation arising from any shares held by the Corporation in any other corporation or corporations may be exercised either by the Officer in person or by any person authorized so to do by proxy or power of attorney duly executed by such Officer.

Section 8.03 Dissolution. Should the Corporation cease to exist, any net assets shall be donated to Culver City High School or the Culver City Unified School District.

Section 8.04 Inspection of Financial Records and Operating Practices. The Corporation shall annually submit an annual financial statement, which utilizes generally accepted accounting principles, to the Business Office of the Culver City Unified School District. At its discretion, and at any time, Culver City Unified School District may inspect or audit the financial records, operating practices or general business affairs of the Corporation.

(End of Bylaws)

CERTIFICATE OF SECRETARY

I, the undersigned, hereby certify:

(1) That I am the duly elected, qualified and acting Secretary of The Academy of Visual and Performing Arts Foundation, a California nonprofit public benefit corporation; and

(2) That the foregoing Bylaws of said corporation were duly adopted as the Bylaws thereof as of _____, 20__, and that the same do now constitute the Bylaws of said corporation.

Executed at _____, California, on _____, 20__.

_____, Corporate Secretary