

AMENDED BY-LAWS
of
CITY OF SAN FRANCISCO
PORTSMOUTH PLAZA PARKING CORPORATION

ARTICLE I

Name

The name of the Corporation is City of San Francisco Portsmouth Plaza Parking Corporation.

ARTICLE II

Offices

Section 1. PRINCIPAL OFFICE. The principal office for the transaction of the business of the Corporation is hereby fixed and located at 733 Kearny Street, in the City and County of San Francisco, State of California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said county.

Section 2. OTHER OFFICES. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business.

ARTICLE III

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 Nonprofit Public Benefit Corporation Law for public purposes: namely, the financing, construction, and operation of a public off-street parking facility in the area generally known as Portsmouth Square, for and on behalf of the City and County of San Francisco, and the conduct of matters incident thereto.

ARTICLE IV

Limitations

Section 1. NONPROFIT STATUS. The Corporation shall not have or issue shares of stock. No part of the Corporation's net earnings shall inure to the benefit of any of its directors, trustees, officers, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes of the Corporation and subject to the limitations of Sections 2 and 3 of this Article.

Section 2. DEDICATION. All corporate property is irrevocably dedicated to the purposes set forth in Article III. No director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs.

Section 3. DISTRIBUTIONS; DISSOLUTION. On the winding up and dissolution of the Corporation, after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, the remaining assets of the Corporation shall be distributed to the City and County of San Francisco.

Section 4. PROHIBITED ACTIVITIES.

(a) No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Code Section 501(c)(3) can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Code Section 501(c)(3). The Corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of these By-Laws, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Code Section 501(c)(3) or by an organization contributions to which are deductible under Code Section 170(c)(2).

(c) The Corporation is prohibited from engaging in any excess benefit transaction as defined in Code Section 4958(c).

(d) The Corporation is prohibited from engaging in any act of self-dealing as defined in Code Section 4941(d), from retaining any excess business holding as defined in Code Section 4943(c) that would subject the Corporation to tax under Code Section 4943, from making any investments that would subject the Corporation to tax under Code Section 4944, and from making any taxable expenditure as defined in Code Section 4945(d). If Code Section 4942 is deemed applicable to the Corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Code Section 4942.

(e) Notwithstanding any other provisions of these By-Laws, the Corporation shall conduct and carry on activities in accordance with The Ralph M. Brown Act (Gov. Code, § 549501 *et seq.*, as now or hereinafter amended, “the Brown Act,”) and the San Francisco Sunshine Ordinance (SF Administrative Code Chapter 67, as now or hereinafter amended, “the Sunshine Ordinance”).

ARTICLE V

Members

Section 1. SOLE MEMBER. The City and County of San Francisco shall be the Sole Member of the Corporation.

Section 2. ACTION WITHOUT MEETING. Any action which, under any provision of the California Nonprofit Public Benefit Corporation Law, may be taken at a meeting of members may be taken by written action of the Sole Member, which action shall be filed with the Secretary of the Corporation.

ARTICLE VI

Directors

Section 1. POWERS. Subject to limitations of the Articles of Incorporation, of the By-Laws, and of the California Nonprofit Public Benefit Corporation Law as to actions which shall be authorized or approved by the members of a nonprofit public benefit corporation, and subject to the duties of Directors as prescribed by the By-Laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers to-wit:

First – To select and remove all the other officers, agents and employees of the Corporation; prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the By-Laws, fix their compensation, and require from them security for faithful service.

Second – To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefor not inconsistent with law, or with the Articles of Incorporation or the By-Laws, as they may deem best.

Third – To change the principal office for the transaction of the business of the Corporation from one location to another within the same county as provided in ARTICLE II, Section 1, hereof; to fix and locate from time to time one or more subsidiary offices of the Corporation within or without the State of California, as provided in ARTICLE II, Section 2, hereof; and to adopt, make and use a corporate seal, and to alter the form of such seal from time to time, as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

Fourth – To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Fifth – To appoint an executive committee and other committees, and to delegate to the executive committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, and to adopt, amend or repeal By-Laws. The executive committee shall be composed of two (2) or more Directors.

Section 2. NUMBER AND QUALIFICATION OF DIRECTORS. The authorized number of Directors of the Corporation shall be twelve (12) until changed by amendment of the Articles of Incorporation or by a By-Law duly adopted by the Sole Member amending this Section 2.

Section 3. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No more than forty-nine (49) percent of the persons serving on the Board of Directors may be "interested persons." An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous twelve (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 (b) 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. Any violation of this paragraph, however, shall not affect the validity or enforceability of transactions entered into by the Corporation

Section 4. ELECTION AND TERM OF OFFICE. The Directors shall be elected annually by the Sole Member for a term of one year, and shall continue to serve thereafter until such time as their respective successors are elected.

Section 5. RESIGNATION. Any Director may resign at any time by delivering written notice to the President or Secretary of the Corporation, or to the Chairman of the Board, if such an officer has been elected. Any such resignation shall be effective at the time specified therein, or if the time is not specified, upon delivery thereof. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. REMOVAL. One or more Directors may be removed from office without cause by the affirmative vote of a majority of all Directors then in office. A majority of directors present at a meeting at which a quorum exists may remove 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.

Section 7. VACANCIES. Vacancies in the Board of Directors may be filled by a majority of the remaining directors though less than a quorum, or by a sole remaining director and each director so elected shall hold office until his or her successor is elected by the Sole Member.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased, or if the Sole Member should fail to elect the full authorized number of Directors.

The Sole Member may elect a Director or directors at any time to fill any vacancy or vacancies not filled by the Directors. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board or the Sole Member shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Section 8. PLACE OF MEETING. Meetings of the Board of Directors shall be held at the principal office of the Corporation or, to the extent permitted by law, at any other place which has been designated from time to time by resolution of the Board or by written consent of all members of the Board.

Section 9. MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT. To the extent permitted by law, members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone, video screen communication, or similar communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- (a) Each member participating in the meeting can communicate concurrently with all the other members.
- (b) 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.
- (c) The Board has adopted and implemented a means of verifying both of the following:
 - (1) A person participating in the meeting is a Director or other person entitled to participate in the Board meeting.
 - (2) All actions of or votes by the Board are taken or cast only by the Directors and not by persons who are not Directors.
- (d) Such use of telecommunications equipment is permitted by the Brown Act and the Sunshine Ordinance.

Section 10. ORGANIZATION MEETING. Immediately following the annual election of the Board of Directors by the Sole Member, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business.

Section 11. OTHER REGULAR MEETINGS. Other regular meetings of the Board of Directors shall be held without call on the first Thursday of every other month, at 10:00 a.m. of said day, provided, however, should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Except as required by the Brown Act and Sunshine Ordinance, notice of all such regular meetings of the Board of Directors is hereby dispensed with. All regular meetings shall be noticed and conducted in the manner prescribed by the Brown Act and the Sunshine Ordinance.

Section 12. SPECIAL MEETINGS. Consistent with the Brown Act and the Sunshine Ordinance, special meetings of the Board of Directors for any purpose or purposes

shall be called by the President or, if he or she is absent or unable or refuses to act, by any Vice-President or by any two (2) Directors.

Written notice of the time and place of special meetings shall be delivered personally to each director, or sent to each Director by mail or by other form of written communication, charges prepaid, addressed to him or her at such Director's address as it is shown upon the records of the Corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least forty-eight (48) hours prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. Such mailing or delivery as above provided shall be due, legal and personal notice to such Director. Written notice of the time, place, and content of special meeting shall be posted and delivered in accordance with the Brown Act and Sunshine Ordinance.

Section 13. "WRITTEN NOTICE," "WRITTEN CONSENT." For purposes of complying with the requirements of these By-Laws, with respect to notices of special meetings, director actions taken without a meeting, and for other purposes, the terms "written notice" and "written consent" shall include transmitting a notice or consent by facsimile, electronic mail, voice mail, or similar means of electronic communication in the case of any director who has previously provided the secretary of the Corporation with written notice (which may be transmitted to the secretary by such a means of electronic communication) of a facsimile number, email address, or other address at which such Director is willing to accept electronic notices. Notices and consents provided by electronic communication are effective when they are electronically transmitted to the address authorized by the recipient. A Director who has consented to accept notices by a means of electronic communication may revoke such consent by written notice to the secretary of the Corporation (which may be transmitted to the secretary by such a means of electronic communication). In addition, such authorization shall be automatically revoked if the Corporation is unable to transmit by electronic means two consecutive notices to a Director, and this inability is known to the person responsible for giving notice.

Section 14. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 15. WAIVER OF NOTICE. To the extent permitted by law, the transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be 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 holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 16. QUORUM. A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation.

Section 17. ADJOURNMENT. A quorum of the Directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 18. FEES AND COMPENSATION. Directors shall not receive any stated salary for their services as Directors, but, by resolution of the Board, a fixed fee, with or without expenses of attendance, may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

ARTICLE VII

Officers

Section 1. OFFICERS. The Officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more additional Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board.

Section 2. ELECTION. The officers of the Corporation, except such Officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article shall be chosen annually by the Board of Directors, and each shall hold his office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 3. SUBORDINATE OFFICERS, ETC. The Board of Directors may appoint such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION. Any Officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the Board, or, except in case of an Officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

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

Section 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the By-Laws for regular appointments to such office.

Section 6. CHAIRMAN OF THE BOARD. The Chairman of the Board, if there shall be such an Officer, shall, if present, 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 assigned to him or her by the Board of Directors or prescribed by the By-Laws.

Section 7. PRESIDENT. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an Officer, the President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors have general supervision, direction and control of the business and officers of the Corporation. The President shall preside at all meetings of the Board of Directors. He or she shall be *ex officio* a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the By-Laws.

Section 8. VICE-PRESIDENT. In the absence or disability of the President, the Vice-Presidents in order of their rank as fixed by the Board of Directors, or if not ranked, the 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, and be subject to, all the restrictions upon the President. The Vice-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the By-Laws.

Section 9. THE SECRETARY. The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Directors and any meetings or other actions of the Sole Member, which minute book shall comply with the requirements set forth in Article X, Section 2 of these By-Laws.

The Secretary shall give, or cause to be given, notice of all the meetings of the Sole Member and of the Board of Directors required by the By-Laws or by law to be given, and he 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 of Directors or the By-Laws.

Section 10. TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities receipts, disbursements, gains, losses, and capital. The books of account shall at all reasonable times be open to inspection by any director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporations and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

ARTICLE VIII

Standard of Conduct for Officers and Directors

Directors and Officers shall discharge their respective duties, including the duties of any committee of the Board upon which a Director may serve:

- (a) in good faith;
- (b) with such care including reasonable inquiry, as an ordinary prudent person in like position would exercise under similar circumstances; and
- (c) in a manner such Director or Officer believes to be in the best interests of the Corporation and in accordance with such written conflict of interest policy as may be adopted by the Board.

ARTICLE IX

Indemnification

Section 1. DEFINITIONS. For purposes of this Article IX,

(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, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation.

(b) "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(c) "Expenses" includes, without limitation, all attorneys' fees, costs and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his or her position or relationship as Agent and all attorneys' fees, costs and other expenses reasonably incurred in establishing a right to indemnification under this Article IX.

Section 2. APPLICABILITY OF INDEMNIFICATION PROVISIONS. To the fullest extent permitted by law, this Corporation shall indemnify its Agents against all Expenses actually and reasonably incurred by them in connection with any Proceeding and including an action by or in the right of the Corporation, by reason of the fact that the person is an Agent.

Section 3. ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding shall be advanced by the Corporation before the final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is ultimately determined that the Agent is entitled to be indemnified by the Corporation as authorized in this Article IX.

Section 4. REQUIRED STANDARDS OF CONDUCT FOR INDEMNIFICATION.

(a) *Third Party Proceedings.* Any indemnification granted to an Agent in Section 2 above is conditioned on the following. The Board must determine, in the manner provided in Section 5, that the Agent seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

(b) *Proceeding by or on Behalf of the Corporation.* In any proceeding brought (i) by or in the right of the Corporation, or (ii) by a Director, Officer or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Director was or engaging in self-dealing within the meaning of section 5233 of the California Nonprofit Public Benefit Corporation Law, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding "by or on behalf of the Corporation"), the Board must determine, in the manner provided in Section 5, that the Agent seeking reimbursement acted in good faith, in a manner he or she believed to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in like position would use under similar circumstances.

Section 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT. The indemnification granted to an Agent by Section 2 is conditioned on the relevant finding required by Section 4 being made by:

(a) The Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding or

(b) The court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the Agent or the attorney or other

person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed to the Corporation.

Section 6. INSURANCE. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Director, Officer, employee, or other Agent, against any liability asserted against or incurred by any Director, Officer, employee, or other Agent in such capacity or arising out of the Agent's status as such.

ARTICLE X

Miscellaneous

Section 1. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to times, shall be determined by resolution of the Board of Directors.

Section 2. MINUTE BOOK. The Corporation shall keep or cause to be kept a minute book in written form which shall contain a record of all actions by the Board or any committee, as well as of any meetings or other written actions of the Sole Member, including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

Section 3. CONTRACT, ETC., HOW EXECUTED. The Board of Directors, except as in the By-Laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, 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 to render it liable for any purpose or to any amount.

Section 4. INSPECTION OF BY-LAWS. The Corporation shall keep in its principal office for the transaction of business the original or a copy of the By-Laws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Sole Member, Directors and Officers at all reasonable times during office hours.

Section 5. INTERPRETATION. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these By-Laws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular and the term "person" includes both a legal entity and a natural person.

Section 6. ANNUAL REPORT. The Corporation shall file an annual report and an annual statement of purpose with the Mayor and Clerk of the Board of Supervisors of the City and County of San Francisco, consistent with the San Francisco Charter Sections 4.102(2) and 4.103.

ARTICLE XI

Amendments

Section 1. POWER OF SOLE MEMBER. New By-Laws may be adopted or these By-Laws may be amended or repealed by written action of the Sole Member.

Section 2. POWER OF DIRECTORS. Subject to the right of the Sole Member as provided in Section 1 of this ARTICLE XI to adopt, amend or repeal By-Laws, By-Laws may be adopted, amended or repealed by the Board of Directors, other than a By-Law or amendment thereof changing the authorized number of directors.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of City of San Francisco Portsmouth Plaza Parking Corporation, a California nonprofit public benefit corporation; that these By-Laws are the bylaws of the Corporation as adopted by the Board of Directors on _____, 2016; and that these bylaws have not been amended or modified since that date.

Date: _____, 2016

Secretary