

Report of the President and CEO

May 28, 2020

RESOLUTION BY THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE CITY OF LOS ANGELES APPROVING A NAME CHANGE FOR KIDS PROGRESS, INC., THE AMENDED AND RESTATED ARTICLES OF INCORPORATION AND THE FIFTH RESTATED AND AMENDED BYLAWS TO ALIGN WITH HACLA'S 25-YEAR VISION PLAN AND FUNDRAISING EFFORTS AND APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS AND AGREEMENTS AND THE UNDERTAKING OF VARIOUS ACTIONS IN CONNECTION THEREWITH


 Douglas Guthrie
 President and CEO


 Jenny Scanlin
 Chief Development Officer

Request: Approve the name change of Kids Progress, Inc. ("KPI" or "Corporation") to Build Hope, Inc. ("Build Hope" or the "Corporation") or a similar name and approve revisions to its Articles of Incorporation in a Certificate of Restated Articles of Incorporation ("Articles") as provided in the Articles and the Fifth Restated and Amended Bylaws ("Bylaws") as provided in the current version of the Bylaws, to align with HACLA's 25-year Vision Plan goals and future fundraising efforts. Approve and authorize the execution and delivery of related documents and agreements by KPI and to undertake various required actions in connection therewith.

Purpose: To authorize the name change from Kids Progress, Inc. to Build Hope, Inc. or a similar name, as approved by the California Secretary of State in accordance with HACLA's restructuring plans. To revise the Articles and Bylaws to align with HACLA's 25-year Vision Plan and future fundraising efforts. KPI's Articles and its current version of Bylaws require that the Corporation obtain approval from the HACLA Board of Commissioners before amending its Articles and Bylaws.

Issues: Staff has submitted an application and name reservation with the Secretary of State's Office to change KPI's name to Build Hope, Inc., however, there is a possibility that a similar name will need to be chosen if the name becomes unavailable. KPI will be renamed and reorganized by amending and restating its Articles of Incorporation and Bylaws. Such amendment requires the affirmative vote of a majority of the members of the Board of Commissioners of the Housing Authority, and the affirmative vote of the majority of the members of the Board of Directors of the Corporation.

Primary changes to the Articles include:

Revision of Purpose: 1) a broader People First focus with emphasis on providing increased personal well-being and pathways to positive health and economic outcomes through targeted trauma-informed programs, activities and connections to resources; 2) supporting community cohesion through community engagement,

promoting resident and participant leadership, community-building and public safety; and 3) providing resources that promote educational attainment and digital literacy with a focus on a two-generation approach, early intervention, building a scholarship fund and reducing the digital divide.

Revision of Corporate Activities: 1) while it is in existence, the Corporation may distribute any of its assets to the Housing Authority, and 2) various administrative provisions separating the Corporation and its day-to-day activities from the Housing Authority.

Revision to Dissolution section: 1) upon dissolution, the Corporation may distribute its assets to the Housing Authority or a non-profit instrumentality of the Housing Authority 2) the Corporation may not, without an affirmative vote of all members of the Governing Board, dissolve or liquidate or file for bankruptcy; merge with another entity; sell all or substantially all of its assets to another entity; authorize an amendment to the Articles or [Bylaws] without an affirmative vote of a quorum of all members then present at a meeting; incur or assume indebtedness without an affirmative vote of a quorum of all members then present at a meeting.

Updates to various other minor administrative provisions.

Primary changes to the Bylaws include:

Revision of Purpose: 1) a broader People First focus with emphasis on providing increased personal well-being and pathways to positive health and economic outcomes through targeted trauma-informed programs, activities and connections to resources; 2) supporting community cohesion through community engagement, promoting resident and participant leadership, community-building and public safety; and 3) providing resources that promote educational attainment and digital literacy with a focus on a two-generation approach, early intervention, building a scholarship fund and reducing the digital divide.

Revision of Dedication of Assets: 1) upon dissolution, the Corporation may distribute its assets to the Housing Authority or a non-profit instrumentality of the Housing Authority.

Revision to the Board Seats, committees and concept of trustees to improve functionality of the Board and emphasized approach on fundraising.

It is the primary goal of the Corporation to leverage support for the strategic outcomes of the People module within HACLA's Vision Plan to empower and support residents living in HACLA's subsidized housing programs. Using housing as the foundational intersection for health and wellness, education, and employment, it is the intent of staff that the Corporation to raise capital to expand pathways for opportunities that can lead to greater family stability and upward mobility.

With this action, staff will develop the infrastructure necessary to be a sustainable non-profit entity with a focus on evidence-based initiatives connected to solid metrics and positive results that lead to increased capacity and scale of programming. We will accomplish this in part by amending the Articles of

Incorporation and the Corporation's Bylaws to better reflect the goals and specific People First investments set forth in the Vision Plan. These changes will allow the Corporation to expand its scope of purpose and allow for greater ability to adapt to meet the needs of HACLA residents and program participants.

Approval of these revisions will provide the opportunity to update the Corporation's web presence and donation/legacy giving functionality, and in expanding Build HOPE's brand recognition that began with the launch of HACLA's 25-year Vision Plan. Staff intends to create a new logo and branded collateral, a new web platform and a dashboard framework that will be a visual plate-glass window to attract potential donors and invite participation and volunteers to assist with HACLA's programs and services.

Vision Plan: People Strategy in Full (Strategies 1-15); Investment areas: Resident and Participant Leadership, Trauma Informed Service Delivery, Community Health & Wellness, Public Safety

The People module of Build HOPE is focused on actions that support resident and participant supportive programs, services, partnerships and resources. The revisions being made as part of this Board action are taken directly from the Build HOPE's People investment areas to align KPI's structure and purpose to support outcome attainment for the entirety of the People module.

Pathways Strategy 8; Evaluate and Facilitate modifications to the organizational chart and structure to regularly improve lines of communication, program alignments and succession planning.

This section outlines the foundational human capital planning investments and actions designed to help establish the structure necessary to implement Build HOPE. This Board action supports both internal organizational stability and succession planning through better alignment with Build HOPE implementation strategies.

Funding: No funding is required for this action.

Environmental Review: N/A

Section 3: N/A

Attachments:

1. Resolution
2. Clean and Redline: Fifth Amended and Restated Bylaws
3. Clean and Redline: Certificate of Restated Articles of Incorporation for the Amended and Restated Articles of Incorporation

RESOLUTION NO. _____

RESOLUTION BY THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE CITY OF LOS ANGELES APPROVING A NAME CHANGE FOR KIDS PROGRESS, INC., THE AMENDED AND RESTATED ARTICLES OF INCORPORATION AND THE FIFTH RESTATED AND AMENDED BYLAWS TO ALIGN WITH HACLA'S 25-YEAR VISION PLAN AND FUNDRAISING EFFORTS AND APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS AND AGREEMENTS AND THE UNDERTAKING OF VARIOUS ACTIONS IN CONNECTION THEREWITH

WHEREAS, the Housing Authority of the City of Los Angeles ("Housing Authority") established Kids Progress, Inc. ("KPI") on July 26, 2002 as a nonprofit instrumentality to support programs and provide opportunities that improve the quality of life for children, youth and families that reside in public housing; and

WHEREAS, on May 24, 2018, through Resolution 9437, KPI's Board of Directors along with the Board of Commissioners of the Housing Authority of the City of Los Angeles approved amendments and changes to the Kids Progress, Inc. corporate bylaws as the Fourth Restated and Amended Bylaws of Kids Progress, Inc. ("Bylaws"); and

WHEREAS, in order to maximize the effectiveness of Kids Progress, Inc. and its direction and goals, the Housing Authority desires to align its goals with the Housing Authority's 25-year Vision Plan goals and fundraising efforts by changing its name to Build Hope, Inc. or a similar name as approved by the California Secretary of State, and change its purpose to reflect the People First goals of strategic investments within the Build Hope segment of the Vision Plan; and

WHEREAS, in order to implement the new direction and goals associated with this name and corporate purpose change, the Articles of Incorporation ("Articles") need to be amended, restated and approved by the California Secretary of State ("Secretary of State") and the Bylaws need to be amended to reflect these changes; and

WHEREAS, currently, amendments to the Articles of Incorporation and Bylaws require approval by a majority vote of the Board of Directors and must be approved by the HACLA Board of Commissioners, with the Articles approved by the Secretary of State; and with the new revisions, amendments to the Articles only must be approved by both the Board of Directors and the HACLA Board of Commissioners.

NOW, THEREFORE, IT BE RESOLVED that the Housing Authority Board of Commissioners 1) approves and adopts the name change from Kids Progress, Inc. to Build Hope, Inc. or such similar name as approved by the Secretary of State; 2) approves the Fifth Restated and Amended Bylaws of KPI to reflect a name change and revision of corporate purpose and board seats, committees and advisory boards; 3) approves the KPI Amended and Restated Articles of Incorporation as set forth in the Revised Certificate Articles of Incorporation to reflect a name change and revision of corporate purpose with such changes as required by the Secretary of State; and 4) approves the execution by the President and other officers of the Corporation of

related documents and certificates to effectuate the intent of this resolution and the undertaking of various actions in connection therewith, all as approved by legal counsel.

BE IT FURTHER RESOLVED that this Resolution shall take effect immediately.

HOUSING AUTHORITY OF THE
CITY OF LOS ANGELES

By: _____
Chairperson

APPROVED AS TO FORM:
JAMES JOHNSON

By: _____
General Counsel

DATE ADOPTED: _____

FIFTH RESTATED AND AMENDED BYLAWS
OF
BUILD HOPE, INC.
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I
ORGANIZATION

1.1 Name. The name of this Corporation is BUILD HOPE, INC. (“**Corporation**”).

1.2 Purpose. 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 of the State of California, at Title 1, Division 2, Parts 1 and 2 of the California Corporations Code. The specific purposes of this Corporation are:

- (a) to improve the quality of life and well-being of children, youth, low income individuals and families living in public housing, Section 8 and other residential housing units (“**Residential Programs**”) owned or operated by the Housing Authority of the City of Los Angeles, California (“**Housing Authority**”) by providing increased pathways to positive health and economic outcomes through targeted trauma-informed and culturally-appropriate programs and connections to training, employment and resources as well as supporting community cohesion through community engagement, promoting resident and participant leadership, community-building activities, and public safety;
- (b) to improve opportunities for mobility by providing supportive services and resources that promote educational attainment and digital literacy with a focus on a two-generation approach, early intervention, building a scholarship fund, digital connectivity, family stability, and economic security;
- (c) to engage in any other activities in furtherance of the purposes for which the Corporation is formed; and
- (d) to receive, invest and utilize funds and property acquired through the solicitation of contributions, donations, grants, gifts, bequests and the like for the purposes for which the Corporation is formed.

1.3 Limitation on Corporate Activities. The Corporation is organized and operated exclusively for charitable or social welfare purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“**Code**”). The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) with corporate contributions which are deductible under section 170(c)(2) of the Code.

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1.4 Dedication of Assets. The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, none of the assets of the Corporation shall be distributable to any director, officer or member thereof or to the benefit of any private person and any assets remaining after payment or provision for payment, of all debts and liabilities of this Corporation shall be distributed to either: (1) the Housing Authority of the City of Los Angeles or its successor governmental entity; or (2) any instrumentality of the Housing Authority that is a nonprofit public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law which is organized and operated exclusively for charitable or social welfare purposes and which has established and maintained its tax-exempt status under Section 501(c)(3) or Section 501(c)(4) of the Code.

1.5 Principal Office. The principal office for the transaction of the activities and affairs of this Corporation shall be located and maintained at 2600 Wilshire Boulevard, Los Angeles, California 90057. The Governing Board (as that term is defined in Section 3.1 of these Bylaws) is hereby granted full power and authority to change the location of the principal office of the Corporation from one location to another location within Los Angeles County. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws. The Corporation may also have offices at such other places, within or without Los Angeles County, as its business may require and as the Governing Board may designate.

ARTICLE II **MEMBERS**

Pursuant to Section 5310 of the Nonprofit Public Benefit Corporation Law and to the Articles of Incorporation, the Corporation shall have no members as that term is defined by Section 5056 of the California Corporations Code (“**CCC**”), and shall be governed solely by its Governing Board in accordance with these Bylaws. Pursuant to Section 5310(b) of the CCC, any action which would otherwise require approval by a majority of all members shall only require the approval of the Governing Board. The Corporation may refer to persons or entities associated with it as “members” even though those persons or entities are not voting members, but no such reference shall constitute anyone a member within the meaning of section 5056 of the CCC.

ARTICLE III **BOARD OF DIRECTORS**

3.1 General and Specific Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation or these Bylaws, the Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (“**Governing Board**”). Without limiting the generality of the foregoing, the Governing Board shall have the power and authority to exercise this Corporation’s rights as member or shareholder of any other corporation, venture or entity in which this

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Corporation has an interest as a member, shareholder or otherwise. In doing so, the Governing Board may, by resolution, authorize one (1) or more officers of this Corporation to represent this Corporation with respect to any matter to be acted upon by this Corporation as a member, shareholder or otherwise.

3.2 Authorized Directors. The authorized number of directors (“**Directors**”) of the Governing Board of the Corporation shall be not less than five (5), the exact number to be fixed by resolution adopted by the Governing Board, provided that any amendment which reduces the number of Directors shall not have the effect of terminating the unexpired term of any Director. The exact number of Directors authorized shall be five (5) until changed within the limits specified herein by a duly adopted resolution of the Governing Board.

3.2.1 Designated Directors. A majority of the authorized number of Directors shall be “**Designated Directors**” and shall be designated in the following manner:

(a) Three (3) of the Designated Director positions shall be filled by those individuals filling the positions of President and CEO and Chief Programs Officer (“**CPO**”) of the Housing Authority, and Chairperson of the Board of Commissioners of the Housing Authority (“**Board of Commissioners**”). The Designated Directors, with full voting rights, shall hold their position on the Governing Board for so long as such individuals hold their respective positions as President and CEO and CPO of the Housing Authority, or Chairperson of the Board of Commissioners, and shall automatically be deemed to have resigned and removed from the Governing Board, without any action by the Governing Board, effective at such time when said individuals no longer hold their respective positions as President and CEO and CPO of the Housing Authority, or Chairperson of the Board of Commissioners, and shall be replaced, without any action by the Governing Board, in accordance with this Section 3.2.1 and Section 3.6.3(a).

(b) If the Authorized Directors increases beyond five (5), additional Designated Directors needed to maintain a majority must be appointed by the Board of Commissioners but are not required to be members of the Board of Commission.

3.2.2 Appointed Directors. All other Directors shall be appointed directors (“**Appointed Directors**”) appointed by Board Resolution pursuant to Section 3.4

3.3 Interested Persons. No more than forty-nine percent (49%) of the persons serving on the Governing Board may be “interested persons.”

3.3.1 As used in this Section 3.3, an “interested person” means:

(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 for his/her service 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.

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3.4 Appointment of Directors. Directors other than Designated Directors shall be appointed by resolution of the Governing Board at a meeting at which a quorum of Directors then in office is present.

3.5 Term of Office.

3.5.1 Designated Director. The term of office of a Designated Director shall be as set forth in Section 3.2.1(a).

3.5.2 Appointed Directors. Except as otherwise provided in Section 3.2.1 (a), the term of office of Appointed Directors designated by the Board of Commissioners, shall be determined by the appointing authority. One half (1/2) of the Directors shall serve for one (1) year and one half (1/2) for two (2) years. Thereafter, all terms shall be three (3) year terms. Each year in office shall commence on the 1st day of January and shall conclude on December 31st of the same year, unless otherwise provided by the Governing Board. If the first year in a term of an Appointed Director begins after the 1st day of January, that first year shall conclude the following December 31st and shall count as one full year.

3.5.3 Increase in Authorized Directors. In the event that the number of Authorized Directors is increased from the currently authorized number, the term of office of the director filling such position shall be determined at the discretion of the Governing Board.

3.6 Vacancies.

3.6.1 In General. A vacancy on the Governing Board shall exist on the occurrence of the following:

(a) the death, disqualification, resignation, suspension, expulsion or termination of any Director;

(b) the declaration by resolution of the Governing Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of any court, convicted of a felony or found by final order of judgment of any court to have breached a duty under Article 3 of Chapter 2 of Division 3 of the CCC;

(c) the increase in the authorized number of Directors; or

(d) the removal of a Director for failure to adhere to policies and procedures governing the Governing Board, including unexcused absences for three (3) consecutive meetings of the Governing Board.

Notwithstanding the preceding, a Designated Director may only be removed by the Board of Commissioners.

3.6.2 Governing Board Action. Removal of an Appointed Director for one or more of the reasons listed in (b) above may be initiated by any member of the Governing Board.

3.6.3 Filling a Governing Board Vacancy.

(a) Designated Directors.

(i) President and CEO. If a vacancy occurs in the Designated Director position assumed by the President and CEO of the Housing Authority, and no permanent President and CEO of the Housing Authority is immediately selected, such vacancy shall be temporarily filled by the individual serving in the capacity of interim or acting President and CEO of the Housing Authority until such time as a permanent President and CEO of the Housing Authority is selected.

(ii) CPO. If a vacancy occurs in the Designated Director position assumed by the CPO of the Housing Authority, and no permanent CPO of the Housing Authority is immediately selected, such vacancy shall be temporarily filled by the Board of Commissioners from among the Executive Staff of the Housing Authority until such time as a permanent CPO of the Housing Authority is selected.

(iii) Chair Position. Any vacancy in the Designated Director position assumed by the Board of Commissioners Chair shall be immediately filled by the Board of Commissioners with the acting Chair of the Board of Commissioners until a permanent Board of Commissioners Chair is in office, in accordance with Section 3.2.1(a) and this section.

(iii) Other Designated Directors. Any vacancy in the other Designated Director position(s) shall be immediately filled by the Board of Commissioners in accordance with Section 3.2.1(b).

(b) Appointed Directors. A vacancy occurring in the office of an Appointed Director pursuant to Section 3.4 may be filled by the remaining Directors for the balance of the unexpired term and until a successor has been elected and qualified.

3.6.4 No reduction in the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

3.7 Resignations of Directors. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, and except as provided in these Bylaws, any Director may resign by giving written notice to the Chair or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If an Appointed Director's resignation becomes effective at a later time, the Governing Board may appoint a successor to take office as of the date when the resignation becomes effective. If a Designated Director's resignation becomes effective at a later time, the Board of Commissioners must designate a successor to take office as of the date when the resignation becomes effective in accordance with Section 3.2.1.

3.8 Removal of Directors. An Appointed Director may be removed from office, with or without cause, by the vote of the majority of the Directors then in office. However, a Designated Director may only be removed by the Board of Commissioners.

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3.9 Compensation of Directors. Directors shall receive no compensation for their services as Directors of the Corporation. However, they shall be entitled to receive such just and reasonable reimbursement of expenses as may be determined by the Governing Board.

3.10 Inspection Rights of Directors. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation during normal weekday business hours. If a Director wishes to be accompanied by an attorney during such inspection, then the inspection will be scheduled at a time when the Corporation's attorney will be present.

ARTICLE IV **MEETINGS OF THE GOVERNING BOARD**

4.1 In General. Notwithstanding any other provision in these Bylaws, all meetings of the Governing Board shall be held in compliance with the requirements of the Ralph M. Brown Act (Chapter 9 of Part I of Division 2 of Title 5 of the Government Code of the State of California (Sections 54950 to 54963) or any successor legislation hereinafter enacted (the "**Brown Act**")) and all other requirements under the CCC.

4.2 Place of Meetings. Unless specified otherwise, meetings of the Governing Board shall be held at the principal office of the Corporation.

4.3 Annual Meetings. The annual meeting of the Governing Board ("**Annual Meeting**") shall be held for the purpose of organization, election of Directors and officers and the transaction of such other business as may properly be brought before the meeting. The date and time of the Annual Meeting shall be set by resolution of the Governing Board.

4.4 Regular Meetings. Regular meetings of the Governing Board shall be held at intervals set by resolution of the Board. The Board shall conduct meetings on at least a bi-yearly basis, the exact date, time and place to be set by resolution of the Governing Board.

4.5 Notice of Annual and Regular Meetings.

4.5.1 Notice to Directors. Notice of the annual and all regular meetings of the Governing Board shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; (d) facsimile; (e) electronic mail; or (f) other electronic means. Notices sent by first-class mail shall be deposited in the United States mail at least four (4) business 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 two (2) business days 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.

4.5.2 Public Notice. At least seventy-two (72) hours before the regular meeting, the Governing Board shall post an agenda which contains a brief description of each item of business to be transacted or discussed at the meeting. The agenda shall specify the time and place of the regular meeting, and shall be posted in a location that is freely accessible to the

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public. The agenda shall provide an opportunity for members of the public to directly address the Governing Board on any item of interest to the public, before or during the Governing Board's consideration of the item, that is within the subject matter jurisdiction of the Governing Board.

4.6 Special Meetings. Special meetings of the Governing Board for any purpose or purposes may be called by the Chair, Secretary or any two (2) or more Directors.

4.7 Notice of Special Meetings.

4.7.1 Notice to Directors. Notice of all special meetings of the Governing Board shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; (d) facsimile; (e) electronic mail; or (f) other electronic means. Notices sent by first-class mail shall be deposited in the United States mail at least four (4) business 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 two (2) business days before the time set for the meeting. The written notice may be dispensed with as to any Director who, at or prior to the time the meeting convenes, files with the Secretary a written waiver of notice or who is actually present at the meeting when it convenes. All such waivers, consents and approvals shall be made a part of the minutes of the meeting.

4.7.2 Public Notice. Notice of all special meetings of the Governing Board shall be given by delivering written notice to members of the media, as that term is narrowly defined for purposes of the Brown Act, requesting notice in writing, at least twenty-four (24) hours before the time of the meeting, in writing pursuant to Government Code Section 54956. The notice shall specify the time and place of the special meeting and the business to be transacted, and shall be posted at least twenty-four (24) hours prior to the special meeting in a location that is freely accessible to the public. No other business shall be considered by the Governing Board at these meetings.

4.8 Waiver of Notice. Written notice may be dispensed with as to any Director who, at or prior to the time the meeting convenes, files with the Secretary a written waiver of notice, a written consent to the holding of the meeting, an approval of the minutes of the meeting, or who is actually present at the meeting when it convenes. All such waivers, consents and approvals shall be made a part of the minutes of the meeting.

4.9 Meetings by Telecommunications Equipment. Members of the Governing Board may participate in a meeting through use of a conference telephone or electronic video screen communication. Participation in a meeting by this means constitutes presence in person at such meeting as long as all members participating in the meeting are able to hear one another. All meetings held by telecommunications equipment shall be held in compliance with Section 54953(b) of the Brown Act.

4.10 Conduct of Meetings. Meetings of the Governing Board shall be presided over by the Chair, or in his or her absence, by the Vice Chair, or in the absence of each of these persons, by a person chosen by the majority of the Directors present at the meeting. The Secretary shall

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act as secretary of all meetings of the Governing Board; provided, however, that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

4.11 Quorum. A majority of the authorized number of Directors then in office shall constitute a quorum for the transaction of any business except adjournment; provided, however, that a majority of the Designated Directors must be present.

4.12 Required Vote of Directors.

4.12.1 In General. 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 Governing Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to: (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (b) approval of certain transactions between corporations having common directorships; (c) creation of and appointments of committees of the Governing Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting or such greater number as is required by the Articles of Incorporation, these Bylaws or by law.

4.12.2 Greater Vote Required. Notwithstanding Section 4.12.1, the following matters require the approval of a majority of the authorized number of Directors and the written approval of the Board of Commissioners: adoption, amendment, or repeal of the Articles of Incorporation.

4.13 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 unless the original meeting is adjourned more than twenty-four (24) hours, in which case 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.

ARTICLE V **BOARD OF TRUSTEES**

5.1 Purpose. If determined to be of assistance to the Corporation for particular capital raising initiatives, a Board of Trustees may be established. Such Board of Trustees shall be comprised of business leaders and other high profile community members who will use their influence as a powerful endorsement of the Corporation's mission and purpose.

The Board of Trustees shall lead the Corporation's efforts in resource development and fundraising around specific initiatives. The Board of Trustees shall work with the staff to develop a fundraising plan and shall develop policies, plans, procedures, and schedules for Trustee involvement in meeting the obligations of that plan. It shall play a central role in identifying, cultivating and approaching major donors. Prior fundraising skills and experience or a desire to develop such are important qualifications. In addition to these collective roles,

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individual members by agreeing to serve, take on responsibility of actively participating in the work of the Board of Trustees, staying informed, promoting the Corporation, and upholding their legal obligations, among other responsibilities.

5.2 Number. The number of members (“Trustees”) of the Board of Trustees shall not be less than three (3), the exact number to be fixed by resolution adopted by the Governing Board. Members of the Board of Trustees shall not be entitled to vote on any matter relating to governance or operation of the Corporation.

5.3 Appointment; Removal. Trustees may be appointed by the Governing Board and may only be removed by majority vote of the Governing Board.

5.4 Term. Trustees shall serve on the Board of Trustees for a term of two (2) years, subject to reappointment by the Governing Board, or until such person is removed or resigns, or the specific fundraising plan obligations have been met or exceeded.

5.5 Meetings. The Board of Trustees shall meet at least on a yearly basis, at such times and places as directed by its chairperson or by the Governing Board. The Board of Trustees shall keep accurate minutes of its meetings and shall make periodic reports and recommendations to the Governing Board.

5.6 Chairperson and Vice-Chairperson. The Board of Trustees, by majority vote, shall select from among its members both a chairperson and a vice-chairperson. The chairperson and a vice-chairperson shall be appointed annually by the Board of Trustees and may be removed by majority vote of the Trustees. The chairperson shall preside at all meetings of the Board of Trustees. The vice-chairperson shall preside at meetings of the Board of Trustees if the chairperson is not present.

5.7 Resignations of Trustees. A Trustee may resign by giving written notice to the Chair or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

5.8 Committees. Except as limited by Section 6.2 of these Bylaws, the Trustees, by majority vote, may designate one or more committees for the purpose of fulfilling the responsibilities of the Trustees. All such committees shall consist of at least two (2) or more Trustees, and shall serve at the pleasure of the Governing Board.

5.9 Governing Board Liaison. A Director or Officer, as appointed by the Governing Board pursuant to Section 6.3.3 of these Bylaws, shall serve as a Liaison to the Board of Trustees. Such Liaison shall be present at every meeting of the Board of Trustees but shall have no authority to act with respect to the Board of Trustees. The purpose of the Liaison is to ensure that the Board of Trustees is serving in the best interests of the Corporation and to update the Board of Trustees as to the Corporation’s recent activities and needs.

ARTICLE VI

GOVERNING BOARD STANDING COMMITTEES; ADVISORY COMMITTEES TO THE GOVERNING BOARD

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6.1 Committees.

6.1.1 Generally. Except as limited by Section 6.2 of these Bylaws, the Governing Board may by resolution adopted by a majority of the Directors then in office, designate one or more committees for any purposes and delegate to such committees any of the powers and authorities of the Governing Board to the extent permitted by Section 5212 of the CCC. All such committees shall consist of three (3) or more Directors, including at least one Designated Director, and shall serve at the pleasure of the Governing Board.

6.1.2 Committee Members. The chairperson and members of each standing, special or advisory committee, except as otherwise provided by the Governing Board or by these Bylaws, shall be appointed annually by the Governing Board and may be removed by majority vote of the Directors then in office.

6.1.3 Tenure; Vacancies. The chairperson and each member of each standing committee shall serve until his or her successor is appointed or until such committee is sooner terminated, or until such person is removed, resigns or otherwise ceases to qualify as a chairperson or member, as the case may be, of the committee. Chairpersons and members of special committees shall serve for the life of the committee unless they are sooner removed, resign or cease to qualify as a chairperson or member, as the case may be, of such committee. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

6.1.4 Quorum; Meetings. Each committee shall meet as often as necessary to perform its duties, at such times and places as directed by its chairperson or by the Governing Board. A majority of the members of a committee shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall keep accurate minutes of its meetings, the chairperson designating a secretary of the committee for this purpose, and shall make periodic reports and recommendations to the Governing Board.

6.1.5 Expenditures. Except as may otherwise be provided by the Governing Board or by these Bylaws, any expenditure of corporate funds by a committee shall require prior approval of the Governing Board.

6.2 Limitation on Delegation. In accordance with the CCC, the Governing Board may not delegate any power of final action to any committee and may not delegate to any committee the following powers:

- (a) the filling of vacancies on the Governing Board or on any committee which has the authority of the Governing Board;
- (b) the fixing of compensation of the Directors for serving on the Governing Board or on any committee;
- (c) the amendment or repeal of Bylaws or the Articles of Incorporation or the adoption of new Bylaws;

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- (d) the amendment or repeal of any resolution of the Governing Board;
- (e) the appointment of committees of the Governing Board or the members thereof;
- (f) the expenditure of corporate funds to support a nominee for Director after there are more persons nominated for Director than can be elected; or
- (g) the approval of 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.

6.3 Board Adoption of Standing Committees. Without limiting the generality of the foregoing Sections 6.1 and 6.2, the Governing Board shall have power to appoint the following standing committees, each of which shall have general authority, as follows:

6.3.1 Nominating Committee. The Governing Board may appoint a Nominating Committee, which shall be composed of at least two (2) Directors but less than a quorum of the Governing Board.

6.3.2 Fundraising Committee. The Governing Board may appoint a Fundraising Committee, which shall be composed of at least two (2) Directors. The Fundraising Committee shall actively pursue grants but will be primarily focused on developing and conducting other fundraising events and activities. but the Fundraising Committee shall coordinate, as appropriate, with the Board of Trustees if one is created. The Fundraising Committee shall monitor the fundraising climate and review the status of the Corporation's fundraising activities and achievements.

6.3.3 Meetings of Standing Committees. Ad hoc or permanent meetings of the Standing Committees shall be held in compliance with the Brown Act, including those provisions set forth in Article IV of these Bylaws.

6.4 Advisory Committees. Advisory committees may be appointed from time to time by the Governing Board. Advisory committees' membership may consist of Directors only, both Directors and non-directors, or non-directors only. Advisory committees have no legal authority to act for the Corporation, shall serve only in an advisory capacity and shall report their findings and recommendations to the Governing Board.

ARTICLE VII

GOVERNING BOARD OFFICERS; PRESIDENT AND VICE-PRESIDENT

7.1 Governing Board Officers. The officers of the Governing Board shall be a Chair, a Vice Chair, a Secretary and a Treasurer. The Governing Board may establish such other offices as it shall deem advisable. Additional officers so elected shall hold office for such period and shall have such powers and duties as the Governing Board may authorize from time to time. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Governing Board.

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7.1.1 Chair. The Chair shall preside at all meetings of the Governing Board. The Chair shall also supervise, direct and control the Corporation's activities, affairs and officers. The Chair shall exercise and perform such other powers and duties as the Governing Board may assign from time to time. The Chair must be selected from among the members of the Governing Board.

7.1.2 Vice Chair. The Vice Chair shall preside at meetings of the Governing Board if the Chair is not present, and shall have such other powers and duties as may be conferred by the Governing Board. The Vice Chair must be selected from among the members of the Governing Board.

7.1.3 Secretary. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Governing Board may direct, a book of minutes of all meetings, proceedings and actions of the Governing Board, and of meetings of committees of the Governing Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular or special, and if special, how authorized; the notice given; and the names of persons present at Governing Board and committee meetings. The Secretary shall keep or cause to be kept written waivers of notice of meetings; written consents to holding meetings, written approval of minutes of meetings; and unanimous written consents of action of the Governing Board without a meeting. The Secretary shall keep or cause to be kept, at the principal office of the Corporation, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Governing Board and of committees of the Governing Board that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in such custody and shall have such other powers and perform such other duties as the Governing Board or these Bylaws may require. The Secretary may, but is not required, to be selected from among the members of the Governing Board.

7.1.4 Treasurer. The Treasurer shall keep and maintain, or cause to be kept, and maintained adequate and correct books and accounts of the Corporation's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer 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 Governing Board. The books of account shall be open to inspection by any Director at all reasonable times. The Treasurer shall (i) 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 Governing Board may designate; (ii) disburse the Corporation's funds upon a check or draft of the Corporation signed pursuant to the order of the Governing Board; (iii) render to the President and the Governing Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and (iv) have such other powers and perform such other duties as the President, Governing Board or these Bylaws may require. The Treasurer may, but is not required, to be selected from among the members of the Governing Board.

7.2 Election; Removal; and Term of Office.

7.2.1 Election. The officers of the Governing Board shall be elected by the Governing Board at its Annual Meeting.

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7.2.2 Term of Office. Each officer shall hold office for two (2) years at the pleasure of the Governing Board and until his or her successor shall be selected and qualified to serve.

7.2.3 Removal. Any officer may be removed from office at any time by the Governing Board, with or without cause or prior notice.

7.2.4 Resignation. Any officer may resign at any time upon written notice to the Governing Board, and such resignation is effective upon receipt of the written notice by the Governing Board unless the notice prescribes a later effective date or unless the notice prescribes a condition to the effectiveness of the resignation.

7.2.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled for the unexpired term at any meeting of the Governing Board.

7.3 President. The President shall also be the “Chief Executive Officer” of the Corporation and shall, subject to the direct supervision and control of the Chair of the Governing Board, supervise, direct and control the Corporation’s activities and affairs. The President shall exercise and perform such other powers and duties as may be designated by the Governing Board, these Bylaws or any employment agreement between the President and the Corporation. The President shall be solely responsible for the hiring, discipline and termination of all other Corporation employees, and shall make such other day-to-day management decisions as are necessary or appropriate for the effective and efficient management of the business of the Corporation. The President shall not be a member of the Board of Commissioners, Governing Board or the Board of Trustees.

7.4 Vice-President. The Vice-President of the Corporation shall, subject to the direct supervision of the President, support the President in the day-to-day affairs of the Corporation, lead the coordination of partners and implementation of services and programs, assist in seeking funding and developing donor strategies to support Build Hope, Inc. activities. The Vice-President shall not be a member of the Board of Commissioners, Governing Board or the Board of Trustees.

ARTICLE VIII INDEMNIFICATION

8.1 Indemnification. The Corporation may indemnify a Director, officer, or employee under the provisions of Section 5238(a) of the California Corporations Code, or pursuant to any contract entered into with any employee who is not an officer or Director.

8.2 Advance of Expenses. “Expenses,” as used in this Section, shall have the same meaning as in Section 5238(a) of the California Corporations Code. Expenses incurred in defending any proceeding may be advanced by the Corporation as authorized in Section 5238 of the CCC prior to the final disposition of such proceeding, upon receipt of an undertaking by or on behalf of the Director, officer or employee to repay such amount unless it shall be determined ultimately that the Director, officer or employee is entitled to be indemnified.

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8.3 Insurance. The Corporation may purchase and maintain insurance on behalf of any Director, officer or employee of the Corporation against any liability asserted against or incurred by the Director, officer or employee in such capacity or arising out of the Director's, officer's or employee's status as such, whether or not the Corporation would have the power to indemnify the Director, officer or employee against such liability under the provisions of Section 5238 of the CCC.

ARTICLE IX **AMENDMENTS**

9.1 Amendment of Articles. The amendment of the Articles of Incorporation of the Corporation is provided for by California state law and requires the approval of the majority of the Directors of the Corporation and the filing of a certificate of amendment with the Secretary of State. Notwithstanding the preceding, any amendment of the Articles of Incorporation must be approved in writing by the Board of Commissioners.

9.2 Amendment of Bylaws. These Bylaws may be amended or repealed, or new Bylaws may be adopted, only by approval of a majority of the Directors of the Corporation.

ARTICLE X **RECORDS**

10.1 Minute Book. The Corporation shall keep or cause to be kept a minute book which shall contain:

(a) The record of all meetings of the Governing Board including date, place, those attending and the proceedings thereof, a copy of the notice of the meeting and when and how given, written waivers of notice of meeting, written consents to holding meeting, written approvals of minutes of meeting, and unanimous written consents to action of the Governing Board without a meeting, and similarly as to meetings of the Board of Trustees, and any committees of the Governing Board established pursuant to these Bylaws.

(b) A copy of the Articles of Incorporation, and all amendments thereof, and a copy of all certificates filed with the Secretary of State; and

(c) A copy of these Bylaws, and all amendments hereof, duly certified by the Secretary.

10.2 Financial Statements; Annual Report.

10.2.1 Financial Statements. Financial statements shall be prepared as soon as reasonably practicable after the close of the fiscal year, but not later than the fifteenth (15th) day of the fourth (4th) month after the close of said fiscal year. The financial statements shall contain in appropriate detail the following: (i) a balance sheet for the Corporation as of the end

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of the fiscal year; (ii) an income statement for the same period; and (iii) a statement of cashflows for that same period.

10.2.2 Annual Report to Directors. An annual report, including the financial statements prescribed by Section 10.2.1 of these Bylaws, shall be furnished annually to all Directors within 120 days after the end of the Corporation's fiscal year and shall include any information required by Section 10.3 of these Bylaws. The financial statements included with the annual report shall be accompanied by a report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. If the Governing Board approves, the Corporation may send the report and any accompanying material sent pursuant to this Section 10.2.2 by electronic transmission.

10.2.3 Exception. Notwithstanding Sections 10.2.1 and 10.2.2, the requirement of a financial statement and an annual report shall not apply if the Corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing.

10.3 Report of Transactions and Indemnifications. As part of the annual report to all Directors required by Section 10.2.2 of these Bylaws, or a separate document if no annual report is issued, the Corporation shall annually prepare and mail, deliver or send by electronic transmission to all Directors a statement of any transaction between the Corporation and one of its officers or Directors or of any indemnification paid to any officer or Director. The statement shall be mailed within 120 days after the close of the fiscal year. The statement required by this Section shall describe briefly:

10.3.1 Covered Transactions. Any covered transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000), or which was one of a number of covered transactions in which the same "interested person" had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000). The names of the "interested persons" involved in such transactions, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

10.3.2 Indemnifications. The statement shall describe briefly the amount and circumstances of any indemnifications or advances aggregating to more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any officer or Director of the Corporation pursuant to Section 5238 of the CCC.

For purposes of this Section 10.3, an "interested person" is (i) any Director or officer of the Corporation, or Commissioner or employee of the Housing Authority.

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10.4 Periodic Regulatory Filings.

10.4.1 Secretary of State. In accordance with Section 6210 of the CCC, the Corporation shall file a statement of information, in the form required by the Secretary of State, every two years from the date of its incorporation. The statement must be filed no later than October 31 of the year in which the filing is required. In addition, the Corporation must also file a statement if at any time before the required biennial filing is due the information provided in the previously filed statement has changed.

10.4.2 Attorney General. The Corporation shall annually renew its registration with the Attorney General's Registry of Charitable Trusts no later than the fifteenth (15th) day of the fourth (4th) month after the close of the calendar year.

ARTICLE XI MISCELLANEOUS

11.1 Accounting Period. The accounting period of the Corporation shall end on the 31st of December of each year.

11.2 Bonding. All Directors, officers or employees handling funds shall be properly bonded, if so required by the Governing Board.

11.3 Self-Dealing. In the exercise of voting rights by Directors, no Director shall vote on any issue, motion or resolution which directly or indirectly inures to his or her benefit financially, except that such Director may be counted in order to qualify a quorum and, except as the Governing Board may otherwise direct, participate in a discussion on such an issue, motion or resolution if he or she first discloses the nature of his or her interest subject to the applicable provisions of the CCC. Notwithstanding the preceding, no action by a Director shall be inconsistent with applicable federal and state laws.

11.4 Gifts and Donations. The Governing Board may accept on behalf of the Corporation any contributions, gifts, bequests or devises made to the Corporation for the general purpose or for any special purpose of the Corporation not in violation of the Corporation's Articles of Incorporation.

11.5 Contracts. Unless otherwise set forth in these Bylaws, the Governing Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

11.6 Checks; Drafts; etc. Except as otherwise set forth in these Bylaws, all checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Governing Board.

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11.7 Conflicts of Interest. The Corporation, through its Governing Board, may promulgate from time to time a conflict of interest policy and other policies according to the current law then in effect to be adhered to by its officers and Directors.

11.8 Inspection of Articles and Bylaws. The Corporation shall keep at its principal executive office in Los Angeles, California the original or a copy of its Articles of Incorporation endorsed and certified by the Secretary of State and its Bylaws certified by the Secretary, as amended or otherwise altered to date, which shall be open to inspection by Directors at all reasonable times during office hours.

11.9 Inspection by Public. In accordance with Section 6104 of the Code, copies of the Corporation's application for tax exemption and any papers submitted in support of such application shall be made available by the Corporation for inspection at the request of any individual during regular business hours at the Corporation's principal place of business and at any regularly maintained regional or district office of the Corporation having three or more employees.

11.10 Interpretation and Construction. Any conflict between these Bylaws and the Articles of Incorporation shall be resolved in favor of the Articles of Incorporation. 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 Bylaws. If any section, subsection, sentence, clause or phrase of these Bylaws, or the application thereof, is contrary to the Nonprofit Public Benefit Corporation Law of the State of California, the provisions of that law shall prevail. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

11.11 Dissolution. The Corporation shall not be voluntarily dissolved, except by approval of the Governing Board. In the event of dissolution of the Corporation in any manner and for any cause, after the payment or adequate provision for the payment of all of its debts and liabilities, all of the remaining funds, assets and properties of the Corporation shall be paid or distributed as provided for in the Articles of Incorporation.

11.12 Rules of Order. Robert's Rules of Order shall be the parliamentary law of all proceedings of the Governing Board and all committees. Notwithstanding the foregoing, failure to follow Robert's Rules of Order at any meeting shall not affect the validity of any corporate action otherwise in compliance with the CCC and this Corporation's Articles of Incorporation, these Bylaws and applicable corporate resolutions.

11.13 Job Descriptions and Policies. Notwithstanding any other provision in these Bylaws to the contrary, the Governing Board may, at its option, implement job descriptions and policies for Directors, committee members, officers and other employees.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of BUILD HOPE, INC., a California nonprofit public benefit corporation ("**Corporation**"); and

2. That the foregoing Bylaws, comprising eighteen (18) pages, constitute the Bylaws of the Corporation, as duly approved by the Governing Board of the Corporation at a meeting duly held on May 28, 2020 and duly approved by resolution of the Board of Commissioners of the Housing Authority of the City of Los Angeles, California on May 28, 2020.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Corporation this _____ day of _____, 2020.

, Secretary

~~FOURTH~~FIFTH RESTATED AND AMENDED BYLAWS
OF
~~KIDS PROGRESS~~BUILD HOPE, INC.
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I
ORGANIZATION

1.1 Name. The name of this Corporation is ~~KIDS PROGRESS~~BUILD HOPE, INC. (“Corporation”).

1.2 Purpose. 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 and charitable purposes of the State of California, at Title 1, Division 2, Parts 1 and 2 of the California Corporations Code.~~ The specific purposes of this Corporation are:

- (a) to improve the quality of life and well-being of children, youth ~~and~~ low income individuals and families living in public housing, Section 8 and other ~~programs—residential housing units (“Residential Programs”) provided~~downed or operated by the Housing Authority of the City of Los Angeles, California (“Housing Authority”) by providing increased ~~educational, artistic, cultural and technical opportunities~~pathways to positive health and economic outcomes through targeted trauma-informed and culturally-appropriate programs and connections to training, employment and resources as well as supporting community cohesion through community engagement, promoting resident and participant leadership, community-building activities, and public safety;
- (b) to ~~provide programs and activities to increase educational, artistic, cultural and technical~~improve opportunities for ~~children, youth and low income families living in Residential Programs provided~~mobility by the Housing Authority;
- (c) ~~to provide~~providing supportive services and ~~equipment to assist children, youth and low income families living in Residential Programs provided by the Housing Authority to develop skills and increase knowledge~~resources that promote self-sufficiency;
- (d) ~~to maintain~~educational attainment and digital literacy with a focus on a two-generation approach, early intervention, building a scholarship fund and disburse scholarships for educational, artistic, cultural and technical opportunities to children, youth and low income families living in Residential Programs provided by the Housing Authority, digital connectivity, family stability, and economic security;

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- (ec) to engage in any other activities in furtherance of the purposes for which the Corporation is formed; and
- (fd) to receive, invest and utilize funds and property acquired through the solicitation of contributions, donations, grants, gifts, bequests and the like for the purposes for which the Corporation is formed.

1.3 Limitation on Corporate Activities. The Corporation is organized and operated exclusively for charitable or social welfare purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”). The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) ~~by a corporation with corporate contributions to~~ which are deductible under section 170(c)(2) of the Code.

1.4 Dedication of Assets. The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, none of the assets of the Corporation shall be distributable to any director, officer or member thereof or to the benefit of any private person and any assets remaining after payment or provision for payment, of all debts and liabilities of this Corporation shall be distributed to either: (1) the Housing Authority of the City of Los Angeles or its successor governmental entity ~~which has the purposes of providing assistance to low income persons~~; or (2) any instrumentality of the Housing Authority that is a nonprofit fund, foundation or public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law which is organized and operated exclusively for charitable or social welfare purposes and which has established and maintained its tax-exempt status under Section 501(c)(3) or Section 501(c)(4) of the Code.

1.5 Principal Office. The principal office for the transaction of the activities and affairs of this Corporation shall be located and maintained at 2600 Wilshire Boulevard, Los Angeles, California 90057. The Governing Board (as that term is defined in Section 3.1 of these Bylaws) is hereby granted full power and authority to change the location of the principal office of the Corporation from one location to another location within Los Angeles County. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws. The Corporation may also have offices at such other places, within or without Los Angeles County, as its business may require and as the Governing Board may designate.

ARTICLE II
MEMBERS

~~The~~ Pursuant to Section 5310 of the Nonprofit Public Benefit Corporation Law and to the Articles of Incorporation, the Corporation shall have no members as that term is defined by ~~section~~Section 5056 of the California Corporations Code (“CCC”), and shall be governed solely by its Governing Board in accordance with these Bylaws. Pursuant to ~~section~~Section 5310(b) of the CCC, any action which would otherwise require approval by a majority of all members shall only require the approval of the Governing Board. The Corporation may refer to persons or

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entities associated with it as “members” even though those persons or entities are not voting members, but no such reference shall constitute anyone a member within the meaning of section 5056 of the CCC.

ARTICLE III
BOARD OF DIRECTORS

3.1 **General and Specific Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation or these Bylaws, the Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (“**Governing Board**”). Without limiting the generality of the foregoing, the Governing Board shall have the power and authority to exercise this Corporation’s rights as member or shareholder of any other corporation, venture or entity in which this Corporation has an interest as a member, shareholder or otherwise. In doing so, the Governing Board may, by resolution, authorize one (1) or more officers of this Corporation to represent this Corporation with respect to any matter to be acted upon by this Corporation as a member, shareholder or otherwise.

3.2 **Authorized Directors.** The authorized number of directors (“**Directors**”) of the Governing Board of the Corporation shall be not less than five (5)~~),~~ the exact number to be fixed by resolution adopted by the Governing Board, provided that any amendment which reduces the number of Directors shall not have the effect of terminating the unexpired term of any Director. The exact number of Directors authorized shall be five (5) until changed within the limits specified herein by a duly adopted resolution of the Governing Board.

3.2.1 **Designated Directors.** A majority of the authorized number of Directors shall be “**Designated Directors**” and shall be designated in the following manner:

(a) Three (3) of the Designated Director positions shall be filled by those individuals filling the positions of President and CEO and Chief Programs Officer (“**CPO**”) of the Housing Authority, and Chairperson of the Board of Commissioners of the Housing Authority (“**Board of Commissioners**”), ~~and shall be referred to as “**Ex Officio Directors**”, ~~The Ex Officio”).~~ **The Designated** Directors, with full voting rights, shall hold their position on the Governing Board for so long as such individuals hold their respective positions as President and CEO and CPO of the Housing Authority, or Chairperson of the Board of Commissioners, and shall automatically be deemed to have resigned and removed from the Governing Board, without any action by the Governing Board, effective at such time when said individuals no longer hold their respective positions as President and CEO and CPO of the Housing Authority, or Chairperson of the Board of Commissioners, and shall be replaced, without any action by the Governing Board, in accordance with this Section 3.2.1 and Section 3.76.3(a).~~

~~(b) The remainder of the Designated Directors, if any, shall be appointed by the Board of Commissioners, provided, that, one (1) of the Designated Directors shall be selected from among the Commissioners of the Board of Commissioners, other than the~~

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~~Chairperson of the Board of Commissioners who shall be an Ex Officio Director as set forth in Section 3.2.1(a) above. The remaining Designated Directors to be designated by the Board of Commissioners, if any, shall be designated by the Board of Commissioners from other than the Commissioners of the Board of Commissioners.~~

~~— (b) If the Authorized Directors increases beyond five (5), additional Designated Directors needed to maintain a majority must be appointed by the Board of Commissioners but are not required to be members of the Board of Commission.~~

3.2.2 Appointed Directors. All other Directors shall be appointed directors ("Appointed Directors") appointed by Board Resolution pursuant to Section 3.4

3.3 Interested Persons. No more than forty-nine percent (49%) of the persons serving on the Governing Board may be "interested persons."

3.3.1 As used in this Section 3.3, an "interested person" means:

(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 for his/her service 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.

~~3.3.2 Any violation of the provisions of this Section 3.3 shall not affect the validity or enforceability of any transaction entered into by the Corporation.~~

3.4 Appointment of Directors. Directors other than Designated Directors shall be appointed by resolution of the Governing Board at a meeting at which a quorum of Directors then in office is present.

3.5 Term of Office.

3.5.1 ~~Ex Officio~~Designated Director. The term of office of ~~an Ex Officio~~Designated Director shall be as set forth in Section 3.2.1(a).

3.5.2 Appointed Directors ~~and Other Designated Directors~~. Except as otherwise provided in Section 3.2.1 (a), the term of office of ~~all other members of the Governing Board, including appointed Directors and Designated~~Appointed Directors designated by the Board of Commissioners, shall be determined by the appointing authority. One ~~third~~half (~~1/3~~) of the Directors shall serve for one (1) year; ~~and~~ one ~~third~~half (~~1/3~~) for two (2) years ~~and one third (1/3) for three (3) years~~. Thereafter, all terms shall be three (3) year terms. Each year in office shall commence on the 1st day of January and shall conclude on December 31st of the same year, unless otherwise provided by the Governing Board. If the first year in a term of ~~an~~an Appointed Director begins after the 1st day of January, that first year shall conclude the following December 31st and shall count as one full year.

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~~3.5.2 (a) 3~~ Increase in Authorized Directors. In the event that the number of ~~authorized~~Authorized Directors is increased from the currently authorized number, the term of office of the director filling such position shall be determined at the discretion of the ~~appointing authority~~Governing Board.

3.6 Vacancies.

3.6.1 In General. A vacancy on the Governing Board shall exist on the occurrence of the following:

(a) the death, disqualification, resignation, suspension, expulsion or termination of any Director;

(b) the declaration by resolution of the Governing Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of any court, convicted of a felony or found by final order of judgment of any court to have breached a duty under Article 3 of Chapter 2 of Division 3 of the CCC;

(c) the increase in the authorized number of Directors; or

(d) the removal of a Director for failure to adhere to policies and procedures governing the Governing Board, including unexcused absences for three (3) consecutive meetings of the Governing Board.

Notwithstanding the preceding, a Designated Director may only be removed by the Board of Commissioners.

3.6.2 Governing Board Action. Removal of an Appointed Director for one or more of the reasons listed in (b) above may be initiated by any member of the Governing Board.

3.6.3 Filling a Governing Board Vacancy.

(a) Designated Directors.

(i) President and CEO. If a vacancy occurs in the ~~Ex-Officio~~Designated Director position assumed by the President and CEO of the Housing Authority, and no permanent President and CEO of the Housing Authority is immediately selected, such vacancy shall be temporarily filled by the individual serving in the capacity of interim or acting President and CEO of the Housing Authority until such time as a permanent President and CEO of the Housing Authority is selected.

(ii) CPO. If a vacancy occurs in the ~~Ex-Officio~~Designated Director position assumed by the CPO of the Housing Authority, and no permanent CPO of the Housing Authority is immediately selected, such vacancy shall be temporarily filled by the Board of Commissioners from among the Executive Staff of the Housing Authority until such time as a permanent CPO of the Housing Authority is selected.

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(iii) ~~Other Designated Directors. Chair Position.~~ Any ~~vacancies~~vacancy in the Designated Director ~~positions designated~~position assumed by the Board of Commissioners Chair shall be immediately filled by the Board of Commissioners with the acting Chair of the Board of Commissioners until a permanent Board of Commissioners Chair is in office, in accordance with Section 3.2.1(b)~~);a) and this section.~~

(iii) ~~Other Designated Directors.~~ Any ~~vacancy in the other~~Designated Director position(s) shall be immediately filled by a permanent replacement~~the Board of Commissioners in accordance with Section 3.2.1(b).~~

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(b) Appointed Directors. A vacancy occurring in the office of an Appointed Director pursuant to Section 3.4 may be filled by the remaining Directors for the balance of the unexpired term and until a successor has been elected and qualified.

3.6.4 No reduction in the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

3.7 Resignations of Directors. ~~Except~~Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, and except as provided in these Bylaws, any Director may resign by giving written notice to the Chair or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If an Appointed Director's resignation becomes effective at a later time, the Governing Board may appoint a successor to take office as of the date when the resignation becomes effective. If a Designated Director's resignation becomes effective at a later time, the Board of Commissioners must designate a successor to take office as of the date when the resignation becomes effective in accordance with Section 3.2.1.

3.8 Removal of Directors. An Appointed Director may be removed from office, with or without cause, by the vote of the majority of the Directors then in office. However, a Designated Director may only be removed by the Board of Commissioners.

3.9 Compensation of Directors. Directors shall receive no compensation for their services as Directors of the Corporation. However, they shall be entitled to receive such just and reasonable reimbursement of expenses as may be determined by the Governing Board.

3.10 Inspection Rights of Directors. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation during normal weekday business hours. If a Director wishes to be accompanied by an attorney during such inspection, then the inspection will be scheduled at a time when the Corporation's attorney will be present.

ARTICLE IV
MEETINGS OF THE GOVERNING BOARD

4.1 In General. Notwithstanding any other provision in these Bylaws, all meetings of the Governing Board shall be held in compliance with the requirements of the Ralph M. Brown Act ~~as set forth in Section 54950 et seq.~~Chapter 9 of Part I of Division 2 of Title 5 of the

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~~California~~ Government Code (~~“of the State of California (Sections 54950 to 54963) or any successor legislation hereinafter enacted (the “Brown Act”)~~”) and all other requirements under the CCC.

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4.2 Place of Meetings. Unless specified otherwise, meetings of the Governing Board shall be held at the principal office of the Corporation.

4.3 Annual Meetings. The annual meeting of the Governing Board (“**Annual Meeting**”) shall be held for the purpose of organization, election of Directors and officers and the transaction of such other business as may properly be brought before the meeting. The date and time of the Annual Meeting shall be set by resolution of the Governing Board.

4.4 Regular Meetings. Regular meetings of the Governing Board shall be held at intervals set by resolution of the Board. The Board shall conduct meetings on at least a bi-yearly basis, the exact date, time and place to be set by resolution of the Governing Board.

4.5 Notice of Annual and Regular Meetings.

4.5.1 Notice to Directors. Notice of the annual and all regular meetings of the Governing Board shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; (d) facsimile; (e) electronic mail; or (f) other electronic means. Notices sent by first-class mail shall be deposited in the United States mail at least four (4) business 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 two (2) business days 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.

4.5.2 Public Notice. At least seventy-two (72) hours before the regular meeting, the Governing Board shall post an agenda which contains a brief description of each item of business to be transacted or discussed at the meeting. The agenda shall specify the time and place of the regular meeting, and shall be posted in a location that is freely accessible to the public. The agenda shall provide an opportunity for members of the public to directly address the Governing Board on any item of interest to the public, before or during the Governing Board’s consideration of the item, that is within the subject matter jurisdiction of the Governing Board.

4.6 Special Meetings. Special meetings of the Governing Board for any purpose or purposes may be called by the Chair, Secretary or any two (2) or more Directors.

4.7 Notice of Special Meetings.

4.7.1 Notice to Directors. Notice of all special meetings of the Governing Board shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; (d) facsimile; (e) electronic mail; or (f) other electronic means. Notices sent by first-class mail shall be deposited in the United States mail at least four (4) business days before the time set for the meeting. Notices given by

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personal delivery, telephone or electronic transmission shall be delivered, telephoned or sent, respectively, at least two (2) business days before the time set for the meeting. The written notice may be dispensed with as to any Director who, at or prior to the time the meeting convenes, files with the Secretary a written waiver of notice or who is actually present at the meeting when it convenes. All such waivers, consents and approvals shall be made a part of the minutes of the meeting.

4.7.2 Public Notice. Notice of all special meetings of the Governing Board shall be given by delivering written notice to members of the media, as that term is narrowly defined for purposes of the Brown Act, requesting notice in writing, at least twenty-four (24) hours before the time of the meeting, in writing pursuant to Government Code Section 54956. The notice shall specify the time and place of the special meeting and the business to be transacted, and shall be posted at least twenty-four (24) ~~days~~hours prior to the special meeting in a location that is freely accessible to the public. No other business shall be considered by the Governing Board at these meetings.

4.8 Waiver of Notice. Written notice may be dispensed with as to any Director who, at or prior to the time the meeting convenes, files with the Secretary a written waiver of notice, a written consent to the holding of the meeting, an approval of the minutes of the meeting, or who is actually present at the meeting when it convenes. All such waivers, consents and approvals shall be made a part of the minutes of the meeting.

4.9 Meetings by Telecommunications Equipment. Members of the Governing Board may participate in a meeting through use of a conference telephone or electronic video screen communication. Participation in a meeting by this means constitutes presence in person at such meeting as long as all members participating in the meeting are able to hear one another. All meetings held by telecommunications equipment shall be held in compliance with Section 54953(b) of the Brown Act.

4.10 Conduct of Meetings. Meetings of the Governing Board shall be presided over by the Chair, or in his or her absence, by the Vice Chair, or in the absence of each of these persons, by a person chosen by the majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Governing Board; provided, however, that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

4.11 Quorum. A majority of the authorized number of Directors then in office shall constitute a quorum for the transaction of any business except adjournment; provided, however, that a majority of the Designated Directors must be present.

4.12 Required Vote of Directors.

4.12.1 In General. 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 Governing Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to: (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (b) approval of certain transactions between corporations having common directorships; (c) creation of and appointments of committees of the Governing Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business

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notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting or such greater number as is required by the Articles of Incorporation, these Bylaws or by law.

4.12.2 Greater Vote Required. Notwithstanding Section 4.12.1, the following matters require the approval of a majority of the authorized number of Directors and the written approval of the Board of Commissioners: adoption, amendment, or repeal of ~~these Bylaws or~~ the Articles of Incorporation.

4.13 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 unless the original meeting is adjourned more than twenty-four (24) hours, in which case 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.

ARTICLE V
BOARD OF TRUSTEES

5.1 Purpose. ~~The If determined to be of assistance to the Corporation for particular capital raising initiatives, a Board of Trustees may be established. Such~~ Board of Trustees shall be comprised of business leaders and other high profile community members who will use their influence as a powerful endorsement of the Corporation's mission and purpose.

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The Board of Trustees shall lead the Corporation's efforts in resource development and ~~fund raising-fundraising around specific initiatives.~~ The Board of Trustees shall work with the staff to develop ~~the Corporation's fund raising~~ a fundraising plan and shall ~~develops~~ develop policies, plans, procedures, and schedules for Trustee involvement in ~~fund raising.~~ ~~The Board meeting the obligations of Trustees shall be the Governing Board's central source of information about the fund raising climate and about the status of the Corporation's fund raising, activities and achievements, that plan.~~ It shall play a central role in identifying, cultivating and approaching major donors. Prior ~~fund raising~~ fundraising skills and experience or a desire to develop such are important qualifications. In addition to these collective roles, individual members by agreeing to serve, take on responsibility of actively participating in the work of the Board of Trustees, staying informed, promoting the Corporation, and upholding their legal obligations, among other responsibilities.

5.2 Number. The number of members ("Trustees") of the Board of Trustees shall not be less than three (3), the exact number to be fixed by resolution adopted by the Governing Board. Members of the Board of Trustees shall not be entitled to vote on any matter relating to governance or operation of the Corporation.

5.3 Appointment; Removal. Trustees may be appointed by the Governing Board and may only be removed by majority vote of the Governing Board.

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5.4 Term. Trustees shall serve on the Board of Trustees for a term of two (2) years, subject to reappointment by the Governing Board, or until such person is removed or resigns; or the specific fundraising plan obligations have been met or exceeded.

5.5 Meetings. The Board of Trustees shall meet at least on a yearly basis, at such times and places as directed by its chairperson or by the Governing Board. The Board of Trustees shall keep accurate minutes of its meetings and shall make periodic reports and recommendations to the Governing Board.

5.6 Chairperson and Vice-Chairperson. The Board of Trustees, by majority vote, shall select from among its members both a chairperson and a vice-chairperson. The chairperson and a vice-chairperson shall be appointed annually by the Board of Trustees and may be removed by majority vote of the Trustees. The chairperson shall preside at all meetings of the Board of Trustees. The vice-chairperson shall preside at meetings of the Board of Trustees if the chairperson is not present.

5.7 Resignations of Trustees. A Trustee may resign by giving written notice to the Chair or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

5.8 Committees. ~~Generally.~~ Except as limited by Section 6.2 of these Bylaws, the Trustees, by majority vote, may designate one or more committees for the purpose of fulfilling the responsibilities of the Trustees. All such committees shall consist of at least two (2) or more Trustees, and shall serve at the pleasure of the Governing Board.

5.9 Governing Board Liaison. A Director or Officer, as appointed by the Governing Board pursuant to Section 6.3.3 of these Bylaws, shall serve as a Liaison to the Board of Trustees. Such Liaison shall be present at every meeting of the Board of Trustees but shall have no authority to act with respect to the Board of Trustees; ~~The purpose of the Liaison is to ensure that the Board of Trustees is serving in the best interests of the Corporation—~~ and to update the Board of Trustees as to the Corporation's recent activities and needs.

ARTICLE VI

GOVERNING BOARD STANDING COMMITTEES; ADVISORY COMMITTEES TO THE GOVERNING BOARD

6.1 Committees.

6.1.1 Generally. Except as limited by Section 6.2 of these Bylaws, the Governing Board may by resolution adopted by a majority of the Directors then in office, designate one or more committees for any purposes and delegate to such committees any of the powers and authorities of the Governing Board to the extent permitted by ~~section~~Section 5212 of the CCC. All such committees shall consist of three (3) or more Directors, including at least one Designated Director, and shall serve at the pleasure of the Governing Board.

6.1.2 Committee Members. The chairperson and members of each standing, special or advisory committee, except as otherwise provided by the Governing Board or by these

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Bylaws, shall be appointed annually by the Governing Board and may be removed by majority vote of the Directors then in office.

6.1.3 Tenure; Vacancies. The chairperson and each member of each standing committee shall serve until his or her successor is appointed or until such committee is sooner terminated, or until such person is removed, resigns or otherwise ceases to qualify as a chairperson or member, as the case may be, of the committee. Chairpersons and members of special committees shall serve for the life of the committee unless they are sooner removed, resign or cease to qualify as a chairperson or member, as the case may be, of such committee. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

6.1.4 Quorum; Meetings. Each committee shall meet as often as necessary to perform its duties, at such times and places as directed by its chairperson or by the Governing Board. A majority of the members of a committee shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall keep accurate minutes of its meetings, the chairperson designating a secretary of the committee for this purpose, and shall make periodic reports and recommendations to the Governing Board.

6.1.5 Expenditures. Except as may otherwise be provided by the Governing Board or by these Bylaws, any expenditure of corporate funds by a committee shall require prior approval of the Governing Board.

6.2 Limitation on Delegation. In accordance with the CCC, the Governing Board may not delegate any power of final action to any committee ~~not composed entirely of Directors,~~ and may not delegate to any committee the following powers:

(a) the filling of vacancies on the Governing Board or on any committee which has the authority of the Governing Board;

(b) the fixing of compensation of the Directors for serving on the Governing Board or on any committee;

(c) the amendment or repeal of Bylaws or the Articles of Incorporation or the adoption of new Bylaws;

(d) the amendment or repeal of any resolution of the Governing Board ~~which by its express terms is not so amendable or repealable;~~

(e) the appointment of committees of the Governing Board or the members thereof;

(f) the expenditure of corporate funds to support a nominee for Director after there are more persons nominated for Director than can be elected; or

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(g) the approval of 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 section 5233(d)(3) of the CCC.~~

6.3 Board Adoption of Standing Committees. Without limiting the generality of the foregoing Sections 6.1 and 6.2, the Governing Board shall have power to appoint the following standing committees, each of which shall have general authority, as follows:

~~6.3.1 Executive Committee. The Governing Board may, by a majority vote of its members, designate an Executive Committee consisting of at least three (3) Directors but less than a quorum of the Governing Board and may delegate to such committee the powers and authority of the Governing Board in the management of the business and affairs of the Corporation, to the extent permitted, and except as may otherwise be provided, by the provisions of law. By majority vote, the Governing Board may, at any time, revoke or modify any or all of the Executive Committee authority so delegated. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Governing Board from time to time as the Governing Board may require.~~

~~6.3.2~~ 6.3.1 Nominating Committee. The Governing Board may appoint a Nominating Committee, which shall be composed of at least ~~three (3)~~ two (2) Directors but less than a quorum of the Governing Board.

~~6.3.3~~ 6.3.2 Fundraising Committee. The Governing Board may appoint a Fundraising Committee, which shall be composed of ~~three (3)~~ at least two (2) Directors. The Fundraising Committee shall actively pursue grants ~~and conduct~~ but will be primarily focused on developing and conducting other ~~fund raising~~ fundraising events and activities, but the Fundraising Committee shall coordinate, as appropriate, with the Board of Trustees. ~~For this purpose, the Fundraising Committee shall designate if one of its members as a liaison to be created. The Fundraising Committee shall monitor the Board of Trustees ("Liaison") to be present at every meeting of fundraising climate and review the Board of Trustees. Such Liaison shall have no authority to act with respect to status of the Board of Trustees. Such Liaison shall have no authority to act with respect to status of the Board of Trustees, but rather, shall ensure that the Board of Trustees is serving in the best interests of the Corporation by keeping the Governing Board informed of its actions.~~ Corporation's fundraising activities and achievements.

6.3.43 Meetings of Standing Committees. ~~All~~ Ad hoc or permanent meetings of the Standing Committees shall be held in compliance with the Brown Act, including those provisions set forth in Article IV of these Bylaws.

6.4 Advisory Committees. Advisory committees may be appointed from time to time by the Governing Board. Advisory committees' membership may consist of Directors only, both Directors and non-directors, or non-directors only. Advisory committees have no legal authority to act for the Corporation, shall serve only in an advisory capacity and shall report their findings and recommendations to the Governing Board.

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ARTICLE VII
GOVERNING BOARD OFFICERS; PRESIDENT AND VICE-PRESIDENT

7.1 Governing Board Officers. The officers of the Governing Board shall be a Chair, a Vice Chair, a Secretary and a Treasurer. The Governing Board may establish such other

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offices as it shall deem advisable. Additional officers so elected shall hold office for such period and shall have such powers and duties as the Governing Board may authorize from time to time. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Governing Board.

7.1.1 Chair. The Chair shall preside at all meetings of the Governing Board. The Chair shall also supervise, direct and control the Corporation's activities, affairs and officers. The Chair shall exercise and perform such other powers and duties as the Governing Board may assign from time to time. The Chair must be selected from among the members of the Governing Board.

7.1.2 Vice Chair. ~~The Vice Chair (or if there is more than one vice chair, the vice chair designated by the Governing Board)~~The Vice Chair shall preside at meetings of the Governing Board if the Chair is not present, and shall have such other powers and duties as may be conferred by the Governing Board. The Vice Chair must be selected from among the members of the Governing Board.

7.1.3 Secretary. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Governing Board may direct, a book of minutes of all meetings, proceedings and actions of the Governing Board, and of meetings of committees of the Governing Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular or special, and if special, how authorized; the notice given; and the names of persons present at Governing Board and committee meetings. The Secretary shall keep or cause to be kept written waivers of notice of meetings; written consents to holding meetings, written approval of minutes of meetings; and unanimous written consents of action of the Governing Board without a meeting. The Secretary shall keep or cause to be kept, at the principal office of the Corporation, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Governing Board and of committees of the Governing Board that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in such custody and shall have such other powers and perform such other duties as the Governing Board or these Bylaws may require. The Secretary may, but is not required, to be selected from among the members of the Governing Board.

7.1.4 Treasurer. The Treasurer shall keep and maintain, or cause to be kept, and maintained adequate and correct books and accounts of the Corporation's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer 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 Governing Board. The books of account shall be open to inspection by any Director at all reasonable times. The Treasurer shall (i) 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 Governing Board may designate; (ii) disburse the Corporation's funds upon a check or draft of the Corporation signed pursuant to the order of the Governing Board; (iii) render to the President and the Governing Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and (iv) have such other powers and perform such other duties as the President, Governing Board or these Bylaws may require. The Treasurer may, but is not required, to be selected from among the members of the Governing Board.

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7.2 Election; Removal; and Term of Office.

7.2.1 Election. The officers of the Governing Board shall be elected by the Governing Board at its Annual Meeting.

7.2.2 Term of Office. Each officer shall hold office for two (2) years at the pleasure of the Governing Board and until his or her successor shall be selected and qualified to serve.

7.2.3 Removal. Any officer may be removed from office at any time by the Governing Board, with or without cause or prior notice.

7.2.4 Resignation. Any officer may resign at any time upon written notice to the Governing Board, and such resignation is effective upon receipt of the written notice by the Governing Board unless the notice prescribes a later effective date or unless the notice prescribes a condition to the effectiveness of the resignation.

7.2.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled for the unexpired term at any meeting of the Governing Board.

7.3 President. The President shall also be the “Chief Executive Officer” of the Corporation and shall, subject to the direct supervision and control of the Chair of the Governing ~~Board and the control of the~~ Board, supervise, direct and control the Corporation’s activities and affairs. The President shall exercise and perform such other powers and duties as may be designated by the Governing Board, these Bylaws or any employment agreement between the President and the Corporation. The President shall be solely responsible for the hiring, discipline and termination of all other Corporation employees, and shall make such other day-to-day management decisions as are necessary or appropriate for the effective and efficient management of the business of the Corporation. The President shall not be a member of the Board of Commissioners, Governing Board or the Board of Trustees.

7.4 Vice-President. The Vice-President of the Corporation shall, subject to the direct supervision of the President, support the President in the day-to-day affairs of the Corporation, lead the coordination of partners and implementation of services and programs, assist in seeking funding and developing donor strategies to support KPI Build Hope, Inc. activities. The Vice-President shall not be a member of the Board of Commissioners, Governing Board or the Board of Trustees.

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ARTICLE VIII
INDEMNIFICATION

8.1 Indemnification. The Corporation may indemnify a Director, officer, or employee under the provisions of ~~section~~ Section 5238(a) of the ~~CCCCalifornia Corporations~~ Code, or pursuant to any contract entered into with any employee who is not an officer or Director.

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8.2 Advance of Expenses. ~~“Expenses,” as used in this Section, shall have the same meaning as in Section 5238(a) of the California Corporations Code.~~ Expenses incurred in defending any proceeding may be advanced by the Corporation as authorized in ~~section~~Section 5238 of the CCC prior to the final disposition of such proceeding, upon receipt of an undertaking by or on behalf of the Director, officer or employee to repay such amount unless it shall be determined ultimately that the Director, officer or employee is entitled to be indemnified.

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8.3 Insurance. The Corporation may purchase and maintain insurance on behalf of any Director, officer or employee of the Corporation against any liability asserted against or incurred by the Director, officer or employee in such capacity or arising out of the Director’s, officer’s or employee’s status as such, whether or not the Corporation would have the power to indemnify the Director, officer or employee against such liability under the provisions of ~~section~~Section 5238 of the CCC.

ARTICLE IX
AMENDMENTS

9.1 Amendment of Articles. The amendment of the Articles of Incorporation of the Corporation is provided for by California state law and requires the approval of the majority of the Directors of the Corporation and the filing of a certificate of amendment with the Secretary of State. Notwithstanding the preceding, any amendment of the Articles of Incorporation must be approved in writing by the Board of Commissioners.

9.2 Amendment of Bylaws. These Bylaws may be amended or repealed, or new Bylaws may be adopted, only by approval of a majority of the Directors of the Corporation. ~~Notwithstanding the preceding, any amendment, repeal or adoption of new Bylaws must be approved in writing by the Board of Commissioners.~~

ARTICLE X
RECORDS

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10.1 Minute Book. The Corporation shall keep or cause to be kept a minute book which shall contain:

(a) The record of all meetings of the Governing Board including date, place, those attending and the proceedings thereof, a copy of the notice of the meeting and when and how given, written waivers of notice of meeting, written consents to holding meeting, written approvals of minutes of meeting, and unanimous written consents to action of the Governing Board without a meeting, and similarly as to meetings of the Board of Trustees, and any committees of the Governing Board established pursuant to these Bylaws.

(b) A copy of the Articles of Incorporation, and all amendments thereof, and a copy of all certificates filed with the Secretary of State; and

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(c) A copy of these Bylaws, and all amendments hereof, duly certified by the Secretary.

10.2 Financial Statements; Annual Report.

10.2.1 Financial Statements. Financial statements shall be prepared as soon as reasonably practicable after the close of the fiscal year, but not later than the fifteenth (15th) day of the fourth (4th) month after the close of said fiscal year. The financial statements shall contain in appropriate detail the following: (i) a balance sheet for the Corporation as of the end of the fiscal year; (ii) an income statement for the same period; and (iii) a statement of cashflows for that same period.

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10.2.2 Annual Report to Directors. An annual report, including the financial statements prescribed by Section 10.2.1 of these Bylaws, shall be furnished annually to all Directors within 120 days after the end of the Corporation's fiscal year and shall include any information required by Section 10.3 of these Bylaws. The financial statements included with the annual report shall be accompanied by a report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. If the Governing Board approves, the Corporation may send the report and any accompanying material sent pursuant to this Section 10.32.2 by electronic transmission.

10.2.3 Exception. Notwithstanding Sections 10.2.1 and 10.2.2, the requirement of a financial statement and an annual report shall not apply if the Corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing.

10.3 Report of Transactions and Indemnifications. As part of the annual report to all Directors required by Section 10.2.2 of these Bylaws, or a separate document if no annual report is issued, the Corporation shall annually prepare and mail, deliver or send by electronic transmission to all Directors a statement of any transaction between the Corporation and one of its officers or Directors or of any indemnification paid to any officer or Director. The statement shall be mailed within 120 days after the close of the fiscal year. The statement required by this Section shall describe briefly:

10.3.1 Covered Transactions. Any covered transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000), or which was one of a number of covered transactions in which the same "interested person" had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000). The names of the "interested persons" involved in such transactions, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

10.3.2 Indemnifications. The statement shall describe briefly the amount and circumstances of any indemnifications or advances aggregating to more than Ten Thousand

ATTACHMENT 3

Dollars (\$10,000) paid during the fiscal year to any officer or Director of the Corporation pursuant to ~~section~~Section 5238 of the CCC.

For purposes of this Section 10.3, an “interested person” is (i) any Director or officer of the Corporation, or ~~its parent or subsidiary; and (ii) any holder of more than 10 percent (10%) of the voting power of the Corporation, its parent or subsidiary.~~Commissioner or employee of the Housing Authority.

10.4 Periodic Regulatory Filings.

10.4.1 Secretary of State. In accordance with ~~section~~Section 6210 of the CCC, the Corporation shall file a statement of information, in the form required by the Secretary of State, every two years from the date of its incorporation. The statement must be filed no later than October 31 of the year in which the filing is required. In addition, the Corporation must also file a statement if at any time before the required biennial filing is due the information provided in the previously filed statement has changed.

10.4.2 Attorney General. The Corporation shall annually renew its registration with the Attorney General’s Registry of Charitable Trusts no later than the fifteenth (15th) day of the fourth (4th) month after the close of the calendar year.

ARTICLE XI
MISCELLANEOUS

11.1 Accounting Period. The accounting period of the Corporation shall end on the 31st of December of each year.

11.2 Bonding. All Directors, officers or employees handling funds shall be properly bonded, if so required by the Governing Board.

11.3 Self-Dealing. In the exercise of voting ~~right~~rights by Directors, no Director shall vote on any issue, motion or resolution which directly or indirectly inures to his or her benefit financially, except that such Director may be counted in order to qualify a quorum and, except as the Governing Board may otherwise direct, participate in a discussion on such an issue, motion or resolution if he or she first discloses the nature of his or her interest subject to the applicable provisions of the CCC. Notwithstanding the preceding, no action by a Director shall be inconsistent with applicable federal and state laws.

11.4 Gifts and Donations. The Governing Board may accept on behalf of the Corporation any contributions, gifts, bequests or devises made to the Corporation for the general purpose or for any special purpose of the Corporation not in violation of the Corporation’s Articles of Incorporation.

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11.5 Contracts. Unless otherwise set forth in these Bylaws, the Governing Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

11.6 Checks; Drafts; etc. Except as otherwise set forth in these Bylaws, all checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Governing Board.

11.7 Conflicts of Interest. The Corporation, through its Governing Board, may promulgate from time to time a conflict of interest policy and other policies according to the current law then in effect to be adhered to by its officers and Directors.

11.8 Inspection of Articles and Bylaws. The Corporation shall keep at its principal executive office in Los Angeles, California the original or a copy of its Articles of Incorporation endorsed and certified by the Secretary of State and its Bylaws certified by the Secretary, as amended or otherwise altered to date, which shall be open to inspection by Directors at all reasonable times during office hours.

11.9 Inspection by Public. In accordance with ~~section~~Section 6104 of the Code, copies of the Corporation's application for tax exemption and any papers submitted in support of such application shall be made available by the Corporation for inspection at the request of any individual during regular business hours at the Corporation's principal place of business and at any regularly maintained regional or district office of the Corporation having three or more employees.

11.10 Interpretation and Construction. Any conflict between these Bylaws and the Articles of Incorporation shall be resolved in favor of the Articles of Incorporation. 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 Bylaws. If any section, subsection, sentence, clause or phrase of these Bylaws, or the application thereof, is contrary to the Nonprofit Public Benefit Corporation Law of the State of California, the provisions of that law shall prevail. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

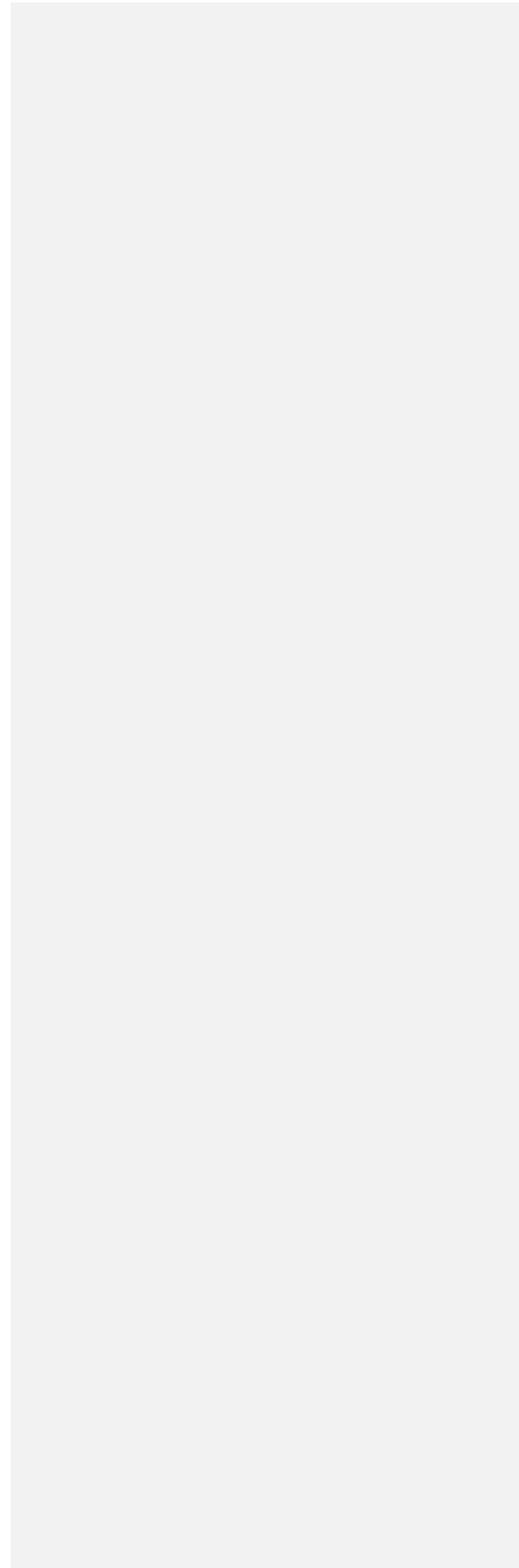
11.11 Dissolution. The Corporation shall not be voluntarily dissolved, except by approval of the Governing Board. In the event of dissolution of the Corporation in any manner and for any cause, after the payment or adequate provision for the payment of all of its debts and liabilities, all of the remaining funds, assets and properties of the Corporation shall be paid or distributed as provided for in the Articles of Incorporation.

11.12 Rules of Order. Robert's Rules of Order shall be the parliamentary law of all proceedings of the Governing Board and all committees. Notwithstanding the foregoing, failure

ATTACHMENT 3

to follow Robert's Rules of Order at any meeting shall not affect the validity of any corporate action otherwise in compliance with the CCC and this Corporation's Articles of Incorporation, these Bylaws and applicable corporate resolutions.

11.13 Job Descriptions and Policies. Notwithstanding any other provision in these Bylaws to the contrary, the Governing Board may, at its option, implement job descriptions and policies for Directors, committee members, officers and other employees.



ATTACHMENT 3

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of ~~KIDS PROGRESS~~BUILD HOPE, INC., a California nonprofit public benefit corporation ("Corporation"); and

2. That the foregoing Bylaws, comprising ~~seventeen (17)~~eighteen (18) pages, constitute the Bylaws of ~~said the~~ Corporation, as duly approved by the Governing Board of ~~Directors of said the~~ Corporation at a meeting duly held on ~~April 26, 2018~~May 28, 2020 and duly approved by resolution of the Board of Commissioners of the Housing Authority of the City of Los Angeles, California on May ~~24, 2018~~28, 2020.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of ~~said the~~ Corporation this ____ day of _____, ~~2018~~2020.

_____, Secretary

CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION

JENNY SCANLIN and JENNIFER THOMAS ARTHURS certify that:

1. They are the President and Vice President, respectively, of Kids Progress, Inc., a California nonprofit public benefit corporation ("Corporation").
2. The Articles of Incorporation ("Articles") of this Corporation are amended and restated in their entirety to read as follows:

ARTICLE I

NAME

The name of this corporation is Build Hope, Inc. ("Corporation").

ARTICLE II

PURPOSES

A. The Corporation is a nonprofit public benefit corporation without capital stock and without members and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The Corporation is governed by Parts 1 and 2 of Division 2 of Title 1 of the California Corporations Code.

B. The specific purposes of the Corporation are: (i) to improve the quality of life and well-being of children, youth, low income individuals and families living in public housing, Section 8 and other residential housing units ("Residential Programs") owned or operated by the Housing Authority of the City of Los Angeles, California ("Housing Authority") by: (a) providing pathways to positive health and economic outcomes through targeted trauma-informed and culturally-appropriate programs and connections to training, employment and resources; and (b) supporting community cohesion through community engagement, promoting resident and participant leadership, community-building, and public safety; (ii) to improve opportunities for mobility by providing supportive services and resources that promote educational attainment and digital literacy with a focus on a two-generation approach, early intervention, building a scholarship fund, digital connectivity, family stability, and economic security; (iii) to engage in any other activities in furtherance of the purposes for which the Corporation is formed; and (vi) to receive, invest and utilize funds and property acquired through the solicitation of contributions, donations, grants, gifts, bequests and the like for the purposes for which the Corporation is formed.

ARTICLE III

LIMITATION ON CORPORATE ACTIVITIES

A. The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986,

as amended ("Code"). The Corporation is governed by a Board of Directors ("Governing Board"). The Corporation shall not engage in any business or activity other than that which is necessary or convenient for or incidental to the carrying out of the purposes set forth in Article II hereof. During the continuance of this Corporation, it may distribute any of its assets to the Housing Authority.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of the Corporation as set forth in Article II hereof, and the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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

D. The principal office of the Corporation shall be functionally separate from the Housing Authority (although such office may be in a facility owned by the Housing Authority). As used below, "Person" means any individual, entity or organization other than the Corporation or the Housing Authority. The Corporation at all times shall:

(a) maintain separate accounting records and other corporate records from those of the Authority and any other Person;

(b) not divert the Corporation's funds to any other person or for other than the use of the Corporation and not commingle any of the Corporation's assets with those of the Housing Authority or any other Person except as provided in Article III A herein;

(c) pay any employee, consultant or agent of the Corporation, or any other operating expense incurred by the Corporation, from the assets of the Corporation and not from the assets of the Housing Authority, except such payments may be made by the Housing Authority as provided in the Memorandum of understanding between the Housing Authority and the Corporation ("MOU");

(d) maintain its own deposit account or accounts, separate from those of the Housing Authority and any other Person, with commercial banking institutions;

(e) to the extent that the Corporation contracts or does business with vendors or service providers where the goods and services provided are partially for the benefit of any other Person, the costs incurred in so doing shall be fairly allocated to or among the Corporation and such Persons for whose benefit the goods and services are provided, and the Corporation and each such Person shall bear its fair share of such costs;

(f) conduct its business in its own name, however, the Corporation may distribute assets to the Housing Authority as provided in Article IIIA herein and the Housing Authority may make loans or grants to the Corporation;

(g) observe all necessary, appropriate and customary corporate formalities, including, but not limited to, holding all regular and special Directors' meetings appropriate to authorize all corporate action, keeping separate and accurate minutes of such meetings, passing all resolutions or consents necessary to authorize actions taken or to be taken, and maintaining accurate and separate books, records and accounts, including, but not limited to, intercompany transaction accounts. Regular Governing Board of Directors' meetings shall be held at least annually;

(h) ensure that decisions with respect to its business and daily operations shall be independently made by the Corporation (although the officer making any particular decision may also be an employee or officer of the Housing Authority);

(i) act solely in its own corporate name and through its own authorized officers and agents, and use its own stationery, invoices and checks, and to correct any known misunderstanding regarding its separate identity;

(j) other than organizational expenses and as expressly provided herein and in the MOU, pay all expenses, indebtedness and other obligations incurred by it;

(k) not enter into any guaranty, or otherwise become liable, with respect to any obligation of any Person;

(l) cause any financial reports required of the Corporation to be prepared in accordance with generally accepted accounting principles and be audited annually and be issued separately from, although they may be consolidated with, any reports prepared for the Housing Authority;

(m) ensure that at all times it is adequately capitalized to engage in the transactions contemplated herein; and

(n) provide the Housing Authority with a copy of its annual audited financial statements and records.

ARTICLE IV DEDICATION AND DISSOLUTION

A. The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private persons.

B. Upon the dissolution or winding up of the Corporation, none of the assets

of the Corporation shall be distributable to any director, officer or member thereof or to the benefit of any private person and any assets remaining after payment or provision for payment, of all debts and liabilities of this Corporation shall be distributed to either: (1) the Housing Authority of the City of Los Angeles or its successor governmental entity; or (2) any instrumentality of the Housing Authority that is a nonprofit public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law which is organized and operated exclusively for charitable or social welfare purposes and which has established and maintained its tax-exempt status under Section 501(c)(3) or Section 501(c)(4) of the Code.

C. The Corporation shall not, without the affirmative vote of all of the members of the Governing Board, (i) dissolve or liquidate, in whole or in part, or institute proceedings to be adjudicated bankrupt or insolvent (including adoption of any plan of dissolution and/or liquidation); (ii) consent to the institution of bankruptcy or insolvency proceedings against it; (iii) file or join in any filing of a petition with respect to the Corporation or its assets seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy or insolvency; (iv) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator or other similar official of the Corporation or a substantial part of its property; (v) make a general assignment for the benefit of creditors; (vi) admit in writing its inability to pay its debts generally as they become due; or, (vii) take any corporate action in furtherance of the actions set forth in clauses (i) through (vi) of this paragraph.

D. The Corporation shall not, without the affirmative vote of a quorum of all of the members then present at a meeting of the Governing Board, (i) merge or consolidate with any other corporation, company or entity or, except to the extent contemplated by Article II hereof, sell all or substantially all of its assets or acquire all or substantially all of the assets or other ownership interest of any other corporation, company or entity, or (ii) authorize any amendment to these Articles of Incorporation or the Bylaws of the Corporation.

E. The Corporation shall not, without the affirmative vote of a quorum of all of the members then present at a meeting of the Governing Board incur or assume any indebtedness for borrowed money.

When voting on whether the Corporation will take any action described in paragraph (C) or (D) above, each Director shall owe a fiduciary duty to the Corporation and also to the creditors of the Corporation, as authorized or required by applicable law.

ARTICLE V AMENDMENT

Except as may otherwise be specified under provisions of law, these Articles of Incorporation may be amended or repealed by the vote of a majority of the Governing Board at a meeting duly called for such purpose. Notwithstanding the preceding, all amendments to these Articles of Incorporation must be approved by Resolution of a majority of the Housing Authority's Board of Commissioners voting on the matter.

A. The foregoing amendment and restatement of the Articles has been duly approved by the Board of Directors of this Corporation and the Board of Commissioners of the Housing Authority of the City of Los Angeles, California.

B. The Corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: May 28, 2020

President

Vice-President

CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION
OF
KIDS PROGRESS, INC.

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~~RUDOLF MONTIEL~~

~~JENNY SCANLIN~~ and ~~JOHN KING, HJENNIFER THOMAS ARTHURS~~ certify that:

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1. They are the President and ~~Secretary~~ Vice President, respectively, of ~~Kms~~ Kids Progress, Inc., a California nonprofit public benefit corporation ("Corporation").

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2. The Articles of Incorporation ("Articles") of this Corporation are amended and restated in their entirety to read as follows:

ARTICLE I
NAME

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The name of this corporation is ~~Kms PROGRESS, INC.~~ Build Hope, Inc. ("Corporation").

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ARTICLE II
PURPOSES

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A. ~~The Corporation is a nonprofit public benefit corporation without capital stock and without members and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The Corporation is governed by Parts 1 and 2 of Division 2 of Title 1 of the California Corporations Code.~~

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B. ~~The specific purposes of the Corporation are: (i) to improve the quality of life and well-being of children, youth and low income individuals and families living in public housing, Section 8 and other programs residential housing units ("Residential Programs") provided owned or operated by the Housing Authority of the City of Los Angeles, California ("Housing Authority"), by: (a) providing increased educational, artistic, cultural and technical opportunities; (ii) to provide program pathways to positive health and activities to increase educational, artistic, cultural economic outcomes through targeted trauma-informed and technical culturally-appropriate programs and connections to training, employment and resources; and (b) supporting community cohesion through community engagement, promoting resident and participant leadership, community-building, and public safety; (ii) to improve opportunities for children, youth and low income families living in Residential Programs provided mobility by the Housing Authority; (iii) to provide providing supportive services and equipment to assist children, youth and low income families living in Residential Programs provided by the Housing Authority to develop skills and increase knowledge resources that promote self sufficiency; (iv) to maintain educational attainment and digital literacy with a focus on a two-generation approach, early intervention.~~

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~~building a scholarship fund and disburse scholarships for educational, artistic, cultural and technical opportunities to children, youth and low income families living in Residential Programs provided by the Housing Authority; (v, digital connectivity, family stability, and economic security; (iii) to engage in any other activities in furtherance of the purposes for which the Corporation is formed; and (vi) to receive, invest and utilize funds and property acquired through the solicitation of contributions, donations, grants, gifts, bequests and the like for the purposes for which the Corporation is formed.~~

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ARTICLE III
LIMITATION ON CORPORATE ACTIVITIES

A. A. The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). The Corporation is governed by a Board of Directors ("Governing Board"). The Corporation shall not engage in any business or activity other than that which is necessary or convenient for or incidental to the carrying out of the purposes set forth in Article II hereof. During the continuance of this Corporation, it may distribute any of its assets to the Housing Authority.

B.C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of the Corporation as set forth in Article II hereof, and the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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

D. The principal office of the Corporation shall be functionally separate from the Housing Authority (although such office may be in a facility owned by the Housing Authority). As used below, "Person" means any individual, entity or organization other than the Corporation or the Housing Authority. The Corporation at all times shall:

(a) maintain separate accounting records and other corporate records from those of the Authority and any other Person;

(b) not divert the Corporation's funds to any other person or for other than the use of the Corporation and not commingle any of the Corporation's assets with those of the Housing Authority or any other Person except as provided in Article III A herein;

(c) pay any employee, consultant or agent of the Corporation, or any other operating expense incurred by the Corporation, from the assets of the Corporation and not from the assets of the Housing Authority, except such payments may be made by the Housing Authority as provided in the Memorandum of understanding between the Housing Authority and the Corporation ("MOU");

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(d) maintain its own deposit account or accounts, separate from those of the Housing Authority and any other Person, with commercial banking institutions;

(e) to the extent that the Corporation contracts or does business with vendors or service providers where the goods and services provided are partially for the benefit of any other Person, the costs incurred in so doing shall be fairly allocated to or among the Corporation and such Persons for whose benefit the goods and services are provided, and the Corporation and each such Person shall bear its fair share of such costs;

(f) conduct its business in its own name, however, the Corporation may distribute assets to the Housing Authority as provided in Article IIIA herein and the Housing Authority may make loans or grants to the Corporation;

(g) observe all necessary, appropriate and customary corporate formalities, including, but not limited to, holding all regular and special Directors' meetings appropriate to authorize all corporate action, keeping separate and accurate minutes of such meetings, passing all resolutions or consents necessary to authorize actions taken or to be taken, and maintaining accurate and separate books, records and accounts, including, but not limited to, intercompany transaction accounts. Regular Governing Board of Directors' meetings shall be held at least annually;

(h) ensure that decisions with respect to its business and daily operations shall be independently made by the Corporation (although the officer making any particular decision may also be an employee or officer of the Housing Authority);

(i) act solely in its own corporate name and through its own authorized officers and agents, and use its own stationery, invoices and checks, and to correct any known misunderstanding regarding its separate identity;

(j) other than organizational expenses and as expressly provided herein and in the MOU, pay all expenses, indebtedness and other obligations incurred by it;

(k) not enter into any guaranty, or otherwise become liable, with respect to any obligation of any Person;

(l) cause any financial reports required of the Corporation to be prepared in accordance with generally accepted accounting principles and be audited annually and be issued separately from, although they may be consolidated with, any reports prepared for the Housing Authority;

(m) ensure that at all times it is adequately capitalized to engage in the transactions contemplated herein; and

(n) provide the Housing Authority with a copy of its annual audited financial statements and records.

ARTICLE IV
DEDICATION AND DISSOLUTION

A. The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private persons.

B. Upon the dissolution or winding up of the Corporation, none of the assets of the Corporation shall be distributable to any director, officer or member thereof or to the benefit of any private person and any assets remaining after payment or provision for payment, of all debts and liabilities of this Corporation shall be distributed to either: (1) at the Housing Authority of the City of Los Angeles or its successor, governmental entity which has the purposes of providing assistance to low income persons; or (2) any instrumentality of the Housing Authority that is a nonprofit fund, foundation or public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law which is organized and operated exclusively for charitable, or social welfare purposes and which has established and maintained its tax-exempt status under Section 501(c)(3) or Section 501(c)(4) of the Code.

~~C. If the Corporation holds any assets in trust, or if the Corporation is formed for charitable purposes, then such assets shall be disposed of on dissolution in conformity with these Articles of Incorporation or the Bylaws for the Corporation subject to complying with the provisions of any trust under which such assets are held. The disposition shall be in such manner as may be directed by decree of the Superior Court of the county in which the Corporation has its principal offices, on petition therefor by the Attorney General or by any person~~

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~~concerned in the liquidation, in a proceeding to which the Attorney General is party. Such decree of the Superior Court may be waived if the Attorney General makes a written waiver of objections to the disposition.~~

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ARTICLE V

C. The Corporation shall not, without the affirmative vote of all of the members of the Governing Board, (i) dissolve or liquidate, in whole or in part, or institute proceedings to be adjudicated bankrupt or insolvent (including adoption of any plan of dissolution and/or liquidation); (ii) consent to the institution of bankruptcy or insolvency proceedings against it; (iii) file or join in any filing of a petition with respect to the Corporation or its assets seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy or insolvency; (iv) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator or other similar official of the Corporation or a substantial part of its property; (v) make a general assignment for the benefit of creditors; (vi) admit in writing its inability to pay its debts generally as they become due; or, (vii) take any corporate action in furtherance of the actions set forth in clauses (i) through (vi) of this paragraph.

D. The Corporation shall not, without the affirmative vote of a quorum of all of the members then present at a meeting of the Governing Board, (i) merge or consolidate with any other corporation, company or entity or, except to the extent contemplated by Article II hereof, sell all or substantially all of its assets or acquire all or substantially all of the assets or other ownership interest of any other corporation, company or entity, or (ii) authorize any amendment to these Articles of Incorporation or the Bylaws of the Corporation.

E. The Corporation shall not, without the affirmative vote of a quorum of all of the members then present at a meeting of the Governing Board incur or assume any indebtedness for borrowed money.

When voting on whether the Corporation will take any action described in paragraph (C) or (D) above, each Director shall owe a fiduciary duty to the Corporation and also to the creditors of the Corporation, as authorized or required by applicable law.

**ARTICLE V
AMENDMENT**

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Except as may otherwise be specified under provisions of law, these Articles of Incorporation may be amended or repealed by the vote of a majority of the ~~Governing Board of Directors~~ at a meeting duly called for such purpose. Notwithstanding the preceding, all amendments to these Articles of Incorporation must be approved ~~in writing by~~ Resolution of a majority of the Housing Authority's Board of Commissioners. voting on the matter.

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3- A. The foregoing amendment and restatement of the Articles has been duly approved by the Board of Directors of this Corporation and the Board of Commissioners of the Housing Authority of the City of Los Angeles, California.

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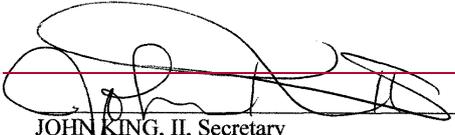
4. B. The Corporation has no members.

We further declare under penalty of ~~perjury~~ perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: ~~July 29, 2010~~ May 28, 2020



RUDOLF MONTIEL, President



JOHN KING, II, Secretary
President

Vice-President

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