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Secretary of State
State of California

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**ARTICLES OF INCORPORATION
OF
CONEJO VALLEY TOURISM IMPROVEMENT DISTRICT, INC.**

ARTICLE I

The name of the corporation shall be Conejo Valley Tourism Improvement District, Inc.

ARTICLE II

This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than the credit union business, for which a corporation may be organized under such law.

ARTICLE III

The specific purpose of this corporation is to administer the Conejo Valley Tourism Improvement District as a wholly-owned subsidiary of the Greater Conejo Valley Chamber of Commerce, which has been designated by the District as the "owner's association" (as defined in section 36614.5 of the California Streets and Highways Code) in its Management District Plan.

ARTICLE IV

The corporation's initial agent for service of process is Jill Lederer, c/o Greater Conejo Valley Chamber of Commerce, 600 Hampshire Road, Suite 200, Westlake Village, CA 91361.

ARTICLE V

The corporation's street and mailing address is 600 Hampshire Road, Suite 200, Westlake Village, CA 91361.

ARTICLE VI

This corporation shall observe all local, state and federal laws which apply to a non-profit organization as defined in section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

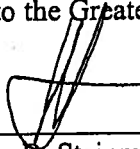
ARTICLE VII

No part of the net earnings of this corporation shall inure to the benefit of any member or private shareholder, as defined in Internal Revenue Code 501(c)(6). Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all

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debts and liabilities of this corporation shall be distributed to the Greater Conejo Valley Chamber of Commerce.

Dated: December 18, 2013



William B. Steinmeyer
Incorporator

EXHIBIT B

**BYLAWS
OF
CONEJO VALLEY TOURISM
IMPROVEMENT DISTRICT, INC.**

A NON-PROFIT MUTUAL BENEFIT CORPORATION

**BYLAWS
OF
CONEJO VALLEY TOURISM
IMPROVEMENT DISTRICT, INC.**

ARTICLE I

GENERAL PROVISIONS

1.1 Name. The formal name of the corporation is the Conejo Valley Tourism Improvement District, Inc." (hereinafter "Corporation").

1.2 Purpose. The specific purpose of the Corporation is to administer the Conejo Valley Tourism Improvement District as a wholly-owned subsidiary of the Greater Conejo Valley Chamber of Commerce, which as been designated by the District as the "owner's association" (as defined in Section 36614.5 of the California Streets and Highways Code) in its Management District Plan, all in accordance with the Corporation's Articles, these Bylaws, any Rules and Regulations and applicable law.

1.3 Principal Office. The principal office for the transaction of business of the Corporation shall be located at 600 Hampshire Road, Suite 200, Westlake Village, CA 91361, or at such other place within Ventura County as the Board may designate.

ARTICLE II

MEMBERS

2.1 No Members. The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law.

2.2 Right of Board to Create Memberships. The Corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members having such rights and obligations as the Board finds appropriate.

ARTICLE III

DIRECTORS

3.1 General Corporate Powers. The business and affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by or under the direction of, the Board of Directors.

3.2 Specific Powers. Without prejudice to their general powers, the Directors shall have the power to:

(i) Select and remove the officers of the Corporation; prescribe any powers and duties for them that are consistent with the law, the Articles of Incorporation, and these Bylaws; and fix their compensation, if any.

(ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency or country; conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.

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

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

3.3 Number and Qualification of Directors. The number of Directors shall be not less than three nor more than fifteen, unless changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within those limits, by the President of the Greater Conejo Valley Chamber of Commerce. The qualifications for Directors shall be determined by the President of the Greater Conejo Valley Chamber of Commerce.

3.4 Appointment and Term of Office of Directors.

3.4.1 Initial Directors. The initial members of the Board of Directors and their respective terms shall be as specified on Exhibit A to these Bylaws. All future members of the Board of Directors shall be designated by the President of the Greater Conejo Valley Chamber of Commerce, each to serve for a term of one year. Directors may serve any number of consecutive terms.

3.4.2 Chairman of the Board. The initial Chair of the Board shall be David Coonan. Future Chairs of the Board shall be selected by a majority vote of the Directors following the appointment of Directors at each annual meeting.

3.5 Vacancies.

3.5.1 Events Causing Vacancy. A vacancy on the Board of Directors shall be deemed to exist at the occurrence of any of the following:

(i) The death, resignation, or removal of any Director.

(ii) The declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Corporation Code §7231 and following of the California Nonprofit Corporation Law.

(iii) The failure of the President of the Greater Conejo Valley Chamber of Commerce to appoint any Director(s) pursuant to the provisions of Section 3.4.1.

(iv) The increase of the authorized number of Directors.

3.5.2 Resignation. Except as provided in this paragraph, any Director may resign, which resignation shall be effective upon receipt of written notice by the Chair of the Board, the President, or the Secretary, unless the notice specifies a later effective date for the resignation. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

3.5.3 Removal. Any Director may be removed, with or without cause, by (i) the President of the Greater Conejo Valley Chamber of Commerce or (ii) the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal are given as provided in Section 3.9.

3.5.4 Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a Director shall be filled by the President of The Conejo Valley Chamber of Commerce as provided in Section 3.4.1.

3.6 Place of Meeting; Meeting by Telephone. Regular meetings of the Board of Directors may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within or outside of the State of California, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation.

Notwithstanding the above provisions of this Section 3.6, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all Directors, either before or after the meeting. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communications equipment, so long as all of the following apply: (a) each Director participating in the meeting can communicate with all the other Directors concurrently; (b) each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and (c) the Corporation adopts and implements means of verifying both of the following: (i) a person communicating by telephone, electronic video equipment, or other communications equipment is a Director entitled to participate in the Board meeting; and (ii) all statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director. Participation in a meeting pursuant to this bylaw shall constitute

presence in person at such meeting.

3.7 Annual Meeting. The Board of Directors shall hold a meeting at least once a year at a time and place designated by the Board of Directors for purposes of electing officers, designating committees, and transacting regular business. Notice of these meetings shall be in accordance with Section 3.9.

3.8 Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the President of the Greater Conejo Valley Chamber of Commerce, Chair of the Board, the President, or any two Directors. Notice of these meetings shall be in accordance with Section 3.9.

3.9 Notice. Notice of any meeting of the Board of Directors shall be given to all Directors at least 4 days in advance if given by first-class mail or at least 48 hours in advance if given by notice delivered personally, by telephone, or by electronic transmission in compliance with Section 12.2 of these Bylaws, provided that such notice may be waived by any Director as set forth in Section 3.10. Notice shall not be given by electronic transmission if the Corporation is unable to deliver two consecutive notices to a Director by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice.

3.10 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (i) a quorum is present and (ii) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

3.11 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 3.12. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for the meeting.

3.12 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

3.13 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the 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. This notice may be waived in the same manner as set forth

under Section 3.10.

3.14 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors individually or collectively consent in writing to that action and, if subject to Corporations Code §7224(a), the number of Directors then in office constitutes a quorum. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

3.15 Compensation of Directors. The Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a director or member of a committee in carrying out his or her duties. Directors shall not otherwise be compensated.

ARTICLE IV

COMMITTEES

4.1 Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees consisting of two or more Directors, and only of Directors, to serve at the pleasure of the Board. Any member of any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (i) Fill vacancies on the Board of Directors or on any committee;
- (ii) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- (iii) Amend or repeal any resolution of the Board;
- (iv) Designate any other committee of the Board or appoint the members of any committee;
- (v) Approve any transaction (i) to which the Corporation is a party and as to which one or more Directors has a material financial interest, or (ii) between the Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest.

4.2 Executive Committee. Pursuant to Section 4.1, the Board may appoint 2 or more Directors and the Chair of the Board of the Corporation to serve as the Executive Committee of the Board. The Chair of the Board shall serve as chair of the Executive Committee. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of

the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 4.1.

4.3 [RESERVED]

4.4 Advisory Committees. The Board may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of Directors or nonDirectors. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the Corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. Advisory Committees shall be subject to the supervision and control of the Board.

4.5 Audit Committee. At all times that this Corporation is required by applicable law to have an independent audit, or at any time the Corporation voluntarily chooses to do so, the Corporation shall have an Audit Committee consisting of at least two Directors and which may include nonvoting advisors. Directors who are employees of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation (other than for service as Director) may not serve on the Audit Committee. The President and Treasurer, if also Directors, may serve on the Audit Committee only if such persons are volunteers and are not compensated by this Corporation. The Audit Committee shall perform the duties and adhere to the guidelines set forth from time to time by the Board. These duties include, but are not limited to: (i) assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary, (ii) negotiating the auditor's compensation, (iii) conferring with the auditor regarding the Corporation's financial affairs, and (iv) reviewing and accepting or rejecting the audit. Members of the Audit Committee shall not receive compensation for their service on the Audit Committee in excess of that provided to Directors for their service on the Board. If the Corporation has a Finance Committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chair of the Audit Committee may not serve on the Finance Committee.

4.6 Meeting and Action of Committees. The Board of Directors may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

ARTICLE V

OFFICERS

5.1 Officers. The Corporation shall have the following Officers: President, Secretary, and Treasurer, and such other Officers as the Board may designate by resolution and appoint pursuant to Section 6.3. Officers need not be Directors. One person may hold two or more offices, except no person serving as Secretary, Treasurer or Chief Financial Officer may serve concurrently as President or Chair of the Board.

5.2 Election of Officers. The Officers of the Corporation, except those appointed in accordance with the provisions of Section 5.3 of this Article, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under a contract of employment.

5.3 Subordinate Officers. The Board of Directors may appoint, and may authorize the President or any other Officer to appoint, any other Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board of Directors.

5.4 Removal of Officers. Subject to rights, if any, under any contract of employment, any Officer may be removed, with or without cause by (i) the President of the Greater Conejo Valley Chamber of Commerce; (ii) the Board of Directors at any regular or special meeting of the Board; or (iii) except in the case of an Officer chosen by the Board of Directors, by an Officer on whom such power of removal has been conferred by the Board of Directors.

5.5 Resignation of Officers. Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

5.6 Vacancies in Office. A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that Office.

5.7 Responsibilities of Officers.

5.7.1 President. The President shall be the chief executive officer of the Corporation. He or she shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President shall be responsible to the Board of Directors, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.

5.7.2 Secretary. The Secretary shall attend to the following:

(i) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes

of all meetings and actions of Directors and committees of Directors, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

5.7.3 Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall attend to the following:

(i) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(iii) Bond. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

ARTICLE VI

RECORDKEEPING

6.1 Maintenance of Articles and Bylaws. The Corporation shall keep at its principal executive office the original or a copy of its Articles and Bylaws as amended to date.

6.2 Maintenance of Other Corporate Records. The accounting books, records, and minutes of the proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such

designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed or printed form.

6.3. Inspections. Every Director and the President of the Greater Conejo Valley Chamber of Commerce shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

6.4 Annual Report. Within 120 days after the end of the Corporation's fiscal year, the President shall furnish, or cause to be furnished, an annual report to all Directors and the Greater Conejo Valley Chamber of Commerce. The report shall contain, in appropriate detail, a balance sheet, income statement and cash flow statement as of the end of the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized officer of the Corporation that they were prepared without audit from the Corporation's books and records.

6.5 Financial Audit. The Corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by the Corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within 9 months after the close of the fiscal year to which the statements relate. For 3 years, such statements (a) shall be available at the Corporation's principal, regional, and district offices during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the Corporation's website.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

7.1 Right to Indemnification. To the fullest extent permitted by law, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an officer, director, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Director, officer, or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code §7237 has been met shall be made by a majority vote of a quorum of

Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

7.2 **Insurance.** This Corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Director, officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, officer, or agent in any such capacity or arising out of the Director's, officer's or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 8.1 of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, officer, or agent of the Corporation for any self-dealing transaction, as described in Corporations Code §7233.

ARTICLE VIII

CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

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

The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or officers, or their families, because they are in the class of persons intended to be benefitted by the educational or charitable program of this Corporation.

8.2 Loans to Directors and Officers. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a Director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall end on December 31.

ARTICLE X

AMENDMENTS

These Bylaws may only be adopted, amended, or repealed by the President of the Greater Conejo Valley Chamber of Commerce.

ARTICLE XI

MEMBERS

This Corporation shall not have voting members within the meaning of the California Nonprofit Corporation Law. The Board of Directors may admit nonvoting members of one or more classes having such rights and obligations as the Board shall deem appropriate from time to time.

ARTICLE XII

CONSTRUCTION AND DEFINITIONS

12.1 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. The terms used in these Bylaws shall generally have their natural, commonly understood meanings or the meanings specified in the California Nonprofit Mutual Benefit Corporation Law, unless otherwise specified herein. Defined terms are capitalized and shall have the meaning ascribed to them in these Bylaws.

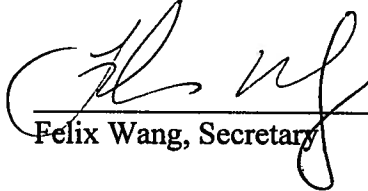
12.2 Electronic Transmission. Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms “written”, and “in writing” as used in these Bylaws

include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of the Conejo Valley Tourism Improvement District, Inc., a California nonprofit public benefit corporation, do hereby certify that the foregoing Bylaws consisting of 13 pages were adopted as the Bylaws of the Corporation by the Directors of the Corporation effective December 23, 2013, and the same do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of this 23rd day of December, 2013.



Felix Wang, Secretary

EXHIBIT A

INITIAL MEMBERS OF THE BOARD OF DIRECTORS OF CONEJO VALLEY TOURISM IMPROVEMENT DISTRICT, INC.

<u>Name</u>	<u>Term</u>
Felix Wang	One Year
Jill Lederer	One Year
C.C. Patel	One Year
David Coonan	One Year
Steven Tarn	One Year

EXHIBIT C

CONEJO VALLEY TOURISM IMPROVEMENT DISTRICT, INC.

CONFLICT OF INTEREST POLICY

ARTICLE I Purpose

The purpose of this conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether A Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII
Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE IX
Use of Outside Experts

When conducting the periodic reviews as provided in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
CONEJO VALLEY TOURSIM DISTRICT, INC.**

The undersigned, constituting all the directors of Conejo Valley Tourism District, Inc., a California nonprofit mutual benefit corporation ("Corporation"), do hereby adopt the following resolutions by unanimous written consent under Corporations Code section 7211(b), effective as of December 23, 2013:

WHEREAS, the undersigned have reviewed the Articles of Incorporation attached as Exhibit A and approve of the same without modification:

RESOLVED, that the Articles of Incorporation attached as Exhibit A are hereby approved.

WHEREAS, William B. Steinmeyer has taken certain actions as incorporator of the Corporation to perfect the organization of the Corporation.

RESOLVED, that the actions taken by William B. Steinmeyer, as incorporator of the Corporation to perfect the organization of the Corporation, including the filing of the Corporation's Articles of Incorporation and the election of Jill Lederer, Felix Wang, David Coonan, C.C. Patel and Steven Tarn as the initial officers and directors of the Corporation, be, and they hereby are, ratified, approved, and confirmed.

WHEREAS, the undersigned have reviewed the bylaws attached as Exhibit B and approve of the same without modification:

RESOLVED, that the bylaws attached as Exhibit B are hereby approved and their adoption hereby ratified and confirmed.

WHEREAS, the following individuals have been named as the initial officers of the Corporation, and the undersigned approve of their appointment to the office designated next to the name of each:

Jill Lederer	President
C. C. Patel	Treasurer
Felix Wang	Secretary

RESOLVED, that the appointments of the following officers to the office specified before their respective names are hereby approved, ratified and confirmed:

Jill Lederer	President
C. C. Patel	Treasurer
Felix Wang	Secretary

RESOLVED FURTHER, that any prior actions taken by any of the above officers as officers of the Corporation in furtherance of the organization of the Corporation be, and they hereby are, ratified, approved, and confirmed.

WHEREAS, the undersigned approve of 600 Hampshire Road, Suite 200, Westlake Village, California 91361 as the Corporation's principal place of business.

RESOLVED, that 600 Hampshire Road, Suite 200, Westlake Village, California 91361 is hereby located and fixed as the principal office of the Corporation in the State of California.

WHEREAS, the undersigned determine it to be in the best interests of the Corporation to provide for the payment of the expenses of incorporation and organization of the Corporation:

RESOLVED, that the President of the Corporation is hereby authorized and directed to pay the expenses of the incorporation and organization of the Corporation.

WHEREAS, the undersigned desire to authorize the filing of applications for tax exemptions:

RESOLVED, that the President is hereby authorized to take all necessary steps to execute all necessary instruments to apply for federal and California tax exemptions as a charitable nonprofit organization.

WHEREAS, the undersigned desire to authorize certain officers to contract and obligate the corporation in the ordinary course of business:

RESOLVED, that the President and Chairman of the Board of the Corporation, acting jointly, be, and hereby are, authorized to sign contracts and obligations on behalf of the Corporation.

WHEREAS, the Directors wish to adopt the cash method of accounting:

RESOLVED, that the Corporation shall use the cash method of accounting for all tax reporting requirements unless required otherwise by law.

WHEREAS, the undersigned desire that the President establish such bank accounts as he or she deems appropriate:

RESOLVED, that the President is hereby authorized to open bank accounts as necessary for the Corporation, requiring two corporate officer signatures for withdrawals, and that any required resolution establishing the selected bank as the depository is hereby adopted.

RESOLVED FURTHER, That until such authority is revoked by sealed notification to the bank of such action by the board of directors of the Corporation, the President and Chairman of the Board of the Corporation, acting jointly, be, and hereby are, authorized to execute checks for and on behalf of the Corporation.

WHEREAS, the Corporation must secure a federal employer identification number for use on certain tax returns and statements:

RESOLVED, that the Officers of the Corporation and each of them are authorized and directed to make such filings and applications as necessary to secure for the Corporation a federal employer identification number.

WHEREAS, the Corporation may desire to obtain a nonprofit mailing permit:

RESOLVED, that the Officers of the Corporation and each of them are authorized and directed to make such filings and applications as necessary to secure a nonprofit mailing permit for the Corporation.

WHEREAS, the Board of Directors of this Corporation desires that the Corporation conduct its business affairs so as to avoid any possible conflict of interest between the duties and responsibilities that the Corporation's directors and officers owe to the Corporation, and other duties and responsibilities those individuals may have; and

WHEREAS, the Board of Directors has reviewed the Conflict of Interest Policy attached hereto as Exhibit C and determined that it is appropriate for the Corporation;

RESOLVED, that the Conflict of Interest Policy attached hereto as Exhibit C be, and it hereby is, the Policy of the Corporation; and

WHEREAS, this Corporation desires to authorize electronic transmission of corporate notices and approvals.

RESOLVED, that the Corporation may send meeting notices, annual reports, and all other materials by electronic transmission or facsimile to the addresses and/or facsimile numbers provided by the recipient for such purposes.

This consent may be executed in one or more counterparts, each of which shall be deemed an

original and all of which shall constitute a single instrument.

Conejo Valley Tourism Improvement District, Inc.

By: Jill Lederer
Jill Lederer, President

DIRECTORS

Jill Lederer
Jill Lederer

Felix Wang
Felix Wang

C.C. Patel
C.C. Patel

David Coonan
David Coonan, Chairman

Steven Tarn
Steven Tarn, Vice-Chairman

READ AND APPROVED BY:

Greater Conejo Valley Chamber of Commerce

By: Jill Lederer
Jill Lederer, President