

BYLAWS
OF
STARR KING OPEN SPACE
(the “Organization”)
a California Nonprofit Public Benefit Corporation

ARTICLE I
NAME AND PURPOSE

- 1.1 Corporate Name.** The name of the Organization is Starr King Open Space.
- 1.2 Purpose.** The purpose of the Organization is to maintain, manage, and improve as open space the land described in Section 9.1 of these Bylaws.
- 1.3 Mission Statement.** The Organization is committed to providing community stewardship of its land so that it remains a place of discovery and beauty.
- 1.4 Guiding Principles.** The guiding principles of the Organization are:
- (a) dedication to the preservation and maintenance of open space.
 - (b) use of the Organization’s land in such a manner as to provide community stewardship of that land so that the benefit thereof may be enjoyed by future generations.
 - (c) use of the Organization’s land in such a manner as to be unrestricted and unhampered by enclosures.

ARTICLE II
OFFICES

- 2.1 Principal Office.** The Organization shall not have a principal office for the transaction of business, unless otherwise determined by the Board of Directors in accordance with Section 2.2 of these Bylaws.
- 2.2 Selection and Change of Address.** The Board of Directors is granted full power and authority to select and to subsequently change the principal office of the Organization from one location to another,

provided that such office is located in the neighborhood of Potrero Hill, in the City of San Francisco, California, which such neighborhood shall be bounded by (including both sides of these boundary streets):

Potrero Avenue on the West;
16th Street on the North;
Third Street on the East; and
Cesar Chavez (formerly Army) Street on the South,

(the above described neighborhood will hereinafter be referred to as "**Potrero Hill**").

Any selection or subsequent change of address will be noted by the Secretary in these Bylaws, but will not be considered an amendment of these Bylaws.

ARTICLE III DIRECTORS

3.1 Number. The Organization will have nine Directors. Collectively, the Directors will hereinafter be referred to as the "**Board of Directors**" or the "**Board**".

3.2 Ex-Officio Member. The Potrero Boosters Neighborhood Association shall be entitled to appoint an ex-officio member to the Board, who shall be entitled to notice of, attend at, and participate in, all meetings of the Board as if such ex-officio member was a member of the Board, but who shall not serve as a member of the Board. The ex-officio member shall not be entitled to, and shall not, vote at any such meetings, and shall not manage the activities and affairs of the Organization nor exercise any of the authority or power of the Board.

3.3 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 of the articles of incorporation or the bylaws of the Organization, the activities and affairs of the Organization will be managed by and all corporate powers will be exercised by or under the authority and direction of the Board of Directors.

3.4 Qualifications. The Directors of the Organization must have reached 18 years of age and be residents of the State of California. The Directors must also reside in Potrero Hill. No two Directors may reside in the same household.

3.5 Terms of Office. Subject to Section 3.11 of these Bylaws, at the next Annual Meeting of the Board following adoption of these Bylaws, the Directors will be elected to serve as follows:

(a) Three directors will be elected to hold office for three years, commencing at the conclusion of the next regular meeting of the Board following the above referenced Annual Meeting of the Board and until the conclusion of the regular meeting of the Board of Directors immediately following the third Annual Meeting of the Board at which such Director was elected;

(b) Three directors will be elected hold office for two years, commencing at the conclusion of the next regular meeting of the Board following the above referenced Annual Meeting of the Board and until the conclusion of the regular meeting of the Board of Directors immediately following the second Annual Meeting of the Board at which such Director was elected; and

(c) Three directors will be elected hold office for one year, commencing at the conclusion of the next regular meeting of the Board following the above referenced Annual Meeting of the Board and until the conclusion of the regular meeting of the Board of Directors immediately following the next Annual Meeting of the Board at which such Director was elected.

Each of the Directors will be elected as prescribed by Subsection 3.7(a) of these Bylaws, and shall serve until the Director's successor is elected or appointed and qualifies under Section 3.4 of these Bylaws.

Thereafter, each Director shall hold office for a three year term, commencing at the conclusion of the next regular meeting of the Board of Directors following the third, second or next Annual Meeting of the Board at which such Director was elected pursuant to Section 3.7 of these Bylaws and until the conclusion of the regular meeting of the Board of Directors immediately following the third Annual Meeting of the Board, as prescribed by Subsection 3.7(a) of these Bylaws, at which such Director was last elected, and until the Director's successor is elected or appointed and qualifies under Section 3.4 of these Bylaws.

3.6 Nomination. Any person qualified to be a Director under Section 3.3 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

3.7 Election.

(a) Elected at May Board Meeting. Directors will be elected at the May meeting of the Board of Directors, which will be designated as the "Annual Meeting of the Board". Directors shall be elected at large by the residents of Potrero Hill present at such meeting.

(b) Votes; Re-election. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors are eligible for re-election, provided they continue to meet the qualifications required by Section 3.3 of these Bylaws, but may not be elected to more than six consecutive years on the Board of Directors. The Board of Directors shall determine the method to be used If, at any Annual Meeting, there are one or more Directors to be elected to serve for terms of differing lengths of time at the same meeting.

3.8 Compensation. The Directors serve without compensation, except that they shall be reimbursed for the actual and necessary expenses incurred on behalf of the Organization, provided such expenses are approved in advance by the Treasurer.

3.9 Meetings.

(a) Call of Meetings. Regular meetings of the Board may be called by the President, or the Vice-President, or the Secretary, or any two Directors.

(b) Place of Meetings. All meetings of the Board will be held at such place in the neighborhood of Potrero Hill as may be determined by the Board from time to time.

(c) Regular Meetings. Regular meetings of the Board will be open to the public and held not less than monthly, on the date and at the time and place as determined by the Board of Directors. Notice and call of such regular meetings will be given as determined by resolution of the Board of Directors.

(d) Special Meetings. Special meetings of the Board may be called by the President, the Vice-President, or the Secretary, or any two Directors, the ex-officio member referred to in Section 3.2 or upon the written request of not less than 20 of residents of Potrero Hill. Special meetings may be held on four days notice by first class mail, postage prepaid, or on 48 hours notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the Organization.

Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

(e) Quorum. A quorum for the transaction of business shall be a majority of the number of director authorized in these Bylaws, except as otherwise provided in these Bylaws.

(f) Transactions of Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

(g) Conduct of Meetings. The President or, in his or her absence, any Director selected by the Directors then present will preside at meetings of the Board of Directors. The Secretary of the Organization or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, as long as all members participating in the meeting can hear one another, provided the advance approval of the President or Vice-President is obtained. This participation constitutes personal presence at the meeting.

(h) Adjournment. A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for

more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

3.10 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors individually or collectively consent in writing to that action and provided further that the ex-officio member is given advance copies of any such proposed action along with the Members of the Board. Written consents must be filed with the minutes of the proceedings of the Board of Directors. Action by written consent has the same force and effect as the unanimous vote of the Directors.

3.11 Removal of Directors.

(a) Removal for Cause. The Board of Directors may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of court.
- (2) The Director has been convicted of a felony.
- (3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Corporations Code Section 5230 et seq. on directors who perform functions with respect to assets held in charitable trust.

(4) The Director does not attend three consecutive meetings of the Board of Directors, unless (i) the Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting (if such leave is granted, the number of members of the Board of Directors will be reduced by one in determining whether a quorum is or is not present); (ii) the Director suffers from an illness or disability that prevents him or her from attending meetings and the Board of Directors by resolution waives the automatic removal procedure of this subsection; or (iii) the Board of Directors by resolution of the majority of the Board of Directors must agree before a director who has missed three meetings may be reinstated.

(b) Removal Without Cause. Any Director may be removed, with or without cause, by the vote of the majority of the members of the Board of Directors then in office at a special meeting of the Board of Directors called for that purpose, or at a regular meeting of the Board of Directors, provided that notice of that meeting and of the removal questions are given as provided in Section 3.9(d) of these Bylaws. Any vacancy caused by the removal of a director shall be filled as provided in Section 3.13 of these Bylaws.

3.12 Resignation of Director. Any Director may resign effective on written notice to the President, the Secretary, or the Board of Directors of the Organization. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

3.13 Vacancies in the Board.

(a) Causes. Vacancies on the Board of Directors occur: (1) on the death, resignation, or removal of any Director; (2) whenever the number of authorized Directors is increased; and (3) on the failure of the residents of Potrero Hill in any election to elect the full number of authorized Directors.

(b) Filling Vacancies by Directors. Except as otherwise provided in the Articles or these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 3.9(d) of these Bylaws; or (3) a sole remaining Director.

(c) Term of Director Elected to Fill Vacancy. Any Director elected or appointed to the Board of Directors to fill a vacancy pursuant to Subsection 3.13(b) will hold office until expiration of the term for which elected and until a successor has been elected and qualified, unless the director has been removed from office.

3.14 Board Committees. The Board of Directors may, by resolution adopted by a majority of the number of Directors then in office, create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board of Directors. Appointments to committees of the Board of Directors shall be by majority vote of the Directors then in office. The Board of Directors may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board of Directors, to the extent provided in the Board resolution, except that no committee may do the following:

- (a) fill vacancies on the Board of Directors or any committee of the Board of Directors;
- (b) fix compensation of the Directors for serving on the Board of Directors or on any committee;
- (c) amend or repeal bylaws or adopt new bylaws;
- (d) amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- (e) create any other committees of the Board of Directors or appoint the members of committees of the Board of Directors; or
- (f) expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected;
- (g) with respect to any assets held in charitable trust, approve any contract or transaction between the Organization and one or more of its Directors or between The Organization and an entity in which one or more of its Directors have a material financial interest, subject to the approval provisions of Corporations Code §5233(d)(3).

Notwithstanding the above, the activities and affairs of the Organization shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors in accordance with the provisions of Corporations Code §5210.

3.15 Non-Executive Committees. The Board of Directors may, by resolution adopted by a majority of the number of Directors then in office, create one or more non-executive committees that do not exercise the authority or power of the Board of Directors, each consisting of one or more Directors and any number of non-Directors, to serve at the pleasure of the Board of Directors.

3.16 Audit Committee. The Organization shall have an audit committee consisting of at least three directors, and may include non-voting advisors. Not more than one director who is an officer of the Organization may serve on the audit committee. Directors who are employees of the Organization or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Organization (other than for service as director) may not serve on the audit committee. The audit committee shall perform the duties and adhere to the guidelines set forth in the Organization's audit committee charter as amended from time to time by the Board of Directors. If the Organization 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.

ARTICLE IV OFFICERS

4.1. Number and Titles. The officers of the Organization shall be a President, a Vice-President, a Secretary, a Treasurer, and those other officers with such titles and duties as determined by the Board and as may be necessary to enable it to sign instruments. The President is the general manager and chief executive officer of the Organization. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

4.2. Appointment and Resignation. The officers will be chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an office under any contract of employment, if any. Any officer may resign at any time on written notice to the Organization without prejudice to the rights, if any, of the Organization under any contract to which the officer is a party.

4.3 Additional Officers. The Board of Directors may appoint and authorize the President, or another officer to appoint any other officers that the Organization may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in these Bylaws or established by the Board of Directors.

4.4 Resignation of Officers. Any officer may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to

be effective. Any resignation shall be without prejudice to any rights of the Organization under any contract to which the officer is a party.

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

4.6 Responsibilities.

(a) President. Subject to the control of the Board of Directors, the President shall be the general manager of the Organization and shall supervise, direct, and control the Organization's activities, affairs, and officers. The President shall preside at all board meetings. The President shall have such other powers and duties as the Board of Directors or the bylaws of the Organization may require.

(b) Vice-President. If the President is absent or disabled, the Vice-President shall perform all duties of the President. When so acting, the Vice-President shall have all powers of and be subject to all restrictions on the President. The Vice-President shall have such other powers and duties as the Board of Directors or the bylaws of the Organization may require.

(c) Secretary. The Secretary shall keep or cause to be kept, at the Organization's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at board and committee meetings; and the number of residents of Potrero Hill present or represented.

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

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and of committees of the Board of Directors that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board of Directors or the bylaws of the Organization may require.

(d) Treasurer. The Treasurer shall be the chief financial officer of the Organization, and keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Organization's properties and transactions. 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 Board of Directors. The books of account shall be open to inspection by any Director at all reasonable times.

The Treasurer shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Organization with such depositories as the Board of Directors may designate; (2) disburse the Organization's funds as the Board of Directors may order; (3) render to the President and the board, when requested, an account of all transactions as Treasurer and of the

financial condition of the Organization; and (4) have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

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

ARTICLE V CORPORATE RECORDS, REPORTS, AND SEAL

5.1. Keeping Records. The Organization must keep adequate and correct records of account and minutes of the proceedings of the Board, and committees of the Board. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

5.2. Annual Report. The Organization will furnish each Director yearly with a financial report pursuant to Corporations Code Section 6321(a). The annual report will be prepared not later than 120 days after the close of the Organization's fiscal year. The annual report must contain in appropriate detail all the information required by Corporations Code Section 6321(a), specifically,

(1) A balance sheet as of the end of the fiscal year and an income statement and statement of changes in financial position for the fiscal year; and

(2) Any information concerning certain transactions and indemnifications required by Corporations Code Section 6322.

The annual report must be accompanied by any report of independent accountants. However, if there is no report by independent accountants, the certificate of any authorized officer of the Organization that the statements were prepared without audit from the books and records of the Organization. The financial report and any accompanying material (including the statement referred to in Section 5.3 of these Bylaws) may be sent by electronic transmission by the Organization, including, without limitation, being made accessible through other electronic means as deemed appropriate by the Board of Directors provided that each recipient receives a separate notification of such electronic means and provides an unrevoked consent to the use of such electronic means.

5.3. Annual Statement of Certain Transactions and Indemnifications. The Organization must furnish annually to the Directors a statement of any transaction or indemnification described in Corporations Code Section 6322(d) and (e), if that transaction or indemnification took place. The annual statement must be affixed to and sent with the annual report described in Section 5.2 of these Bylaws.

5.4. Corporate Seal. The Board of Directors may adopt a corporate seal in such form as the Board may approve by resolution. The Secretary of the Organization will maintain custody of the seal and affix

it in all appropriate cases to all corporate documents. However, the failure to affix the seal does not affect the validity of any instrument.

ARTICLE VI TRANSACTIONS

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

6.2 Exception. Section 6.1 of these Bylaws does not apply to a transaction that is part of an educational or charitable program of the Organization if it (1) is approved or authorized by the Organization in good faith and without unjustified favoritism and (2) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of the Organization.

6.3 Loans to Directors and Officers. The Organization shall not lend any money or property to or guarantee the obligation of any Director or officer without the approval of the California Attorney General, provided, however, that the Organization may advance money to a Director or officer of the Organization for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by the Organization.

ARTICLE VII INDEMNIFICATION AND INSURANCE

7.1 Indemnification. To the fullest extent permitted by law, the Organization shall indemnify its Directors and officers, and may indemnify employees and other persons described in Corporations Code 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Organization, by reason of the fact that the person is or was a person described in that section.

“Expenses,” as used in these Bylaws, shall have the same meaning as in that section of the Organizations Code.

7.2 Insurance. The Organization shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer’s, Director’s, employee’s, or agent’s status as such.

7.3 Insurance – Assets. The Organization shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on the Organization’s assets, to cover such liabilities as are generally covered by owners thereof and organizations such as the Organization.

ARTICLE VIII AMENDMENT

8.1 Amendment. These Bylaws may be amended by the vote of not less than six members of the Board of Directors. Any vote to amend these Bylaws will be held at a duly called meeting at which quorum is present, provided however that the proposed amendment has been announced at the previous meeting at which quorum was present. The proposed amendment must also be included in the notice, if any, of the meeting at which such action to amend is proposed to take place. Public notice of the meeting on a change of these Bylaws must be given not less than two weeks prior to the meeting at which these Bylaws are intended to be amended in a manner reasonably calculated to reach all residents of Potrero Hill.

ARTICLE IX LAND

9.1 Land. The land of the Organization is as follows:

PARCEL ONE:

BEGINNING AT A POINT ON THE WESTERLY LINE OF WISCONSIN STREET, DISTANT THEREON 641.00 FEET SOUTHERLY FROM THE SOUTHERLY LINE OF 23RD STREET AND THENCE RUNNING SOUTHERLY ALONG SAID LINE OF WINSONSIN STREET AND ITS SOUTHERLY PROLONGATION 225.00 FEET TO THE FORMER NORTHERLY LINE OF 25TH STREET, AS SAID LINE OF 25TH STREET EXISTED PRIOR TO CONDEMNATION BY THE UNITED STATES DISTRICT COURT ACTION NO. 23204; THENCE AT A RIGHT ANGLE WESTERLY ALONG SAID FORMER LINE OF 25TH STREET 200.00 FEET; THENCE AT A RIGHT ANGLE NORTHERLY 225.00 FEET THENCE AT A RIGHT ANGLE EASTERLY 200.00 FEET TO THE POINT OF BEGINNING.

BEING A PORTION OF NEW POTRERO BLOCK 191.

EXCEPTING THEREFROM THAT PORTION DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE WESTERLY LINE OF WISCONSIN STREET DISTANT THEREON 508.24 FEET NORTHERLY FROM THE FORMER NORTHERLY LINE OF 26TH STREET, AS SAID FORMER LINE EXISTED PRIOR TO THE VACATION OF A PORTION OF 26TH STREET BY ORDINANCE NO. 548-83 OF THE BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, ADOPTED NOVEMBER 28, 1983, AND THENCE RUNNING NORTHERLY ALONG SAID LINE OF WISCONSIN STREET 32.46 FEET; THENCE RUNNING SOUTHWESTERLY ON THE ARC OF A CURVE TO THE LEFT, WHOSE TANGENT DEFLECTS 94° 54' 17" TO THE LEFT FROM THE PRECEDING COURSE, WITH RADIUS 104.00 FEET, CENTRAL ANGLE 25° 47' 38", A DISTANCE OF 46.82 FEET; THENCE RUNNING SOUTHWESTERLY TANGENT TO THE PRECEDING CURVE 59.43 FEET; THENCE RUNNING SOUTHWESTERLY, WESTERLY AND NORTHWESTERLY ON THE ARC OF A CURVE TO THE RIGHT TANGENT TO THE PRECEDING COURSE, WITH RADIUS 72.00 FEET; CENTRAL ANGLE 101° 21' 33" A DISTANCE OF 127.37 FEET TO A POINT ON THE EASTERLY LINE OF CAROLINA STREET; THENCE DEFLECTING 160° 39' 38" TO THE LEFT FROM THE TANGENT TO THE PRECEDING CURVE AT THE LAST SAID POINT AND RUNNING SOUTHERLY ALONG SAID EASTERLY LINE OF CAROLINA STREET 58.23 FEET; THENCE RUNNING SOUTHEASTERLY, EASTERLY AND NORTHEASTERLY ON THE ARC OF A CURVE TO THE LEFT, WHOSE TANGENT DEFLECTS 52° 22' 20" TO THE LEFT FROM THE PRECEDING COURSE, WITH RADIUS 108.00 FEET, CENTRAL ANGLE 68° 19' 35", A DISTANCE OF 128.79 FEET; THENCE RUNNING NORTHEASTERLY TANGENT TO THE PRECEDING CURVE 58.38 FEET; THENCE NORTHEASTERLY ON THE ARC OF A CURVE TO THE RIGHT TANGENT TO THE PRECEDING COURSE, WITH RADIUS 72.00 FEET, CENTRAL ANGLE 21° 31' 05", A DISTANCE OF 27.04 FEET; THENCE RUNNING NORTHEASTERLY, EASTERLY AND SOUTHEASTERLY ON THE ARC OF A COMPOUND CURVE, WITH RADIUS OF 10.00 FEET, CENTRAL ANGLE 14° 55' 11", A DISTANCE OF 2.60 FEET TO SAID WESTERLY LINE OF WISCONSIN STREET AND THE POINT OF BEGINNING.

ALSO EXCEPTING THEREFROM THAT PORTION LYING WITHIN THE MAP OF PARKVIEW HEIGHTS, FILED MAY 8, 1985, SERIES NO.493855, OFFICIAL RECORDS, CITY AND COUNTY OF SAN FRANCISCO.

BEING A PORTION OF LOT 15 IN ASSESSOR'S BLOCK 4219.

PARCEL TWO:

BEGINNING AT THE POINT OF INTERSECTION OF THE SOUTHERLY LINE OF 23RD STREET WITH THE WESTERLY LINE OF CAROLINA STREET AND THENCE RUNNING SOUTHERLY ALONG SAID LINE OF CAROLINA STREET AND ITS SOUTHERLY PROLONGATION 866.00 FEET TO THE FORMER NORTHERLY LINE OF 25TH STREET, AS SAID NORTHERLY LINE OF 25TH STREET EXISTED PRIOR TO CONDEMNATION BY THE UNITED STATES DISTRICT COURT ACTION NO. 23204; THENCE AT A RIGHT ANGLE WESTERLY ALONG SAID FORMER LINE 100.00 FEET; THENCE AT A RIGHT ANGLE NORTHERLY 366.67 FEET; THENCE AT A RIGHT ANGLE WESTERLY 100.00 FEET TO THE EASTERLY LINE OF DE HARO STREET; THENCE AT A RIGHT ANGLE NORTHERLY ALONG SAID LINE OF DE HARO STREET 199.33 FEET; THENCE AT A RIGHT ANGLE EASTERLY 100.00 FEET; THENCE AT A RIGHT ANGLE NORTHERLY 233.33 FEET; THENCE AT A RIGHT ANGLE EASTERLY 50.00 FEET; THENCE AT A RIGHT ANGLE NORTHERLY 66.67 FEET TO SAID LINE OF 23RD

STREET; THENCE AT A RIGHT ANGLE EASTERLY ALONG SAID LINE OF 23RD STREET 50.00 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM THAT PORTION LYING WITHIN THE MAP OF PARKVIEW HEIGHTS, FILED MAY 8, 1985, SERIES NO. 493855, OFFICIAL RECORDS, CITY AND COUNTY OF SAN FRANCISCO.

BEING PORTIONS OF NEW POTRERO BLOCKS 181 AND 182.

CERTIFICATE OF SECRETARY OF

Starr King Open Space, a California Nonprofit Public Benefit Corporation

I hereby certify that I am the duly elected and acting Secretary of the Organization and that the foregoing Bylaws, comprising 13 pages, constitute the Bylaws of the Organization as duly adopted at a meeting of the Board of Directors held on March 09, 2011.

Dated: _____, 2011.

Andie Grace, Secretary