

BYLAWS OF BRO GOLF CLUB, INC.

1. ARTICLE I – OFFICES

- 1.1. **Principal Office.** The principal office of the Corporation for its transaction of business is located at 1622 First Street, Manhattan Beach, California.
- 1.2. **Change of Address.** The Board of Directors is granted full power and authority to change the principal office of the Corporation from one location to another in the County of Los Angeles, California. Any change of address will be noted by the Secretary in these Bylaws, but will not be considered an amendment of these Bylaws.

2. ARTICLE II – MEMBERS

- 2.1. **Members Prohibited.** The Corporation will not have any members.
- 2.2. **Effect of Prohibition.** Any action that would otherwise require approval by a majority of all members or approval by the members requires only approval of the Board of Directors. All rights that would otherwise vest under the Mutual Benefit Corporation Law in the members will vest in the Directors.

3. ARTICLE III – DIRECTORS

- 3.1. **Number.** The Corporation may not have less than five nor more than 11 Directors. The initial number of Directors is nine and this number will be fixed or modified from time to time, within the limits specified in this Bylaw, by an amendment to this Bylaw duly adopted by approval of the Directors.
- 3.2. **Term of Office.** Each Director will hold office for the term of one year and until a successor Director has been elected and qualified.
- 3.3. **Nomination.** Any person may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.
- 3.4. **Election.** The Directors will be elected at each regular meeting of the Board of Directors. The open Director seats shall be elected one-by-one based on majority vote until all open Director seats are filled. Directors are eligible for reelection without limitation on the number of terms they may serve.

- 3.5. **Compensation.** The Directors serve without compensation, except that they shall be allowed and paid their actual and necessary expenses incurred in attending the meetings of the Board or other provisions allowing partial compensation.
- 3.6. **Meetings**
- 3.6.1. **Call of Meetings.** Meetings of the Board may be called by the Chair of the Board or the President or the Secretary or a majority of Directors.
- 3.6.2. **Place of Meetings.** All meetings of the Board will be held at the principal office of the Corporation as specified in Article 1 of these Bylaws or in a different location as determined by the Board.
- 3.6.3. **Regular Meetings.** There shall be no regular annual meetings of the Board.
- 3.6.4. **Special Meetings.** Special meetings of the Board may be called by the Chair of the Board or the President or the Secretary or a majority of Directors. 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 or electronic mail, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. 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.
- 3.6.5. **Quorum.** A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.
- 3.6.6. **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.

3.6.7. Conduct of Meetings. The Chair of the Board, if any and if present and acting, shall preside at all meetings. Otherwise, the President, if any and present and acting, or any director chosen by the Board, shall preside. The Secretary of the Corporation 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, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

3.6.8. 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.

3.7. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors.

3.8. Removal of Directors

3.8.1. Removal for Cause

3.8.1.1. The Board may declare vacant the office of a Director on the occurrence of any of the following events:

3.8.1.1.1. The Director has been declared of unsound mind by a final order of court.

3.8.1.1.2. The Director has been convicted of a felony.

3.8.2. Removal without Cause. Any Director may be removed without cause if removal is approved by the Board of Directors within the meaning of Corporations Code Section 5032.

3.9. Resignation of Director. Any Director may resign effective on giving written notice to the Chair of the Board of Directors, the President, the Secretary, or the Board of Directors of the Corporation. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director may not resign if the Corporation would then be left without a duly elected Director in charge of its affairs.

3.10. Vacancies in the Board

3.10.1. 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 members in any election to elect the full number of authorized Directors.

3.10.2. Filling Vacancies by Directors. Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 3.09 of 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 3.07(d) of these Bylaws; or (3) a sole remaining Director.

4. ARTICLE V – OFFICERS

4.1. Number and Titles – The officers of the Corporation shall be a President, a Secretary, and 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 Corporation. Any number of offices may be held by the same person, except that neither the Secretary or 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. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

4.3. **Duties of Officers**

4.3.1. **President.** The President will be the general manager and chief executive of the Corporation and will, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Corporation. The President will perform all duties incident to the office of President and any other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or that may be prescribed from time to time by the Board of Directors. The President is hereby authorized to exercise any right to vote or execute a proxy to vote shares of stock of, any bonds, debentures, or other evidences of indebtedness of, any other corporation or corporations owned or possessed by the Corporation.

4.3.2. **Secretary.** The Secretary will keep or cause to be kept at the principal office of the Corporation, or other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary will perform any other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

4.3.3. **Treasurer.** The Treasurer of the Corporation will keep and maintain in any other form capable of being converted into written form adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account will at all times be open to inspection by any Director of the Corporation. The Treasurer will deposit all moneys and other valuables in the name of and to the credit of the Corporation with depositaries as may be designated by the Board of Directors. The Treasurer will disburse the funds of the Corporation as ordered by the Board of Directors, and will render to the President and the Directors, on request, an account of that officer's transaction as Treasurer, and of the financial condition of the Corporation. The Treasurer will perform any other and further duties as may be required by law or as may be

prescribed or required from time to time by the Board of Directors or these Bylaws.

- 4.4. **Resignation and Removal of Officers.** Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all of the Directors.

5. ARTICLE V – CORPORATE RECORDS, REPORTS, AND SEAL

- 5.1. **Keeping Records.** The Corporation must keep adequate and correct records of account and minutes of the proceedings of its Board and committees of the Board. The Corporation must also minutes 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. **Corporate Seal.** The Secretary of the Corporation will maintain custody of the seal of the corporation 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.

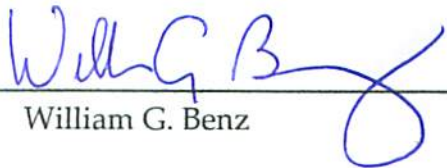
6. ARTICLE VII – PROVISIONS EFFECTIVE ONLY IN AN EMERGENCY

- 6.1. **Conduct of Business Affairs in an Emergency.** The provisions of this Article VII are intended to manage and conduct the ordinary business affairs of the Corporation, effective only in an emergency as defined in Corporations Code Section 5140. All provisions of the regular bylaws consistent with these emergency bylaws will remain effective during the emergency, and these emergency bylaws will not be effective after the emergency ends.

CERTIFICATE OF ADOPTION OF BYLAWS

ADOPTION BY INCORPORATOR

The undersigned person appointed in the Articles of Incorporation to act as the Incorporator of the above-named corporation hereby adopts the above as the Bylaws of said corporation, effective this 7th day of April 2015.



William G. Benz

THIS IS TO CERTIFY:

That I am the duly-elected, qualified and acting Secretary of the above-named corporation; that the foregoing Bylaws were adopted as the Bylaws of said corporation on the date set forth above by the person appointed in the Articles of Incorporation to act as the Incorporator of said corporation.



Jake Courtney, Secretary