**AMENDED AND RESTATED**

**BYLAWS OF CENTRAL COAST JUNIOR GOLF, INC.**

A California nonprofit public benefit corporation

1. Name. The name of this corporation is CENTRAL COAST JUNIOR GOLF, INC.

2. Office of the Corporation. The principal office for the transaction of activities and affairs of the corporation (principal office) is located at 120 La Joya Drive, Nipomo, CA 93444, San Luis Obispo County, California. The board of directors (board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this section or this section may be amended to state the new location.

3. Purpose. The purpose of the corporation is to foster junior golf in Santa Barbara and San Luis Obispo and Northern Ventura Counties, California, and to such end, apply for and obtain a charter from THE FIRST TEE Division of the WORLD GOLF FOUNDATION, INC., a Florida not for profit corporation, and to operate under the terms of such a franchise in Santa Barbara and San Luis Obispo Counties to promote junior golf, and for similar or related public and charitable purposes.

4. Members. This corporation shall have no members.

5. Directors. This corporation shall have between 16 and 30 directors, divided into two (2) regions, with each region having at least 8 directors, and collectively the two regions shall be known as the Entire Board of Directors. Initially the Regions shall be: (1) San Luis Obispo County and North Santa Barbara County; and (2) South Santa Barbara County and North Ventura County. Sitting en banc the Entire Board of Directors shall have the following powers and shall conduct business of the corporation in the following manner:

(a) Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to ant limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, the corporation’s activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the board of directors (sometimes hereafter referred to as the “board”)

(b) Specific Powers of the Entire Board of Directors. Without prejudice to the general powers set forth in the preceding section of these bylaws, but subject the same limitations, the entire board of directors has the power to:

(1) Appoint and remove at the pleasure of the board of the corporation’s officers, agents and employees; prescribe powers and duties for them that are consistent with law, with the articles of incorporation and require from them security for faithful performance of their duties.

(2) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside California.

(3) Adopt and use and alter the form of a corporate seal.

(4) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation’s purposes in the corporate name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

(c) Power of Regional Board of Directors. Each Regional Board of Directors shall have the specific power to hold meetings, conduct business exclusively related to its region, and such other powers as the entire board of directors bestows upon them.

(d) Qualification of Directors. The qualification for the entire board of directors is that they be residents of either Santa Barbara County, Ventura or San Luis Obispo County, California. The qualification for each member of a Regional board of directors is that they be residents of that region.

(e) Designation and Term of Office. All directors shall be designated by Region and appointed by the respective Regional board of directors. The terms of office of the regional directors shall be staggered. Initially, three of the respective Regional directors shall serve for three years, two directors shall serve for two years, and two directors shall serve for one year. Upon the expiration of their initial terms, the Regional directors or their replacements shall serve for a term of three years for a maximum of six years. After six years if the director wishes to continue they must submit their name to the nominating committee to be reviewed. If the nominating committee finds the candidate to have fulfilled the expectations of a board member they can place the former member up for a vote of the full board for another three year term.

(f) Vacancies on the Board.

(1) Events Causing Vacancy. A vacancy, or vacancies, on the board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (c) removal of any person as a director by the board of directors; (d) the increase in the authorized number of directors.

(2) Resignations. Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the president or the secretary of the board. The resignation shall be effective when the notice is given unless specified a later time for the resignation to become effective. If a director’s resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly elected director or directors.

(3) Filling Vacancies. Vacancies on the board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

(4) Effect of Failure to Attend Meetings. A director may be removed from office if he fails to attend three consecutive Regional board meetings.

(g) Directors’ Meetings.

(1) Place of Meetings. Meetings of the entire board and each Regional board shall be held at any place within or outside California that has been designated by resolution of the entire board or Regional board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

(2) Meetings by Telephone. Any meeting may be held by conference telephone or similar communication equipment as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such meeting.

(3) Annual Meeting. The Entire board shall hold a regular annual meeting for the purposes of organization, election of officers and transaction of other business. Such annual meeting shall be held on second Thursday of November each year at the hour of 4:00 P.M. at a location to be chosen.

(4) Other Regular Meetings. Other regular meetings of the Entire board may be held without notice at such time and place as the board may fix from time to time. Regular meetings of each Regional board may be held without notice at such time and place as the Regional board may fix from time to time.

(5) Special Meetings.

(i) Special meetings of the Entire board or each Regional Board for any purpose may be called at any time by the chairman of the Entire board or President of the Regional board, if any, the president or any vice president or the secretary or any two directors of either the Entire board or each Regional board.

(ii) Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage prepaid; (c) by telephone or email, either directly to the director or to a person at the director’s office who would reasonably be expected to communicate that notice promptly to the director. All such notices shall be given or sent to the director’s address, telephone number, or email address, as shown on the records of the corporation.

(iii) The notice shall state the time of the meeting and place, if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

(6) Quorum. A majority of the actual number of directors of the Entire board or the Regional board shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest; (b) approval certain transactions between corporations having common directorships; (c) creation of and appointments to committees of the board; and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. Provided, however, for the following actions, greater than a mere majority vote is required, as indicated: For issues that greatly affect the chapter (dissolving the chapter, hiring or firing the executive director) a super majority, two thirds of seating board, is required.

(7) Waiver of Notice. Notice of a meeting need not be given to any director who either before or after the meeting signs a waiver notice, a written consent to the holding of the meeting or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meetings. Notice of the meeting need not protect before or at the commencement of the meeting the lack of notice to him or her.

(8) Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(9) Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned need not be given unless the original meeting is adjourned for more than twenty-four hours. If the original meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

(h) Action Without a Meeting. Any action that the entire board or Regional Board is required or permitted to take may be taken without a meeting if all members of the board consent, in writing, to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

(i) Compensation and Reimbursement. Directors may receive such compensation, if any, for their services as directors or officers and such reimbursements of expenses as the board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

(j) Task Forces. Both the Entire Board of Directors and each Regional Board of Directors may, by a majority vote of its members, from time to time, form, constitute and organize task forces to assist the Entire Board of Directors in the conduct of the corporate business.

(1) Executive Committee. The Entire Board of Directors may, by a majority vote of its directors, designate an Executive Committee, to be called the Executive Board, to consist of members of the Board of Directors and other persons interested in junior golf who are willing to aid in operations, education, finance and membership, and may delegate to such committee powers and authorities of the board and the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided by law.

(2) Meetings and Actions of Task Forces. Meetings and action of task forces shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Entire Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the task force and its members for the Entire Board of Directors and its members, except that the time for regular and special meetings of task forces may be fixed by resolution of the Entire Board of Directors or by the task force. The Entire Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

6. Officers.

(a) Officers of the Corporation. The officers of the corporation shall be a Chairman, a secretary and a chief financial officer. The corporation may also have, at the board’s discretion, a Chairman, one or more vice Chairman, one or more assistant secretaries, one or more assistant chief financial officers and such officers as may be appointed in accordance with Section 6 (c) of these By-Laws. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as the Chairman of the Board.

(b) Election of Officers. The officers of the corporation, except those appointed under Section 6(c) of these By-Laws, shall be chosen every two (2) years by the Entire board and shall serve at the pleasure of the Entire board, subject to the rights, if any, of any officer under any contract of employment.

(c) Other Officers. The Entire board and each Regional board may appoint and may authorize the Chairman of the board or other officer to appoint any other officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority and perform the duties specified in these By-Laws or determined by the Entire board.

(d) Removal of Officers. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Entire board; and also, if the officer was chosen by the Entire board, by any officer on whom the Entire board may confer that power of removal.

(e) Resignation of Officers. Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be 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.

(f) Vacancies in Office. 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 regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

(g) Responsibilities of Officers of the Corporation.

(1) Chairman of the Board. The Chairman of the Board shall preside at meetings of the Entire board and each Region board, and shall exercise and perform such other powers and duties as the Entire board may assign from time to time. The Chairman of the Board shall also be the chief executive officer and shall have the powers and duties of the Chairman prescribed by these By-Laws.

(2) Powers of Chairman of the Board. Subject to such supervisory powers as the Entire board may give to other officers, and subject to the control of the Entire board, the Chairman of the Board shall be the general manager of the corporation and shall supervise, direct and control the corporation’s activities, affairs, and officers. The Chairman shall preside at all members’ meetings and at all board meetings. The Chairman shall have such other powers and duties as the board or the bylaws may prescribe.

(3) Vice Chairman. If the Chairman is absent or disabled, the Vice Chairman, if any, in order of their rank as fixed by the Entire board, or, if not ranked, a Vice Chairman designated by the Entire board, shall perform the duties of the Chairman. When so acting, a Vice Chairman shall have all powers of, and be subject to, all restrictions on the Chairman. The Vice Chairmen shall have such other powers and perform such other duties as the Entire board or the bylaws may prescribe.

(4) Secretary.

(i) Book of Minutes. The secretary shall keep, or cause to be kept, at the corporation’s principal office or such other place as the board 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, regular or special and, if special, how authorized, the notice given, the names of those present at the board and committee meetings. The secretary shall keep, or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws as amended to date.

(ii) Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of members of the Entire board and Region boards, and of task force required by these bylaws to be given. The Secretary shall have such other powers and perform such other duties as the Entire board or the bylaws may prescribe.

(5) Chief Financial Officer.

(i) Books of Account. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation’s properties and transactions. The Chief Financial Officer shall send, or cause to be given, to the members and directors such financial statements and reports as are required to be given by law, by these By-Laws or by the Entire board. 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 Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Entire board may designate, shall disburse the corporation’s funds as the Entire board may order, shall render to the Chairman of the Board, if any, and the Entire board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Entire board or the bylaws may prescribe.

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

7. Indemnification.

(a) Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, Officers, employees and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, 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 right of, the corporation by reason of the fact that the person is or was a person described in that section. “Expenses”, as used in this bylaw, shall have the same meaning as in Section 5238 (a) of the California Corporations Code.

(b) Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5338(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because of the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

(c) Advancement of Expenses. To the fullest extent permitted by law, and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under the preceding sections of these bylaws in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

8. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents against any liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising out of the officer’s, director’s, employee’s or agent’s status as such.

9. Records and Reports.

(a) Maintenance of Corporate Records. The corporation shall keep:

(1) Adequate and correct books and records of account;

(2) Written minutes of the proceedings of its entire board, each Regional board and committees of the entire board and each Regional board.

(b) Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect the corporation’s books, records, documents of every kind, physical properties and the records of each of its subsidiaries. The inspection may be made in person or by the director’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

(c) Annual Statement of Certain Transactions and Indemnifications. The corporation shall annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind within one hundred and twenty days after the end of the corporation’s fiscal year:

(1) Any transaction (i) in which the corporation, its parent or its subsidiary was a party, (ii) in which an “interested person” had a direct or indirect material financial interest, and (iii) which involved more than $50,000.00 or was one of a number of transactions with the same interested person involving, in the aggregate, more than $50,000.00. For this purpose, an “interested person” is either of the following:

(i) Any director or officer of the corporation, its parent of subsidiary (but mere common directorship shall not be considered such an interest); or

(ii) Any holder of more than ten percent of the voting power of the corporation, its parent or its subsidiary. The statement shall include a brief description of the transaction, the names of the interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(2) Any indemnification or advances aggregating more than $10,000.00 paid during the fiscal year to any officer or director of the corporation under Sections 7(a) and 7(c) of these bylaws, unless that indemnification has already been approved by the members under Section 5238(e) (2) of the California Corporations Code.

10. 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. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular and the term “person” includes both a legal entity and a natural person.

11. Amendments. The Entire board may adopt, amend or repeal By-Laws by a majority vote of the Entire board.

I certify that I am the duly elected and acting secretary of CENTRAL COAST JUNIOR GOLF, INC., a California nonprofit public benefit corporation, that the above Amended and Restated By-Laws, consisting of 9 pages, are the bylaws of this corporation as adopted by the Entire board of directors on \_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2017, and that they have not been amended or modified since that date.

Executed on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20167, at Santa Barbara, California.

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Secretary, W. Joe Bush