

RESOLUTION NO. GPC 08-06

A RESOLUTION OF THE ORANGE COUNTY GREAT PARK CORPORATION AMENDING THE BYLAWS OF THE CORPORATION

The Board of Directors of the Orange County Great Park Corporation, a California nonprofit public benefit corporation (the "Corporation"), acting pursuant to the authority of section 5211(b) of the California Nonprofit Corporation Law, does hereby resolve as follows:

Article VII, Section 5(b) of the Bylaws of the Orange County Great Park Corporation, a California Nonprofit Public Benefit Corporation, is hereby amended by deleting clause (b) in its entirety, and replacing it as follows:

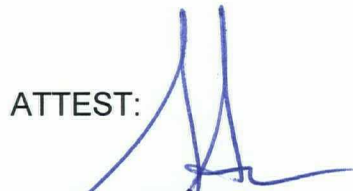
- (b) Annual Meeting. The annual meeting of the board of directors shall be held each year in February at a time designated by the board of directors, unless the board fixes another date and time. At each annual meeting directors subject to election shall be elected, officers shall be elected and any other proper business may be transacted.

PASSED AND ADOPTED by the Orange County Great Park Board of Directors at a regular meeting held on the 18th day of December 2008.



CHAIR OF THE BOARD

ATTEST:



Clerk of the Board

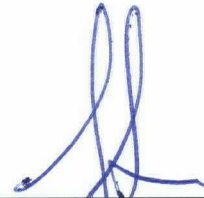
STATE OF CALIFORNIA)
COUNTY OF ORANGE)
ORANGE COUNTY GREAT PARK CORPORATION)

I, Steve Larsen, Clerk of the Board of the Orange County Great Park Corporation ("Corporation"), do hereby certify that the foregoing Resolution was duly adopted at a regular meeting of the Corporation held on the 18th day of December, 2008 and carried by the following vote, to wit:

AYES: DIRECTORS:

NOES: DIRECTORS:

ABSENT: DIRECTORS:



Clerk of the Board
Orange County Great Park Corp.