

BYLAWS

OF

PROMOTE L.A. TRADE – IAPH 2013

(A California Nonprofit Public Benefit Corporation)

ARTICLE 1: NAME

The name of this corporation is Promote L.A. Trade – IAPH 2013.

ARTICLE 2: PURPOSES

This corporation has been formed for charitable purposes, to promote the social welfare of the residents and citizens of the City of Los Angeles and County of Los Angeles, California and the surrounding metropolitan area by conducting activities that further the development of the Port of Los Angeles and thereby increasing economic development in the metropolitan area, as stated in greater detail in Article Three of this corporation’s Articles of Incorporation.

In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes.

This corporation shall hold, and may exercise, all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation. In no event, however, shall the corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code.

ARTICLE 3: PRINCIPAL OFFICE

The principal business office of the corporation shall be at 425 S. Palos Verdes Street, San Pedro, California 90731. The Board of Directors of the corporation may at any time, or from time to time, change the location of the principal office from one location to another within the City of Los Angeles, County of Los Angeles, California.

ARTICLE 4: NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law (the “Law”) for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

TRANSMITTAL 2

ARTICLE 5: DIRECTORS

Section 1. Powers. Subject to limitations of the Articles of Incorporation of the corporation ("Articles") and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors of the corporation ("Board of Directors"). All actions taken by the Board of Directors or by a committee created by the Board of Directors shall be at a meeting duly called and shall be reported in the duly executed minutes of the corporation or of such committee for such meeting and transmitted to the Board of Harbor Commissioners of the City of Los Angeles ("Board of Commissioners"). The Board of Directors may delegate the management of the activities of the corporation to any person or persons, a management company or committees however composed, provided that any such delegation other than to a committee of the Board of Directors or to the staff of the Board of Commissioners must be approved by the Board of Commissioners, and provided, further, that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers in addition to the other powers enumerated by these Bylaws:

(a) To select and remove all the other officers of the corporation, prescribe powers and duties for them as are consistent with law, the Articles and these Bylaws, fix their compensation, if any, and require from them security for faithful service.

(b) Subject to approval of the Board of Commissioners, to select and remove all agents and employees of the corporation, prescribe powers and duties for them as are consistent with law, the Articles and these Bylaws, fix their compensation, if any, and require from them security for faithful service.

(c) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor as are consistent with law, the Articles and these Bylaws, as they may deem best.

(d) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

Section 2. Number of Directors. The authorized number of directors shall be five (5).

Section 3. Term of Office. Subject to the provision of these Bylaws relating to resignation, removal and the filling of vacancies, all directors shall hold office until a successor has been designated and qualified. The initial directors shall serve until they resign or until they are removed in accordance with Article 5, Section 4 hereof.

Section 4. Resignation and Removal. Subject to the provisions of Section 5226 of the Law, any director may resign effective upon giving written notice to the Chairman of the Board, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. The resignation will be effective according to its terms when filed and may not be withdrawn.

The Board of Commissioners, or the Board of Directors with the approval of the Board of Commissioners, may declare vacant the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony or found by a final order or judgment of any

court to have breached any duty arising under Chapter 2, Article 3 of the Law, or who has failed to attend two consecutive meetings of the Board of Directors during the director's term, except when prevented by sickness. Any or all directors may be removed without cause if such removal is approved by a majority of the Board of Commissioners, or the Board of Directors with the approval of the Board of Commissioners. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 5. Designation of Directors and Filling of Vacancies. The initial directors shall be nominated by the incorporator and approved by the affirmative vote of a majority of the Board of Commissioners.

Vacancies in the Board of Directors may be filled at a meeting of the Board of Directors by the affirmative vote of a majority of the remaining directors, even if such remaining directors comprise less than a quorum of the Board of Directors. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors is increased.

If the resignation of a director is intended to take effect at a future time, the Board of Directors shall have power to designate a successor to take office when said resignation is to become effective.

Section 6. Organizational Meetings. The Board of Directors shall hold at least one regular meeting annually ("Organizational Meetings") for the purpose of organization, election of officers and the transaction of other business. Notice of each Organizational Meeting shall be given in accordance with the notice requirements for special meetings set forth in Article 5, Section 8 hereof.

Section 7. Other Regular Meetings. Regular meetings of the Board of Directors, other than Organizational Meetings, shall be held without any requirement for call or notice on such dates and at such times as the Board of Directors shall fix by resolution.

Section 8. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board or any three directors. Any person calling such meeting shall cause notice of the meeting to be given pursuant to the requirements set forth below.

Special meetings of the Board of Directors shall be held with written notice sent by first-class mail at least four (4) days prior to such special meeting or delivered personally at least forty-eight (48) hours prior to such special meeting. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice. Such notice shall also be addressed and delivered to the Board of Commissioners and to any newspaper of general circulation, radio station or television station requesting such notice in writing. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meetings.

Notice sent by mail must be received at least 24 hours before the time of the meeting. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or to the address indicated in the preceding paragraph.

Section 9. Waiver of Notice. Notice of a special meeting of the Board of Directors need not be given to any director who signs a written waiver of notice either at or prior to the time the meeting convenes, or who is present at the meeting at the time it convenes and who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers of notice shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 10. Ralph M. Brown Act. All meetings of the Board of Directors and any committee thereof shall be called, noticed (except where these Bylaws impose a greater period of notice), held and conducted in accordance with the provisions of the Ralph M. Brown Act, as amended (commencing with Section 54950 of the Government Code of the State of California).

Section 11. Place of Meeting. Regular and special meetings of the Board of Directors shall be held in any place within or without the state which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, regular meetings and special meetings shall be held at the principal office of the corporation. The designation of a place of meeting outside the County of Los Angeles must be approved by the Board of Commissioners.

Section 12. Quorum. A majority of the authorized number of directors constitutes a quorum of the Board of Directors for the transaction of business, except to adjourn as provided in Section 13 of this Article 5. 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 shall be regarded as an act or decision of the Board of Directors, except as provided in the next sentence, unless a greater number be required by law or by the Articles. A meeting at which a quorum is 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 such meeting.

Section 13. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours and to a time and place other than the time and place for the next regular meeting, insofar as is possible, notice of any adjournment to another time or place shall be given in the same manner as prescribed in Section 8 hereof to the directors who were not present at the time of the adjournment. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within twenty-four (24) hours after the time of adjournment.

Section 14. Rights of Inspection. Every director and every member of the Board of Commissioners shall have the absolute right any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 15. Committees. In addition to the powers granted in Article 5, Section 1, hereof, the Board of Directors may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the powers and authority of the Board of Directors except with respect to:

- (a) The approval of any action for which the Law also requires approval of a majority of all directors;

- (b) The filling of vacancies on the Board of Directors or on any committee;
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; or
- (e) The appointment of other committees of the Board of Directors or the members thereof.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board of Directors shall specify. The Board of Directors may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board of Directors shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board of Directors or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provision of this Article 5 applicable to meetings and actions of the Board of Directors. Minutes shall be kept of each meeting of each committee.

Section 16. Fees and Compensation.

Directors and members of committees shall not receive any stated salary or compensation for their services, but may receive reimbursement for reasonable expenses actually incurred in connection with their service, subject to the prior approval of the Board of Commissioners, which reimbursement shall be in accordance with reimbursement schedules for officials of the City of Los Angeles.

ARTICLE 6: OFFICERS

Section 1. Officers. The officers of the corporation, who shall be directors of the corporation, shall be a Chairman of the Board, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, one or more Vice Chairman, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article 6. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the Chairman of the Board.

Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article 6, shall be chosen annually by, and shall serve at the pleasure of, the Board of Directors, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. Subordinate Officers. The Board of Directors may elect, and may empower the Chairman of the Board to appoint, such other officers, who need not be directors of the corporation, as the business of the corporation may require, each of whom shall hold

office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority vote of the Board of Directors at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation. Such resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the time of the receipt by the corporation of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 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 regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. Chairman of the Board. The Chairman of the Board shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as from time to time may be assigned by the Board of Directors. The Chairman of the Board is the general manager and chief executive officer of the corporation and has, subject to the control of the Board of Directors, general supervision, direction and control of the business and officers of the corporation. The Chairman of the Board has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board of Directors.

Section 7. Vice Chairmen. In the absence or disability of the Chairman of the Board, the Vice Chairmen, if any be appointed, in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice Chairman designated by the Board of Directors, shall perform all the duties of the Chairman of the Board and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairman of the Board. The Vice Chairmen shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors.

Section 8. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board of Directors and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office of the corporation the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 9. Treasurer. The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct

accounts of the properties and business transactions of the corporation. The books of account shall at all times during regular business hours of the staff of the Board of Commissioners be open to inspection by any director or by any member of the Board of Commissioners.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be allowed by law and as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the Chairman of the Board or the directors, whenever they request it, an account of all transactions by the Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

ARTICLE 7: STANDARD OF CARE

Section 1. General. A director shall perform the duties of a director, including duties as a member of any committee of the Board of Directors on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board of Directors upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in these Bylaws, a person who performs the duties of a director in accordance with the above shall have no liability based upon a failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

Section 2. Indemnification. To the fullest extent permitted by law, the corporation shall indemnify its "agents", as defined in Section 5238(a) of the Law, including its directors, officers, employees and volunteers, including persons formerly occupying any such position, and their heirs, executors, and administrators, 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 Section 5238(a) of the Law, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section of the Law. "Expenses" shall have the same meaning as in Section 5238(a) of the Law. Such right of indemnification shall be deemed exclusive of any other rights to which such persons may be entitled apart from this Article 7, Section 2 of these Bylaws.

Section 3. Insurance. The corporation shall have the power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the corporation, as determined and approved by the Board of Directors and the Board of Commissioners, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

ARTICLE 8: OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chairman of the Board or any Vice Chairman, and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board of Directors, and, unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 3. Fiscal Year. The fiscal year for this corporation shall be the calendar year.

ARTICLE 9: NOTICE

Section 1. Notice of Meetings. Notice of all meetings of the Board of Directors, and any committees thereof, shall be given to the Board of Commissioners in writing by the same means as notices are authorized by these Bylaws to be given to the directors of the corporation. Such notices shall be directed to the Board of Commissioners of the City of Los Angeles, Secretary to the Board of Harbor Commissioners, Harbor Administration Building, 425 S. Palos Verdes Street, San Pedro, California 90731. Failure to give such notice shall not in any way invalidate any action taken by the Board of Directors at any such meeting.

Section 2. Participation of the Board of Commissioners. Members of the Board of Commissioners or their designees shall have the right to attend meetings of the Board of Directors, and committees thereof, and to make recommendations thereto.

ARTICLE 10: EMERGENCY PROVISIONS

During any emergency resulting from an attack on the United States or on a locality in which the corporation conducts its activities or customarily holds meetings of its Board of Directors, or during any nuclear or atomic disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board of Directors or

of the Executive Committee, if any, cannot readily be convened for action, a meeting of the Board of Directors or of said committee may be called by any officer or director. Such notice need be given only to such of the directors or members of the committee, as the case may be, as it may be feasible to reach at the time and by such means as may be feasible at the time including, without limitation, publication, telephone or radio.

The director or directors in attendance at such a meeting of the Board of Directors, and the member or members of the Executive Committee, if any, in attendance at the meeting of the committee, shall constitute a quorum. If none is in attendance at the meeting, the officers or other persons designated on a list approved by the Board of Directors before the emergency, all in such order of priority and subject to such conditions and for such period of time (not longer than reasonably necessary after the termination of the emergency) as may be provided in the resolution approving the list, shall, to the extent required to provide a quorum at any meeting of the Board of Directors or of the Executive Committee, be deemed directors or members of such committee, as the case may be, for such meeting.

The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties. The Board of Directors, either before or during any such emergency, may, effective during the emergency, change the principal office or designate several alternative offices or authorize the officers so to do.

ARTICLE 11: AMENDMENTS

Except as otherwise provided by the Articles or Bylaws, new Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of a majority of a quorum at a meeting of the Board of Directors duly called for the purpose according to the Articles and the Bylaws, or the Articles may be amended by a majority vote of the entire Board of Directors at a meeting of the Board of Directors duly called for the purpose according to the Articles and the Bylaws; provided, however, that these Bylaws and the Articles shall not be amended, repealed or new Bylaws adopted without the consent and approval of the Board of Commissioners.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting secretary of Promote L.A. Trade – IAPH 2013, a California nonprofit public benefit corporation, and the above bylaws, consisting of 9 pages, are the bylaws of this corporation as adopted by the Board of Directors on _____, 2011, and that they have not been amended or modified since that date.

Executed on _____, 2011, at San Pedro, California.

Secretary