2117236 EXHIBIT 5

AUG - 7 1992

ALL JONES, SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

NEWPORT BEACH ARTS FOUNDATION

ARTICLE I
Name

The name of this Corporation is Newport Beach Arts Foundation.

ARTICLE II
Corporate Status

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

ARTICLE III
Purposes

This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The charitable purposes for which this Corporation is organized are to further the purposes and objectives of the arts programs of the City of Newport Beach, California.

ARTICLE IV
Exempt Status and Limitations on Activities

No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this Corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

ARTICLE V
Initial Agent for Service of Process

The name of the initial agent of this Corporation for service of process is:

John W. Francis
2600 East Nutwood Avenue, Suite 120
Fullerton, California 92831-3106

ARTICLE VI
Members

This Corporation shall have no members other than the persons constituting its Board of Directors. The persons constituting its Board of Directors shall, for the purpose of any statutory provision or rule of law relating to nonprofit corporations otherwise, be taken to be the members of such corporation and exercise all the rights and powers of members thereof.

ARTICLE VII
Voting

Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this Corporation.

ARTICLE VIII
Irrevocable Dedication and Dissolution

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall inure to the benefit of any director or officer thereof or to the benefit of any private person. Upon dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the City of Newport Beach, California, to be selected by the Board of Directors and approved by the City Council of said City. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Section 501(c)(3) of the

Internal Revenue Code of 1986, and be organized and operated exclusively for charitable purposes. In no event shall any assets be distributed to any director or officer of this Corporation or to any private person.

ARTICLE IX
Disposition of Funds

The Board of Directors shall request annually from the City of Newport Beach Arts Commission a statement of funding priorities. Any funds contributed to the Corporation, less operating expenses authorized by the Board of Directors, shall be contributed to the City of Newport Beach Arts Commission within two years after the Corporation's fiscal year in which such funds are received; provided, however, that the Corporation may accumulate funds for a longer period pursuant to any plan established by the Board of Directors for disposition of such funds for the benefit of the City of Newport Beach Arts Commission. Notwithstanding the foregoing, upon resolution adopted by a majority of the Board of Directors, funds of the Corporation may be contributed to the City of Newport Beach Arts Commission or its designees as grants to fund designated projects or programs pursuant to such practices, guidelines and procedures as are established from time to time by the Board of Directors, subject to such approvals and controls as the Board of Directors and the Arts Commission determine are appropriate in the circumstances.

ARTICLE X
Amendment

The Articles of Incorporation of this Corporation shall be amended only by the vote of a majority of the total voting membership of the Board of Directors, subject to the approval of the City Council of Newport Beach, California.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of California, I, the undersigned, constituting the Incorporator of this Corporation, have executed these Articles of Incorporation this 5th, day of June, 1998.

Howard Herzog
Incorporator

DECLARATION

I am the person whose name is subscribed below. I am the Incorporator of the Newport Beach Arts Foundation. I have executed these Articles of Incorporation. The foregoing Articles of Incorporation are my act and deed.

Executed on June 5, 1998 at Newport Beach, California.

I declare that the foregoing is true and correct.

Howard Herzog

BYLAWS

OF

NEWPORT BEACH ARTS FOUNDATION

ARTICLE I

Purpose

The specific purpose of this corporation is to engage in the solicitation, receipt, and administration of monies and other property, and from time to time to disburse such monies and/or property and the income therefrom, solely to or for the benefit of the City of Newport Beach Arts Commission, and its related activities and services.

ARTICLE II

Powers

The corporation shall have such powers as are now or may hereafter be granted by the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws.

ARTICLE III

Offices

The corporation shall have and continuously maintain in the City of Newport Beach, State of California, a principal office for the transaction of the corporation's business.

ARTICLE IV

Members

Section 1. No Regular Members. In accordance with Section 5310 of the California Nonprofit Public Benefit Corporation Law, the corporation shall have no members within the meaning of Section 5056 of that law. All action which would otherwise require approval by a majority of all members or approval by members shall

require only approval of the Board of Directors. All rights which would otherwise vest in members shall vest in the Directors.

Section 2. Persons Associated With the Corporation. By resolution, the Board of Directors may create any advisory boards, councils, honorary memberships or other bodies as it deems appropriate. The Board of Directors may also, by resolution, confer upon any such class or classes of such persons some or all of the rights of a member under the California Nonprofit Public Benefit Corporation Law other than the right to vote:

(a) for the election of a Director or Directors or an officer or officers; or

(b) on a disposition of all or substantially all of the assets of the corporation; or

(c) on a merger; or

(d) on a dissolution; or

(e) on changes to the corporation's Articles of Incorporation or Bylaws.

All such voting rights are vested exclusively in the Board of Directors.

ARTICLE V

Board of Directors

Section 1. Definition of Terms. For the purpose of these Bylaws, "Board of Directors" or "Board" refers to the Board of Directors of the corporation, unless otherwise specifically indicated.

Section 2. General Powers. All the business and affairs of the corporation shall be managed and controlled by the Board of Directors.

Section 3. Number. The number of Directors shall not be less than five (5) nor more than twenty (20), the exact number to be specified from time to time by action of the Board of Directors. All Directors shall have an affiliation with the Newport Beach community.

Section 4. Selection and Tenure. The Chair of the City of Newport Beach Arts Commission shall be an ex-officio, non-voting Director

of the corporation. Two (2) members of the Arts Commission, appointed by the Arts Commission shall be non-voting Directors and shall serve one (1) year terms. In addition, the Arts Commission shall appoint three Directors who are not members of the Arts Commission who shall serve one (1), two (2) or three (3) year initial terms as determined by the Arts Commission. All other voting Directors shall be appointed by the Board of Directors and shall serve one (1), two (2) or three (3) year initial terms as determined by the Board of Directors. All subsequent terms for appointed voting Directors shall be three (3) years. Appointed voting Directors shall have as many successive three (3) year terms as the appointing entity deems appropriate.

Section 5. Resignation and Removal. Any Director may resign from the Board at any time by giving written notice to the President or the Secretary of the corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors may be removed from office by majority vote of the Board of Directors. A Director shall automatically be removed from office if he or she fails to attend three consecutive meetings of the Board of Directors without being excused therefrom.

Section 6. Vacancies. Any vacancy occurring on the Board of Directors of the corporation shall be filled by the Board of Directors.

Section 7. Compensation of Directors. No Director shall receive any salary or other similar compensation for any services as a Director; however, the Board of Directors may authorize the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors.

Section 8. Inspection by Directors. Each Director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation for a purpose reasonably related to such person's interest as a Director, provided that such Director shall not have the right to inspect those books, records or documents made privileged or confidential by law. This inspection must be made by the Director in person, provided that the Director may be accompanied by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. Nothing in this section shall affect the right of the Board of Directors to conduct the business of the corporation as set forth in these Bylaws.

ARTICLE VI

Meetings of the Board of Directors

Section 1. Place of Meeting. All meetings of the Board of Directors shall be held at the principal office of the corporation or at such other place as may be designated for that purpose from time to time by the Board.

Section 2. Annual Meeting. An annual meeting of the Board of Directors shall be held in June of each year prior to the meeting of the Board of Directors. Such meeting shall be held at the principal office of the corporation or at such other time and place as the Board of Directors may from time to time designate. Such meeting shall be for the purpose of electing officers of the corporation and for the transaction of such other business as may come before the meeting.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held upon notice in accordance with Section 5 of this Article VI.

Section 4. Special Meetings. Special meetings of Directors may be called by, or at the direction of, the President or by one-third of the voting Directors then in office, to be held at such time and place as shall be designated in the notice of meeting.

Section 5. Notice of Meeting.

(a) Notice of the time and place of any meeting of the Board of Directors other than special meetings shall be given at least ten (10) days previous thereto delivered personally or sent by mail or facsimile to each Director at his or her address or facsimile number as shown in the records of the corporation. If mailed, such notice shall be deemed to be delivered the next day during which regular mail deliveries are made after the day such notice is deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile, such notice shall be deemed delivered when the facsimile is transmitted. The business to be transacted at any regular or special meeting of the Board shall be specified in the notice of such meeting.

(b) The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Open Meeting Law. All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board, in conformity with the California statutes governing the corporation, commencing with Section 54950 of the Government Code. However, the Board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions.

Section 7. Validation of Meeting. The transactions of the Board of Directors at any meeting, however called or noticed, or wherever held, shall be as valid as though at a meeting duly held after call and notice if a quorum be present and if, either before or after the meeting, each Director not present signs a written waiver of notice or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 8. Quorum and Manner of Acting. A majority of the number of Directors in office or three (3) Directors, whichever is greater, shall constitute a quorum of the Board of Directors for the transaction of business, except to adjourn as provided in Section 9 of this Article VI. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Director or Directors, if any action taken is approved by at least a majority of the required quorum for that meeting. Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

Section 9. Adjourned Meetings. A quorum of the Directors may adjourn any Directors meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors meeting, either regular or special, may adjourn from time to time until the time fixed by the next regular meeting of the Board of Directors. Notice of the date, time, place and the business to be transacted at such meeting shall be given to any Directors who were not present at the time of the adjournment.

Section 10. Minutes of Meetings and Conduct. Regular minutes of the proceedings of the Board of Directors shall be kept in a book provided for that purpose. The President shall preside at meetings of the Board of Directors. The Board of Directors may adopt its own rules of procedure insofar as such rules are not inconsistent with, or in conflict with, these Bylaws, the Articles of Incorporation of the corporation or with the law.

ARTICLE VII

Officers

Section 1. Officers. The Officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation, at the discretion of the Board of Directors, may have additional officers. All Officers shall be selected from among the Directors. One person may hold two or more offices, except that one person may not hold both the offices of President and Secretary or Treasurer.

Section 2. Election and Term of Office. Initially, the Officers of the corporation will be appointed by the Board of Directors at the organizational meeting and subsequently will be elected annually by the Board of Directors at its annual meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as may conveniently be scheduled. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Except as provided in the case of Officers appointed under Section 4 of this Article VII herein, each Officer shall hold office for a term of one (1) year and until his or her successor shall have been elected, unless he or she shall sooner resign, be removed, or become ineligible to continue to serve in such capacity. Elected Officers may serve as many successive one (1) year terms as the Board of Directors deems appropriate.

Section 3. Removal and Resignation. Any Officer elected by the Board of Directors may be removed by the Board of Directors at which a quorum is present whenever, in their judgment, the best interests of the corporation would be served thereby. Any Officer may resign at any time by giving written notice to the President or the Secretary of the corporation and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party.

Section 4. Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be elected from among the Directors of the corporation and shall be chairman of and preside at all meetings of the Board of Directors and of the Executive Committee. The President shall be an ex-officio member of all committees which may be from time to time elected or appointed and may serve as chairman of the Executive Committee.

The President may sign, with the Secretary or Treasurer or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which have been authorized to be executed on behalf of the corporation, except in cases where the signing thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, or by statute to some other officer or agent of the corporation; and, in general, he or she shall perform all duties incident to the functions of the President of the Board of a corporation and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President the Vice President shall perform the duties of the President. The Vice President shall have such other powers and perform such other duties as may be assigned to him or her by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall keep or cause to be kept a book of minutes at the principal office or at such other place as the Board of Directors may order of all meetings of the Directors and of the Executive Committee, 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 Directors meetings. The Secretary shall give or cause to be given notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given.

Section 8. Treasurer. The Treasurer, subject to the direction of the President, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever; deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as the Board of Directors shall select, and, in general, perform all the duties incident to the office of Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her other duties in such sum and with such surety as the Board of Directors shall determine.

ARTICLE VIII

Committees

Section 1. Committees. The Board may appoint one or more committees, each consisting of two or more Directors, and delegate to such committees any of the authority of the Board except with respect to:

(a) The filling of vacancies on the Board or on any committee;

(b) The fixing of compensation of the Directors for serving on the Board or on any committee, should Article V, Section 7, be amended to allow such compensation;

(c) The amendment or repeal of Bylaws or the adoption of any new Bylaws;

(d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(e) The appointment of other committees of the Board or the members thereof; or

(f) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the Directors then in office, provided a quorum is present. Any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board 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 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. Minutes shall be kept of each meeting of each committee.

Section 2. Committee Procedures. The Board of Directors may prescribe appropriate rules, not inconsistent with the Bylaws, by which proceedings of any committee shall be conducted.

ARTICLE IX

Indemnification of Directors, Officers, and Other Agents

Section 1. Right of Indemnity. To the fullest extent permitted by law, the 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 the 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.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(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.

Section 3. 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 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.

Section 4. 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.

ARTICLE X

Contracts, Loans, Checks, Deposits, and Gifts

Section 1. Contracts. The Board of Directors may authorize any officer or agent of the corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. The Board of Directors shall not make any loan of money or property to or guarantee the obligation of any Director or officer, unless approved by the Attorney General. The above provisions do not apply to a loan of money to or for the benefit of

an officer in circumstances where the loan is necessary, in the judgment of the Board, to provide financing for the purchase of the principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by the real property purchased with the loan.

Section 3. Borrowing. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 4. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, and all notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 5. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6. Gifts. The Board of Directors may at their discretion accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the corporation.

ARTICLE XI

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year unless otherwise determined by resolution of the Board of Directors.

Section 2. Rules. The Board of Directors may adopt, amend, or repeal rules not inconsistent with these Bylaws for the management of the internal affairs of the corporation and the governance of its officers, agents, committees, and employees.

Section 3. Books and Records. The corporation shall keep correct and complete books and records of account and minutes of the proceedings of the Board of Directors and committees. Copies of the minutes of the Board of Directors and of the committees shall be regularly distributed to each member of the Board of Directors.

Section 4. Corporate Seal. The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word "California."

Section 5. Waiver of Notice. Whenever any notices are required to be given under the provisions of the Nonprofit Corporation Act of the State of California, or under the provisions of the Articles of Incorporation of the corporation, or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether dated before or after the time stated herein, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

Amendment to Bylaws

Subject to the approval of the City Council of Newport Beach, these Bylaws may be amended at any regular meeting of the Board of Directors by a majority vote of the total voting membership of the Board of Directors, provided that the amendment has been submitted in writing at the previous regular meeting, or has been submitted in writing to the Directors at least thirty (30) days before such regular meeting.

SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Bylaws of the NEWPORT BEACH ARTS FOUNDATION were duly adopted by the Board of Directors of said corporation at a meeting of said Board held on October 5, 1998.

IN WITNESS WHEREOF, the undersigned, Secretary of said corporation, has signed this Certificate hereon this day of , 1998.

Denise Carcel

Secretary