

**FIRST RESTATEMENT OF THE BYLAWS OF
THE PERSIMMON HILL HOMEOWNERS ASSOCIATION, INC.**

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**FIRST RESTATEMENT OF THE BYLAWS
OF THE
PERSIMMON HILL HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I

PLAN OF OWNERSHIP

Section I-1. Name: The name of the corporation is PERSIMMON HILL HOMEOWNERS ASSOCIATION, INC., a California non-profit, mutual benefit corporation, hereinafter referred to as the 'Association'. The principal office of the corporation shall be located in Ventura County, California.

Section I-2. Property-Ownership: The 'project' is located on land in the City of Ojai, County of Ventura, State of California, described as follows:

Lots 2 to 44 inclusive, Parcels A, B, C, and D, private streets and easements for utility, storm drain, equestrian and emergency access purposes in Tract No. 3531 in the County of Ventura, State of California, as per Map recorded in Book 91, Pages 95 through 101, inclusive, of miscellaneous Records (Maps), in the office of the County Recorder of Ventura County, California.

Section I-3. Bylaws Applicability: The provisions of these Bylaws are applicable to the project and to the Association. (The term 'project' as used herein shall include the land and all structures and improvements thereon.)

Section I-4. Personal Application: All present or future owners, residents, invitees, tenants, future tenants, or their employees, or any other persons are subject to the regulations set forth in these bylaws and to the recorded or to be recorded Declaration of Covenants, Conditions and Restrictions applicable to the property or any portion thereof, and as the same may be amended from time to time as therein provided (the "Declaration" herein).

Section I-5. Definitions: The following terms, if any, as used in these Bylaws, shall have the same meaning as are applied to such terms in the Declaration: 'Project', 'Lot', 'Owner', 'Association', 'Member', 'Board of Directors', 'common area', 'mortgage', and 'unit'.

ARTICLE II

MEMBERSHIP VOTING, MAJORITY OF OWNERS, QUORUM, PROXIES

Section II-1. Membership and Voting: Membership and voting shall be as provided in the Declaration, Article 4.

Section II-2. Quorum: Except as otherwise provided in the Bylaws, the presence in person or by proxy of members holding fifty-one percent (51%) or more of the votes in accordance with the voting rights provided in the Declaration shall constitute a quorum. Except as otherwise provided, decisions and resolutions of the Association shall require approval by a majority of a quorum. Any action of the Association expressly required by these bylaws or the Declaration to have membership approval, shall require the vote or written assent of said percentage of the membership.

Section II-3. Proxies: Votes may be cast in person or by proxy. Proxies must be in writing, signed by the owner and filed with the Secretary before the appointed time for the convening of each meeting. Proxies may expressly state a duration for effectiveness for up to three (3) years, but otherwise shall automatically become invalid after eleven (11) months. Every proxy shall be revocable and shall automatically become invalid upon the conveyance of the lot to another owner, or upon the death or declared incapacity of the member.

Section II-4. Cumulative Voting: Every owner entitled to vote at any election for Directors of the Association may accumulate his votes and give one candidate a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which each member is entitled.

ARTICLE III

ADMINISTRATION

Section III-1. Association Responsibilities: The lot owners will constitute the Association of Owners which will have the responsibility through its Board of Directors or directly, if membership vote is required, of administering the project, approving the annual budget, establishing and collecting monthly assessments, and arranging for the management of the project through an agreement that contains provisions setting forth the duties, obligations, removal, and compensation of a management agent.

Section III-2. Place of Meetings: Meetings of the Association shall be held within the project or as close thereto as practicable at such other suitable place in Ventura County, California, convenient to the members as may be designated by the Board of Directors.

Section III-3. Annual Meetings: Regular annual meetings of the members shall be held. At such meetings a Board of Directors shall be elected by ballot of the members in accordance with

the requirement of Article IV, section IV-6, below. Members may also transact such other business of the Association as may properly come before them.

Section III-4. Special Meetings: Special meetings of the members may be called at any time by the President or by a majority of a quorum of the Board of Directors, or upon written request of the members representing not less than twenty five percent (25%) of the total voting power of the Association. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of eighty percent (80%) of the members present, either in person or by proxy.

Section III-5 Notice of Meetings. It shall be the duty of the Secretary to mail or otherwise deliver a notice of each annual or special meeting stating the time and place where it is to be held and the purpose, if relating to a special meeting, to each owner of record and, upon written request therefore, to all first Mortgagees, at least ten (10) days, but not more than ninety (90) days, prior to such meeting, addressed to the member's address last appearing on the books of the Association, or supplied by such member for the purpose of notice. If no address is supplied, notice shall be deemed to have been given if mailed to the address of the lot owned by such member or encumbered by the first Mortgagee, or published at least once in a newspaper of general circulation in the county of said principal office. The mailing of a notice in the manner provided in this Section shall be considered notice served.

Section III-6. Adjourned Meetings: If any meeting of members cannot be held because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting but may not transact any other business, to a time not less than five (5) days nor more than thirty (30) days from the time the original meeting was called. The quorum requirement for the subsequent meeting shall not be less than twenty-five percent (25%) of the total voting power of the Association, notwithstanding the provisions of Article II, Section II-2. If a time and place for the adjourned meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for the adjourned meeting after adjournment, notice of the time and place of the adjourned meeting shall be given to members in the manner prescribed for regular meetings. In the event the quorum requirement becomes twenty-five percent (25%) of the voting power of the membership, then the only matters that may be voted upon at any meeting actually attended in person or by proxy by one-third (1/3) or less of the voting power, are matters of the general nature of which was given in the notice of the meeting.

Section III-7. Mortgagee Representation: First mortgagees shall have the right to attend all membership meetings through a representative designated in writing and delivered to the Board.

Section III-8. Order of Business: The order of business of all meetings of the owners of lots shall be as follows: (a) roll call, (b) proof of notice of meeting or waiver of notice, (c) reading of minutes of preceding meeting, (d) reports of Officers, (e) report of committees, (f) election of

Directors (annual meetings only), (g) unfinished business, and (h) new business. All meetings of the members shall be governed by Roberts' Rules of Order, except where such rules are inconsistent with the Declaration, the Articles of Incorporation, or these Bylaws.

Section III-9. Action Without Meeting: Any action, which may be taken by the vote of members at a regular or special meeting, except the election of governing body members where cumulative voting is a requirement, may, under Corporations Code section 7513, be taken without a meeting if authorized by a writing signed by a majority of the members who would be entitled to vote at a meeting for such purposes, and filed with the Secretary.

In order to conduct business pursuant to Corporations Code section 7513, the following must be complied with:

III-9(1) The ballot must be distributed to every member entitled to vote in accordance with the procedure prescribed at Section III-5 herein for the giving of notice of meetings.

III-9(2) The ballot must specify a reasonable time within which the ballot is to be returned and only those ballots returned within that time period will be counted for either quorum or voting purposes.

III-9(3) Within the established time period there must be a return of that number of ballots which would constitute a quorum at a normal meeting.

III-9(4) Within the established time period there must be a return of that number of affirmatively voted ballots which would be enough to pass the proposed measure at a normal meeting.

III-9(5) The ballot must include:

III-9(5)(a) A statement of the proposed action or measure,

III-9(5)(b) A place for the member to indicate approval or disapproval of the proposed measures,

III-9(5)(c) A statement of the number (not percentage) of responses needed to satisfy the quorum requirement;

III-9(5)(d) A statement of the percentage (not number) of responses needed to pass the proposals

III-9(5)(e) An indication of the date and time before which the ballots must be returned in order to be counted.

III-9(6) The ballots actually returned may not be revoked.

Section III-10. Organization: The President, or in his absence, the Vice-President, shall call the meeting of members to order and shall act as Chairman of the meeting. In the absence of the President and Vice-President, the members shall appoint a Chairman for such meeting. The Secretary of the Association shall act as Secretary of all meetings of members, but in the absence of the Secretary at any meeting of members, the presiding officer may appoint any person to act as Secretary thereat.

Section III-11. Inspectors of Elections: Prior to any meeting of members the Board may, if it so elects, appoint inspectors of election to act at such meeting or any adjournment thereof. If inspectors of election be not so appointed, the Chairman of any such meeting may, and upon request of any member or his proxy shall make such appointment at the meeting. The number of inspectors shall be either one or three.

ARTICLE IV

BOARD OF DIRECTORS

Section IV-1. Number and Qualifications: The affairs of the Association shall be governed by a Board of Directors composed of five (5) persons, all of whom must be owners.

Section IV-2. Powers and Duties: The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things that are not specifically identified as acts to be exercised and done by the members either by law or these Bylaws. The powers of the Board of Directors shall include but not be limited to the following:

IV-2(a) Enforce the provisions of the Declaration, Bylaws, or other agreement.

IV-2(b) Enforce applicable provisions of the Declaration and of these Bylaws and the Articles of Incorporation of the Association and establish, modify from time to time, and enforce uniform Rules and Regulations pertaining to the maintenance and use of the lots and the common area, including but not limited to, signs, refuse collection and disposal, maintenance standards, parking, traffic control, view obstruction, noise, animal maintenance and control, and architectural restrictions. The Association may exercise all rights in law and equity, hire legal counsel, and levy fines for any violation by an owner, guest, tenant, agent, or family members. Any action by the Association to levy fines shall be taken after notice and hearing by the Board of Directors in accordance with Article 10, section 10.5 of the Restated Declaration. A copy of such rules and regulations as adopted, amended or repealed shall be mailed or otherwise delivered to each owner. In the event of any conflict between such rules and regulations on the one hand and these Bylaws, the Declaration or Articles, on the other, the latter shall prevail

IV-2(c) Temporarily suspend the voting rights of a member during any period in which such

member shall be in default in payment of any assessment levied by the Association. Such rights may also be suspended for a period not to exceed sixty (60) days for any infraction of the rules and regulations. The Board of Directors shall suspend the member's rights only after following the procedures below for notice and hearing:

IV-2(c)(1) Written notice shall be delivered either personally or by mail to the accused member at least fifteen (15) days prior to the imposition of discipline. Said notice shall include all facts upon which the allegation of a violation is based.

IV-2(c)(2) The accused member shall be provided an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the disciplinary action by the Board of Directors.

IV-2(c)(3) The notice required hereby may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first class or registered mail sent to the last address of the member shown on the Association's records. No such suspension shall affect the rights of such member to access to his or her lot.

IV-2(d) Contract for materials and/or services for the common area or for the Association, with the terms of any service contract limited to two (2) years, unless a longer term is approved by the Board.

IV-2(e) The Board, by majority vote, may declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) or more regular meetings of the Board of Directors during his/her two (2) year term of office.

IV-2 (f) Employ a manager, independent contractor, or other such employees as they deem necessary and to prescribe their duties.

IV-2(g) Pay all real and personal property taxes and other charges assessed against the common area, unless said assessments are included in the assessments to the lots.

IV-2(h) Delegate its duties.

IV-2(i) Enter onto any lot when necessary in connection with the maintenance or construction for which the Association is responsible or in the event of emergencies,

IV-2(j) Own, maintain, improve, construct, reconstruct (in the event of deterioration or destruction) and manage all of the common area and all facilities, improvements, lighting, and landscaping thereon, and all property acquired by the Association, and to pay all the costs thereof.

IV-2(k) Prosecute or defend, in the name of the Association, any action affecting or relating to the common area owned by the Association, and any action in which all or substantially all

of the owners have an interest.

IV-2(l) To cause to be prepared a pro forma operating statement (budget) for the Association to be prepared for each fiscal year of the Association, a copy of which shall be distributed personally, by mail or other means to each of the members of the Association not fewer than thirty (30) days prior to the beginning of the fiscal year to which the budget relates,

IV-2 (m) The Board of Directors of the Association shall not take any of the following actions except with the vote or written assent of a majority of the total voting power of the Association as well as the vote or written assent of a majority of the total voting power of members:

IV-2(m)(1) Paying compensation to members of the Board of Directors or to officers of the Association for service performed in the conduct of the Association's business provided, however, that the Board of Directors may cause a member or officer to be reimbursed for expenses incurred in carrying on the business of the Association.

IV-2(m)(2) Incurring aggregate expenditures for capital improvements in the common area during any fiscal year in excess of ten percent (10%) or twenty thousand dollars (\$20,000.00), whichever is less, of the reserve fund of the Association. Incurring aggregate expenditures for operating expenses in excess of twenty percent (20%) of the budgeted gross expenses for the fiscal year.

IV-2 (m)(3) Selling during any fiscal year property of the Association.

IV-2(m)(4) Filling of a vacancy on the Board of Directors created by the removal of a Board member by a vote of the Association.

Section IV-3. Personal Liability: No member of the Board, or of any committee of the Association, or any officer of the Association, or any manager or Developer, or any agent of Developer, shall be personally liable to any owner or to any other party, including the Association, for any damage, loss or prejudice suffered or claimed on the account of any act, omission, error or negligence of any such person or entity if such person or entity has, on the basis of such information as may be possessed by him or it, acted in good faith without willful or intentional misconduct.

Section IV-4. Duties: It shall be the duty of the Board of Directors to:

IV-4(a) Records: cause to be kept a complete record of all its acts, affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by twenty five percent (25%) of the members;

IV-4(b) Supervise: supervise all officers, agents and employees of this Association, and see

that their duties are properly performed,

IV-4(c) As more fully provided in the Declaration to:

IV-4(c)(1) Fix Assessments: fix the amount of the assessment against each lot at least thirty (30) days in advance of each annual assessment.

IV-4(c)(2) Levy Special Assessments: levy special assessments for the purpose of defraying the common expenses of the Association for a given fiscal year.

IV-4(c)(3) Notice of Assessments: send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual or special assessment,

IV-4(c)(4) Delinquent Assessment Lien: take the steps required to record a lien against any property for which assessments are delinquent.

IV-4(c)(5) Enforcement of Assessments: foreclose the lien against any property for the amount of delinquent assessments exceed one thousand eight hundred dollars (\$1,800.00) or bring an action at law against the owner personally obligated to pay the same.

IV-4(d) Certificate of Payment: furnish, or cause an appropriate officer to furnish, upon demand by any person, a certificate signed by an officer of the Association setting forth whether the assessments on a specified lot have been paid. A properly executed certificate of the Association as to the status of assessments on a lot is binding upon the Association as of the date of its issuance;

IV-4(e) Liability Insurance: procure and maintain liability and hazard Insurance on property owned by the Association.

IV-4(f) Bond: cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

IV-4(g) Maintenance: cause the common area to be maintained in a first class condition of repair and maintenance, satisfactory to the Association.

Section IV-5. Management Agent: The Board of Directors may employ for the Association an independent professional management agent at a compensation established by the Board to perform such duties and services as the Board shall authorize including but not limited to the duties listed in Section IV-4 above and Section V-8 below.

Section IV-6. Election:

IV-6(a) Term of Office: At the annual meeting, the members shall elect Directors for term of

two (2) years, with two Directors being elected in even years and three Directors being elected in odd years. If an annual meeting is not held or the Directors are not elected thereat, the Directors may be elected at any special meeting of members held for that purpose. The Directors shall hold office until their successors have been elected and hold their first meeting.

IV-6(b) Nomination: Nomination for election to the Board of Directors may be made by any member in good standing. Ballots shall be mailed or otherwise given to all members not less than thirty (30) days prior to the annual meeting.

IV-6(c) Election: Election to the Board of Directors shall be by secret written ballot. At such election, members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the Declaration and these Bylaws. The persons receiving the largest number votes shall be elected.

Section IV-7. Vacancies: Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Association shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum and each person so elected shall be a Director until a successor is elected at the next annual meeting of the Association or at a special meeting called for that purpose.

The members may at any time elect Directors to fill any vacancy not filled by the Directors, and may elect the additional Directors at the meeting at which an amendment of these Bylaws is voted, authorizing an increase in the number a Directors.

If any Director tenders his resignation to the Board, the Board shall have the power to elect a successor at such time as the resignation shall become effective. No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

Section IV-8. Removal of Directors: At any regular or special meeting of owners duly called, any one (1) or more of the Directors may be removed with or without cause by a majority of the members and a successor may then and there be elected to fill the vacancy thus created (by cumulative voting as provided in Article II, Section II-4).

Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting. Provided, however, unless the entire Board is removed from office by the vote of members of the Association, no individual Director shall be removed prior to the expiration of his term of office if the votes cast against removal would be sufficient to elect the Director if voted cumulatively at an election which the same total number of votes were cast and the entire number of Board members authorized at the time of the most recent election of the Director were then being elected. Thus, if the total votes cast against removal exceeds the quotient arrived by dividing the total votes cast by the total authorized number of Directors plus one, any such Director elected to office solely by

the votes of members may be removed from office prior to the expiration of his term only upon the vote of a simple majority of the total voting power of members of the Association as well as the vote of at least a simple majority of the voting power of members.

Section IV-9. Regular Meetings: Regular meetings of the Board of Directors may be held on a frequency determined by the Board, but in no event shall the Board fail to hold at least one regular meeting per year, at a time and place within the project as shall be determined by the Directors. Notice of the time and place for regular meetings of the Board of Directors shall be communicated to the members by mail or other suitable means no less than four (4) days prior to the time of the meeting. A majority of the Directors present constitutes a quorum.

Section IV-10. Special Meetings: Special meetings of the Board may be called at any time by the President, or by any two (2) Directors other than the President, if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board. Written notice of the time and place of special meetings and the nature of any special business to be considered may be posted in the manner prescribed for notice of regular meetings if practical. A majority of the Directors present constitutes a quorum.

Section IV-11. Executive Sessions: The Board of Directors may adjourn to or meet solely in executive session to discuss and vote upon those matters permitted under Civil Code section 4935. Only members of the Board shall be entitled to attend executive sessions unless meeting with a member who is the subject of the discussion. The nature of any and all business to be considered in executive session shall be generally noted in the minutes of the following regular meeting.

Section IV-12. Member Right to Attend: Regular and special meetings of the Board shall be open to all members of the Association. Members can address the Board during the portion of the agenda established for open discussion, or on any agenda item if invited to do so by the President.

Section IV-13. Independent Audit, Budgets, and Financial Statements:

IV-13(a) Financial statements for the Association shall be regularly prepared and copies shall be distributed to each member of the Association, regardless of the amount of assets of the Association and, upon request, to all First Mortgagees, as follows:

IV-13(a)(1) A pro forma operating statement (budget) for each fiscal year shall be distributed not less than thirty (30) days before the beginning of each fiscal year.

IV-13(a)(2) An Annual report consisting of (1) a balance sheet as of the end of the fiscal year, (2) an operating income statement for the fiscal year, (3) a statement of changes in financial position for the fiscal year, and (4) any information required to be reported under Corporations Code section 8322 shall be distributed within one hundred twenty

(120) days after close of the fiscal year. This annual report shall be prepared by an independent certified public accountant for any fiscal year in which the gross income to the Association exceeds Seventy-five Thousand Dollars (\$75,000.00). If the report is not prepared by an independent certified public accountant, it shall be accompanied by the certificate of an authorized officer of the Association that the statements were prepared without audit from the books and records of the Association.

IV-13(a)(3) The Association shall be on a calendar fiscal year from January 1 to December 31, and shall maintain its books on an accrual basis.

Section IV-14. Place of Board Meetings. All meetings of the Board, whether regular or special, shall be held within the project.

ARTICLE V

OFFICERS AND THEIR DUTIES

Section V-1. Enumeration of Officers: The five Officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, and a Member-At-Large.

Section V-2. Election of Officers: The election of Officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section V-3. Term: The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section V-4. Special Appointments: The Board may elect such other Officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section V-5. Resignation and Removal: Any Officer may be removed from office with or without cause by a majority of Directors at the time in office. Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignations shall not be necessary to make it effective.

Section V-6. Vacancies: A vacancy in any office may be filled by appointment by the Board. The officer appointed to such office shall serve for the remainder of the term of the officer he replaces.

Section V-7. Duties: The duties of the officers are as follows:

V-7(a) President: The President shall be the Chief Executive Officer of the Association, and

subject to the control of the Board, have general supervision, direction and control of the business and officers of the Association. He shall preside at all meetings of the members and at all meetings of the Board. He shall be an ex-officio member of all standing committees, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board or by these Bylaws. The President shall sign all reserve account checks, leases, mortgages, deeds and other written instruments.

V-7(b) Vice-President: In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all powers of and be subject to all restrictions upon the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board or by these Bylaws.

V-7(c) Secretary: The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board may order, of all meetings of Directors and members, 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 the Board meetings, the number of memberships present or represented at members' meetings and the proceedings thereof.

The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board required by these Bylaws or by law to be given, and he shall keep other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

V-7(d) Treasurer: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and transactions of the Association, including accounts of assets, liabilities, receipts, disbursements, gains, losses, and surplus. The books of account shall at all times be open to inspection by any Director.

The Treasurer shall sign, or cause to be signed, all checks and promissory notes of the Association (except for the checks drawn on the reserve account) and shall deposit all moneys or valuables in the name and to the credit of the Association in such depositories as may be designated by the Board. He/she shall disburse the funds of the Association as may be ordered by the Board, shall render to the President and Directors, when they request it, an account of all of his transactions as Financial Officer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

Section V-8. Non-Liability of Officers and Directors: No Officer or Director of the Association shall be liable for acts or defaults of any other officer or member or for any loss sustained by the Association, or any member thereof, unless the same loss resulted from his own

willful and wanton misconduct or negligence. Every Officer, Director and member of the Association shall be indemnified by the Association against all reasonable expenses, and liabilities (including attorney fees and court costs) actually and necessarily incurred by or imposed upon them in connection with any claim, action, suit, proceedings, litigation, or inquiry of whatever nature, in which he may be involved as a part or otherwise by reason of his having been an Officer or Director or member of the Association, whether or not he continues to be such officer, Director or member of the Association, at the time of the incurring or imposition of such costs, expenses, or liabilities, except in relation to matters as to which he is liable for willful misconduct or negligence toward the Association in the performance of his duties. The foregoing right of indemnification shall be in addition to and not in limitation of all rights, and shall inure to the benefit of the legal representatives of such person.

Section V-9. Fidelity Bonds: All officers and employees of the Association handling or responsible for any funds received or collected by the Association, may be required to furnish adequate fidelity bonds. The premiums on said bonds shall be paid by the Association as an Association expense.

ARTICLE VI

COMMITTEES

The Board of Directors may appoint an Architectural Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE VII

BOOKS AND RECORDS

Section VII-1. Members Inspection: A Member's right to inspection and copying the Association's books and records are governed by Civil Code sections 5200 to 5260. Members shall have such additional access and inspection rights with respect to records of the Association as is provided in Corporation Code Section 8330.

Section VII-2 Directors Inspection: Any Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a Director includes the right to make extracts and copies of documents.

ARTICLE VIII

AMENDMENTS

Section IX-1 Vote Required. These Bylaws may be amended only with the approval of a majority of the voting power of the Association. The vote on a proposed amendment to these Bylaws shall be held by secret ballot in accordance with the procedures set forth in California Civil Code Section 5100 et seq.

Section IX-2. Conflicts. In the case any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control, and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE IX

SEVERABILITY

In the case any of these Bylaws conflict with any provisions of the laws of the State of California, such conflicting Bylaws shall be null and void upon final court determination to such effect, but all other Bylaws shall remain in full force and effect.

CERTIFICATE ON FOLLOWING PAGE

CERTIFICATION

WE CERTIFY this ___ day of _____ 201_ that these Restated Bylaws have been duly approved and adopted by at least 75% of the total voting power of the Association.

The President and Secretary of the Association hereby declare that the above is true and correct.

Raoul Freeman
President

Robert Meyer
Secretary

*Original document signed and
notarized on January 26, 2018.*