

OFFICIAL BYLAWS OF
WILLOWBROOK-SKYVIEW ROAD ASSOCIATION

Adopted by the members on

MAY 27, 1986.

ARTICLE 1. DEFINITIONS

Section 1.01. "Association" : The word "Association" as used herein shall refer to and mean the Willowbrook-Skyview Road Association, California corporation No. 751425.

Section 1.02. "Board" : The word "Board", unless otherwise indicated, shall mean the duly elected Board of Directors of the Association.

Section 1.03. "Owner" : The term "owner" means the record owner or owners, whether one or more persons or entities, of a "parcel" which is part of the subdivision, including contract vendees, but excluding those having such interest merely as a security for the performance of an obligation. "Owner" shall also include a contract vendee under a Real Property Sales Contract, provided that such Real Property Sales Contract complies with the provision of Sections 2985 -- 2985.6, inclusive, of the California Civil Code.

Section 1.04. "Parcel" or "Parcels" : The terms "parcel" or "parcels" means any of the Lots 1 through 5 inclusive and Lots 25 through 71 inclusive, and all appurtenant easements thereto, of the Willowbrook Subdivision as delineated on that certain subdivision map recorded in the office of the Mendocino County Recorder, Case 2, Drawer 16, Page 100, and also Lots 1 through 71, inclusive, and all appurtenant easements thereto, of the Skyview Subdivision, as delineated on that certain subdivision map recorded in the office of the Mendocino County Recorder, Case 2, Drawer 15, Page 1, and also including all improvements now or hereafter annexed thereto. Parcels created by lot-split or merger of parcels, any of which are defined as part of this subdivision, shall also be considered "parcels" within this subdivision.

Section 1.05. "Subdivision" : As used herein, the term "subdivision" shall refer to and include both the Willowbrook Subdivision and the Skyview Subdivision in which "parcels" as defined in Section 1.04 above are situated.

ARTICLE 2. OFFICES

Section 2.01. Principal Office: The principal office of the corporation for the transaction of business shall be located in the County of Mendocino, California.

Section 2.02. Change of Principal Office: The Board of Directors may change the location of the principal office from time to time from one location to another within the County of Mendocino. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment to these Bylaws.

Section 2.03. Current Principal Office: The current principal office of the corporation is located at: _____

7400 Willowbrook Rd., Willits, CA 95490

ARTICLE 3. MEMBERS

Section 3.01. Classes of Membership and Rights: There shall be two classes of membership in this corporation, which shall be called "regular members" and "delinquent members". A "regular member" is the owner of a parcel who is current and paid up in all assessments, fees and levies of the Association, and he/she shall be a voting member in all corporate matters in which such a vote is given to that member under these Bylaws or by California law. A "delinquent member" is the owner of a parcel who has become delinquent in the payment of any assessments, fees or levies of the Association, and he/she shall have no voting rights in any corporate matter unless required by law. Any delinquent member may become a regular member upon the payment of all Association assessments, fees or levies which are in fact overdue and delinquent, together with all interest, late charges and other costs of collection (including attorney's fees if incurred), which remain unpaid for that member's parcel. Except as to voting rights, the property rights and other rights, interests, privileges and duties of each member, regular or delinquent, shall be equal.

Section 3.02. Voting rights when more than one title name: Each parcel which holds a regular membership shall be entitled to one (1) vote in corporate matters. All title owners of a parcel shall be, collectively, the "owner" as defined in these Bylaws and shall be members of this Association. In the event that there is more than one title name on the deed to the parcel, each person named as a title holder shall be entitled to cast an equal fraction of the vote of that parcel. In any vote taken, unless otherwise specified by the representative casting the vote of that parcel, it shall be conclusively presumed that all title holders voted as that vote was cast.

Section 3.03. Qualification for membership: Each "owner" of a parcel as defined in these Bylaws shall automatically, upon becoming the record owner thereof, become a member of the Association and shall remain a member thereof until such time as that ownership ceases for any reason, at which time that membership in the Association shall automatically cease. Such membership shall be appurtenant to and pass with the ownership of such parcel.

Section 3.04. Transfer of memberships: Membership in the Association cannot be transferred, pledged, or alienated in any way, except upon and with the transfer of ownership of the parcel associated with it. Any attempt to make a transfer of membership prohibited by this section shall be void and shall not be reflected upon the Association's books and records of membership. If the owner of any parcel fails to transfer such membership appurtenant thereto upon transfer of title, whether voluntary or involuntary, of a parcel, the Association shall have the right to record the transfer of membership upon its books and thereupon the membership outstanding in the name of the prior owner shall be null and void. If a parcel is being sold or in the process of being sold, but title has not yet been conveyed by the seller, the vote of the membership associated with that parcel may be exercised by proxy executed by the title owner or as provided in the contract of sale, except that the membership itself shall not pass except with title ownership.

ARTICLE 4. ASSESSMENTS

Section 4.01. Right of assessment: Every parcel, and the owner thereof, shall be subject to assessments and levies by the Association to accomplish the purposes of the Association. Each owner shall have a personal obligation to pay all assessments, charges and other monetary obligations which are duly levied or assessed against his/her parcel by the Association and which become due while he/she is the owner of such parcel. Such assessments, levies, charges and other sums shall also become charges upon the parcel itself to which they relate and shall become a lien thereon running appurtenant to the ownership of said parcel.

Section 4.02. Allowed Assessments: Assessments shall be levied to pay the expenses of the corporation, but only for the following purposes:

To maintain and improve the roadways serving any parcel within the defined area of the Association;

- (b) To maintain and improve any property or easements held or used in common by the owners of parcels within the defined area;

To erect, improve and maintain gateways, fences, plantings, trees and other features used in common within the defined area;

To purchase or maintain equipment, such as firefighting equipment or road grading equipment, held by the Association for the general benefit or safety of its members;

- (e) To enforce any restrictions, conditions, covenants, liens, charges or agreements at any time created for the benefit of any parcel, and for the collection of the dues, levies and assessments as provided in these Bylaws;
- (f) To pay all license fees and other governmental charges, if any, levied or imposed on or against the corporation or its properties;

- (g) To do any and all lawful things and acts which the Board of Directors, in its discretion, deems to be in the best interests of the defined area or of the owners of parcels therein, and to pay all costs and expenses in connection therewith;
- (h) To conduct the regular and necessary business of the corporation, and;
- (i) To do any acts or to take any action for any other purpose, not specifically included in this section, to which a majority of the regular members have assented by written ballot or by vote of a majority of a quorum taken at a duly held members' meeting.

Section 4.03. Method of assessment: The amount of each assessment or levy shall be fixed from time to time by resolution of the Board of Directors. Assessments shall be made payable at such time or in intervals, and on such notice (subject to the provisions of Section 4.06 below) as the Directors shall prescribe, and they shall be enforceable at law as both a lien against the parcel and as a personal obligation of the owner. Assessments may be made on any or all of the following bases: (1) a flat or fixed equal fee assessed against each parcel; (2) an assessment fixed according to estimated use; (3) an assessment fixed according to distance of the parcel from County maintained roads; (4) an assessment based on projected costs of approved maintenance or improvements; (5) an assessment by Gate, for groups of parcels, or; (6) any other rational basis which is a reasonably fair and equitable division of expenses among members.

Section 4.04. Fixing the assessments: Every resolution of the Board of Directors levying an assessment shall specify the amount thereof, to whom and where payable, and fix a day on which the unpaid assessments become due and, if not paid by that day, delinquent. The due date of any assessment shall be not less than sixty (60) nor more than one hundred fifty (150) days after the date the resolution levying the assessment is adopted. Any member who fails to pay any assessment in full within seven (7) days after the due date thereof shall become a "delinquent member" and shall lose all rights of regular membership until reinstated. Such delinquent member shall be reinstated to regular membership when all assessments which are delinquent are paid in full, together with any late charges or interest, from the date on which they were due and became delinquent.

Section 4.05. Form of notice of assessment: On adoption of the resolution levying the assessment, the Secretary of the corporation shall give notice thereof in writing. The notice shall set forth the name of the corporation, the location of its principal office, the date of the Directors' meeting at which the resolution levying the assessment was adopted, the fact of adoption, the amount of the assessment, to whom the assessment is payable and where, the date on which the assessment, if unpaid, shall become delinquent, and that the assessment shall be collectible either by an action at law to recover the amount thereof or by action to foreclose the lien. The notice shall further state that in the event of court action, whether by action at law or by foreclosure, the corporation shall be entitled to recover a reasonable attorney's fee and court costs in addition to the amount of the assessment and any interest or late charges thereon.

Section 4.06. Time of notice of assessment: Notice of an assessment established by resolution of the Board of Directors shall be sent to all owners at their last-known address as listed with the corporation, by first-class mail, within twenty (20) days of the adoption of that resolution, but in no event less than forty (40) days prior to the due date of that assessment. If no other address is available to the Association for an owner, that owner's address shall be conclusively presumed to be the same address as used by the Mendocino County Assessor for purposes of mailing of tax assessments. All notices shall be deemed delivered when mailed

Section 4.07. Payment: Each owner shall pay all assessments levied upon his/her parcel to the Association on or before the due date. No owner may become exempt from his/her share of assessments by waiving the use or enjoyment of the parcel or by abandoning the parcel.

Section 4.08. Late fees and interest: If any such assessment is not paid within seven (7) days after the due date, it may bear a late charge, at the discretion of the Board, not to exceed ten percent (10%) of the assessment, plus interest thereafter on the principal amount at ten (10%) percent annual interest, and the Association may at its option bring an action at law against the owner personally obligated to pay the same, or to foreclose the lien against the parcel, or to enforce the lien by power of sale, and there shall be added to the amount of such assessment the costs of preparing and filing a complaint in such action; and in the event a judgement is obtained, such judgement shall include such interest, late charge and reasonable attorney's fees as are fixed by the Court, together with costs of action.

Section 4.09. Recordation of lien: Such assessments (including late charges, interest, collection, attorney's fees and other costs) shall, if not paid within seven (7) days of the due date, become a lien upon the owner's parcel, and shall continue to be such a lien until fully paid, subject to the following conditions:

(1) Such a lien shall become effective against any such parcel only upon the recordation by the Association of a "Notice of Lien" in the Office of the County Recorder of Mendocino County, California. The Notice of Lien shall state the amount of delinquent assessments and other charges, a description of the parcel against which the same has been assessed, and the name of the owner of such parcel. Such Notice of Lien shall be executed by an authorized representative of the Association. Upon the payment of all delinquent assessments and charges, or upon other satisfaction thereof, the Association shall cause to be recorded a release of lien, provided that the Association is reimbursed for the costs of preparing and recording the release (including reasonable attorney's fees).

(2) Any action brought to foreclose such lien shall be commenced within four (4) years from the due date after which the assessment becomes delinquent, or it will be barred.

(3) Any such lien shall not defeat nor render invalid or outrank the lien of any first Mortgage or first Deed of Trust affecting any parcel made in good faith and for value and recorded in the office of the County Recorder of Mendocino County prior to the recordation of any such lien, and any such lien shall be subordinate to and subject to the lien of any such prior recorded first Mortgage or first Deed of Trust.

Section 4.10. Enforcement of liens: The Association is hereby vested with the right and power to bring, at its option, any and all actions against an owner for the collection of said assessments which are not paid when due, and to enforce the aforesaid lien by any and all methods available for the enforcement of contractual obligations or liens, including, without limitation, the right to bring a personal action against the owner on such debt, the right to foreclose such lien by any method provided by law for the foreclosure of a mortgage, and the right to sell the owner's interest by power of sale, which may be enforced by the Association, its attorney or other persons authorized to bring such action or make such sale. A sale of an owner's interest by power of sale shall be conducted in the same manner provided in California Civil Code sections 2924, 2924a, 2924b, 2924c, 2924f, and 2924g (or any similar statutory provisions that may hereafter exist) for the foreclosure by power of sale of mortgages. Such provisions shall be applied and adapted to the foreclosure of the lien by power of sale to the fullest extent reasonably possible and consistent, in view of the differences between the lien and mortgages generally (for example, "trustor" as used in the statute would refer to the delinquent "owner" and "beneficiary" would refer to the "Association"). The Association shall have the power to bid in its own name on the property sold and to hold, lease, mortgage and convey the same for the benefit of all the owners. All rights and remedies granted to the Association hereunder shall be cumulative, and the exercise of one or more rights or remedies shall not constitute a waiver or election preventing the use of other rights and remedies. The Association shall be entitled to collect from a defaulting owner all costs and attorney's fees incurred in connection with pursuing the collection of said assessments and/or enforcement of said liens.

ARTICLE 5. MEETINGS OF MEMBERS

Section 5.01. Annual meetings: An annual meeting of members shall be held on the first Saturday of the month of October of each year, at 1:00 P.M., unless the Board of Directors fixes another date or time and so notifies members as provided in Section 5.04 of these Bylaws. At this meeting, Directors shall be elected and any other proper business may be transacted, subject to Sections 5.04 and 5.06 of these Bylaws.

Section 5.02. Place of meetings: Meetings of the members shall be held at any place within or outside California designated by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.

Section 5.03. Special meetings: A special meeting of members for any lawful purpose may be called at any time by the Board or the Chairman of the Board, if any, or by the President or Secretary, or by any two members of the Board of Directors, or by five (5%) percent or more of the regular members by written petition.

A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Section 5.04 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 20 but not more than 90 days after the receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

Section 5.04. Notice requirements for members' meetings:

(a) General requirements:

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Section 5.04(c) of these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members. Any proper matter may be presented at the meeting, subject to these limitations. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

(b) Notice of certain items:

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a Director without cause;
- (2) Filling vacancies on the Board;
- (3) Amending the Articles of Incorporation or these Bylaws, or;
- (4) Electing to wind up and dissolve the corporation.

(c) Manner of giving notice:

Notice of any meeting of members shall be in writing and shall be given at least 20 days but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered or certified mail, or by other means of written communication, charges pre-paid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice for this purpose shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or telegraphic or other written communication to the corporation's principal office, or (2) notice is sent to the last known address of the owner listed with the Mendocino County Assessor for purposes of mailing of property tax assessments.

Section 5.05. Affidavit of mailing of notice: An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minutes book.

Section 5.06. Quorum required for meeting:

(a) Except as limited by Section 5.06(b) below, forty (40%) percent of the voting power (regular membership) shall constitute a quorum for the transaction of business at any meeting of members, provided, however, that if any regular or annual meeting is actually attended in person or by proxy by less than one-third (1/3rd) of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under Section 5.04 of these Bylaws.

(b) Notwithstanding any other quorum provisions for meetings of members, the following actions shall require an affirmative vote of a majority of all regular members entitled to vote to become an act of the corporation:

- (1) Removing a Director without cause;
- (2) Filling vacancies on the Board other than by regular election;
- (3) Amendment of the Articles of Incorporation or these Bylaws;
- (4) Electing to purchase, in the name of the Association a parcel to be held by the Association for the common use of its members, and;
- (5) Electing to wind up and dissolve the corporation

Section 5.07. Loss of quorum: Subject to the limitations of Section 5.06 of these Bylaws, the members present at a duly called or held meeting at which a quorum of regular members is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum for that action. For purposes of ascertaining a quorum, only regular members will be counted.

Section 5.08. Adjournment and notice of adjourned meeting: Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the regular members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 30 days. When a members' meeting is adjourned to another time and place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each regular member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

Section 5.09. Voting:

(a) Eligibility to vote: Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall be regular members in good standing as of the record date determined under Section 5.12 of these Bylaws.

(b) Manner of casting votes: Voting may be by voice or, if requested by any member, by ballot, except that any election of Directors must be by ballot.

(c) Voting: Each parcel whose owners are regular members in good standing shall be entitled to cast one (1) vote on each matter submitted to a vote of members. There shall be no cumulative voting. The vote for each parcel shall be cast as the title interest holders of that parcel determine among themselves, but in no event shall more than one (1) vote be cast with respect to any one parcel.

(d) Approval by majority of a quorum: Once a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the membership, unless the vote of a greater number is required by law or under any provision of these Bylaws or the Articles of Incorporation. Delinquent members shall not be entitled to vote and shall not be counted toward any quorum.

(e) Waiver of notice or consent by absent members:

(1) Written waiver: The transactions of any meeting of members, however, called or noticed, shall be as valid as though the meeting was held after regular call and notice, if (i) a quorum is present either in person or by proxy, or (ii) either before or after the meeting, a majority of the members entitled to vote sign a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 5.06(b), the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(2) Waiver by attendance: A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 5.10. Actions without meeting by ballot: Any action that may be taken at any meeting of members (including election of Directors) may be taken without a meeting by complying with Sections 5.10(a), 5.10(b), 5.10(c) and 5.10(d) of these Bylaws:

(a) Solicitation of written ballots: The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required for notices by Section 5.04 of these Bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of Directors, state the percentage of approvals necessary to pass the measure or measures, and; (3) specify the time by which the ballot so distributed must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal, and; (3) provide a reasonable time, not less than 30 days, within which to return the ballot to the corporation for it to be counted.

If the corporation has 100 or more members, any written ballot distributed to more than ten or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of Directors, a written ballot that a member marks "abstain" or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a Director.

(b) Number of votes and approvals required: Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots marked "abstain" or otherwise which indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting. Delinquent members shall not be counted in any quorum.

(c) Revocation: A written ballot received by the corporation may not be revoked.

(d) Filing of ballots: All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least four (4) years.

Section 5.11. Member initiative ballots: If, at any time, five (5%) percent or more of the regular members in good standing present to the corporation a written petition calling for the balloting of the regular membership with respect to any proposed action, resolution or amendment of these Bylaws or the Articles, the Secretary of the corporation shall, within thirty (30) days of the receipt of that petition, prepare and deliver a ballot for vote on the proposed action to the full regular membership, pursuant to the procedures for balloting set forth in Section 5.10 above. For this purpose, the Secretary shall allow and shall specify in the ballot a reasonable time for response on the ballot for it to be counted, not to be less than sixty (60) days nor more than one hundred (100) days from the date of mailing.

Section 5.12. Record dates for notices, voting, ballots and other actions:

(1) Record date determined by the Board: For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix a record date. The record date so fixed:

(a) for notice of a meeting shall not be more than 90 nor less than 20 days before the meeting date;

(b) for voting at a meeting shall not be more than 30 days before the meeting date;

(c) for voting by written ballot shall not be more than 30 days before the date on which the first written ballot is mailed or solicited, and;

(d) for any other action shall not be more than 30 days before that action.

(2) Record date not determined by the Board:

(a) Record date for notice or voting: If not otherwise fixed by the Board, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held, and (2) to vote at the meeting shall be the day on which the meeting is held.

(b) Record date for action by written ballot: If not otherwise fixed by the Board, the record date for determining those members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

(c) Record date for other actions: If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

(3) Members of record: A person holding a regular membership at the close of the business day on the record date shall be a regular member of record.

Section 5.13. Proxies:

(1) Right of members: Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney-in-fact.

(2) Form of solicited proxies: If the corporation has 100 or more members, any form of proxy distributed to 10 or more members shall afford an opportunity on the proxy to specify a choice between approval or disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, that the vote shall be cast in accordance with that specification. In any election of Directors, any form of proxy that a member marks "abstain" or otherwise marks in a manner indicating that authority to vote for the election of any Director is withheld, shall not be voted either for or against the election of a Director.

(3) Any proxy covering matters for which a vote of the members is required, including amendments to the Articles of Incorporation or Bylaws; certain other amendments to the Articles of Incorporation; removal of Directors without cause; filling vacancies on the Board of Directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporation assets, unless the transaction is in the usual and regular course of the corporation's activities, and; the election to dissolve the corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of Directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the members.

(4) Revocability of proxies: A validly executed proxy shall continue in full force and effect until (a) revoked by the member executing it, before the vote is cast under that proxy, (i) by a writing delivered to the corporation stating that the proxy is revoked, or (ii) by a subsequent proxy executed by the member and presented to the meeting, or (iii) as to any meeting, by that member's personal attendance and voting at the meeting; or (b) written notice of the death or incapacity of the maker of the written proxy is received by the corporation before the vote under that proxy is counted, provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three (3) years from the date of execution. A proxy may not be irrevocable, regardless of its terms.

ARTICLE 6. DIRECTORS

Section 6.01. General corporate powers: Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to actions required to be approved by members, all the business and affairs of the corporation shall be managed, and all the corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 6.02. Specific powers: Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

(a) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and to fix their compensation.

(b) Change the principal executive office or the principal business office in the State of California from one location to another.

(c) Adopt, make, and use a corporate seal, and to alter the form of that seal.

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

(e) Establish any special divisions, committees or projects of the corporation, and to conduct such divisions, committees or projects to achieve any of its purposes.

(f) To make and levy assessments on its members and to take all actions necessary and proper to enforce and collect such assessments.

(g) To conduct all acts and to do all business required to maintain the Association and to accomplish its purposes.

Section 6.03. Number and qualifications of Directors: The authorized number of Directors shall be seven (7). Directors need not be residents of the State of California but must be regular members of the Association.

Section 6.04. Election and term of Directors: Directors shall be elected at each annual meeting of the members held for that purpose, to hold office until the next annual meeting; however, if any annual meeting is not held or the Directors are not elected at any annual meeting, they may be elected at any special meeting held for that purpose or by ballot vote. Each Director, including a Director elected to fill a vacancy or elected at a special meeting of the members, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 6.05. Vacancies on the Board:

(a) Events causing vacancy: A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director, (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by an order

of court or convicted of a felony or has been found by final order or judgement of any court to have breached a duty under 5230 and following of the California Corporations Code, (iii) the vote of a majority of the Board of Directors to remove a Director for cause, (iv) the increase of the authorized number of Directors, or (v) the failure of the members, at any meeting of members at which any Director or Directors were to be elected, to elect the number of Directors to be elected at such meeting.

(d) Resignations: Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later date for the resignation to become effective. If the resignation of a Director is effective at a future date, the membership may elect a successor to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) No vacancy on reduction of number of Directors: No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

(d) Restriction on interested Directors: Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (2) any brother, sister, ancestor, descendent, spouse, brother-in-law, mother-in-law or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation. Mere ownership of a parcel in the subdivision shall not, in itself, make a Director an interested person.

Section 6.06. Place of meetings of Directors: Regular meetings of the Board of Directors may be held at any place within or outside of California that has been designated from time to time by resolution of the Board. In absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting, or if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this section, a regular or special meeting of the Board of Directors may be held at any place consented to by all of the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Section 6.07. Notice of meetings: Regular meetings of the Board of Directors may be held without call or notice, at such times as fixed by the Board of Directors.

Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board, or the President, or any Vice-president, or the Secretary, or any two Directors. Notice of such special meetings shall be given as follows:

(a) Manner of giving notice: Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (1) by personal delivery or written notice; (2) by first-class mail, postage pre-paid; (3) by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; or (4) by telegram, charges prepaid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the corporation.

(b) Time requirements: Notice sent by first-class mail shall be deposited into a United States mail box at least 20 days before the time of the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned or given to the telegraph company at least 10 days before the time set for the meeting.

(c) Notice contents: The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting if it is to be held at the principal executive office of the corporation.

Section 6.08. Meetings by telephone conference: Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 6.09. Quorum: A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.11 of this Article. 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 the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Directors. 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 that meeting.

Section 6.10. Waiver of notice: The transactions of any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate minutes or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 6.11. Adjournment: A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

6.12. Action without meeting: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

6.13. Fees and compensation of Directors: Directors shall be entitled to reimbursement of all reasonable and necessary expenses incurred by them in attending meetings or when acting on behalf of the Association. However, Directors will not be compensated for their services as Directors except by approval of the voting membership of the Association.

ARTICLE 7. COMMITTEES OF DIRECTORS

Section 7.01. Committees: The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have such powers and duties as prescribed to it by the Board, and may act with the authority of the Board within the authority delegated to it. These committees may have the powers and duties, and shall be bound by the limits on their powers, as set forth for such committees by California Corporations Code section 5212.

ARTICLE 8. OFFICERS OF THE CORPORATION

Section 8.01. Designation of officers: The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Vice-presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with Section 8.03 below. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board.

Section 8.02. Election of officers: The officers of the corporation, except those appointed in accordance with the provisions of Section 8.03, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 8.03. Subordinate officers: The Board of Directors may appoint, and may authorize the President or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

Section 8.04. Removal of officers: Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 8.05. Responsibilities of officers:

(a) Chairman of the Board: If such an officer is elected, the Chairman of the Board shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to that officer by the Board of Directors, or prescribed by these Bylaws. If there is no President, the Chairman of the Board shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties prescribed in paragraph (b) below.

(b) President: Subject to such supervisory powers as may be given by the Board of Directors to the Chairman of the Board, if any, the President shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the corporation. He shall preside at all meetings of the members and, in the absence of the Chairman of the Board, or if there is none, at all meetings of the Board of Directors. He shall have such other powers and duties as may be prescribed by the Board of Directors and the Bylaws.

(c) Vice-presidents: In the absence or disability of the President, the Vice-presidents, if any, in order of their rank as fixed by the Board of Directors, or, if not ranked, a Vice-president designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-presidents 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 or the Chairman of the Board.

(d) Secretary: The Secretary shall attend to the following:

(1) Book of minutes: The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Directors, committees of Directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present, the number of members present or represented by proxy at members' meetings, if any, and the proceedings and decisions of such meetings.

(2) Membership records: The Secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board of Directors, record of the corporate members, showing names of all members, their current address and telephone numbers, the parcel of which they are owners, and the class of membership held by each.

(3) Notices, seal and other duties: The Secretary shall give, or cause to be given, notice of all meetings of members, if any, and all meetings of the Board of Directors, which are required by the Bylaws to be given. He or she shall keep the seal of the corporation in safe custody, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

(e) Chief Financial Officer: The Chief Financial Officer of the corporation, who shall also be referred to as the Treasurer of the corporation, shall attend to the following:

(1) Books of account: The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director or member at all reasonable times.

(2) Deposit and disbursement of money and valuables: The Chief Financial Officer shall deposit all money and other valuables in the name of the corporation and to its credit with such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the President and the Directors, whenever they request it, an account of all of his or her transactions as Chief Financial Officer and of the financial condition of the corporation; and shall have other powers and perform other such duties as may be prescribed from time to time by the Board of Directors or the Bylaws.

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

ARTICLE 9. INDEMNIFICATION OF DIRECTORS,
OFFICERS, EMPLOYEES AND AGENTS

Section 9.01. Procedure for indemnification: Any Director, officer, employee or agent of the corporation who is sued or threatened with suit for good faith actions or conduct on behalf of the corporation may apply to the corporation for indemnification or for advance of expenses and costs, including attorney's fees, required for an adequate defense, as provided by California Corporations Code section 5238, and the corporation may provide such advances or indemnifications pursuant to procedures and standards set forth in that statute.

Section 9.02. Insurance: The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent or the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this Article. For this purpose, the term "agent" includes Directors, officers and employees of the corporation in any capacity.

ARTICLE 10. RECORDS AND REPORTS

Section 10.01. Articles and Bylaws: The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California then at its principal business office in this State, the original or a copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members and Directors at all reasonable times during office hours. The Secretary shall, on the written request of any Director, officer or member, furnish that person with a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 10.02. Other corporate records: The accounting books, records, and minutes of proceedings of the Board of Directors and any committees of the Board, and meetings of members or records of ballots, shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form. The minutes and accounting books and records shall be open to inspection on the written request of any Director, member or officer, at any reasonable time during usual business hours, for a purpose reasonably related to that person's interests as a Director, officer or member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make abstracts, subject to reasonable rules to prevent loss of records.

Section 10.03. Full right of inspection: Every Director, officer or member of this corporation shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents, subject to reasonable rules to prevent loss of records.

Section 10.04. Annual reports: The annual report referred to in the California Corporations Code section 6321 is expressly dispensed with, but nothing in these Bylaws shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the Directors, officers, members or the general public, as they consider appropriate. However, the corporation shall provide to the Directors and members who request it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

(a) The assets and liabilities, including trust funds, the corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including any restricted to particular purposes, for the fiscal year;

(c) The revenue or receipts of the corporation, both restricted and unrestricted to particular purposes, for the fiscal year;

(d) The expenses or disbursements of the corporation, for both the general and restricted purposes, during the fiscal year;

(e) Any information required by California Corporations section 6322, as now in effect or as amended.

ARTICLE 11. AMENDMENTS

Section 11.01. Amendments only by voting membership: The Articles of Incorporation and these Bylaws may be amended only by affirmative vote, whether by personal meeting, ballot vote or by proxy vote, of a majority of the regular members in good standing who are owners of parcels in the subdivision on the record date of the vote taken.

ARTICLE 12. CONSTRUCTION AND DEFINITIONS

Section 12.01. Rules of construction and definition:
Unless the context requires otherwise, or a term is defined specifically in Article 1 of these Bylaws, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and the natural person.

CERTIFICATE OF CORPORATE SECRETARY

I, Margo M. Bailey, as Secretary of this corporation, hereby certify that the attached Bylaws, thirty (30) pages in length, are the official Bylaws of Willowbrook-Skyview Road Association, as adopted by its voting members on MAY 27, 19 86, and current to the date of this certification.

Date: Dec 3 - 87, 1987

Margo M. Bailey
Corporate Secretary