

**BYLAWS
OF
CAMPOLINDO HOMEOWNERS ASSOCIATION**

AMENDED AND RESTATED

(A California Nonprofit Mutual Benefit Corporation)

ARTICLE 1 – DEFINITIONS

The definitions contained in Article 1 of the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Campolindo Homeowners Association (“the Declaration”) pertaining to the residential community for which the Association was established are incorporated herein by reference and shall apply to those same terms as they may appear in these Bylaws unless the context indicates otherwise.

ARTICLE 2 – NAME OF ASSOCIATION

The name of the Association is CAMPOLINDO HOMEOWNERS ASSOCIATION, a California nonprofit mutual benefit corporation (“Association”).

ARTICLE 3 – PRINCIPAL OFFICE OF ASSOCIATION

The principal office of the Association shall be located at such place as may be designated by the Board of Directors of the Association from time to time.

ARTICLE 4 – MEMBERSHIP AND VOTING RIGHTS

Membership in the Association and voting rights of the members of the Association are hereby defined in Article III of the Declaration and are incorporated herein by reference.

ARTICLE 5 – BOARD OF DIRECTORS; RESPONSIBILITY; SELECTION; TERM

5.1 Responsibility. The primary responsibility of the Board of Directors (“Board”) shall be to manage the affairs and duties of the Association as described in the Declaration.

5.2 Number and Qualifications. The Board shall consist of nine directors who shall be Members of the Association in good standing. A Member shall not be considered in “good standing” if (i) the Member’s voting rights have been suspended for failure to timely pay any assessment as provided for in Article IX of the Declaration, or (ii) The Member, after notice and a hearing, has been found to be in violation of any restriction set forth in the Declaration and has failed to take appropriate corrective action to cure the violation within a reasonable period of time thereafter.

5.3 Nomination. Nominations for election to the Board may be made by the Board or by a Nominating Committee that the Board establishes for that purpose prior to the annual meeting. In addition, any Member present in person or by proxy at a meeting in which any directors are to be elected may place a name in nomination at the meeting prior to the vote.

5.4 Term and Election. Each director shall serve for a term of three years. At each annual meeting, the Members shall elect three directors, plus any additional directors as may be necessary, if there are any vacancies on the Board at the time of the annual meeting. Election to the Board at the annual meeting shall be by written ballot cast by Members or their proxies. The three candidates receiving the largest number of votes shall be deemed elected.

5.5 Vacancies. A vacancy on the Board shall exist upon the occurrence of any of the following: (i) the death or incapacity of any director; (ii) the effective date of any director’s resignation; (iii) the removal of a director by action of a majority of the other members of the Board because of the director’s failure to attend four or more consecutive meetings of the Board; (iv) the removal of a director by action of a majority of the directors on the grounds that the removed director fails to meet the required qualifications set forth in Section 5.2; (v) the removal of a director by vote of the Members; or (vi) at the time a director ceases to be a Member of the Association. Any vacancy on the Board may be filled by a majority vote of the remaining directors then in office. Any director elected to fill a vacancy shall hold office until the expiration of the term of his or her predecessor.

ARTICLE 6 – POWERS AND DUTIES OF THE BOARD

6.1 Powers. The Board shall have all the powers conferred on the Association as set forth in the Declaration and these Bylaws except those powers expressly reserved to the Members and subject to the requirements to obtain approval of the Members before certain actions may be taken. In addition, the Board shall appoint and remove at its pleasure all officers, agents and employees of the Association and shall prescribe powers and duties for them that are consistent with the Declaration, the Articles, these Bylaws and any applicable laws.

6.2 Duties. The Board shall be responsible for the performance of the duties of the Association as set forth in the Declaration and shall supervise all officers, agents and employees of the Association for the proper performance of their duties.

6.3 Standard of Care. Each director shall perform his or her duties as a director, including the duties as a member of any committee of the Board on which a director may serve, in good faith, in a manner such director believes to be in the best interests of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

6.4 Committees of the Board. The Board may create one or more committees it deems appropriate in carrying out its purposes, such as the Pool Operations and Maintenance Committee. Committee members shall be appointed by the Board and shall serve at the will of the Board. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws; in the absence of rules adopted by the Board, the committee may adopt such rules. No committee may (i) amend or repeal any resolution of the Board which by express terms may not be so amended or repealed; or (ii) take any final action on any matter which, under the Declaration or the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the Members or approval of a majority of the Members.

6.5 Financial Review Requirements. The Board shall review at least quarterly the current year's revenues and expenses compared to the current year's budget for both the operating and reserve accounts.

ARTICLE 7 – OFFICERS AND THEIR DUTIES

7.1 Officers of the Association. The officers of the Association shall be a president, and vice-president, a secretary, and a treasurer, and such other officers as the Board may from time to time create. All officers of the Association are required to be Members of the Association.

7.2 Election of Officers. The officers, except those appointed under Section 7.3 of these Bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board.

7.3 Other Officers. 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.

7.4 Removal or Resignation of Officers. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect on the date the notice is received or at any later date specified in the notice; and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

7.5 Vacancies. A vacancy in any office shall be filled in the manner prescribed in Section 5.5 above. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

7.6 Duties. The duties of the officers are as follows:

- (i) President. The president shall generally supervise, direct and control the Association's activities, affairs and officers. The president shall preside at all meetings of Members and of the Board.
- (ii) Vice President. In the absence or disability of the president, the vice president shall perform all of the duties of the president. When so acting, the vice president shall have all of the powers of and be subject to all of the restrictions on the president. The vice president shall have such other

powers and perform such other duties as prescribed by the Board or these Bylaws.

- (iii) Secretary. The secretary shall keep or cause to be kept (a) the minutes of all meetings and proceedings of the Board and of meetings of the Members; (b) copies of the current Declaration, Articles and Bylaws; and (c) a current record of all Members of the Association, including their names, addresses and telephone numbers. The secretary shall give or cause to be given the notices required by these Bylaws for meetings of Members or of the Board. The secretary shall have such other powers and perform such other duties as required by the Board.
- (iv) Treasurer. The treasurer shall be the chief financial officer of the Association. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Association and shall send or cause to be sent to the Members and directors such financial statements and reports as are required by law, the Declaration, these Bylaws or the Board.

The treasurer shall deposit or cause to be deposited all monies in the name and to the credit of the Association with such depositories as may be designated by the Board, shall disburse such funds as authorized in the annual budget of the Association or as may be directed by the Board, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws. The treasurer shall cause an annual review of the Association books to be made by an independent certified public accountant at the end of each fiscal year. The treasurer shall prepare or cause to be prepared an annual budget to be distributed to the membership at least 30 days prior to the end of the fiscal year.

7.7 Joint Signatures. Unless the Board authorizes otherwise, any check or other negotiable instrument issued by the Association shall require two signatures of which at least one shall be the president, the treasurer, or the secretary.

7.8 Compensation. No director shall receive compensation for any services rendered to the Association as a director. However, a director may be reimbursed for actual out-of-pocket expenses incurred in the performance of his or her duties.

ARTICLE 8 – MEETINGS OF THE BOARD OF DIRECTORS

8.1 Regular Meetings. Regular meetings of the Board shall be held monthly at such place and time as may be fixed from time to time by resolution of the Board, provided that if the business to be transacted by the Board does not require monthly meetings, regular meetings may be held less frequently but not less than once every six months. If the regular meeting falls on a holiday, the meeting shall be held at the same time on the next business day. Notice of the meeting shall be given to each director not less than four days prior to the meeting.

8.2 Special Meetings. Special meetings of the Board may be held when called by the president of the Association, or by any two directors other than the president. Notice of the meeting shall specify the time and place of the meeting and the nature of any special business to be considered, and shall be given to each director not less than four days prior to the meeting.

8.3 Emergency Meetings. An emergency meeting of the Board may be called by the president of the Association or by any two members of the Board 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 and which of necessity make it impractical to provide notice as required by Section 8.1 above.

8.4 Notice to Members. The Board shall endeavor to provide Members with advance notice of the time and place of any Board meeting, except for an emergency meeting. Notice may be given by posting the notice in a prominent place within the Common Area, in Association newsletters, or on the Association's website.

8.5 Open Meetings. Regular and special meetings shall be open to all Members, provided that Members who are not directors may not participate in any deliberation or discussion unless expressly authorized to do so by a majority of the quorum of the Board. Members shall be allowed to speak at the meeting subject to any reasonable time limits imposed by the Board. The Board, with the approval of the majority of its members present at a meeting in which a quorum for the transaction of business has been established, may adjourn a meeting and reconvene in executive session to discuss personnel matters, matters that relate to the formation of contracts with third parties, Member discipline or litigation. If requested by a member who may be subject to a fine, penalty or other form of discipline imposed by the Association, the Board shall meet in executive session, and the Member shall be entitled to attend the executive session. Any matter discussed in executive session shall be generally noted in the minutes of the Board.

8.6 Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as an act or decision of the Board, subject to the requirements of Corporations Code section 7211(a)(8). A meeting at which a quorum was initially present may continue to transact business, notwithstanding the withdrawal of directors if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

8.7 Adjourned Meetings. A majority of the directors present, whether or not a quorum was present, may adjourn any meeting to another time and place. If the original meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place shall be given to those directors who were not present at the time of the adjournment.

8.8 Action Taken Without a Meeting. To the extent authorized by law, any action that the Board is required or permitted to take may be taken without a meeting if all of the members of the Board consent in writing to that action. Any action so approved shall have the same effect as though taken at a meeting of the directors.

8.9 Telephone Meetings. To the extent authorized by law, any meeting may be held by conference telephone so long as all directors participating in the meeting can hear one

another. All directors participating in such a meeting shall be considered to be present in person at such meeting.

8.10 Availability of Minutes. The minutes, or a summary of the minutes, of any meeting of the Board, other than an executive session, shall be available to Members within 30 days after approval of the minutes. The minutes shall be provided to any Member on request and on reimbursement of the Association's cost in making that distribution.

ARTICLE 9 – MEETINGS OF MEMBERS

9.1 Annual Meeting. The Association shall have an annual meeting at a time and location set by the Board.

9.2 Special meetings. Special meetings of the Association may be called at any time by the Board, the president, or by written request signed by Members representing at least twenty percent of all of the votes of the Association.

9.3 Notice of Meetings. Notice of all Members' meetings, annual or special, shall be given to each Member not less than ten days before the date of the meeting. The notice shall be given personally or mailed, postage prepaid, to the Member at the address of such Member appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. The notice shall specify the place, date and time of the meeting and shall specify those matters the Board intends to present for action by the Members, provided that except as otherwise provided by law, any proper matter may be presented at the meeting for action. If directors are to be elected at the meeting, the notice shall include the names of all those who are nominees at the time notice is given. In the case of a special meeting, the notice shall state the general nature of the business to be transacted.

Attendance of a Member at a meeting shall also constitute a waiver of notice of the meeting unless the Member objects at the beginning of the meeting to the transaction of any business because the meeting is 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 a notice of the meeting but not so included if that objection is expressly made at the meeting.

9.4 Record Date. For purposes of determining the Members entitled to notice of any meeting or to vote, the Board may fix in advance a record date for notices and voting that shall be not more than 90 nor less than ten days before the date of the meeting or before the date on which the first written ballot is mailed or solicited.

9.5 Quorum. The presence at the meeting of Members entitled to cast, and of proxies entitled to cast, which amounts to one-tenth of the votes of all Members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. Every act or decision done or made by a majority of the Members present, or by proxy at a meeting duly held at which a quorum is present shall be deemed an approved act or decision of the Association. Any Members meetings, whether or not a quorum is present, may be adjourned from time to time for any reason by a vote of the Members representing a majority of the voting power of the Members present at the meeting, either in person or by proxy, to another time not more than 30 days from the original meeting. If the time and place of the adjourned meeting is announced prior to the adjournment of the original meeting, no notice of the adjourned meeting is required, provided that if a new date is fixed for the adjourned meeting after the adjournment of the original meeting, notice of the date, time and place of the adjourned meeting shall be given to Members in the manner described in Section 9.3 of these Bylaws. Any business that might have been transacted at the original meeting may be transacted at the adjourned meeting. In the absence of a quorum, no business may be transacted at the meeting other than to adjourn the meeting to another time.

The Members present at a duly-held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members 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.

9.6 Proxies. Each Member entitled to vote shall have the right to do so either in person or by one or more agents authorized by written proxy, signed by the person and filed with the secretary of the Association. Any proxy or written ballot that is distributed to ten or more Members shall satisfy the requirements of Corporations Code section 7514(a).

Any validly executed proxy shall continue in full force and effect until: (i) written notice is received by the Association of the death or incapacity of the Member executing the proxy; or (ii) the Member executing the proxy revokes it before the vote is cast under that proxy by (a) delivering a written revocation to the Association, (b) executing a subsequent proxy that is presented to the meeting, or (c) attending and voting in person at any meeting. Unless the proxy indicates otherwise, it shall not be valid after 11 months from the date of execution and, in no event shall any proxy be valid after three years from the date of execution. Notwithstanding any of the foregoing, all proxies shall be revocable and shall automatically terminate when the Member's membership in the Association terminates as provided in Article III of the Declaration. A suspension of any Member's voting rights in the Association shall automatically suspend any proxy executed by that Member.

Any form of proxy distributed by any person to the Members of the Association shall afford Members the opportunity to specify a choice between approval and disapproval of each matter or group of matters to be acted upon. The proxy shall provide that, where the Member specifies a choice, the vote shall be cast in accordance with that choice. The proxy shall also identify the person or persons authorized to exercise the proxy and the length of time it will be valid.

ARTICLE 10 - INSURANCE

10.1 Insurance. The Association shall have the power to purchase or maintain insurance on behalf of its officers, directors, employees and agents, covering property damage and liability against the Association, and any liability asserted against or incurred by any officer, director, employee or agent in performing his or her duties.

ARTICLE 11 – AMENDMENTS

These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum as defined in Section 9.5 above of those Members present, either in person or by proxy.

ARTICLE 12 – GENERAL PROVISIONS

12.1 Conflict with Declaration and Articles. If any of these Bylaws conflict with any provisions of the Declaration, the Declaration shall control to the extent of any such conflict. If any of these Bylaws conflict with any provisions of the Articles of Incorporation, the Articles shall control to the extent of any such conflict.

12.2 Fiscal Year. Unless the Board determines otherwise, the fiscal year of the Association shall be a calendar year.

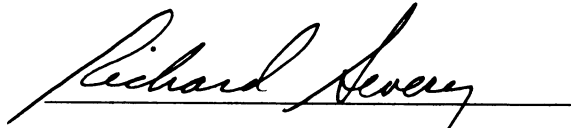
12.3 Inspection Rights. Any Member shall have access to the Association membership register, books of account and minutes from any meeting of the Members, the Board and any committee of the Board in order to inspect or copy such records for any purposes reasonably related to his or her interest as a Member. Access shall be afforded at any reasonable time at a place the Board prescribes, or as permitted by law.

CERTIFICATE OF SECRETARY

I certify that:

I am the duly-elected and acting Secretary of Campolindo Homeowners Association, a California nonprofit mutual benefit corporation; and the above Bylaws consisting of 11 pages are the Bylaws of this Corporation as adopted by the Association on January 21, 2002. They have not been amended or modified since that date.

This certificate is executed on January 29, 2002, at Moraga, California.


Richard Severy, Secretary