

AMENDED AND RESTATED

BYLAWS OF

AUTUMN POINTE HOMEOWNERS ASSOCIATION

A California Non-Profit Mutual Benefit Corporation

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ARTICLE I
GENERAL PROVISIONS

Section 1.1 - Name. The name of the corporation is Autumn Pointe Homeowners Association ("Association"). The principal office of the Association shall be at the Complex, or at such place in the County of Los Angeles, as the Board may designate from time to time.

Section 1.2 - Purpose. The Association has been formed for the purpose of performing the powers and duties of the Association as set forth in these Bylaws, the Articles of Incorporation of the Association, as amended from time to time ("Articles"), and that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions ("Declaration") which has been or is to be recorded in the Office of the Los Angeles County Recorder and which may be amended from time to time, in connection with that certain condominium project ("Complex") described as Lots 1, 2, 3 and 4 of Tract 37441 as per map recorded in Book 985, pages 96 through 98, inclusive of Maps, in the Office of the County Recorder of Los Angeles, State of California.

Section 1.3 - Definitions. Any capitalized term used herein which is not defined herein shall have the same meaning as it has in the Declaration.

ARTICLE II
VOTING AND MEMBERSHIP RIGHTS AND OBLIGATIONS

Section 2.1 - Voting Rights.

(a) Voting Classes. The Association shall have one (1) class of membership.

(b) Votes Per Unit. Each Condominium, regardless of the number of Owners thereof, shall be represented in the Association by only one (1) vote which may be cast only as a unit by the Owner(s) thereof. When a Condominium has more than one (1) Owner, the vote for such Condominium shall be exercised as the Owners among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one (1) such Condominium nor shall any fractional vote be cast. In the event that the joint Owners of a Condominium are unable to agree among themselves as to how their voting rights shall be cast, they shall forfeit same as to the matter in question. If any Owner or Owners cast the voting rights of a particular Condominium, it will thereafter be conclusively presumed for all purposes that such Owner(s) were acting with the authority and consent of all other Owners

of the same Condominium. In the event more than one (1) person or entity casts the voting rights of a particular Condominium, said voting rights shall not be counted and shall be deemed void.

(c) Counting of Votes. Whenever these Bylaws, the Declaration or the Articles require the vote, assent or presence of a stated number of Owners or Members entitled to vote on a matter or at a meeting with regard to the taking of any action or any other matter whatsoever, the provisions of this Article and Article XIII, Section 13.5(a) of the Declaration shall govern as to the total number of available votes, the number of votes an Owner is entitled to cast at the meeting, and the manner in which the vote attributable to a Condominium having more than one (1) Owner shall be cast.

Section 2.2 - Transfer of Membership. The right of membership of each Owner shall be appurtenant to the Condominium giving rise to such membership, and shall not be assigned, transferred, pledged, conveyed or alienated in any way except upon the transfer of title to said Condominium, and then only to the transferee of title to said Condominium. Any attempt to make a prohibited transfer shall be void. Any transfer of title to a Condominium shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

Section 2.3 - Members' Rights and Duties. Each Member shall have the rights, duties and obligations set forth in these Bylaws, the Articles and the Declaration, as the same may be amended from time to time.

Section 2.4 - Voting by Secret Ballot on Certain Issues. As long as required by California law, the election of the directors by the Members and voting by the Members to approve Assessments, the granting of the exclusive use of Common Area to a Member or to approve amendments to the Association's Declaration, Bylaws and Articles shall be by secret ballot in accordance with the procedures set forth in Civil Code Section 1363.03, as the same may be amended from time to time. All references to secret ballots in these Bylaws shall mean and refer to the procedures set forth in Civil Code Section 1363.03 as the same may be amended from time to time.

ARTICLE III
MEETINGS OF MEMBERS

Section 3.1 - Place of Meetings. Meetings of the Members shall be held within the Complex or at a meeting place within the same county, as close to the Complex as possible.

Section 3.2 - Annual Meetings. The annual meeting of the Members shall be held each year during the month of August or September, at such time and date as may be designated by the Board; provided, that such date shall not fall on a legal holiday.

Section 3.3 - Special Meetings. Special meetings of Members, for any purpose or purposes whatsoever, may be called at any time by the President or by any two (2) Board members, or by five percent (5%) or more of the Members; provided that no special meeting may be held or called prior to the organization meeting. Except, in special cases where other express provision is made by statute, these Bylaws or the Declaration, notice of such special meetings shall be given in the same manner as for annual meetings of Members.

Section 3.4 - Notice of Annual and Special Meetings.

(a) Method of Delivery; Time. Written notice of each annual or special meeting of the Members shall be given to each Member entitled to vote, either personally or by mail or other means of written communication, charges prepaid, at least ten (10) but not more than ninety (90) days before such meeting, addressed to such Member at such Member's address appearing on the books of the Association or such address given by such Member to the Association for the purpose of notice. Any such notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication. Notwithstanding the foregoing, when a special meeting is requested by a Member other than a member of the Board of Directors, an officer of the Association shall within twenty (20) days after receipt of such request, send out a notice to the Members fixing a date for such a meeting which is not less than thirty-five (35) nor more than ninety (90) days after receipt of the request.

(b) Content of Notice. Such notice shall specify the place, day and hour of the meeting, and (i) in the case of a special meeting, the purpose of the meeting and no other business may be transacted except as

specified in the notice, or (ii) in the case of an annual meeting, those matters which the Board, at the time the notice is given, intends to present for action by the Members. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the Members. Furthermore, if action is proposed to be taken at any meeting for approval for any of the following proposals, the notice shall also state the general nature of the proposal: (A) removing a director without cause; (B) filling vacancies in the Board of Directors by the Members; (C) amending the Articles; (D) approving a contract or transaction in which a director has a material financial interest; or (E) voluntary dissolution of the Association.

Section 3.5 - Adjourned Meetings and Notice Thereof. Any membership meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the affirmative vote of a majority of the votes represented at such meeting in person, by proxy or (if applicable) by secret ballot, but in the absence of a quorum, no other business may be transacted at any such meeting unless these Bylaws or the Declaration otherwise provides. 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 annual meetings; provided, however, that an adjournment for lack of a quorum shall be to a time not less than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called.

Section 3.6 - Quorum.

(a) Percentage Required. The presence either in person, by proxy or (if applicable) by secret ballot at a meeting of Members representing and entitled to cast at least one-third (1/3rd) of the voting power, i.e., the number of Condominiums in the Complex minus the number of Condominiums as to which voting rights are suspended in accordance with these Bylaws at the time of the subject meeting (the "Voting Power"), shall constitute a quorum for any action by the Members, unless a different requirement is imposed by these Bylaws, the Articles or the Declaration. A majority of the Voting Power present at a meeting at which a quorum is present shall prevail at such meeting unless a different percentage is required by these Bylaws, the Articles or the Declaration. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, provided that not less than twenty-five percent (25%) of the Voting Power remains present in person, by proxy or (if applicable) by

secret ballot, and provided further that any action taken shall be approved by a majority of the Members required to constitute a quorum.

(b) Lack of Quorum. If any meeting cannot be held because a quorum is not present, a majority of the Members represented either in person, by proxy or (if applicable) by secret ballot may adjourn the meeting to the time set forth and as provided in Article III, Section 3.5 above. At the adjourned meeting, the quorum requirements shall be twenty-five percent (25%) of the Voting Power. If, at such adjourned meeting a quorum is not present, the meeting may be adjourned until such time as a quorum of at least twenty-five percent (25%) of the Voting Power can be convened.

(c) Special Quorum Requirements. Notwithstanding anything herein to the contrary, for purposes of obtaining membership approval of Special Assessments or increases in Regular Assessments as may be required by Section 4.4(b) of the Declaration, a "quorum" means more than fifty percent (50%) of the Members of the Association.

Section 3.7 - Action Without Meeting. Any action, which under the provisions of the California Corporations Code may be taken at a meeting of the Members, may be taken without a meeting if done so by written ballot as provided for in the California Corporations Code. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, provide a reasonable time within which to return the ballot to the Association and specify the time by which the ballot must be received in order to be counted. Such ballot shall also indicate the number of responses needed to meet the quorum requirement and, with respect to ballots, shall state the percentage of approvals necessary to pass the measure submitted. Approval by written ballot pursuant to this Section shall be valid only when (i) the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. If, by the time specified by the Board for return of the ballots, the Board has not received sufficient ballots to constitute a quorum, the Board may, in good faith and in the exercise of its discretion, extend the time fixed for the return of written ballots only if the Board so notifies the Members in the balloting solicitation materials originally sent to the Members and then the Board notifies the Members of such extension before the expiration of the deadline, and then for no more than two (2) successive periods of sixty (60) days each.

Section 3.8 - Proxies. Except to the extent prohibited by law, at all meetings of Members, each Member may vote in person or by proxy and (if applicable) the proxyholder shall vote, as directed in the proxy by means of secret ballot when required by law. All proxies shall be in writing and executed by the Member or such Member's duly authorized agent and filed with the Association prior to the commencement of voting at the meeting at which the proxy is to be exercised. The proxy also shall identify the person or persons authorized to exercise the proxy and the length of time it will be valid. No proxy shall be valid after the expiration of eleven (11) months from the date of the proxy unless otherwise provided in the proxy. In addition, voting by proxy shall comply with any other applicable requirements of California Corporations Code Sections 7514 and 7613. Every proxy shall be revocable by the person granting it by announcing its revocation to the Association at the meeting at which it would otherwise be exercised prior to the exercise thereof, and shall automatically cease upon sale or conveyance by the person granting the proxy of such person's interest in his or her Condominium.

Section 3.9 - Action by Members. Unless stated herein, in the Declaration approved by the Members of the Association, or pursuant to law, all action required or permitted to be taken by the Members of the Association may be taken by the approval of a vote of a majority of the Voting Power (as defined in Section 3.6 of this Article) attending or represented at a meeting of the Membership called pursuant to these Bylaws if a quorum is present.

ARTICLE IV DIRECTORS

Section 4.1 - Number, Qualifications, Term of Office.

(a) Number. The affairs of the Association shall be managed by a Board of Directors comprised of five (5) persons. The number of directors may be increased or decreased from time to time by an amendment to these Bylaws.

(b) Qualifications. All members of the Board must be Members of the Association and at least eighteen (18) years of age. Furthermore, no person may be a candidate for the Board, or once elected, continue to serve as a member of the Board if properly removed as set forth below in this subsection (b), if the person: (i) is delinquent by more than sixty (60) days in the payment of any Assessment levied by the Association, (ii) misses three (3) regular meetings of the Board within any nine-month period or

three (3) consecutive regular meetings of the Board, (iii) ceases to be a Member of the Association, or (iv) is the co-Owner of a Unit and another co-Owner of the Unit is already a candidate for the Board or a member of the Board, or, if a Unit is owned by a trust or a corporation, is a trustee of such trust or an officer and/or shareholder of such corporation, and if another co-trustee of the same trust or officer or shareholder of such corporation is a candidate for the Board or already a member of the Board. If any member of the Board fails to meet the qualifications for Board membership set forth in this subsection, the Board may, as set forth in Article IV, Section 4.2(b) below, remove such non-qualifying director from the Board.

(c) Term. Each director shall serve for a term of one (1) year. Each director shall hold office until a successor is elected pursuant to the preceding sentence or until he resigns or is removed.

Section 4.2 - Election, Removal and Vacancies.

(a) Election; Cumulative Voting. As long as required by California law, the election of the directors by the Members shall be by secret ballot. The secret ballots for the election of directors shall be counted and tabulated by the inspector(s) of election in public at a properly noticed annual meeting of the Members. In the event that California law no longer requires voting for the election of directors by secret ballot, the voting for the election of directors shall occur in person or by proxy at the annual meeting of the Members. To the extent permitted by law, the election of Members to the Board shall be by cumulative voting as described herein. All Owners shall have the right to cumulate their votes for candidates in nomination. Under cumulative voting, each Owner may give a single candidate the number of votes equal to the number of directors to be elected, multiplied by the number of votes the Owner is entitled to exercise under these Bylaws and the Declaration, or the Owner may distribute the cumulated votes among any two (2) or more candidates as the Owner desires. The candidates receiving the highest number of votes up to the number of Board Members to be elected shall be elected.

(b) Removal. As long as required by California law, the vote of the Members to remove directors shall be by secret ballot. The secret ballots for the removal of directors shall be counted and tabulated by the inspector(s) of election in public at a properly noticed open meeting of the Members at which a quorum is present called to tabulate the vote on the removal. The entire Board may be removed from office, with or without cause by a majority of the Members returning secret ballots; however, unless the entire Board is removed by a vote of the Members, an individual director may

not be removed prior to the expiration of his or her term, if the votes against his or her removal would have been sufficient to elect that director if cast cumulatively at an election at which the same total number of votes were cast and all directors authorized at the time of the most recent election of that director were being elected. In the event that California law no longer requires voting for the removal of directors by secret ballot, the voting for the removal of directors shall occur in person or by proxy at a duly noticed meeting of the Members at which a quorum is present, and the entire Board may be removed from office, with or without cause by a majority of the Members returning secret ballots the vote to remove the entire Board shall be a majority of the Members present at such meeting, either in person or by proxy. The vote needed to remove less than all of the Board members shall be as set forth above. Furthermore, if any member of the Board fails to meet the qualifications for Board membership set forth in Article IV, Section 4.1(b) above, the Board may, by action taken at a Board meeting, declare the office of said non-qualifying director to be vacant and thereby remove such director from office.

(c) Vacancies. A vacancy created by removal of a director by the Members can be filled only by election of the Members (i) by secret ballot for so long as California law requires the election of directors by secret ballot, or (ii) if California law no longer requires the election of directors by secret ballot, at a duly called meeting of the Members at which a quorum is present. All other vacancies in the Board may be filled by a majority of the remaining directors even if less than a quorum. Each director elected or appointed to fill a vacancy shall hold office for the remainder of the unexpired term of such director's predecessor. A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any director and as provided in Article IV, Section 4.1(b) above when a director fails to meet the required qualifications for Board membership, or if the Members shall increase the authorized number of directors, but shall fail at the meeting at which such increase is authorized or at any adjournment thereof to elect the additional directors so provided for, or in case the Members fail at any time to elect the full number of authorized directors. A Board member may resign upon giving written notice to the President or to the Secretary or to the Board. Such resignation shall take effect on the date of the receipt of the notice or at any later time specified in the notice, and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. In the case of a notice of resignation of a director tendered to take effect at a future time, the Board shall have the power to elect a successor to take office when the resignation shall become effective.

Section 4.3 - Place of Meetings; Teleconference. All meetings of the Board shall be held at any place within the Complex; provided, however, if a larger meeting room than exists within the Complex is required, the Board shall select a room as close as possible to the Complex or the office of the Association's manager, if any. Members of the Board may participate in a meeting through the use of a conference telephone or similar communications equipment, so long as the directors participating in such meeting can hear and communicate with one another concurrently. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 4.4 - Organization Meeting of the Board. Immediately following the meeting at which the votes for the election of directors are tabulated, the Board shall hold a regular meeting at the same place for the purpose of organization, election of officers and the transaction of other business as the Board may deem appropriate. Notice of such meeting is hereby dispensed with.

Section 4.5 - Other Regular Meetings. Other regular meetings of the Board shall be held monthly at such date and time as may be fixed from time to time by resolution of the Board. Should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday.

Section 4.6 - Special Meetings. Special meetings of the Board, including meetings by telephone, for any purpose or purposes shall be called at any time by the President, or if the President is absent or unable or refuses to act, by any Vice-President or by any two (2) directors.

Section 4.7 - Notice of Board Meetings to Members and Board Members.

(a) Method of Delivery to Members; Time. Notice of the time and place of all Board meetings, except emergency Board meetings and executive session Board meetings, shall be given to Members not less than four (4) days prior to the meeting by posting such notice at a prominent place within the Common Area and shall be sent by mail to any Member who had requested notification of Board meetings by mail at the address requested by the Member. Notice may also be given by mail or personal delivery to each Unit in the development or by newsletter or similar means of communication. If the Common Area consists of only an easement or is otherwise unsuitable for posting of a notice, the Board shall communicate the notice of the time and place of the meeting by any means it deems appropriate.

(b) Method of Delivery to Board; Time. Notice of Board meetings shall be given to each Board member not less than four (4) days prior to the meeting by first class mail, postage prepaid, or forty-eight (48) hours notice delivered personally or by telephone (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), by telegram, facsimile, or electronic mail. The notice shall be given or sent to the director's address, or telephone number, facsimile number or electronic mail address as shown on the records of the Association. Notice of any meeting need not be given to any director who has signed a waiver of notice or a written consent to holding of the meeting.

(c) Content. The notice shall specify the date, time and place of the meeting and the nature of any special business to be considered and shall include an agenda as required by Civil Code Section 1363.05 as the same may be amended from time to time.

(d) Entry of Notice. Whenever any director has been absent from any special meeting of the Board, an entry in the minutes to the effect that notice has been duly given shall be made.

_____(e) Waiver of Notice. The transaction of any business at any meeting of the Board, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof, or as to an individual director, such director attends the meeting and does not protest, prior to the meeting or at its commencement, the lack of notice to such director. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 4.8 - Quorum. A majority of the Board members authorized by these Bylaws shall constitute a quorum thereof 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 the act of the Board, unless the provisions of these Bylaws, the Articles or the Declaration shall require or permit the particular action involved be taken by the Board under other circumstances. A meeting at which a quorum is 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 4.9 - Action Without Meeting. Any action which may be taken pursuant to the Articles or according to these Bylaws or the Declaration may be taken without a meeting (and without prior notice to Members as provided in Section 4.7 of this Article IV), if all Board members shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the next regular or executive session meeting of the Board, as may be appropriate, and shall have the same force and effect as a unanimous vote of such directors. For the purposes of this Section only, "all members of the Board" shall not include any "interested directors" as defined in Corporations Code Section 5233, insofar as it is made applicable pursuant to Corporations Code Section 7238.

Section 4.10 - Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time adjournment and to the Members by posting notice thereof in a prominent place within the Common Area. If the Common Area consists only of an easement or is otherwise unsuitable for posting of a notice, the Board shall communicate the notice of the time and place of the meeting by any means it deems appropriate.

Section 4.11 - Compensation. No director of the Association shall receive any salary or other compensation for services rendered as a director or officer of the Association except as may be provided for in the Declaration. However, directors and officers shall be reimbursed for expenses incurred in connection with the business of the Association and authorized by the Board. Nothing herein shall preclude any director from serving the Association in any capacity other than as an officer or a director and receiving compensation therefor, as authorized and approved by the Board. Any director receiving any special compensation for services in such other capacity shall be excluded from deliberations and voting by the Board relating to the authorization thereof and fixing compensation with regard thereto.

Section 4.12 - Indemnification. The Association shall indemnify any present or former director, officer, employee, or other agent of the Association to the fullest extent authorized under California Corporations Code Section 7237, or any successor statute, and may advance to any of those persons funds to pay expenses that may be incurred in defending any action or

proceeding on receipt of an undertaking by or on behalf of that person to repay those funds unless it is ultimately determined that the person was entitled to indemnification under this provision.

Section 4.13 - Executive Session. The Board may meet in executive session to discuss and vote upon personnel matters, formation of contracts, litigation in which the Association is or may become involved, disciplinary matters or to meet with a Member, upon a Member's request, regarding the Member's payment of Assessments. Any matter discussed in executive session shall be generally noted in the minutes of the immediately following meeting of the Board of Directors that is open to the entire membership. The Board shall meet in executive session if requested by a Member who may be subject to a fine, penalty, or other form of discipline, and the Member affected shall be entitled to attend the portion of the executive session meeting which is for a hearing or discussion with such Member. The Board shall have the right to deliberate on such issue without the Member. The Board may hold an executive session emergency meeting if circumstances require, as authorized by Section 4.14 of this Article. Members may not attend executive session meetings of the Board except as provided above.

Section 4.14 - Emergency Meetings. An emergency meeting of the Board of Directors may be called by the President, or by any two (2) directors other than the President, if there are circumstances that could not have been reasonably foreseen that require immediate attention and possible action by the Board, and that of necessity make it impracticable to provide the notices required by Section 4.7 of this Article IV. Notice to Members of an emergency meeting is not required.

Section 4.15 - Powers and Duties. Subject to the limitations of the Articles, these Bylaws, the Declaration and the California Corporations Code and Civil Code as to action required to be taken, authorized or approved by the Members of the Association, or a portion or percentage thereof, all Association powers and duties, including those set forth in the Declaration shall be exercised by, or under the authority of the Board, and the business and affairs of the Association shall be controlled by the Board, and the Board shall have such powers and duties as set forth in the Declaration, as the same may be amended from time to time.

ARTICLE V
OFFICERS AND COMMITTEES

Section 5.1 - Enumeration of Officers. The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board may deem necessary. Any person may hold more than one (1) office, provided that no one (1) person may be both the President and Secretary of this Association. All officers must be directors.

Section 5.2 - Election. The officers shall be chosen by a majority vote of the directors.

Section 5.3 - Term, Resignation and Removal. The officers shall hold office at the discretion of the Board. Any officer may be removed from office (but not from the Board if the officer is also a Board member) by the Board without cause. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. The resignation shall take effect on the date of receipt of the notice or at any later time specified in the notice, and, unless otherwise specified, acceptance of the resignation shall not be necessary to make it effective. Any vacancy in any office may be filled by a majority vote of the Board.

Section 5.4 - President. The President shall be the Chief Executive Officer of the Association and shall, subject to the control of the Board, have supervision, direction and control of the business and officers of the Association. The President shall preside at all meetings of the Members and at all meetings of the Board. The President shall be, ex-officio, a member of all standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of the President of a California non-profit corporation, and shall have such powers and duties as may be prescribed by the Board or by these Bylaws.

Section 5.5 - Vice-President. In the absence or disability of the President, the Vice-President shall perform all of the duties of the President, and when so acting shall have all powers of, and be subject to all the 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 such officer by the Board or by these Bylaws.

Section 5.6 - Secretary. The Secretary shall keep or cause to be kept, the corporate seal of the Association in safe custody, and a book of

minutes at the Association's 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, give the names of those present or represented at Members' meetings and the proceedings thereof. The Secretary shall keep or cause to be kept, at the principal office of the Association, a membership register of the following: (i) the names and addresses of all members of the Board, (ii) the names and addresses of all Members, including the Units owned by such Members, (iii) the number of votes represented by each Member. The Secretary shall give, or cause to be given, notice of all the meetings of the Members and of the Board required by the Bylaws or by law to be given, and shall have such other powers and duties as may be prescribed by the Board or by these Bylaws.

Section 5.7 - Treasurer. The Treasurer shall receive and deposit, or cause to be received and deposited, in appropriate bank accounts all monies of the Association and shall disburse, or cause to be disbursed, such funds as directed by resolution of the Board; shall sign all promissory notes of the Association; shall keep proper books of account; shall prepare and distribute financial statements to each Member; and render accounts upon request, and shall have such other powers and duties as may be prescribed by the Board or by these Bylaws. If authorized by the Board pursuant to Section 4.7(e) of the Declaration, the Treasurer may delegate the responsibility to receive, deposit and/or disburse monies from the Association's operating accounts to the Manager.

Section 5.8 - Committees. The Board may, in its discretion, appoint any committees which it deems appropriate in carrying out its purposes, including, but not limited to an executive committee in accordance with the provisions of Corporations Code Section 7212. The purpose of all committees shall be to assist (i) the Board of Directors in the development of policies, (ii) in the oversight and assessment of the Association's policies, and (iii) in the management of the Association. Committees shall act in an advisory capacity and the final decision in each instance shall be with the Board. No committee shall be assigned, delegated, or chartered in any manner that would authorize it to take final action in the name of the Association. No committee, officer of a committee, or member of a committee shall take any action that is assigned to the office of the President or other officers of the Association. All committees shall report to the Board and shall serve at the pleasure of the Board. Committees of the Board shall not have authority to direct contractors, agents, or officers of the Association.

ARTICLE VI
FINANCIAL AND REPORTING REQUIREMENTS

Section 6.1 - Budgets, Summaries and Notices. The Association shall cause to be prepared and distributed the following budgets, summaries and notices to each Member (and to each Mortgagee who makes a written request for same) preceding the beginning of each fiscal year as follows:

(a) Operating Budget. A pro forma operating budget shall be distributed not less than thirty (30) nor more than ninety (90) days before the beginning of the fiscal year consisting of the information required by Code Section 1365(a), as the same may be amended from time to time.

(b) Summary In Lieu of Pro-Forma Operating Budget. In lieu of the distribution of the pro forma operating budget required by subsection (a) above, the Board may elect to distribute a summary of the pro forma operating budget to all the Members, with written notice that the budget is available at the business office of the Association or at another suitable location within the boundaries of the Complex, and that copies will be provided upon request and at the expense of the Association. If any Member requests a copy of the pro forma operating budget, including the items referred to in this Section, to be mailed to the Member, the Association shall provide the copy to the Member by first-class United States mail at the expense of the Association and delivered within five (5) days. The written notice that is distributed to each of the Association Members shall be in at least ten (10) point bold type on the front page of the summary of the statement.

(c) Collection Policy. A statement describing the Association's policies and practices in enforcing lien rights, or other legal remedies for default in payment of its Assessments against its Members shall be distributed to the Members not less than thirty (30) days nor more than ninety (90) days immediately preceding the beginning of the Association's fiscal year.

(d) Summary of Insurance Policies. A summary of the Association's insurance policies as set forth in and required by Civil Code Section 1365(e)(1), as the same may be amended from time to time, shall be distributed to the Members not less than thirty (30) days nor more than ninety (90) days immediately preceding the beginning of the Association's fiscal year. The summary shall contain in at least ten (10) point bold face type the statement set forth in Code Section 1365(e)(4), as the same may be amended from time to time. To the extent that the information required to be disclosed,

as described in Civil Code Section 1365(e), is specified in the insurance policy declaration page, the Association may meet its disclosure obligations by making copies of that page and distributing copies to all its Members. In addition, the Association, as soon as reasonably practical, shall notify its Members by first-class mail if any of the policies have been canceled and not immediately renewed or restored or if there is a significant change such as a reduction in coverage or limits or an increase in the deductible for any policy. If the Association receives any notice of non-renewal of a policy, the Association shall immediately notify its Members if replacement coverage will not be in effect by the date the existing coverage will lapse.

(e) Dispute Resolution. The Board shall provide Members of the Association annually with a summary of the alternative dispute resolution provisions contained in Civil Code Section 1369.510 et seq, as the same may be amended from time to time. The summary shall include the statement contained in Civil Code Section 1369.590(a), as the same may be amended from time to time. The summary must also include a description of the Association's internal dispute resolution process as required by Civil Code Section 1363.850, as the same may be amended from time to time.

(f) Assessments and Foreclosure. The Board shall comply with the requirements of Civil Code Section 1365.1, as the same may be amended from time to time, by distributing a written notice as described in subdivision (b) of Civil Code Section 1365.1 entitled "Notice Assessments and Foreclosure" to each Member during the sixty (60) day period immediately preceding the beginning of the Association's fiscal year. The notice is to be printed in at least twelve (12) point type.

(g) Minutes of Board Meetings. A statement at the time that the pro forma budget is distributed or at the time of any general mailing to the entire membership of their right to have copies of the minutes of meetings of the Board and how and where those minutes may be obtained.

(h) Architectural Review Procedures. Annually, a notice of any requirements for Association approval of physical changes to property by an Owner in accordance with Civil Code Section 1378, as the same may be amended from time to time. The notice must describe the types of changes that require Association approval and must include a copy of the procedure used to review and approve or disapprove a proposed change.

(i) Secondary Addresses. At the time the Association distributes the pro forma operating budget, a notice of an Owner's right to

submit to the Association a secondary address for purposes of sending collection notices in accordance with Civil Code Section 1367.1(k), as the same may be amended from time to time.

(j) Assessment and Reserve Study Funding Disclosure.

At the time the Association distributes the pro forma operating budget, a summary regarding Assessments and reserves in accordance with Civil Code Section 1365.2.5, as the same may be amended from time to time.

Section 6.2 - Review of Financial Statement by Licensed Professional. A review of the financial statement of the Association shall be prepared in accordance with generally accepted accounting principles by a licensee of the California Board of Accountancy for any fiscal year in which the gross income to the Association exceeds Seventy-Five Thousand Dollars (\$75,000.00). A copy of the review of the financial statement and any information required to be reported under Corporations Code Section 8322, as the same may be amended from time to time (regarding transactions with interested persons and indemnification) shall be distributed within one hundred twenty (120) days after the close of the fiscal year.

Section 6.3 - Reserve Studies; Reserve Account Management.

(a) Reserve Study. In accordance with Civil Code Section 1365.5(e), as the same may be amended from time to time, at least once every three (3) years the Board shall cause a study of the reserve account requirements of the Complex to be conducted, including a reasonably competent and diligent visual inspection of the accessible areas of the major components which the Association is obligated to repair, replace, restore or maintain, if the current replacement value of said major components is equal to or greater than one-half (1/2) of the gross budget of the Association, excluding the Association's reserve account for that period. The Board shall review this study annually and shall consider and implement necessary adjustments to the Board's analysis of the reserve account requirements as a result of that review. The study required by this Section shall, at a minimum contain the information required by Civil Code Section 1365.5(e)(1)-(4).

(b) Expenditure of Reserve Funds. The Board shall not expend funds designated as reserve funds for any purpose other than the repair, restoration, replacement, or maintenance of the major components which the Association is obligated to repair, restore, replace, or maintain and for which the reserve fund was established, or litigation involving the major components. However, the Board may authorize the temporary transfer of

money from a reserve fund to the Association's general operating fund to meet short-term cash-flow requirements or other expenses if the Board has provided notice of the intent to consider the transfer in a notice of meeting, which shall be provided as specified in Civil Code Section 1363.05, as the same may be amended from time to time. The notice shall include the reasons the transfer is needed, some of the options for repayment, and whether a special assessment may be considered. If the Board authorizes the transfer, the Board shall issue a written finding, recorded in the minutes of the Board meeting, explaining the reason that the transfer is needed, and describing when and how the money will be repaid to the reserve fund. The transferred funds shall be restored to the reserve fund within one (1) year of the date of the initial transfer, except that the Board may, upon making a finding supported by documentation that a delay would be in the best interests of the Complex, delay the restoration until the time which the Board reasonably determines to be necessary. The Board shall exercise prudent fiscal management in maintaining the integrity of the reserve account, and shall, if necessary, levy a Special Assessment to recover the full amount of the expended funds within the time limits required by this Section. This Special Assessment is subject to the limitation imposed by Article IV, Section 4.4 of the Declaration. The Board may, at its discretion, extend the date the payment on the Special Assessment is due. Any extension shall not prevent the Board from pursuing any legal remedy to enforce the collection of an unpaid Special Assessment. When the decision is made to use reserve funds or to temporarily transfer money from the reserve fund to pay for litigation, the Association shall notify the Members of the Association of that decision in the next available mailing to all Members pursuant to Corporations Code Section 5016, as the same may be amended from time to time, and of the availability of any accounting of those expenses. Unless the Association's governing documents impose more stringent standards, the Association shall make an accounting of expenses related to the litigation on at least a quarterly basis. The accounting shall be made available for inspection by Members of the Association at the Association's office.

(c) Signatures Required. At least two (2) signatures shall be required for the withdrawal of monies from the Association's reserve accounts; signatures shall be those of members of the Board.

Section 6.4 - Review of Financial Records. The Board shall review on at least a quarterly basis a current reconciliation of the Association's operating and reserve accounts, the current year's actual reserve revenues and expenses compared to the current year's budget, and an income and expense statement for the Association's operating and reserve accounts. In addition, the Board shall review the latest account statements prepared by the financial

institutions where the Association has its operating and reserve accounts. For purposes herein, "reserve accounts" shall mean monies that the Association's Board has identified for use to defray the future repair or replacement of, or additions to, those major components which the Association is obligated to maintain.

Section 6.5 - Future Changes in Financial Records and Reserve Account Requirements and Disclosures. The provisions of subsections 6.1 - 6.4 incorporate the statutory requirements of Civil Code Sections 1363.05, 1363.850, 1365, 1365.1, 1365.2.5, 1365.5, 1367.1, 1369.510, 1369.590 and 1378. If said statutes are amended in any manner, Sections 6.1 - 6.4 hereof shall be amended in the same manner without the necessity of amending these Bylaws.

Section 6.6 - Disclosure to Owner. Upon written request from an Owner, the Association shall, within ten (10) days of the mailing or delivery of the request, provide an Owner with a copy of the requested items specified in Civil Code Section 1368, as the same may be amended from time to time. The items required to be made available pursuant to Civil Code Section 1368 may be maintained in electronic form and requesting parties shall have the option of receiving them by electronic transmission or machine readable storage media if the Association maintains these items in electronic form. The Association may charge a reasonable fee for this service based upon the Association's actual cost to procure, prepare, and reproduce the requested items.

ARTICLE VII INSPECTION OF RECORDS

Section 7.1 - Inspection of Articles and Bylaws. The Association shall keep in its principal office the original or a copy of the Articles and these Bylaws as amended or otherwise altered to date, and as to the Bylaws, certified by the Secretary, which shall be open to inspection by the Members at all reasonable times during office hours.

Section 7.2 - Inspection of Association's Books and Records.

(a) By Members. Members shall have the right to inspect the Association's membership register, books and records, and minutes of meetings of the Owners, of the Board and of committees of the Board as may be permitted by California law, including, but not limited to Civil Code Section 1365.2, as may be amended from time to time. Board minutes, proposed

minutes, or a draft or summary thereof (other than those from an executive session), shall be available to Members within thirty (30) days of the meeting, and shall be distributed to any Member upon request and upon reimbursement of the costs in making that distribution. Notwithstanding anything to the contrary, a Member's right of inspection shall not include the right to inspect minutes of executive session Board meetings or any documentation protected by the attorney-client privilege.

(b) By Directors. Every director shall have the absolute right at any reasonable time to inspect, including the right to make extracts and copies of, all books, records and documents of the Association and the physical properties owned or controlled by the Association, provided, however, that the Board may limit the right of any director to review ballots and proxies pertaining to an election in which the director was a candidate or Association records wherein the director is a party to an action adverse to the Association.

(c) Procedures. The Board shall establish reasonable rules with respect to: (i) notice to be given to the custodian of the records by the Owner desiring to make the inspection; (ii) hours and days of the week when such an inspection may be made; and (iii) payment of the cost of reproducing copies of documents requested by an Owner in accordance with applicable California law.

ARTICLE VIII MISCELLANEOUS

Section 8.1 - Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of, or payable to, the Association, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board.

Section 8.2 - Contracts, Etc., How Executed. The Board, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Association by a contract or engagement or to pledge its credit or to tender it liable for any purpose or to any amount.

Section 8.3 - Fiscal Year. The fiscal year of the Association shall begin on January 1 of each year and terminate on December 31 of each year, unless otherwise determined by the Board.

Section 8.4 - Conflicts. In the event of any inconsistency between these Bylaws and the Articles, the Articles shall control and in the event of any inconsistency between these Bylaws and the Declaration, the Declaration shall control. Furthermore, in the event of any inconsistency between these Bylaws and the Rules and Regulations, these Bylaws shall control.

Section 8.5 - Amendments. These Bylaws may be amended by the vote or assent by written ballot of not less than a majority of the Voting Power of the Association. Any amendment shall become effective immediately upon approval by the Members. The Secretary of the Association shall certify adoption of any duly approved amendment to the Bylaws and copy of said certificate and the amendment shall be kept with the other records and books of the Association.

Executed this 17 day of NOVEMBER, 2008.

AUTUMN POINTE HOMEOWNERS
ASSOCIATION

By: [Signature]

By: Davidson, C. J. Jackson

By: [Signature]

I, the undersigned and duly elected and acting Secretary of Autumn Pointe Homeowners Association, a California non-profit mutual benefit corporation, do hereby certify:

That the within Bylaws were adopted on the 17 day of NOVEMBER, 2008, and that the same replaces any previous Bylaws of the Association and now constitutes the entire set of Bylaws of the said Association.

IN WITNESS WHEREOF, I have subscribed my name this 17 day of NOVEMBER, 2008. 2010.

[Signature]
Secretary