

AMENDED BY-LAWS
OF
PEACOCK GAP HOMEOWNERS ASSOCIATION

ARTICLE I

DEFINITIONS:

Unless the context clearly indicates a different meaning therefor, the following words, phrases or terms as hereinafter used in these By-Laws (regardless of the tense or person in which the same may be used) shall be deemed to mean and shall be defined as hereinafter in this

Article I set forth:

ARTICLES OF INCORPORATION:

The Articles of Incorporation of this corporation as the same may be amended from time to time.

ASSOCIATION:

The Peacock Gap Homeowners Association, a nonprofit corporation.

BY-LAWS:

These By-Laws as the same may be amended from time to time.

CHARGES AND ASSESSMENTS:

All charges and assessments, general and special, to which the property under the jurisdiction of this corporation is or may be subject under and pursuant to Article VII of said Declaration.

CITY:

City shall mean the City of San Rafael, California.

DECLARATION:

The specific Declaration of Covenants, Conditions and Restrictions referred to in Article IX hereof as such may be amended, modified, changed or extended from time to time, and shall not mean nor include any other Declaration.

JURISDICTION:

All of the rights, duties, obligations and authority of this corporation in connection with real property and the improvements thereon now or hereafter subject to such Declaration.

MEMBER OF MEMBERSHIP:

A member of or membership in this corporation.

PERSON:

A natural person, a partnership, an association or a corporation.

PLANNING COMMISSION:

Planning Commission shall mean the Planning Commission of the City of San Rafael, California.

RECORDED, RECORDING AND OF RECORD:

Recorded, recording or of record where an instrument has been or is duly acknowledged and filed for recording and has actually been recorded as a public record in the office of the County Recorder of Marin County, California.

ARTICLE II

MEMBERSHIP - Qualifications:

Qualifications for membership and number and classes of members shall be as are set forth in Article IX of the Articles of Incorporation of the corporation.

MEMBERSHIP - Joint and Common Tenancy:

With regard to any interest held by a husband and wife in joint tenancy or as tenants in common, the husband shall be deemed to be the member, and shall remain such until both such husband and wife shall advise this corporation in writing that the wife shall be the member, whereupon the wife shall be deemed to be the member. With regard to any interest held by more than one person (other than a husband and wife) as joint tenants or as tenants in common, the member shall be such one of such joint tenants or tenants in common as all of such joint tenants or tenants in common shall advise this corporation in writing, and until this corporation receives such advice, the member shall be the one of such joint tenants or tenants in common who shall be designated by the Board of Directors.

MEMBERSHIP - Termination of Membership:

At such time as a person is no longer shown of record to be the owner of an interest as would qualify him for membership in this corporation his membership shall cease and terminate.

MEMBERSHIP - Death of a Member:

Membership in this corporation shall not terminate upon the death of a member but all of the rights of such member shall be vested in the personal representative of such deceased member, provided, however, that if the interest held by such deceased member which entitled such member to membership was held jointly or in common with another or others who survive such member, then upon the death of such deceased member the membership of such member shall terminate, and such other or one of such other joint or common owners shall become the member.

MEMBERSHIP - Membership Certificates:

No membership certificates shall be issued by this corporation. Membership shall be and is limited to such person or persons as are set forth and defined in these By-Laws and the Articles of Incorporation.

MEMBERSHIP - Fees, Dues and Assessments:

Fees, dues and assessments shall be levied and collected as provided in Article XI of the Articles of Incorporation of the corporation, as amended.

ARTICLE III

VOTING RIGHTS AND MEMBERS' MEETINGS - Voting Rights:

Voting rights of members shall be as set forth in Article X of the Articles of Incorporation of this corporation and as set forth in the succeeding sections of this Article III. Members shall not have the right to cumulate votes. All voting rights shall be exercised by ballot at a meeting duly assembled, provided that written consents may be given by members as to matters and in the manner authorized by the Corporations Code of the State of California; and provided further, that members may vote in person or by proxy.

VOTING RIGHTS AND MEMBERS' MEETINGS - Proxies:

Proxies, in order to be accepted as valid at any meeting, shall have been granted within eleven months prior to the meeting, unless the member granting such proxy shall have specified therein the length of time for which such proxy is to continue in force, in which case, the proxy shall be valid until the time of expiration set forth therein insofar as the same does not exceed the maximum time provided for by law. All

proxies shall be in writing, signed by the member or by his duly authorized attorney, and delivered to the Secretary of the Corporation.

VOTING RIGHTS AND MEMBERS' MEETINGS - Annual Meetings:

Annual meetings of the members shall be held on the first Wednesday of November in each year at the hour of 8:00 o'clock P.M. for the purpose of electing Directors and for the transaction of such other business as may properly be brought before the meeting. If said day shall fall upon a legal holiday the meeting shall be held on the next business day thereafter at the same time and place.

VOTING RIGHTS AND MEMBERS' MEETINGS - Notice of Annual Meetings:

It shall be the duty of the Secretary to cause written notice of each annual meeting, stating the place, day and hour thereof, to be mailed, or otherwise sent or delivered, not less than seven days next preceding the date of such meeting, to each member of record entitled to vote. Any business may be transacted at such meeting, whether or not it be mentioned in the notice.

VOTING RIGHTS AND MEMBERS' MEETINGS - Special Meetings:

Special meetings of the members for any purpose or purposes whatsoever may be held at any time whenever called by the President, or by the Board of Directors, or by members with at least twenty-five per cent of the voting power of this corporation. Every such call shall be in writing and shall state the purpose or purposes of the meeting.

VOTING RIGHTS AND MEMBERS' MEETINGS - Place of Meetings:

Annual meetings and special meetings of the members shall be held at the principal office of the corporation, provided that the Board of Directors may designate a place upon or in the immediate vicinity of the property subject to the jurisdiction of this corporation or some convenient place within a distance of not more than five (5) miles from said principal office of the corporation as a place at which any annual or special meeting of the members may be held. The Board of Directors may fix the time and place of any such special meeting by resolution, which time and place shall be stated in the notice. In the absence of any designation of another place by the Board of Directors special meetings shall be held at the principal office.

VOTING RIGHTS AND MEMBERS' MEETINGS - Quorum:

Members representing a majority of the voting power of this corporation, present in person, or by proxy, shall be requisite to and shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by law. If, however, members representing said majority of voting power shall not be present or represented at any duly called or annual meeting of such members, the holders of a majority of the voting power present in person, or by proxy, shall have the power to adjourn the meeting from time to time, until members representing the requisite voting power are present, and such adjournment and the reasons therefor shall be recorded in the minutes of the proceedings. Notice of each such adjourned meeting shall be given in like manner as provided in this Article III for special meetings except that the time thereof may be foreshortened from seven to three days. Members representing a majority of the voting power present, in person or by proxy, shall have the power of adjournment even though a quorum be present. 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 from the meeting of voting power to leave less than a quorum.

VOTING RIGHTS AND MEMBERS' MEETINGS - Qualification Dates:

The Board of Directors may fix a time not exceeding thirty (30) days preceding the date of any meeting of members as a record date for the determination of the members entitled to notice of and to vote at any such meeting and in such case only members of record on the date so fixed shall be entitled to notice of and to vote at such meeting. In the event no such record date is fixed by the Board of Directors the record date for the determination of members entitled to notice of and to vote at any such meeting shall be the tenth day preceding the date of such meeting as of 8:00 o'clock A.M. of said day.

VOTING RIGHTS AND MEMBERS' MEETINGS - Address of Members:

It shall be the duty of each member to keep the corporation advised as to his correct address from time to time.

ARTICLE IV

BOARD OF DIRECTORS - Powers:

The powers of the corporation shall be exercised by or under the authority of, and all of the affairs of the corporation shall be controlled by the Board of Directors, subject, however, to the rights of members provided for herein, in the Articles of Incorporation, and By-Laws, and subject also to all of the restrictions, provisions and limitations contained in the Declaration.

BOARD OF DIRECTORS - Number of Directors:

The Board of Directors shall consist of twelve (12) Directors as set forth in the Articles of Incorporation until changed by amendment of the Articles or until changed by an amendment of this Article IV of these By-Laws fixing or changing such number, adopted by the vote or written assent of members entitled to exercise a majority of the voting power of this corporation; provided, however, that the authorized number of Directors shall in no event be less than six (6).

BOARD OF DIRECTORS - Qualifications, election and term of office:

Only those members entitled to vote shall be eligible to serve on the Board of Directors.

The Directors shall be elected in such manner as to elect six (6) Directors for a term of one (1) year and six (6) Directors for a term of two (2) years. Directors whose terms expire shall be elected at each annual meeting.

Directors may be elected at a special meeting called for that purpose, or appointed as provided for in this Article IV, and each director shall be elected or appointed to serve the unexpired term of the vacancy to which he has been appointed and until his successor has been elected or appointed and qualified.

BOARD OF DIRECTORS - Nominations:

Not less than forty-five (45) days prior to the annual meeting each year, a nominating committee appointed by the President, and approved by the Board of Directors, shall nominate six (6) candidates for election to serve as members of the Board of Directors for the ensuing term. These nominations shall be announced by the Secretary in a notice mailed or

delivered to all members at least thirty (30) days prior to the annual meeting.

The period between thirty (30) days prior to the annual meeting and forty-eight (48) hours prior to the annual meeting shall be the nominating period, during which time all members entitled to vote shall be eligible to make nominations by petition. Petitions for nominations shall be filed with the Secretary and shall carry the signatures of at least five (5) voting members.

BOARD OF DIRECTORS - Place of Meetings:

Subject to the provisions of this Article IV, any and all meetings of the Board of Directors may be held at the principal office of the corporation or at such convenient place as may be designated anywhere within the State of California from time to time for any or all such meetings by a resolution of the Board of Directors at any regular or special meeting prior thereto. If the resolution of the Board designating the place for meetings so provides, any meeting may be held either at such place or at the principal office, as determined by the call and notice for the particular meeting. All meetings shall be held at the designated place, or in the absence of such designation, at the principal office.

BOARD OF DIRECTORS - Vacancies:

All vacancies in the Board of Directors, including vacancies caused by an increase in the number of the Board or by death or removal of a Director, may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director. Each Director so appointed shall hold office thenceforth for the remainder of the unexpired term and until the election of his successor.

BOARD OF DIRECTORS - Organization Meeting:

Immediately after the annual meeting of the members and immediately after any meeting of members at which Directors shall have been elected (or appointed as provided for in this Article IV), the Directors shall meet without notice for the election of officers and the transaction of any other business. Pending such meeting all officers shall hold over, except any officer required by law or by these By-Laws to be a Director and who was not re-elected to the Board of Directors.

BOARD OF DIRECTORS - Regular Meetings - Time:

Regular meetings of the Board of Directors shall be held at such time as the Board may fix by resolution from time to time and if any day so fixed shall fall upon a legal holiday, then upon the next succeeding business day at the same hour. No notice of any regular meeting of the Board of Directors need be given.

BOARD OF DIRECTORS - Special Meetings - Time:

Special meetings of the Board of Directors shall be held whenever called by the President, any Vice President, or by any two members of the Board of Directors.

BOARD OF DIRECTORS - Notice of Special Meetings:

Notice of the time and place of each special meeting of the Board of Directors may be given personally by word of mouth or mailed or telegraphed to each Director at least two (2) days before the date of the meeting. No notice of the objects or purposes of any special meeting of the Board of Directors need be given, and unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

BOARD OF DIRECTORS - Consent to Meetings:

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

BOARD OF DIRECTORS - Quorum:

Subject to the provisions of this Article IV and the provisions of Article V of these By-Laws, at all meetings of the Board a majority of the number of Directors fixed by the Articles or By-Laws shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. A majority of the Directors present at any meeting of the Board, whether a quorum shall be

present or not, may adjourn the meeting from time to time, provided that no such adjourned meeting shall be held unless and until notice has been given as provided for special meetings in this Article IV, and provided further that the time so fixed shall not extend beyond the time for the next regular meeting of the Board.

BOARD OF DIRECTORS - Compensation of Directors:

Directors as such shall not receive any salary or compensation for their services as Directors; provided, however, that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

BOARD OF DIRECTORS - Qualifications:

Each Director shall be a natural living person twenty-one (21) years of age or older; and a Director may, but need not be, a member of the corporation.

ARTICLE V

OFFICERS

The officers of the corporation shall be a President, or a Vice President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such officers as may be appointed in accordance with the provisions of this Article V. Officers other than the President need not be Directors. One person may hold two or more offices except that of President and Secretary. The salaries or other compensation of all officers of the corporation, if any, shall be fixed from time to time by the Board of Directors.

OFFICERS - Election:

The officers of the corporation, except as such officers may be appointed in accordance with the provisions of this Article V hereinafter stated shall be chosen annually by the Board of Directors, immediately after the regular annual meeting of the membership, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

OFFICERS - Subordinate Officers:

The Board of Directors may elect or authorize the appointment of such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time authorize or determine.

OFFICERS - Removal and Resignation:

Any officer may be removed, either with or without cause, by a majority of the Directors at any regular or special meeting of the Board, or except in case of any officer chosen by the Board of Directors, by an officer upon whom such power or removal may be conferred by the Board of Directors.

OFFICERS - Vacancies:

A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled in the manner provided or authorized herein for regular elections or appointments to such office.

OFFICERS - President:

The President shall be the chief executive officer of the corporation and shall, subject to control of the Board of Directors, have general supervision, direction and control of the affairs and other officers of the corporation. He shall preside at all meetings of the members and at all meetings of the Board of Directors and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors and the By-Laws, subject, however, to any limitations contained in the Declaration.

OFFICERS - Vice President:

In the absence or disability of the President, the Vice President, or, if more than one, in order of their rank as fixed by the Board of Directors, or if not ranked, the 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 By-Laws.

OFFICERS - Secretary:

The Secretary shall keep or cause to be kept a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of memberships and votes present or represented at members' meetings and all the proceedings thereof. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors required by the By-Laws or by law to be given and shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws. The Secretary shall also issue such certificates to title insurers as are provided in the Declaration.

OFFICERS - Treasurer:

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall also maintain or cause to be maintained complete records of all assessments and charges levied and the liens securing same under and pursuant to the provisions of the Declaration, the amounts thereof, the properties and interests against which the same have been assessed, the dates upon which the same are due, and upon which the same are delinquent, and a record of the payments thereof, as well as a record of Notices of Delinquency which have been recorded pursuant to the Declaration. The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all

of these transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws.

OFFICERS - Insurance:

All officers, jointly and severally, shall be charged with the duty to maintain in force the insurance coverage as provided in the Declaration including, without limitation, fidelity coverage and errors and omissions coverage relating to their own acts and duties as officers.

ARTICLE VI

CONTRACTS AND COMMITTEES - Contracts:

The Board of Directors may enter into, make, perform and carry out contracts of every kind and character for any lawful purpose, consistent with the status of a non-profit corporation, with any person or persons, partnership, firm, association, corporation, private, public or municipal, any body politic, any state, territory or municipality of the United States, or with the government of the United States or any department, branch, board, commission or contracting authority thereof or with any foreign government, including the right to make agreements with municipal, county, township, state, national or other public officials or with any political subdivision or any corporation or individual for and on behalf of the owners of the property covered by the Declaration and other property owned or subject to the jurisdiction of the Association for a division of the work or the doing of the work on the streets, roads, ways, walks, drives, driveways, parks or other portions of or serving said property or for any other work to be done or utilities to be furnished as will enable the Association to cooperate with said officials, corporation or individuals to secure the benefits for the said property referred to or portions thereof that can be derived from the prorata share of any municipal, county, state, national or other funds that may be available for use thereon, or in connection therewith or which might otherwise benefit the subject property. The Board of Directors may specifically contract and pay for all water, sewer and refuse collection serving the subject property and such electrical, gas or telephone services and use as shall be applicable to the Association.

CONTRACTS AND COMMITTEES
Contracts with Members:

The Board of Directors may enter into agreements, contracts, and arrangements with any member for construction or repair work, planting or replanting, care, cleaning, protecting, maintaining or the rendering of maid, telephone, laundry, cleaning and any kind and all other special services generally in connection with such member's property; provided the foregoing shall be paid for directly by such member and shall not be paid from funds derived from the charges and/or assessments provided for in the Declaration.

CONTRACTS AND COMMITTEES
Committee:

The Board of Directors may maintain and operate such departments, boards and committees as may be provided for in these By-Laws or as it may provide by resolution, with such powers and authority as may be conferred, and to make funds of the Association available for the use of such departments, boards and committees. The Board of Directors may employ a manager, secretaries, engineers, auditors, legal counsel, technical consultants or any other employees or assistants provided for by these By-Laws or authorized by the Board of Directors and may pay all expenses necessary or incidental to the conduct and carrying on of the business of the Association.

ARTICLE VII

CHARGES AND ASSESSMENTS
Estimate of Cash Requirements

Prior to the beginning of each calendar year, at a regular or special meeting of the Board of Directors, in no event held later than the last business day of the month of September of such preceding year, the President or other officer designated by the Board of Directors shall estimate or cause to be estimated and submit to the Board of Directors the net cash requirements for the ensuing year necessary for the association to operate and to maintain the property subject to its jurisdiction in accordance with its duties.

CHARGES AND ASSESSMENTS
Fixing of Charges and Assessments:

The annual general assessment estimated in accordance with the

above paragraph and all special charges and assessments provided for in the Declaration shall be fixed, established and levied by the Board of Directors in the manner provided for in the Declaration.

CHARGES AND ASSESSMENTS
Notices of Delinquency and
Enforcement of Liens:

Notices of Delinquency may be recorded as provided in said Declaration and the liens established by any such Notice or Notices of Delinquency may be enforced, compromised or foreclosed at such time or times as the Board of Directors shall determine.

CHARGES AND ASSESSMENTS
Annual Report to Members:

The Board of Directors shall present at each annual meeting of the members a statement of the business affairs and financial condition of the corporation as at the end of the previous calendar year.

ARTICLE VIII

MISCELLANEOUS PROVISIONS
Checks, Drafts and Notes:

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 corporation, and any and all securities owned or held by the corporation requiring signature for transfer, 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 of Directors.

MISCELLANEOUS PROVISIONS
Contracts - How Executed:

The Board of Directors, except as in the By-Laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless authorized by the Board of Directors, no officer, except the President, and no agent or employee shall have any power or authority to bind the corporation to any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

MISCELLANEOUS PROVISIONS
Inspection of Corporate Records:

The books of account and the minutes of proceedings of the members and Directors and other corporate records shall be open to inspection by any member upon the written demand of any such member at any reasonable time for a purpose reasonably related to his interest as a member and shall be exhibited at any time when required by the demand of twenty-five per cent (25%) of the voting power of the members represented at any members' meeting. Such inspection may be made in person or by an agent or attorney and shall include the right to make extracts. Demand of inspection by any member other than at a members' meeting shall be made in writing upon the President, Secretary or Assistant Secretary of the corporation. Every such demand, unless granted, shall be referred by such officer to the Board of Directors. The corporation shall keep in its principal office for the transaction of business the original or true copy of the Articles of Incorporation of this corporation, as amended, the original or a true copy of such Declaration, as amended, each of which documents shall be open to inspection by the members during reasonable business hours.

MISCELLANEOUS PROVISIONS
Notices:

Whenever, under the provisions of these By-Laws, notice is required to be given to any Director or member, it shall not be construed to mean personal notice, but such notice, if not given by any other method authorized by these By-Laws, may be given in writing by mail, by depositing the same in the United States Post Office or in a post box in the State of California, in a postage paid envelope, addressed to such member or Director, at the address of such person as appears on the books of the corporation, or in the absence of such address, to such Director or member at the General Post Office in the place where the principal office of the corporation is situated, and such notice shall be deemed to have been given at the time the same shall be thus mailed. Whenever any member entitled to vote has been absent from any meeting of members, and whenever any Director has been absent from any meeting of the Board of Directors, an entry in the minutes of the meeting to the

effect that notice has been duly given shall be prima facie evidence that due notice of such meeting was given to such absentee as required by law and by these By-Laws.

MISCELLANEOUS PROVISIONS
Defective Notices:

Any mistake, inadvertence or excusable neglect in giving any notice required by these By-Laws, shall not affect the validity of any meeting called thereby, or of any proceedings had at such meeting.

MISCELLANEOUS PROVISIONS
Headings and Titles:

All headings and titles used in these By-Laws, including those of Articles, Sections and Subsections, are intended solely for convenience of reference, and the same shall not, nor shall any of them, affect that which is set forth in such Article, nor any of the terms or provisions of these By-Laws nor the meaning thereof.

MISCELLANEOUS PROVISIONS
Ground Rules:

Subject to the limitations contained in the Declarations, the Board of Directors may from time to time make, publish and enforce Ground Rules, and establish and collect fines for the violation thereof, governing the use of common areas as the same are defined in such Declarations and the conduct of the users thereof, in the manner set forth in such Declarations. A current record of all Ground Rules, as amended from time to time, and a record of the amount of the fines (if any) established for the violation thereof, shall be kept by the Secretary of the corporation and shall be available to any member at any reasonable time.

ARTICLE IX

JURISDICTION OF THE CORPORATION

Article IV of the Articles of Incorporation of this corporation sets forth the property over which this corporation has jurisdiction.

ADMISSION OF NEW MEMBERS

Owners of property described in Article IV, paragraph five (5), of the Articles of Incorporation, may be admitted as members of this corporation upon the same conditions and subject to the same restrictions and conditions as the members of this corporation at the time of admission

of such new members. Such admission shall be by a majority vote of the Board of Directors.

ARTICLE X

AMENDMENTS OF BY-LAWS

These By-Laws, and any thereof, may be amended or repealed and new by-laws may be adopted by the vote or written assent of members entitled to exercise a majority of the voting power and, subject to the rights of such members, by the Board of Directors, provided however that no By-Law, or amendment thereof, changing the authorized number of Directors may be adopted, amended or repealed by the Board. Any amendment or repealer of any of these By-Laws shall be forwarded by the Secretary of the corporation to the Planning Commission of the City of San Rafael, California.

IN WITNESS WHEREOF, we have hereunto set our hands this

2nd day of March, 1966.

Charles E. Madsen

William A. Brown

Bud McKean

Gene Baumgarten

Charles Bell

DIRECTORS

Robert A. Metzger

James J. Maloney

Harold Himmelsbach

James Frush, Jr

DIRECTORS