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BY-LAWS
OF
LAS CASAS ANGELES HOMEOWNERS ASSOCIATION
A California Non-Profit Corporation

1. NAME AND LOCATION

The name of the association is Las Casas Angeles Association (hereinafter referred to as the "Association"). The Association is organized under the California Mutual Benefit Corporation Law. The principal office of the Association shall be located in the County of Los Angeles, State of California (hereinafter referred to as "said County"). Meetings of members shall be held at such places as are set forth in the Declaration (defined below).

2. DEFINITIONS

2.1 Declaration. The "Declaration" shall mean, collectively, the Declaration of the Covenants, Conditions and Restrictions Establishing a Plan of Condominium Ownership and any amendments or supplements recorded or to be recorded pursuant thereto, and applicable to the condominium development commonly known and referred to as Las Casas Angeles located in the County of Los Angeles, State of California, legally described as:

Tract No. 40463 in the City of Baldwin Park, County of Los Angeles, State of California, as per map filed in Book _____ Pages _____ of Maps in the Office of the County Recorder of said County.

2.2 Other Definitions. Each and every definition set forth in Section 1 of the Declaration shall have the same meaning herein as therein, and each and every definition is incorporated by reference herein and made a part hereof as if once again fully written and set forth as length thereat.

3. MEMBERSHIP; VOTING RIGHTS

The qualification for membership, the classes of membership and the voting rights of members shall set forth in Section 6 of the Declaration, all of which are hereby incorporated by reference hereir as if set forth in full.

4. MEETINGS OF MEMBERS

4.1 Annual Meetings. The organizational meeting and the first annual meeting of the members shall be held as described in

the Declaration. Thereafter, regular meetings of the members of the Association shall be held at least once each year.

4.2 Notice of Meetings. Notice of all members meetings, annual or special, shall be given by mail or telegram and shall be given not less than ten (10) days nor more than ninety (90) days prior to the said meeting and shall set forth the place, date and hour of the meeting, and the nature of the business to be undertaken. Notices shall be given, or at the direction of, the secretary or person authorized to call the meeting, and shall be transmitted to each member entitled to vote and to each mortgagee addressed to such member's or mortgagee's address last appearing on the books of the Association as supplied by such member or mortgagee to the Association for the purpose of notice. Mailed notices shall be deemed received forty-eight (48) hours after the same are mailed by certified mail, return receipt requested, notice by telegram shall be deemed received twenty-four (24) hours after the same are sent. Notices to members may also be personally delivered, and shall be received upon delivery to any occupant of the residence over the age of twelve.

4.3 The presence at any meeting in person or by proxy of members entitled to cast at least fifty-percent (50%) of the total votes of all members of the Association shall constitute a quorum. If any meeting cannot be held because a quorum is not present, members representing a majority of the votes present either in person or by proxy may adjourn the meeting to another time, but may not transact any other business. The new meeting date shall be not less than five (5) days nor more than thirty (30) days from the time the original meeting was called, at which adjourned meeting the quorum requirement shall be at least twenty-five percent (25%) of said total votes. Any meeting of members wherein a quorum is present may be adjourned for any reason to a time not less than five (5) days nor more than thirty (30) days from the time of such meeting by members representing a majority of the votes present therein, either in person or by proxy. 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

members in the manner prescribed for regular meetings.

4.4 Proxies. At all meetings of members each members may be present in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease when the ownership interest or interests of such members entitling him to membership in the Association ceases.

4.5 Special Meetings. Special meetings of the members of the Association shall be promptly called by the board upon the vote for such a meeting by a majority of a quorum of the board and receipt by board of a written request for a special meeting signed by 5% of the voting membership of the Association.

4.6 Order of Business. The order of business of all meetings of the members shall be as follows:

- 4.6.1 roll call;
- 4.6.2 proof of notice of meeting;
- 4.6.3 reading of minutes of preceding meeting;
- 4.6.4 reports of board and officers;
- 4.6.5 election of directors, if any are to elected;
- 4.6.6 unfinished business; and
- 4.6.7 new business.

4.7 Parliamentary Procedure. All questions of parliamentary procedure shall be decided in accordance with Robert Rules of Order.

4.8 Majority of Owners. Except as otherwise provided herein or in the Declaration, the majority of the total voting power present, in person or by proxy, shall prevail at all meetings.

4.8 Action Without Meeting. Any action which may be taken at a meeting of the members may be taken without a meeting if authorized by a writing signed by all of the members who would be entitled to vote at a meeting for such purpose and filed with the secretary.

5. SELECTION AND TERM OF OFFICE OF BOARD

5.1 Number. The board shall consist of five (5) directors who need not be members.

5.2 Term of Office. At the first annual meeting the members shall elect each of the five (5) directors for a term of one (1) year. At the expiration of the initial term of office of

of each director, his successor shall be elected to serve for a term of one (1) year.

5.3 Election; Removal; Vacancies. Election and removal of directors shall be provided in the Declaration. In the event of the death or resignation of a director, his successor shall be selected by the remaining members of the board and shall serve for the unexpired term of his predecessor.

5.4 Compensation. No Director shall receive any compensation for any service he may render to the Association; provided, however, any director may be reimbursed for actual out-of-pocket expensed incurred by him or her in the performance of his duties.

6. NOMINATION AND ELECTION OF DIRECTORS.

6.1 Nomination. Nomination for election to the board shall be made by a nominating committee consisting of three (3) persons. Nominations may also be made from the floor at each annual meeting. The nominating committee shall consist of a chairman, who shall be a member of the board, and two (2) other persons who may either be members of the Association or representatives of Declarant. Each member of the nominating committee shall be appointed by the board to serve for a period of one (1) year, and vacancies thereon shall be filled with the board. The nominating committee shall make as many nominations for election to the board at it shall, in its discretion, determine, but not less than the number of vacancies to be filled. Such nominations may be made from among the members or the non-members.

6.2 Election. Election to the board shall be by secret ballot. At such election, the members, or their proxies, may cast, in respect to each vacancy, as many votes as they are entitled to cast under the provisions of the Declaration (and subject to cumulative voting as therein described). The candidate receiving the highest number of votes shall be deemed elected.

7. MEETINGS OF DIRECTORS

7.1 Regular Meetings. Regular meetings of the board shall be held monthly without notice at such place and hour as may fixed from time to time by resolution of the board. Should any meeting fall upon a legal holiday, then the meeting shall be held at the same time on the next day which is not a legal holiday. Notice of the time and place of any such meeting shall be posted at a prominent

place or places within the common area.

7.2 Special Meetings. Special meetings of the board shall be held when called by the president of the Association, or by any two (2) directors, after not less than three (3) days prior notice to each director, which notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be posted in the manner prescribed for notice or regular meetings not less than seventy-two (72) hours prior to the scheduled time of the meeting.

7.3 Quorum. A majority of the numbers of directors shall constitute a quorum for the transaction of business at a meeting of the board. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the board.

7.4 Conduct of Meetings. Regular and special meetings of the board shall be open to all members of the Association, provided, however, that the Association members who are not on the board may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of a quorum of the board. The board may, with the approval of a majority of a quorum of the members of the board, adjourn a meeting and reconvene in executive session to discuss and vote upon personal matters, litigation in which the Association is or may become involved and orders of business of a similar or otherwise sensitive nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

7.5 Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all directors. Any action so approved shall have the same effect as though taken at a meeting of the board.

If the board resolves by unanimous written consent to take action, an explanation of the action taken shall be posted at a prominent place or places within the common area within three (3) days after the written consent of all board members have been obtained.

8. POWERS AND DUTIES OF THE BOARD

8.1 Powers. The board shall have all powers conferred upon the Association as set forth herein and in the Declaration, excepting only those powers expressly reserved to the members.

8.2 Duties. It shall be the duty of the board:

8.2.1 to cause to be kept a complete record of all of its acts and doings and to present a statement thereof to the members at each annual meeting of the members, or at any special meeting when such statement is requested in writing by members representing one-fourth (1/4) of the Class A members;

8.2.2 to supervise all officers, agents and employees of the Association, and to see that their duties are properly performed; and

8.2.3 to delegate its powers as provided in the Declaration.

9. OFFICERS AND THEIR DUTIES

9.1 Enumeration of Offices. The officers of the Association shall be president and vice president, who shall at all times be members of the board, a secretary, and a treasurer, and such other officers as the board may from time to time by resolution create.

9.2 Election of Officers. The election of officers shall take place at the organizational meeting of the board and thereafter at each meeting of the board following each annual meeting of the members.

9.3 Term. The officers of this Association shall be elected annually by the board and each shall hold office for one year unless he shall sooner resign, or shall be removed, or shall otherwise be or become disqualified to serve.

9.4 Special Appointments. The board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the board may, from time to time, determine.

9.5 Resignation and Removal. 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, the president or the secretary. Such resignation shall take effect as of the

of receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

9.6 Vacancies. A vacancy in any office may be filled by appointment to the board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

9.7 Multiple Offices. The offices of the secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 9.4 hereof.

9.8 Duties. The duties of the officers shall be as follows:

9.8.1 President. The president shall preside at all meetings of the board, shall see that the orders and resolutions of the board are carried out, shall sign all leases, mortgages, deeds and other written instruments, and shall cosign all checks and promissory notes.

9.8.2 Vice President. The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by him by the board.

9.8.3 Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and all of the members, shall serve notices of meetings of the board and of the members, shall keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the board.

9.8.4 Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the board, shall co-sign all checks and promissory notes of the Association, shall keep proper books of account, shall cause an annual operating statement reflecting income and expenditures of the Association for its fiscal year to be prepared and shall cause copies of said statement to be distributed to each member within sixty (60) days after the end of such fiscal year, and shall cause an annual budget to be prepared and presented to each member.

9.9 Compensation. No officer shall receive compensation for any service he may render to the Association; provided, however, any officer may be reimbursed for actual out-of-pocket expenses incurred by him or her in the performance of his duties.

10. COMMITTEES

Subject to any contrary provisions of the Declaration and these bylaws, if any, the board may appoint a nominating committee as provided in these bylaws. In addition the board may appoint such other committees as it deems appropriate in order to carry out its purposes.

11. ASSESSMENTS

Liability for Assessments; Collection. As more fully provided in Section 7 of the Declaration, each member is obliged to pay to the Association regular and special assessments to be collected as therein set forth, all of which are incorporated by reference herein as if set forth in full.

12. AMENDMENTS

12.1 If a two class voting structure is still in effect in the Association, these bylaws and the articles may be amended only with the vote or written consent of members entitled to cast at least fifty-one percent (51%) of the voting power of each class of membership in the Association.

12.2 If a two class voting structure is no longer in effect in the Association because of the conversion of Class B membership to Class A membership, as provided in the Declaration, these bylaws and articles may be amended only with the vote or written consent of members entitled to cast at least fifty-one percent (51%) of the total voting power, and fifty-one percent (51%) of voting power other than the Declarants.

12.3 Notwithstanding Section 1 and 2 of this Section 12, the percentage of the voting power of the Association or of the members other than Declarant's necessary to amend a specific clause or provision in these bylaws or the articles shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision.

13. GENERAL PROVISIONS

13.1 Conflicting Provisions. In the case of any conflict between any provisions of the Declaration and these bylaws, the

conflicting provisions of the Declaration shall prevail.

13.2 Fiscal Year. The fiscal year of the Association shall be a calendar year unless and until a different fiscal year is adopted by the members at a duly constituted meeting thereof.

13.3 Proof of Membership. No person shall exercise the rights of membership in the Association until satisfactory proof thereof had been furnished to the secretary. Such proof may consist of either a copy of a duly executed and acknowledged grant deed or title insurance policy showing said person to be the owner of an interest in a condominium entitling him to membership. Such deed or policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed or policy.

13.4 Absentee Ballots. The board may make such provisions as it may consider necessary or desirable for absentee ballots.

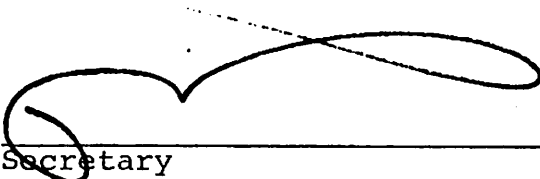
13.5 Consent of Waiver of Notice. The transaction at any meeting of the board, however noticed, shall be as valid as though had at a meeting duly held after the regular notice if a quorum be present and either before or after the meeting each director not present thereat signs a written waiver of notice or a consent to the holding of such meeting or as approval of the true and correct minutes thereof. All such waivers, consents or approvals shall be filed with the records of the board and made a part of its minutes.

13.6 Reserves. Any amounts collected by or paid to the Association in excess of operational needs shall be set aside as reserves for future financial needs in the manner set forth in the Declaration and shall be deposited into insured interest-bearing accounts. These sums may include amounts collected by Declarants from owners through purchase escrows representing capital contribution by such owners to the Association.

CERTIFICATE OF SECRETARY

KNOW ALL ME BY THESE PRESENTS:

The undersigned, Secretary of Las Casas Angeles Association, A California non-profit corporation, does hereby certify that the above and foregoing bylaws were adopted by the Board of Directors of said association on February 11, 1982, 1981 and that they now constitute said bylaws.



Secretary