

BYLAWS OF THE SKYVIEW-WILLOWBROOK

ROAD MAINTENANCE ASSOCIATION

ARTICLE I. OFFICES

Principal Office

Section 1.01. The principal office of the corporation for the transaction of its business is located in the County of Mendocino, 60 Humboldt Street in the City of Willits, California 95490.

ARTICLE 2. MEMBERS

Classes of Membership and Rights

Section 2.01. The corporation shall have one (1) class of members only, and the property and other rights, interests, and privileges of each member in good standing shall be equal. No member shall hold more than one (1) membership in the corporation.

Qualifications

Section 2.02. Every beneficial owner or the nominee of such owner (as distinguished from a security owner) of real property situated in the area known as the Willowbrook-Skyview subdivisions, sometimes hereinafter referred to as the "defined area," in the unincorporated area of Mendocino County, California, which area is more particularly described in Case 2, Drawers 15 and 16, pages 1 and 100 at the Official Records of the County of Mendocino, State of California, is eligible for membership in this corporation.

Admission

Section 2.03. Application for membership shall be in writing on a form prescribed by the Board of Directors. The application shall include, in addition to such other matters as shall be determined by the Board, an undertaking by the applicant to comply with and be bound by the Articles of Incorporation of this corporation, by these Bylaws, and by any amendments thereto, and by

the policies, rules, and regulations at any time adopted by the corporation in accordance with these Bylaws. Such application shall be acted on promptly by the Board of Directors. No initiation fee, as such, shall be charged and members shall be required to pay only those sums at the times specified as set forth in Section 2.06 of these Bylaws.

Termination of Membership

Section 2.04. Membership in this corporation shall terminate on the death of the member or on his ceasing to be a beneficial owner of property within the defined area.

Assignability of Membership

Section 2.05. Membership in this corporation shall not be transferable or assignable. Provided, however, that when any member sells, transfers, or otherwise disposes of his property within the defined area which property qualifies him for membership, he shall require, as a condition of said transfer, that the purchaser, transferee, or subsequent holder in interest thereof, apply for membership herein and undertake to be bound by the Articles of Incorporation of this corporation and by these Bylaws, and by any amendments thereto, and by the rules and regulations at any time adopted by the corporation in accordance with these Bylaws. Until such purchaser, transferee, or subsequent holder in interest, does so apply and undertake, the member, notwithstanding the prior termination of his membership, shall continue to be liable for all assessments as in these Bylaws provided and which would otherwise be chargeable to said purchaser, transferee, or subsequent holder in interest.

Assessments

Section 2.06. (a) Membership shall be subject to assessment provided, however, that assessments shall not exceed the total aggregate sum of \$33.33 per year. The amount of each levy shall

be fixed from time to time by resolution of the Board of Directors. Assessments shall be made payable at such time or intervals, and on such notice subject to the provision of Paragraph (e) below, as the Directors shall prescribe, and they shall be made enforceable by court action.

(b) Every resolution of the Board of Directors levying an assessment shall specify the amount thereof; to whom and where payable; and fix a day on which the unpaid assessments become delinquent, not less than thirty (30) nor more than sixty (60) days after the date the resolution levying the assessment is adopted. Any member who fails to pay any assessment in full within seven (7) days after the delinquent date thereof, shall be dropped from active membership and shall be placed on the inactive roll. Such member shall not be reinstated to good standing until he has paid all assessments in full from the date on which they became delinquent. All members other than those described in this paragraph are members in good standing.

(c) Notwithstanding the provisions of Paragraphs (a) and (b) of this section, assessments shall be levied to pay the expenses of the corporation and only for the following purposes:

- (i) To maintain and improve the roadways within the defined area;
- (ii) To maintain and improve any areas held or used in common by the owners of lots within such area;
- (iii) To erect, improve, and maintain gateways, ornamental fences, plantings, trees, fountains, and other ornamental features within the defined area;
- (iv) To pay taxes and assessments, if any, which may be levied by any governmental authority on any of the areas or ornamental features held or used in common within said area;
- (v) To do any and all lawful things and acts which the

Board of Directors, in its discretion, deems to be in the best interests of the defined area and of the owners of lots therein, and to pay all costs and expenses in connection therewith;

(vi) To enforce any restrictions, conditions, covenants, changes, and agreements at any time created for the benefit of any property owned by a member, and for the collection of the dues and assessments as provided in these Bylaws.

(vii) To pay all license fees and other governmental charges, if any, levied or imposed on or against the corporation or its properties; or

(viii) To conduct the business of the corporation.

(d) Assessments shall be made on the following basis: each parcel within the defined unit shall be assessed as single units.

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

(f) The notice of assessment shall be served on each member personally not less than thirty (30) days prior to the delinquent date. In lieu of personal service, however, the notice

may be sent by mail addressed to each member at his address as it appears on the books of the corporation.

(g) If the assessments are not paid on or before the delinquent date, the Board of Directors may, within seven (7) days thereafter, cause an action to be brought in a court of competent jurisdiction to recover the cost of such assessment plus attorney's fees and other costs. Membership in this corporation, proof of notice of assessment not less than thirty (30) days prior to the delinquent date, proof of mailing of a notice of delinquency shall be prima facie evidence of an account stated in the amount of said delinquency and in favor of this corporation or its assignee.

(h) In the event that any member whose assessment is paid should terminate his membership as provided in Section 2.05 of these Bylaws, his successor in title can acquire the benefit of such paid assessment by applying for and becoming a member of the corporation.

Membership Certificates

Section 2.07. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation. Each such certificate shall state the year for which it is valid and shall have printed on its face in clear type that the corporation is nonprofit. The form, size, and contents of the certificate in all other respects shall be as fixed from time to time by resolution of the Board of Directors. Each certificate shall be consecutively numbered, signed by the President and by the Secretary, and sealed with the seal of the corporation.

ARTICLE 3. MEETINGS OF MEMBERS

Annual Meetings

Section 3.01. The members shall meet annually on August 23rd at such time and place as shall be fixed by the Board of Directors

for the purpose of electing Directors and transacting such other business as may come before the meeting, provided, however, that if the Board so determines, Directors may be elected as provided in Section 4.04 hereof, instead of at the annual meeting.

Regular Meetings

Section 3.02. In addition to the annual meeting, members shall meet regularly at such time and place as shall be determined by the Board of Directors.

Special Meetings

Section 3.03. Special meetings of members may be called and held at such times and places as may be ordered by the Board of Directors. Special meetings of the members shall be called by the President or by the Board not more than thirty (30) but not less than ten (10) days after receiving a written request for such meeting signed by the holders in good standing of not less than ten (10) per cent of the voting power of the corporation.

Notice

Section 3.04. Written, typed, or printed notice of meetings shall be delivered either personally or by mail to each member in good standing addressed to him at his address as it appears on the books of the corporation, not less than seven (7) days prior to the date of such meeting, by or at the direction of the Secretary.

Contents of Notice

Section 3.05. Notice of meetings of members shall specify the place, the day, and the hour of the meeting and, in the case of special meetings, the general nature of the business to be transacted.

Quorum

Section 3.06. The presence in person or by proxy of 51 per cent of the members in good standing shall constitute a quorum.

Adjournment for Lack of Quorum

Section 3.07. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the members in good standing present in person or by proxy but no other business shall be transacted.

Notice of Adjourned Meeting

Section 3.08. When a meeting of members is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. When a meeting is adjourned for less than thirty (30) days, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken.

Loss of Quorum

Section 3.09. 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.

Voting Rights

Section 3.10. (a) Each member in good standing shall be entitled to vote on each matter submitted to a vote of the members subject to the following rules:

- (i) Each member beneficially owning one (1) or more parcels within the defined area shall be entitled to the number of votes equal to the total number of such parcels so owned by him.
- (ii) If two or more members own a single lot, whether a single family dwelling lot or a multiple dwelling unit lot within the defined area, they shall be entitled to one vote only for such lot; such joint owners shall designate and register with the Secretary of the corporation the name of the member who shall be entitled to cast the single vote.

(b) No single vote shall be split into fractional votes.

(c) Voting at meetings, other than to elect Directors, shall be by voice vote, except as otherwise expressly provided in these Bylaws. Election of Directors shall be by secret ballot.

Proxy Voting

Section 3.11. Members in good standing may vote in person or by written proxy executed and filed with the Secretary, provided, however, that no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

Conduct of Meetings

Section 3.12. (a) Meetings of members shall be presided over by the President of the corporation or, in his absence, by the Vice President or, in the absence of both, by a chairman chosen by a majority of the members in good standing present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that in his absence the presiding officer shall appoint another person to act as Secretary of the meeting.

(b) Meetings shall be governed by "Robert's Rules of Order", as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with law.

ARTICLE 4. DIRECTORS AND OFFICERS

Number

Section 4.01. The corporation shall have five (5) Directors and collectively they shall be known as the Board of Directors.

Powers

Section 4.02. The Directors shall, subject to the limitations set forth in the Articles of Incorporation, exercise the powers of the corporation, control its property, and conduct its affairs.

Qualifications

Section 4.03. Each Director shall be a member of the corporation. Directors shall be eligible for reelection without limitation on the number of terms they may serve provided they continue to meet the qualifications therefor.

Election and Term of Office

Section 4.04. (a) Directors shall be elected at the annual meeting as set forth in Section 3.01 of these Bylaws, or by mail in such manner as the Board of Directors shall determine, provided, however, that if the election is to be held other than at the annual meeting, at least thirty (30) days' written notice thereof must be delivered to each member either personally or by mail addressed to him at his address as it appears on the books of the corporation, and provided further that such election shall be in the month specified in Section 3.01 hereof for the holding of the annual meeting.

(b) Voting shall be cumulative and candidates receiving the highest number of votes are elected.

(c) Each Director shall hold office until the next annual meeting of members or until the next annual election and until his successor is elected.

Meetings

Section 4.05. (a) Meetings of Directors shall be held at such place within the State of California which has been designated from time to time by resolution of the Board. In the absence of such designation, meetings shall be held at the principal office of the corporation, provided that any such meeting held elsewhere shall be valid if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation.

Regular Meetings

(b) The Board of Directors shall meet regularly at least once each year on such day and at such time as it shall by

resolution specify.

Special Meetings

(c) Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors.

Notice

(d) Notice of the time and place of meetings shall be given by, or at the direction of, the Secretary of each Director personally or by United States mail addressed to him at his address as it appears on the books of the corporation at least seven (7) days prior to the date of the meeting.

Quorum

(e) A majority of Directors shall constitute a quorum for the transaction of business.

Conduct of Meetings

(f) The Board of Directors shall consider no business at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn, provided, however, that a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

(g) Meetings of Directors shall be governed by "Robert's Rules of Order", as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation, or with law.

(h) Meetings of Directors shall be presided over by the President of the corporation or in his absence by the Vice President, or, in the absence of both, by a chairman chosen by a majority of the Directors present. The Secretary of the corporation shall act as Secretary of the Board, provided, however, that in the absence of the Secretary the presiding officer shall appoint a person to act as Secretary for the meeting.

Majority Action as Board Action

Section 4.10. Every act or decision done or made by a majority of the Directors present at any meeting duly held at which a quorum is present is the act of the Board of Directors, unless the law, the Articles of Incorporation, or these Bylaws require a greater number.

OFFICERS

Number and Titles

Section 4.20. The officers of the corporation shall be a President, a Vice President and a Secretary-Treasurer.

Qualification, Election, and Term of Office

Section 4.21. Officers shall be Directors of the corporation and elected annually as provided in this article, and each officer shall hold office until he resigns, or is removed, or is otherwise disqualified to serve, or until his successor shall be elected, whichever occurs first. The election of Officers-Directors of the corporation shall be as follows: Each officer shall be a member in good standing of the corporation and the owner of a beneficial interest or his nominee in a parcel located within the defined area.

Removal and Resignation

Section 4.22. Any officer may be removed as such with or without cause by a majority of a quorum of the members in good standing, voting at a regular or special meeting, and such officer shall be removed as such should he cease to be qualified at any time by giving written notice to the Board of Directors of the corporation. Any such resignation shall become effective on the date of receipt of such notice or at such later time as may be specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be required to make it effective.

Vacancies

Section 4.23. A vacancy in any office caused by the death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term in the manner hereinabove provided in this article.

Duties of President

Section 4.24. The President shall exercise exclusive general supervision of the affairs and activities of the corporation and shall preside at all meetings of the members and Board of Directors at which he is present.

Duties of Vice President

Section 4.25. The Vice President shall assume the duties of the President whenever the latter is absent or unable or refuses to act.

Duties of Secretary-Treasurer

Section 4.26. As Secretary, he shall keep the minutes of all meetings of the members and of the Board of Directors and shall be the custodian of all corporate records. He shall also keep at the principal office of the corporation a membership book containing the name and address of each member, and, in any case where membership has been terminated, record such fact in the book together with the date on which the membership ceased.

As Treasurer, he shall receive all funds of the corporation, shall deposit such funds as provided in Section 6.03 of these By-laws, and shall pay out funds only on the written directive of the Board of Directors signed by the President.

Compensation

Section 4.27. Officers of the corporation shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending meetings of the Directors and members or other provision allowing partial compensation.

ARTICLE 6. INSTRUMENTS, DEPOSITS, AND FUNDS

Contracts

Section 6.01. The Board of Directors may authorize any officer or agent of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority, except as in these Bylaws provided, to bind the corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Checks

Section 6.02. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the Treasurer and countersigned by the President or the Vice President unless otherwise directed by resolution of the Board of Directors as provided in Section 6.01.

Deposits

Section 6.03. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Gifts

Section 6.04. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE 7. BYLAWS

Effective Date

Section 7.01. These Bylaws shall become effective immediately

on their adoption. Amendments to these Bylaws shall become effective immediately on their adoption unless the Board of Directors, or members, in adopting them, provide that they are to become effective at a later date.

Amendment

Section 7.02. Except as otherwise expressly provided herein, new Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of a majority of a quorum of members in good standing at a meeting duly called and noticed for that purpose, and subject to the power of the members to change or repeal them, and subject to the Articles of Incorporation of this corporation and to law, by the vote of a majority of the Directors.

Certification and Inspection

Section 7.03. The original, or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary of the corporation, shall be recorded and kept in a book which shall be kept in the principal office of the corporation, and such book shall be open to inspection by the members at all reasonable times during office hours.

ARTICLE 8. MISCELLANEOUS PROVISIONS

Corporate Seal

Section 8.01. The Board of Directors shall provide a corporate seal. Such seal shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

Fiscal Year

Section 8.02. The fiscal year of the corporation shall be from July 1 to June 30, inclusive.

Construction

Section 8.03. As used in these Bylaws:

(a) The present tense includes the past and the future tenses, and the future tense includes the present.

(b) The masculine gender includes the feminine and neuter.

(c) The singular number includes the plural, and the plural number includes the singular.

(d) The word "shall" is mandatory and the word "may" is permissive.

(e) The words "Directors" and "Board", as used in the Articles of Incorporation or in these Bylaws in relation to any power or duty requiring collective action, mean the Board of Directors.

(f) "Defined area" is the area known as the Willowbrook and Skyview subdivisions.

(g) The word "parcel" means a parcel or lot of real property as delineated on those certain records of survey recorded in the Official Records of the County of Mendocino in Case 2, Drawers 15 and 16, Pages 1 and 100 and/or parcels created by the subdivision of said parcels after the date of said records of survey.

(h) The terms "member in good standing" and "member not in good standing" have the meaning stated in Section 2.06, Paragraph (b) of these Bylaws.

(i) The term "nominee" means a person who has been nominated by a writing bearing the notarized signature of an owner of a parcel located within the defined area.

We, the undersigned, are all of the persons named as first Directors in the Articles of Incorporation of the Skyview-Willowbrook Road Maintenance Association, Inc., a California corporation, and, pursuant to the authority granted to the Directors in Article VII of said Articles, to take action by unanimous written consent without a meeting, we consent to, and hereby do, adopt the foregoing Bylaws, consisting of Sixteen (16) pages, as the Bylaws of said corporation.

Dated: August 30, 1975

John W. Anderson
Kevin Schlarb

Donald J. Risch
Carl M. Jensen
John A. Howard

CERTIFICATE

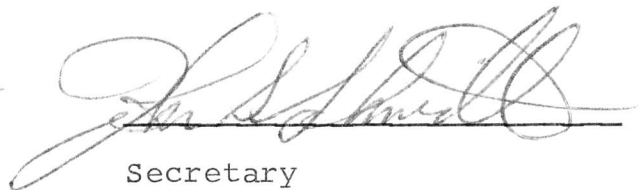
I, John S. Schmitt, hereby certify:

That I am the duly elected and acting Secretary of the Skyview-Willowbrook Road Maintenance Association, Inc., a California corporation; and

That the foregoing Bylaws, consisting of sixteen (16) pages, constitute the Bylaws of said corporation as duly adopted on August 30, 1975 by the unanimous written consent of the Directors as authorized by Article VII of the Articles of Incorporation of said corporation.

Dated:

August 30, 1975


Secretary