

NOTICE
(Gov. Code §12956.1)

If this document contains any restriction based on age, race, color, religion, sex, gender, gender identity, gender expression, sexual orientation, familial status, marital status, disability, veteran or military status, genetic information, national origin, source of income as defined in subdivision (p) of Section 12955, or ancestry, that restriction violates state and federal fair housing laws and is void, and may be removed pursuant to Section 12956.2 of the Government Code by submitting a “Restrictive Covenant Modification” form, together with a copy of the attached document with the unlawful-provision redacted to the county recorder’s office. The “Restrictive Covenant Modification” form can be obtained from the county recorder’s office and may be available on its internet website. The form may also be available from the party that provided you with this document. Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

WRITTEN ASSENT OF MEMBERS

TO

AMENDMENT TO BYLAWS

OF

BERNARDO VILLAS MANAGEMENT CORPORATION NO. ONE

The undersigned, being members of Bernardo Villas Management Corporation No. One, a California corporation, entitled to exercise seventy-five percent (75%), or more, of the voting power of the members of the corporation, hereby adopt the following resolution by written assent amending the Bylaws of the corporation as provided in Article IX of the Bylaws:

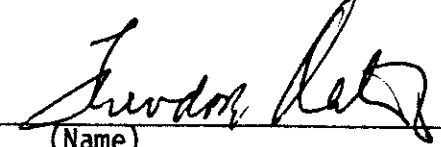
RESOLVED, that Article IX of the Bylaws of this corporation is hereby deleted and in lieu thereof the following is inserted:

"ARTICLE IX

Amendments

New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of a majority (more than 50%) of the members of this Corporation, or by the written assent of a majority of such members."

RESOLVED, FURTHER, that the amendment to the Bylaws set forth above shall be effective on the tenth (10th) day following adoption of these resolutions by the execution hereof of members representing seventy-five percent (75%) or more of the voting power of this corporation.



(Name)

(Name)

8/29/79

(Date)

(Address) DR. AND MRS. THEODORE KATZ
12160 B Rancho Bernardo Road
Rancho Bernard, San Diego, Cal. 92128

BY-LAWS

OF

BERNARDO VILLAS MANAGEMENT CORPORATION NO. ONE

A California Nonprofit Corporation

ARTICLE I

Office

The office of this corporation shall be located in Rancho Bernardo, in the City of San Diego, County of San Diego, State of California.

ARTICLE II

Members

Each owner as tenant-in-common of a fractional undivided fee simple interest in the following described real property:

Bernardo Villa Condominium No. 1, being all of Lot 2 and Parcel B of Bernardo Villa in the City of San Diego, County of San Diego, State of California, according to Map thereof No. 5425 filed in the Office of the Recorder of said County on July 22, 1964,

and hereinafter referred to as the "Real Property", shall be a member of this corporation. The transfer of title to such fractional interest shall automatically transfer the membership appurtenant to such fractional interest to the transferee. In the event that any such fractional interests are owned by two or more persons, then such persons shall designate in writing to be filed with this corporation which of them holds the membership in this corporation, and in the absence of such designation, this corporation may select which one of such persons is the holder of the membership in question.

ARTICLE III

Membership Fees and Assessments and Lien Rights

Section 1. MEMBERSHIP FEES AND ASSESSMENTS. The Board of Directors shall fix and determine from time to time the fees and assessments to be paid by each member. The

proportion of such fees and assessments to be assessed against and paid by each individual member shall be in the same ratio and proportion as the percentage of the fee simple ownership held by such member in said property bears to 100% of said fee simple ownership of that part of said Real Property upon which the construction of the living units has been completed. The officers of this corporation are authorized to bring an action at law against any members for any such membership fees or assessments which are delinquent, and the membership of any member who fails to pay any such membership fee or assessment in full promptly when due, together with all rights and privileges of such membership, shall be automatically suspended during the continuency of any such delinquency.

Section 2. LIEN RIGHTS. This corporation, for the purpose of enforcing payment of said fees and assessment, shall have a lien against the interest of any member in said Real Property to secure the faithful performance in compliance with these By-Laws and the full and prompt payment of all fees and assessments levied by the Board of Directors, and in the event of non-performance or a default by any member, said interest of such member may be foreclosed by this corporation in the same manner as a realty mortgage and any redemption thereafter shall be subject to the lien hereby created as to other or future events of non-performance or default, and the lien hereby created shall likewise apply to the Grantee of any Sheriff's Deed after foreclosure as to other or future events of non-performance or default; provided, however, it is specifically understood that the lien hereby created shall, at all times be subordinate and inferior to the lien of any bona fide lending institution which now exists or is hereafter placed on said Real Property or any part or parcel thereof.

Section 3. PAYMENT OF ASSESSMENTS BY AND VOTING RIGHTS OF RANCHO BERNARDO HOMES, INC. Rancho Bernardo Homes, Inc., the present owner and subdivider of all of the lots in the real property described in Article II hereof, shall be liable to pay all fees and assessments levied by the Board of Directors against any unsold units for the period commencing with the completion of construction of the unit or units in question and continuing to the first sale thereof at the same time, in the same manner and in the same amounts as any other member and during said period shall have the same rights with reference to said unsold units, including voting rights hereunder, i.e., one vote for each unsold unit, as any other owner of a unit or units in said subdivision.

ARTICLE IV

Membership Rights and Privileges

No member shall have the right without the prior approval of the Board of Directors to exercise any of the powers or to perform any of the acts by these By-Laws delegated to the Board of Directors as in Article VI of these By-Laws more fully provided.

ARTICLE V

Meetings of Members

Section 1. PLACE OF MEETINGS. All meetings of members shall be held at the principal office of the corporation.

Section 2. ANNUAL MEETINGS OF MEMBERS. The annual meetings of members shall be held on the second Thursday of April at 2:00 P.M. of each year commencing with the year 1966; provided, however; that should said day fall upon a legal holiday, then any such annual meeting of members shall be held at the same time and place on the next day thereafter ensuing which is not a legal holiday.

Written notice of each such annual meeting shall be given to each member either personally or by sending a copy of the notice through the mail or by telegraph, charges prepaid, to his address appearing on the books of the corporation or supplied by him to the corporation for the purpose of notice. If a member supplies no address, notice shall be deemed to have been given him if mailed to the place where the principal office of the corporation is situated, or published at least once in some newspaper of general circulation in the county of said principal office. All such notices shall be sent to each regular member not less than seven (7) days before each annual meeting, and shall specify the place, the day and the hour of such meeting.

Section 3. SPECIAL MEETINGS. Special meetings of members, for any purpose or purposes whatsoever, may be called at any time by the president or by the Board of Directors, or by any two or more members thereof, or by ten per cent (10%) or more of the members. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

Section 4. 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 vote of a majority of the members present in person or represented by proxy, but in the absence of a quorum, no other business may be transacted at any such meeting.

When any membership meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, there shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, other than by an announcement at the meeting at which such adjournment is taken.

Section 5. ENTRY OF NOTICE.

Whenever any member has been absent from any meeting of the membership, whether annual or special, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to such member as required by law and the By-Laws of the corporation.

Section 6. VOTING.

At all meetings of members each member shall be entitled to one vote for each single living unit owned by him in said property. Such vote may be viva voce or by ballot provided that all elections for directors must be by ballot upon demand made by any member at any election before the balloting begins. Any such member at any election for directors shall have the right to cumulate his votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which he is entitled, or to distribute his votes on the same principle among as many candidates as he shall think fit. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Any election for directors may be conducted by mail in such manner as the Board of Directors shall determine.

Section 7. QUORUM.

The presence in person or by proxy of a majority of the membership votes entitled to vote at any meeting shall constitute a quorum for the transaction of business. 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.

Section 8. CONSENT OF ABSENTEES.

The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before

SEE AMENDMENT NO. 4
DATED MARCH 24, 1969

97 votes
needed

or after the meeting, each of the members entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9. 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 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 of the corporation.

Section 10. PROXIES. Every person entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the secretary of the corporation, provided that no such proxy shall be valid after the expiration of eleven months from the date of its execution, unless the member executing it specifies therein the length of time for which proxy is to continue in force, which in no case shall exceed seven (7) years from the date of its execution.

ARTICLE VI

Directors

Section 1. POWERS. Subject to limitations of the Articles of Incorporation, of the By-Laws, and of the California Corporations Code as to action to be authorized or approved by the members, and subject to the duties of directors as prescribed by the By-Laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the Board of Directors. Any management body or agent named by Rancho Bernardo Homes, Inc. shall be employed to manage only until the first annual election of directors, at which time the same or another body or agent shall be elected by a majority of the directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

First: To select and remove all the other officers, agents and employees of the corporation, prescribe such powers

and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the By-Laws, fix their compensation and require from them security for faithful service.

Second: To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with law, with the Articles of Incorporation or the By-Laws as they may deem best.

Third: To change the principal office for the transaction of the business of the corporation from one location to another within the same county; to designate any place within the State of California for the holding of any membership meeting or meetings except annual meetings; and to adopt, make and use a corporate seal, and to alter the form of such seal from time to time as in their judgment they may deem best, provided such seal shall, at all times, comply with the provisions of law.

Fourth: To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Fifth: To manage, operate, maintain and repair said property, together with all buildings, structures and other improvements thereon including, by way of description and not by way of limitation, the following:

(a) To contract and pay for fire, casualty, liability and other insurance insuring the unit owners, including bonding of the members of any management body.

(b) To pay all charges for water metered or charged to said Real Property.

(c) To provide and pay for appropriate lighting for all paths and walkways in said property.

(d) To maintain, repair and paint the exterior walls, roofs and foundations of all buildings and structures now or hereafter constructed on said property.

(e) To landscape, care for, maintain and water all planted areas.

(f) To restore or replace any or all of said buildings, structures, or improvements at any time and from time to time as the Board of Directors may determine desirable or necessary.

(g) To enter into any of the buildings located in said Real Property for the purpose of carrying out any of the powers or duties of the Board of Directors as herein set forth.

(h) To enforce the provision of any Declaration of Restrictions affecting said Real Property and to enforce each and every one of the provisions of these By-Laws or any other agreement to which this corporation is a party.

(i) To contract and pay for maintenance, gardening, utilities, materials and supplies, and services relating to the common area and to employ personnel necessary for the operation and maintenance of said Real Property, including legal and accounting services.

(j) To pay any taxes and special assessments which are or would become a lien on said Real Property or on the common area.

(k) To delegate any of its powers hereunder.

Section 2. NUMBER AND QUALIFICATIONS OF DIRECTORS. The Board of Directors shall consist of seven (7) directors until changed by this section of the By-Laws, adopted by the vote or written assent of members entitled to exercise a majority of the voting power. Directors need not be members of the corporation.

Section 3. ELECTION AND TERM OF OFFICE. The Directors shall be elected at each annual meeting of members but if any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at any special meeting of members held for that

purpose. All directors shall hold office until their successors are elected.

Section 4. VACANCIES. Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, and each director so elected shall hold office until his successor is elected at an annual meeting of members, or at a special meeting called for that purpose.

A vacancy or vacancies shall be deemed to exist in case of the death, resignation, or removal of any director, 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.

The members may at any time elect directors to fill any vacancy not filled by the Directors, and may elect the additional directors at the meeting at which an amendment of the By-Laws is voted authorizing an increase in the number of directors.

If any director tenders his resignation to the Board of Directors, the Board shall have power to elect a successor to take office at such time as the resignation shall become effective. No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 5. PLACE OF MEETING. All meetings of the Board of Directors shall be held at the principal office of the corporation, or at any other place within the State of California designated at any time by resolution of the Board or by written consent of all members of the Board.

Section 6. ORGANIZATION MEETING. Immediately following each annual meeting of members the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 7. OTHER REGULAR MEETINGS. Other regular meetings of the Board of Directors shall be held without call quarterly on the second Thursday of September, December, March and June at 3:00 P.M., provided, however, 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. Notice of all such regular meetings of the Board of Directors is hereby dispensed with.

Section 8. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the president, or if he is absent or unable or refuses to act, by any vice-president or by any two directors.

Written notice of the time and place of special meetings shall be delivered personally to the directors or sent to each director by letter or by telegram, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation, or, if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States Mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least forty-eight (48) hours prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery as above provided shall be due, legal and personal notice to such director.

Section 9. NOTICE OF ADJOURNMENT. Notice of adjournment of any directors' meeting, either regular or special, need not be given to absent directors, if the time and place are fixed at the meeting adjourned.

Section 10. ENTRY OF NOTICE. Whenever any director has been absent from any special meeting of the Board of Directors, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such special meeting was given to such director, as required by law and the By-Laws of the Corporation.

Section 11. WAIVER OF NOTICE. 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 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 and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. QUORUM. A majority of the directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. 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 of Directors.

Section 13. ADJOURNMENT. A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour, provided, however, that in the absence of a quorum a majority of the directors present at the directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 14. FEES AND COMPENSATION. Directors shall not receive any stated salary for their services as directors. Nothing herein contained shall be construed or preclude any director from serving the corporation in any other capacity as an officer, agent, employee or otherwise, and receiving compensation therefor.

Section 15. ACTION OF BOARD WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action.

Section 16. EXECUTIVE COMMITTEE. The Board of Directors shall have the power to appoint an Executive Committee and to delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation except the power to adopt, amend or repeal By-Laws. The Executive Committee shall be composed of three (3) or more directors, one of whom shall also be the President.

SECTION 17. INSURANCE →

ARTICLE VII

Officers

SEE
AMENDMENT
EFFECTIVE
OCT. 2, 1975

Section 1. OFFICERS. The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer. The corporation may also have, at the discretion of the Board of Directors, one or more assistant secretaries, one or more assistant treasurers and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article.

Officers other than the president need not be directors. One person may hold two or more offices, except those of president and secretary.

Section 2. ELECTION. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article VII shall be chosen annually by the Board of Directors, 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.

Section 3. SUBORDINATE OFFICERS, ETC. The Board of Directors may appoint 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 determine.

Section 4. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the Board, or except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or the president, or to the secretary of the corporation. Any such resignation shall take effect at the date of the 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.

Section 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled in the manner prescribed in the By-Laws for regular appointments to such office.

Section 6. PRESIDENT. The president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. He shall preside at all meetings of the members and at all meetings of the Board of Directors. He 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 President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or by the By-Laws.

Section 7. VICE-PRESIDENT. In the absence or disability of the president, the vice-president shall perform all 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 him by the Board of Directors or by the By-Laws.

Section 8. 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 the directors' meetings, the number of memberships present or represented at members' meetings and the proceedings thereof.

The secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Directors required by the By-Laws or by law to be given, and he 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 the By-Laws.

Section 9. 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, losses, capital and surplus. Any surplus, including earned surplus, paid-in surplus and surplus arising from a reduction of stated capital, shall be classified according to source and shown in a separate account. The books of account shall at all times be open to inspection by any director. The treasurer shall deposit 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 his 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 the By-Laws.

ARTICLE VIII

Miscellaneous

Section 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 corporation, 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.

Section 2. CONTRACTS, ETC. 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 and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 3. INSPECTION OF BY-LAWS. The corporation shall keep in its principal office for the transaction of business the original or a copy of the By-Laws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during office hours.

Section 4. FISCAL YEAR. The fiscal year of the corporation shall be determined by the Board of Directors and having been so determined is subject to change from time to time as the Board of Directors shall determine.

Section 5. ANNUAL AUDIT. The Board of Directors shall cause an audit of the financial affairs of this corporation to be made at least every twelve months. Said audit to reflect the financial condition of this corporation as of the date of said audit and to summarize the financial transactions in which this corporation was involved during the period between the last of such audits and the date of the current audit. A copy of said audit will be mailed to each of the members of this corporation within thirty days after said audit is completed.

ARTICLE IX

Amendments

Section 1. POWER OF MEMBERS. New By-Laws may be adopted or these By-Laws may be amended or repealed by the vote

of the members entitled to exercise 75% of the voting power of this corporation or by the written assent of such members.

*2nd meeting
March 15, 1965
Held at 5125
d. l. not for
during 1965
1
1965*

* * * * *

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of BERNARDO VILLAS MANAGEMENT CORPORATION NO. ONE, a California nonprofit corporation; and

2. That the foregoing By-Laws, comprising fourteen pages, constitute the By-Laws of said corporation duly adopted at the meeting of the Board of Directors thereof duly held on February 24, 1965.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 24th day of February, 1965.

s/ Robert A. Oakes

Secretary

AMENDMENT
TO
BY-LAWS OF
BERNARDO VILLAS MANAGEMENT CORPORATION NO. ONE

The undersigned, being members of Bernardo Villas Management Corporation No. One entitled to exercise seventy-five percent (75%), or more, of the voting power of said corporation, hereby adopts the following amendment to the By-Laws of said corporation:

"RESOLVED: That Article II of the By-Laws of Bernardo Villas Management Corporation No. One be and the same hereby is amended by adding to the legal description therein contained the following legal description:

'Bernardo Villa Condominium No. 2, being all of Lot 1 and Parcel A of Bernardo Villa in the City of San Diego, County of San Diego, State of California, according to Map thereof No. 5425 filed in the Office of the Recorder of said San Diego County on July 22, 1964.'

*Phase
no. 2*

<u>Name of Member</u>	<u>Number of Memberships</u>	<u>Date</u>
<u>Rancho Bernardo Homes Inc</u>	<u>24</u>	<u>7/13/67</u>
<u>Robert S. Toole Jr</u>	<u>2</u>	<u>7-14-67</u>
<u>M. J. [unclear]</u>	<u>1</u>	<u>7-14-67</u>
<u>Clayton B. Brett</u>	<u>1</u>	<u>7-14-67</u>
<u>Harold W. Brown</u>	<u>1</u>	<u>7-15-67</u>
<u>Christine P. Brown</u>	<u>1</u>	<u>7-15-67</u>
<u>[unclear]</u>	<u>1</u>	<u>7-15-67</u>
<u>[unclear]</u>	<u>1</u>	<u>7-15-67</u>
<u>[unclear]</u>	<u>1</u>	<u>7-15-67</u>
<u>[unclear]</u>	<u>1</u>	<u>7-15-67</u>

SECOND
AMENDMENT
TO
BY-LAWS OF
BERNARDO VILLAS MANAGEMENT CORPORATION NO. ONE

The undersigned, being members of Bernardo Villas Management Corporation No. One entitled to exercise seventy-five percent (75%), or more, of the voting power of said corporation, hereby adopts the following amendment to the By-Laws of said corporation:

"RESOLVED: That Article II of the By-Laws of Bernardo Villas Management Corporation No. One, as amended, be and the same hereby is further amended by adding to the legal description therein contained, as amended, the following legal description:

'Bernardo Villa Condominium No. 3, being all of Lot 3 of Bernardo Villa Unit No. 2 in the City of San Diego, County of San Diego, State of California, according to Map thereof No. 6116 filed in the Office of the Recorder of said San Diego County on *May 6 1965*."

*Phase
No. 3*

<u>Name of Member</u>	<u>Number of Memberships</u>	<u>Date</u>
<u>P.B. Hayes</u>	<u>56</u>	<u>4/16/68</u>
<u>(O'Toole) <i>in a tool for</i></u>	<u>2</u>	<u>4/16/68</u>
<u>Bill Heiseman</u>	<u>1</u>	<u>4/16/68</u>
<u>R.ington B. Bault</u>	<u>1</u>	<u>4-16-68</u>
<u>Harold W. Long</u>	<u>1</u>	<u>4-17-68</u>
<u>W.H. I</u>	<u>1</u>	<u>4-18-68</u>
<u>James B. Davis</u>	<u>1</u>	<u>4/19/68</u>
<u>Donald W. Harold</u>	<u>1</u>	<u>4-20-68</u>
<u>Bill Brown</u>	<u>1</u>	<u>4-22-68</u>
<u>Bill Brown</u>	<u>1</u>	<u>4/22/68</u>

BY-LAWS OF
BERNARDO VILLAS MANAGEMENT CORPORATION NO. ONE

The undersigned, being members of Bernardo Villas Management Corporation No. One entitled to exercise seventy-five percent (75%), or more, of the voting power of said corporation, hereby adopt the following amendment to the By-Laws of said corporation:

"RESOLVED: That Article II of the By-Laws of Bernardo Villas Management Corporation No. One, as amended, be and the same hereby is further amended by adding to the legal description therein contained, as amended, the following legal description:

'Bernardo Villa Condominium No. 4, being Lot 5 of Bernardo Villa Unit No. 2, in the City of San Diego, County of San Diego, State of California, according to Map thereof No. 6096 filed in the Office of the Recorder of said County on May 6, 1968.'"

<u>Name of Member</u>	<u>Number of Memberships</u>	<u>Date</u>
<u>Robert C. Cook Jr.</u>	<u>2</u>	<u>9/10/68</u>
<u>Mrs. Karl V. Turner</u>	<u>1</u>	<u>9/10/68</u>
<u>Mrs. P. P. Sullivan</u>	<u>1</u>	<u>9/10/68</u>
<u>Mr. R. M. Giverton</u>	<u>1</u>	<u>9/10-68</u>
<u>(Mrs) Edna C. Moriario</u>	<u>1</u>	<u>9/10-68</u>
<u>Arthur E. Brown</u>	<u>1</u>	<u>9/11/68</u>
<u>Harry Kerner</u>	<u>2</u>	<u>9/11/68</u>
<u>Oscar E. Harper</u>	<u>1</u>	<u>9/11/68</u>
<u>Harold W. Long</u>	<u>1</u>	<u>9/11/68</u>
<u>Welf F. Knecht</u>	<u>1</u>	<u>9/11/68</u>
<u>Dina J. Lawrence</u>	<u>1</u>	<u>9-12-68</u>
<u>James B. Jones</u>	<u>1</u>	<u>9/12/68</u>

RESOLUTION
 TO
AMEND
BY-LAWS OF
BERNARDO VILLAS MANAGEMENT CORPORATION NO. ONE

The undersigned, being members of Bernardo Villas Management Corporation No. One entitled to exercise seventy-five percent (75%), or more, of the voting power of said corporation, hereby adopt the following amendment to the By-Laws of said corporation:

"RESOLVED: That Article II of the By-Laws of Bernardo Villas Management Corporation No. One, as amended, be and the same hereby is further amended by adding to the legal description therein contained, as amended, the following legal description:

'Bernardo Villa Condominium No. 4, being Lot 5 of Bernardo Villa Unit No. 2, in the City of San Diego, County of San Diego, State of California, according to Map thereof No. 6096 filed in the Office of the Recorder of said County on May 6, 1968.'

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<u>Name of Member</u>	<u>Number of Memberships</u>	<u>Date</u>
<u><i>Richard B. New</i></u>	<u>1</u>	<u>9/4/68</u>
<u><i>Paulo Renato Gomes</i></u>	<u>46</u>	<u>9/4/68</u>
<u><i>[Signature]</i></u>	<u>1</u>	<u>9/4/68</u>
<u><i>[Signature]</i></u>	<u>1</u>	<u>9/4/68</u>
<u><i>Bayne A. Sparks</i></u>	<u>1</u>	<u>9/4/68</u>
<u><i>Donald A. Sparks</i></u>	<u>1</u>	<u>9/7/68</u>
<u><i>[Signature]</i></u>	<u>1</u>	<u>9-5-68</u>
<u><i>L. W. Purvis</i></u>	<u>1</u>	<u>9-5-68</u>
<u><i>[Signature]</i></u>	<u>1</u>	<u>9/5/68</u>
<u><i>[Signature]</i></u>	<u>1</u>	<u>9/8/68</u>

BY-LAWS OF
BERNARDO VILLAS MANAGEMENT CORPORATION NO. ONE

The undersigned, being members of Bernardo Villas Management Corporation No. One entitled to exercise seventy-five percent (75%), or more, of the voting power of said corporation, hereby adopt the following amendment to the By-Laws of said corporation:

"RESOLVED: That Article II of the By-Laws of Bernardo Villas Management Corporation No. One, as amended, be and the same hereby is further amended by adding to the legal description therein contained, as amended, the following legal description:

'Bernardo Villa Condominium No. 4, being Lot 5 of Bernardo Villa Unit No. 2, in the City of San Diego, County of San Diego, State of California, according to Map thereof No. 6096 filed in the Office of the Recorder of said County on May 6, 1968.'

<u>Name of Member</u>	<u>Number of Memberships</u>	<u>Date</u>
<u>CLIFFORD E. CARLSON</u>	<u>1</u>	<u>11 SEPT - 68</u>
<u>Christina P. ...</u>	<u>1</u>	<u>12 Sept 68</u>
<u>W. M. ...</u>	<u>1</u>	<u>15 Sept. 68</u>
<u>L. J. Brown</u>	<u>1</u>	<u>17 Sept. 68</u>
<u>R. ...</u>	<u>1</u>	<u>Sept 18 1968</u>
<u>J. ...</u>	<u>1</u>	<u>Sept 18 1968</u>
<u>Carl A. ...</u>	<u>4</u>	<u>Sept 20, 1968</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

BY-LAWS OF
BERNARDO VILLAS MANAGEMENT CORPORATION NO. ONE

The undersigned, being members of Bernardo Villas Management Corporation No. One entitled to exercise seventy-five percent (75%), or more, of the voting power of said corporation, hereby adopt the following amendment to the By-Laws of said corporation:

"RESOLVED: That Article II of the By-Laws of Bernardo Villas Management Corporation No. One, as amended, be and the same hereby is further amended by adding to the legal description therein contained, as amended, the following legal description:

'Bernardo Villa Condominium No. 4, being Lot 5 of Bernardo Villa Unit No. 2, in the City of San Diego, County of San Diego, State of California, according to Map thereof No. 6096 filed in the Office of the Recorder of said County on May 6, 1968.'

<u>Name of Member</u>	<u>Number of Memberships</u>	<u>Date</u>
<u>Ernest W. Kainer</u>	<u>one</u>	<u>9-12-68</u>
<u>Louis E. McHenry</u>	<u>1</u>	<u>9-12-68</u>
<u>Marc F. Marini</u>	<u>1</u>	<u>9-12-68</u>
<u>Bruce V. Lianan</u>	<u>1</u>	<u>9-13-68</u>
<u>Frank E. McLeod</u>	<u>1</u>	<u>9-14-68</u>
<u>John H. [unclear]</u>	<u>1</u>	<u>9-16-68</u>
<u>Howard W. Hale</u>	<u>1</u>	<u>9-16-68</u>
<u>William Robert</u>	<u>1</u>	<u>9-16-68</u>
<u>Lester W. Whisen</u>	<u>1</u>	<u>9-16-68</u>
<u>Sharon J. [unclear]</u>	<u>1</u>	<u>9-17-68</u>
<u>Pamela [unclear]</u>	<u>1</u>	<u>9-17-68</u>
<u>Nelson W. Robert</u>	<u>1</u>	<u>9-17-68</u>

FOURTH
AMENDMENT
TO
BY-LAWS OF
BERNARDO VILLAS MANAGEMENT CORPORATION NO. ONE

The undersigned, being members of Bernardo Villas Management Corporation No. One entitled to exercise seventy-five percent (75%), or more, of the voting power of said corporation hereby adopt the following amendment to the By-Laws of said corporation:

"RESOLVED: That the By-Laws of Bernardo Villas Management Corporation No. One be and the same hereby are amended by adding the following paragraph to Article V, Section 6:

'Any election for directors may be conducted by mail in such manner as the Board of Directors shall determine.'"

DATED this 24th day of March, 1969.

<u>Name of Member</u>	<u>Number of Memberships</u>
-----------------------	------------------------------

RANCHO BERNARDO HOMES, INC.

By

<i>Raymond A. Sparks</i>	61
<i>Richard B. Nelson</i>	1
<i>Harold M. Long</i>	1
<i>Harold C. Spunk</i>	1
<i>Tom H. [unclear]</i>	1
<i>[unclear]</i>	1
<i>[unclear]</i>	1
<i>[unclear]</i>	1
<i>[unclear]</i>	1

FIFTH AMENDMENT
TO
BY-LAWS OF
BERNARDO VILLAS MANAGEMENT CORPORATION NO. ONE

The undersigned, being members of Bernardo Villas Management Corporation No. One entitled to exercise seventy-five percent (75%), or more, of the voting power of said corporation, hereby adopt the following amendment to the By-Laws of said corporation:

"RESOLVED: That Article II of the By-Laws of Bernardo Villas Management Corporation No. One, as amended, be and the same hereby is further amended by adding to the legal description therein contained, as amended, the following legal description:

'All that portion of Lot 4 of Bernardo Villa Unit No. 2 according to Map No. 6096 filed in the Office of the County Recorder of San Diego County, State of California, being further described as follows:

Beginning at the southwest corner of said Lot 4, thence along the southerly boundary of said Lot 4, N89°59'45"E 694.60' to a point which lies 9.77' southwesterly from the beginning of curve on the boundary of said Lot 4, thence N00°00'15"W 268.25' to an intersection with the northerly boundary of said Lot 4, thence along the boundary of said Lot 4 the following courses and distances:
S 79°42'00" W 168.76' to an angle point therein; thence S 88°34'35" W 252.34' to an angle point therein; thence S 49°59'45" W 360.68' to the Point of Beginning.

Photo 5

Containing an area of 3.061 acres.'

<u>Name of Member</u>	<u>Number of Memberships</u>	<u>Date</u>
<u>James B Jones</u>	<u>one</u>	<u>2/21/1970</u>
<u>Robert O. Cook Jr.</u>	<u>2</u>	<u>2-21-70</u>
<u>Howard M. Hale</u>	<u>1</u>	<u>2-23-70</u>
<u>Lee Johnson</u>	<u>1</u>	<u>2-23-70</u>
<u>Jack P. Willey</u>	<u>1</u>	<u>2-23-70</u>
<u>John H. [Signature]</u>	<u>1</u>	<u>2-23-70</u>

FIFTH AMENDMENT

TO

BY-LAWS OF

BERNARDO VILLAS MANAGEMENT CORPORATION NO. ONE

The undersigned, being members of Bernardo Villas Management Corporation No. One entitled to exercise seventy-five percent (75%), or more, of the voting power of said corporation, hereby adopt the following amendment to the By-Laws of said corporation:

"Resolved: That Article II of the By-Laws of Bernardo Villas Management Corporation No. One, as amended, be and the same hereby is further amended by adding to the legal description therein contained, as amended, the following legal description:

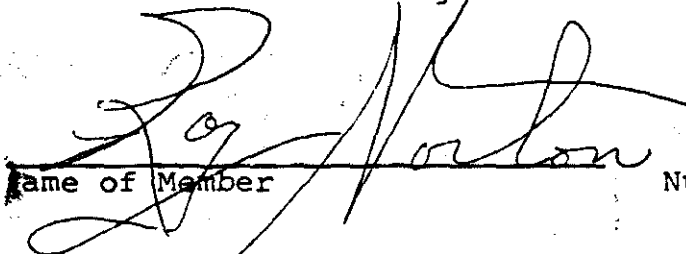
'All that portion of Lot 4 of Bernardo Villa Unit No. 2 according to Map No. 6096 filed in the Office of the County Recorder of San Diego County, State of California, being further described as follows:

Beginning at the southwest corner of said Lot 4, thence along the southerly boundary of said Lot 4, N89 , 59'45"E 694.60' to a point which lies 9.77' southwesterly from the beginning of curve on the boundary of said Lot 4, thence N00 00'15"W 268.25' to an intersection with the northerly boundary of said Lot 4, thence along the boundary of said Lot 4 the following courses and distances:

S 79°42'00" W 168.76' to an angle point therein; thence S 88°34'35" W 252.34' to an angle point therein; thence S 49°59'45" W 360.68' to the Point of Beginning.

Containing an area of 3.061 acres.'"

*Phase
5*



Name of Member

1-Villa
Number of Memberships

5/11/70
Date

FIFTH AMENDMENT

TO

BY-LAWS OF

BERNARDO VILLAS MANAGEMENT CORPORATION NO. ONE

The undersigned, being members of Bernardo Villas Management Corporation No. One entitled to exercise seventy-five percent (75%), or more, of the voting power of said corporation, hereby adopt the following amendment to the By-Laws of said corporation:

"Resolved: That Article II of the By-Laws of Bernardo Villas Management Corporation No. One, as amended, be and the same hereby is further amended by adding to the legal description therein contained, as amended, the following legal description:

'All that portion of Lot 4 of Bernardo Villa Unit No. 2 according to Map No. 6096 filed in the Office of the County Recorder of San Diego County, State of California, being further described as follows:

Beginning at the southwest corner of said Lot 4, thence along the southerly boundary of said Lot 4, N89 , 59'45"E 694.60' to a point which lies 9.77' southwesterly from the beginning of curve on the boundary of said Lot 4, thence N00 00'15"W 268.25' to an intersection with the northerly boundary of said Lot 4, thence along the boundary of said Lot 4 the following courses and distances:
S 79°42'00" W 168.76' to an angle point therein; thence S 88°34'35" W 252.34' to an angle point therein; thence S 49°59'45" W 360.68' to the Point of Beginning.

Containing an area of 3.061 acres.'" *Phase 5*

N.R. Serigstad
Name of Member

MR. & MRS. N. R. SERIGSTAD
17734 Revello Drive
Pacific Palisades, Calif. 90272

1 Memberships 5-9-70 Date

BY-LAWS

OF

BERNARDO VILLAS MANAGEMENT CORPORATION NO. ONE,

A California Nonprofit Corporation

ARTICLE I

Office

The office of this corporation shall be located in Rancho Bernardo, in the City of San Diego, County of San Diego, State of California.

ARTICLE II

Members

Each owner as tenant-in-common of a fractional undivided fee simple interest in the following described real property:

Bernardo Villa Condominium No. 1, being all of Lot 2 and Parcel B of Bernardo Villa in the City of San Diego, County of San Diego, State of California, according to Map thereof No. 5425 filed in the Office of the Recorder of said County on July 22, 1964;

Bernardo Villa Condominium No. 2, being all of Lot 1 and Parcel A of Bernardo Villa in the City of San Diego, County of San Diego, State of California, according to Map thereof No. 5425 filed in the Office of the Recorder of said San Diego County on July 22, 1964;

Bernardo Villa Condominium No. 3, being all of Lot 3 of Bernardo Villa Unit No. 2 in the City of San Diego, County of San Diego, State of California, according to Map thereof No. 6096 filed in the Office of the Recorder of said San Diego County on May 6, 1968;

Bernardo Villa Condominium No. 4, being Lot 5 of Bernardo Villa Unit No. 2, in the City of San Diego, County of San Diego, State of California, according to Map thereof No. 6096 filed in the Office of the Recorder of said County on May 6, 1968;

Bernardo Villa Condominium No. 5, being all that portion of Lot 4 of Bernardo Villa Unit No. 2 according to Map No. 6096 filed in the office of the County Recorder of San Diego County, State of California, being further described as follows:

Beginning at the southwest corner of said Lot 4, thence along the southerly boundary of said Lot 4, N 89° 59' 45" E 694.60' to a point which lies 9.77' southeasterly from the beginning of curve on the boundary of said Lot 4, thence N 00° 00' 15" W 268.25' to an intersection with the northerly boundary of said Lot 4, thence along the boundary of said Lot 4 the following courses and distances: S 79° 42' 00" W 168.76' to an angle point therein; thence S 88° 34' 35" W 252.34' to an angle point therein; thence S 49° 59' 45" W 360.68' to the Point of Beginning;

Bernardo Villa Condominium No. 6, being all that portion of Lot 4 of Bernardo Villa Unit No. 2, Map thereof No. 6096, filed in the Office of the County Recorder of San Diego County, May 6, 1968, in the City of San Diego, County of San Diego, State of California, described as follows:

*Phase
No. 6*

Beginning at a point in the Southerly line of said Lot 4, distant thereon North 89° 59' 45" East 694.60 feet from the Westerly corner of said lot; thence North 00° 00' 15" West 268.25 feet to the Northerly line of said Lot 4; thence along the boundary of said Lot 4 the following courses:

1. North 79° 42' 00" East 149.71 feet;
2. North 73° 28' 20" East 169.97 feet;
3. North 81° 19' 00" East 374.65 feet;
4. South 31° 36' 40" East 347.16 feet;
5. South 22° 16' 50" East 206.19 feet;
6. South 22° 53' 38" West 304.06 feet;
7. North 48° 30' 15" West 155.18 feet to the beginning of a tangent 1051.00 foot radius curve, concave Southerly;
8. Along said curve through an angle of 41° 30' 00" an arc distance of 761.25 feet;
9. Tangent to said curve South 89° 59' 45" West 9.77 feet to the POINT OF BEGINNING.

and hereinafter referred to as the "Real Property", shall be a member of this corporation. The transfer of title to such fractional interest shall automatically transfer the membership appurtenant to such fractional interest to the transferee. In the event that any such fractional interests are owned by two or more persons, then such persons shall designate in writing to be filed with this corporation which of them holds the membership in this corporation, and in the absence of such designation, this corporation may select which one of such persons is the holder of the membership in question.

WRITTEN CONSENT OF MEMBERS
OF
SIXTH AMENDMENT TO BY-LAWS OF
BERNARDO VILLAS MANAGEMENT CORPORATION NO. ONE

The undersigned, being members of Bernardo Villas Management Corporation No. One entitled to exercise seventy-five percent (75%), or more, of the voting power of said corporation, hereby adopt the following amendment to the By-Laws of said corporation:

"RESOLVED: That Article II of the By-Laws of Bernardo Villas Management Corporation No. One, as amended, be and the same hereby is further amended to provide as set forth on Exhibit "A" attached hereto.

<u>NAME</u>	<u>NO. OF VOTES</u>	<u>DATE</u>
Kester C Marsh	one	Nov 18, 1970
Max Levin	one	" 18, 1970
Edwin E. Tetzen	one	" " "
James F. Fawcett	one	Nov. " "
S. F. MacLean	one	Nov 18 1970
J. L. Dickmore	one	Nov. 18 - 1970
M. Gregory	one	Nov 17, 1970
Juan M. Davidson	one	" " "
Everett Pearson	one	Nov 17, 1970
Gene C. Joseph	one	Nov. 19, 1970
Sho J. Berlin	one	Nov 19, 1970
Arnold J. Huntsman	one	Feb 15, 1971

WRITTEN CONSENT OF MEMBERS
OF
SIXTH AMENDMENT TO BY-LAWS OF
BERNARDO VILLAS MANAGEMENT CORPORATION NO. ONE

The undersigned, being members of Bernardo Villas Management Corporation No. One entitled to exercise seventy-five percent (75%), or more, of the voting power of said corporation, hereby adopt the following amendment to the By-Laws of said corporation:

"RESOLVED: That Article II of the By-Laws of Bernardo Villas Management Corporation No. One, as amended, be and the same hereby is further amended to provide as set forth on Exhibit "A" attached hereto.

<u>NAME</u>	<u>NO. OF VOTES</u>	<u>DATE</u>
<i>E. G. Seymour</i>	1	10/20/70
<i>A. J. Hale</i>	1	10/21/70
<i>Nicholas W. Bolger</i>	1	11-5-70
<i>William H. (last name)</i>	32	1-26-71
<i>John A. Pedy</i>	1	2-2-71
<i>Frank C. Carlson</i>	1	3-5-71
<i>Nicholas W. Bolger</i>	1	3-5-71
<i>H. L. M. Hurley</i>	1	5-3-71
<i>John A. Blevins</i>	1	3/8/71
<i>L. W. Johnson</i>	1	3/8/71
<i>Christopher Johnson</i>	1	3/11/71
<i>Henry M. ...</i>	1	3/22/71
<i>Robert C. Toole</i>	2	4-02-71

WRITTEN ASSENT OF MEMBERS

TO

PART OF BUILDING

774 AMENDMENT TO BYLAWS

OF

BERNARDO VILLAS MANAGEMENT CORPORATION NO. ONE

The undersigned, being members of Bernardo Villas Management Corporation No. One, a California corporation, entitled to exercise seventy-five percent (75%), or more, of the voting power of the members of the corporation, hereby adopt the following resolution by written assent amending the Bylaws of the corporation as provided in Article IX of the Bylaws:

RESOLVED, that Article VI of the Bylaws of this corporation is hereby amended by adding thereto Section 17 as follows:

"Section 17. INSURANCE. The Board of Directors, from the funds of the Corporation and for the benefit of the members of the Corporation, shall acquire and maintain the following insurance:

(a) A policy or policies of insurance for the full insurable replacement value of all the buildings, structures and appurtenant equipment within the project for which this Corporation acts as the "Management Body", to be written, if possible, on an agreed amount or stipulated value basis. Such insurance shall provide coverage against the perils of fire and the extended coverages incorporated in a standard special form all risk coverage endorsement, as minimum requirements; provided, however, the Board of Directors may acquire such other insurance as may be determined to provide equal or greater protection for the benefit of the members and their mortgagees as their respective interest may appear, which policy or policies shall provide a separate loss payable endorsement

in favor of the mortgagee or mortgagees of each member, if any. Said policy or policies shall provide a thirty (30) day notice of cancellation to the mortgagee or mortgagees, or such other notification as may be required. The term "mortgage" as used herein shall include "Deed of Trust", and the term "mortgagee" shall include a "Beneficiary" under a Deed of Trust. For the purpose of this Subparagraph, the Board of Directors is the agent, coupled with an interest of all the members. Any insurance loss involving a deductible to a member shall be borne by that member and not by the Corporation.

(b) A comprehensive liability policy insuring the Corporation, its members, and agents, against any liability to the public or to the members, their invitees, or tenants. This comprehensive liability policy shall have a combined single limit of \$1,000,000.00 for bodily injury and/or property damage liability, and shall include premises liability, personal injury, blanket contractual liability, products liability, water damage, legal liability, broad form property damage, owner and contractors protective liability, automobile non-ownership liability, and shall provide a cross-liability endorsement wherein the rights of the insureds under the policy shall not be prejudiced as respects his, her, or either action against another named insured. Such insurance shall further provide that the act of any one member or members shall not invalidate the provisions of the policy.

(c) Workman's Compensation, including employer's liability insurance to the extent necessary to comply with any applicable law.

(d) Faithful performance and fidelity bonds as are required to insure the Corporation against malfeasance or dishonesty of any employee or other persons charged with the management or possession of any funds of the Corporation or other property, and such other insurance, including indemnity and other bonds, as the Board of Directors shall deem necessary to carry out the functions of the Corporation.

(e) The Board of Directors may also obtain such errors and omission insurance, or other insurance as it deems advisable, insuring the Board of Directors and each member thereof against any liability for any act or omission in carrying out their obligations or resulting from their membership on the Board of Directors or on any committee thereof.

All insurance carried by the Corporation shall be reviewed at least annually by the Board of Directors and the limits of liability increased and/or coverage broadened as the Board of Directors in its discretion deems to be in the best interests of the Corporation and its members.

RESOLVED, FURTHER, that the amendment to the Bylaws set forth above shall be effective on the tenth (10th) day following adoption of these resolutions by the execution hereof by members representing seventy-five percent (75%) or more of the voting power of this corporation.

Name

Name

Date

Unit Number

EXHIBIT "A" - LEGAL DESCRIPTION

The Project consists of that certain real property and all improvements thereon described as follows:

PHASE 1:

Lot 2 and Parcel B of Bernardo Villa, in the City of San Diego, County of San Diego, State of California, according to Map thereof No. 5425, filed in the Office of the County Recorder of San Diego County on July 22, 1964.

PHASE 2:

Lot 1 and Parcel A of Bernardo Villa, in the City of San Diego, County of San Diego, State of California, according to Map thereof No. 5425, filed in the Office of the County Recorder of San Diego County on July 22, 1964.

PHASE 3:

Lot 3 of Bernardo Villa Unit No. 2, in the City of San Diego, County of San Diego, State of California, according to Map thereof No. 6096, filed in the Office of the County Recorder of San Diego County on May 6, 1968.

PHASE 4:

Lot 5 of Bernardo Villa Unit No. 2, in the City of San Diego, County of San Diego, State of California, according to Map thereof No. 6096, filed in the Office of the County Recorder of San Diego County on May 6, 1968.

PHASE 5:

Lot 4 of Bernardo Villa Unit No. 2, in the City of San Diego, County of San Diego, State of California, according to Map thereof No. 6096, filed in the Office of the County Recorder of San Diego County on May 6, 1968.

EXHIBIT "B" - COMMON AREA OWNERSHIP

Each Phase of the Property contains Common Area owned by the Owners in the respective Phase as follows:

1. The Common Area of Phase 1 is owned by Owners of Units on Lot 2 and Parcel B in equal undivided one-fortieth (1/40th) interests;
2. The Common Area of Phase 2 is owned by Owners of Units on Lot 1 and Parcel A in equal undivided one-thirty-eighth (1/38th) interests;
3. The Common Area of Phase 3 is owned by Owners of Units on Lot 3 in equal undivided one-thirty-eighth (1/38th) interests;
4. The Common Area of Phase 4 is owned by Owners of Units on Lot 5 in equal undivided one-thirty-eighth (1/38th) interests;
5. The Common Area of Phase 5 is owned by Owners of Units on Lot 4 in equal undivided one-thirty-ninth (1/39th) interests.

EXHIBIT "C" - DECLARATIONS OF RESTRICTIONS

The Phases of the Property are currently subject to the covenants, conditions and restrictions set forth in those certain documents described as follows:

PHASES 1 AND 2 (Lots 1 & 2, Parcels A & B):

1. Declaration of Restrictions, recorded October 30, 1964 as File/Page No. 64-198782;
2. First Amendment to Declaration of Restrictions, recorded January 12, 1965 as File/Page No. 65-005735;
3. Second Amendment to Declaration of Restrictions, recorded February 26, 1965 as File/Page No. 65-034899;
4. Third Amendment to Declaration of Restrictions, recorded January 4, 1980 as File/Page No. 80-003407;
5. Fourth Amendment to Declaration of Restrictions, recorded June 10, 1980 as File/Page No. 80-185565;

PHASE 3 (Lot 3):

6. Declaration of Restrictions, recorded June 5, 1968 as File/Page No. 68-093507;
7. First Amendment to Declaration of Restrictions, recorded January 4, 1980 as File/Page No. 80-003408;
8. Second Amendment to Declaration of Restrictions, recorded June 12, 1980 as File/Page No. 80-188110;

PHASE 4 (Lot 5):

9. Declaration of Restrictions, recorded February 14, 1969 as File/Page No. 69-027681;
10. First Amendment to Declaration of Restrictions, recorded January 4, 1980 as File/Page No. 80-003344;
11. Second Amendment to Declaration of Restrictions, recorded June 12, 1980 as File/Page No. 80-188111;

EXHIBIT "C" - DECLARATIONS OF RESTRICTIONS - continued

PHASE 5 (Lot 4):

12. Declaration of Restrictions, recorded April 2, 1970 as File/Page No. 70-057385;
13. First Amendment to Declaration of Restrictions, recorded March 7, 1970 as File/Page No. 70-079486;
14. Second Amendment to Declaration of Restrictions, entitled the First Amendment to Declaration of Restrictions, recorded January 4, 1980 as File/Page No. 80-003345; and
15. Third Amendment to Declaration of Restrictions, entitled the Second Amendment to Declaration of Restrictions, recorded June 12, 1980 as File/Page No. 80-188112;

all of Official Records of the Office of the County Recorder of San Diego County, hereinafter referred to together as "Declarations."

EXHIBIT "D" - CONDOMINIUM PLANS

The Project is subject to those five (5) condominium plans recorded with the County Recorder of San Diego County as follows:

1. The first covering Lot 2 and Parcel B, recorded January 18, 1965 as File/Page No. 65-009424;
2. The second covering Lot 1 and Parcel A, recorded August 21, 1967 as File/Page No. 67-125793;
3. The third covering Lot 3, recorded June 5, 1968 as File/Page No. 68-093506;
4. The fourth covering Lot 5, recorded February 14, 1969 as File/Page No. 69-027680; and
5. The fifth covering Lot 4, recorded April 2, 1970 as File/Page No. 70-057384;

all of Official Records of the County Recorder of San Diego County, California, and any amendments thereto.

