

FIRST AMENDMENT TO RESTATED AND AMENDED BYLAWS

OF

OCEANSIDE COMMUNITY ASSOCIATION

The Bylaws for OCEANSIDE COMMUNITY ASSOCIATION ("Association"), are hereby amended as follows:

Article V, Section 2 is hereby amended to read as follows:

The Board shall consist of ~~nine (9)~~ **seven (7)** directors, amending the number named in the Articles of Incorporation, until changed by amendment of the Articles; provided, however, the number may be changed at any time by an amendment to Section 2 of Article V of these Bylaws, fixing or changing such number, adopted by the vote or written assent of Members entitled to exercise a majority of the voting power. All directors shall be Members of the Association and shall reside within the boundaries of the Association's area, also known as Oceana, at the time of their election and during their tenure.

Article V, Section 3 is hereby amended to read as follows:

The First sentence of Subsection a is hereby amended to read as follows:

a. The directors shall be elected at each annual meeting of Members to serve for a term of ~~three (3) years~~, **two (2) years**, 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.

The last sentence of Subsection a providing for term limits is hereby deleted in its entirety.

Subsection b is deleted in its entirety and replaced with the following:

b. In order to provide a transition from the previous schedule of three (3) year terms to two (2) year terms, the schedule of elections shall be as follows:

(1) 2004 Two (2) director positions are eliminated and one director shall be elected to a two-year term and one director for a 1 year term;

Thereafter, in odd numbered years, three directors shall be elected to a two year term and in even numbered years four (4) directors shall be elected to a two year term.

~~Furthermore, at any annual meeting where additional vacancies exist on the Board, as many new directors shall be elected to a one year term as is needed to bring the total number of directors to seven.~~

Article V, Section 4 is hereby amended to read as follows:

Subsection b is hereby deleted and replaced with the following:

- b. In the case of any vacancy, the Board of Directors shall at its option, appoint a successor director or call a meeting of the members and allow the members to elect a successor, director(s) to fill any vacancy on the Board caused by the death, removal, or resignation of a director. A successor director shall serve for the unexpired term of the director being replaced.

CERTIFICATE OF AMENDMENT

The undersigned certify and state as follows:

I am the President/Secretary of OCEANSIDE COMMUNITY ASSOCIATION, a California non-profit mutual benefit corporation. The foregoing Amendment to Article V, Sections 2, 3 and of the Bylaws for the corporation was approved by the Members in accordance with Article IX, Section 1 of said Bylaws.

Dated: 2/19/04, 2004

By: Joseph H. Newton
Board Director, President

Dated: Feb. 19, 2004

By: Loy P. Pappalardo
Secretary, Secretary