BY-LAWS
OF
LOS COMPADRES ESTATES ASSOCIATION

ARTICLE I

GENERAL PROVISIONS

Section 1. NAME: The name of the corporation is LOS COMPADRES ESTATES ASSOCIATION, hereinafter referred to as the "Association."

Section 2. OFFICE: The office of this Association shall be located in Riverside County, California.

Section 3. CORPORATE PURPOSE: The purpose for which this Association is formed is to exercise the powers granted to it by the Declaration of Restrictions for LOS COMPADRES ESTATES ASSOCIATION, as the same are recorded or amended in the office of the County Recorder of Riverside County, hereby administering the properties set forth therein for the mutual benefit of the members of the Association. The project is located on the real property described as being:

> Lots 1 through 17 and Lot AA inclusive of Trace No 5297-1 as shown upon map filed in the office of the County Recorder of Riverside.

Together with such other property as may be annexed pursuant to provisions contained in that certain Declaration for Establishment of Covenants, Conditions and Restrictions for said project.

Section 4: BY-LAWS APPLICABILITY: The provisions of the By-laws are applicable to the administration of the Recreation Area as defined in the Declaration and to such additions thereto as may hereafter be brought within the jurisdiction of their Association, and all structures and improvements thereon.

Section 5: PERSONAL APPLICATION: All present or future Owners, tenants or employees of same, or any other person who might use the facilities of the Association in any manner, are subject to the regulations set forth in these By-laws, and to the recorded or to be recorded Declaration of Restrictions applicable to the property administered by the Association or any portion thereof, and as the same may be amended from time to time as therein provided. The mere acquisition or rental of any of the lots of the project or the mere act of occupancy of any of the lots will signify that these By-laws are accepted, ratified and will be complied with.

Article II

VOTING, MAJORITY OF OWNERS, QUORUM, PROXIES

Section 1. VOTING: The Association shall have one class of voting membership. Members shall be all Owners, entitled to one vote for each lot in which they hold the interest(s) required for membership in the Association.

When more than one person holds such interest(s) in any lot, all such persons shall be members and the vote for such lot shall be exercised as they among themselves determine but in no event shall more than one vote be cast with respect to any such lot.

Voting rights shall be subject to the restrictions and limitations provided herein, in the Declaration of Restrictions and in the Articles of Incorporation.

Section 2. MAJORITY OF OWNERS: As used in the By-laws the term “Majority of Owners” shall mean those owners holding 33% of the votes in accordance with the percentage assigned in the Declaration of Restrictions.

Section 3. QUORUM: Except as otherwise provided in these By-laws, the presence in person or by proxy of a “Majority of Owners,” as defined in Section 2 of this Article, shall constitute a quorum.

Section 4. PROXIES: Votes may be cast in person or by proxy. Proxies must be filed with the Secretary before the appointed time of each meeting.

Section 5. CUMULATIVE VOTING: Every Owner entitled to vote at any meeting for the election or removal of Directors of the Association may 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 his interest entitles him.

ARTICLE III

ADMINISTRATION

Section 1. ASSOCIATION RESPONSIBILITIES: The Owners shall constitute the membership of the Association which shall have the responsibility of administering the Recreation Area, approving the annual budget, establishing and collecting assessments. Except as otherwise provided, decisions and resolutions of the Association shall require approval by a Majority of Owners.

Section 2. PLACE OF MEETINGS: Meetings of the Association shall be held at such suitable place within Palm Springs as designated by the Board of Directors.

Section 3. ANNUAL MEETINGS: The annual meeting of the Association shall be held in January on the Saturday before the Martin Luther King holiday weekend each year. At such meetings there shall be elected by ballot of the Owners a Board of Directors in Accordance with the requirements set forth hereinafter. The Owners may also transact such other business of the Association as may property come before them.

Section 4. SPECIAL MEETINGS: It shall be the duty of the President to call a special meeting of the Owners as directed by resolution of the Board of Directors or upon a petition signed by a majority of the Owners and having been presented to the Secretary. The notice of any special meeting shall state a reasonable place, date and hour of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of four fifths of the Owners present, either in person or by proxy.

Section 5. NOTICE OF MEETING: It shall be the duty of the Secretary to mail a notice of each annual or special meeting, stating the purpose thereof as well as a reasonable place, date and hour where it is to be held. To each owner of record, at least ten (10) but not more than sixty (60) days prior to such meeting. The mailing of a notice in the manner provided in this Section shall be considered notice served.

<u>Section 6. ADJOURNED MEETINGS</u>: If any meeting cannot be held because a quorum is not present, the Owners present, either in person or by proxy may, as otherwise provided by law, adjourn the meeting to a time not less than 48 hours no more than 30 days from the time the original meeting was called, at which meeting the quorum requirements ordinarily shall be at least 25%.

ARTICLE IV

BOARD OF DIRECTORS

<u>Section 1. NUMBER AND QUALIFICATION</u>: The affairs of the Association shall be governed by a Board of Directors composed of three (4) persons, all of whom must be Owners in the Project.

<u>Section 2. POWERS AND DUTIES</u>: The Board of Directors shall have the powers necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law or by these By-laws directed to be exercised and done by the Owners. The powers of the Board of Directors shall include but not be limited to the following:

(a) Enforce the provisions of the Declaration of Restrictions, By-laws or other agreements.

(b) Pay taxes and special assessments which are or would become a lien on the Recreation Area.

(c) Delegate its powers to committees, officers or employees.

(d) Contract for materials and/or services for the Recreation Area or the Owners' Association with the term of any service contract limited to a duration of one year, except with the approval of majority of the members of the Owner's Association.

(e) Contract for public liability insurance on behalf of the Owners' Association and, at their discretion, for Directors and Officers liability insurance.

(f) Pay for the reconstruction of any portion or portions of the Recreation Area damaged or destroyed which are to be rebuilt using any insurance proceeds payable to the Association or levying special assessments, all in accordance with provision set for elsewhere in these By-laws and in the Declaration of Restrictions.

(g) The right to charge reasonable admission and other fees for the use of any recreational facility situation upon the Recreation Area.

(h) The right to suspend the voting rights and right to use of the recreations facilities by an Owner for any period during which any assessment against his lot remains paid; and for a period not to exceed thirty (30) days for any infractions of its published rules and regulations after a hearing by the Board of Directors of the Association.

<u>Section 3. ACTIONS PROHIBITED</u>: The Board of Directors shall not have the power to act in the following instances:

(a) Assessments for capital improvements (in excess of $1,000).

(b) Assessments to make up a deficiency in insurance proceeds.

(c) Election not to rebuild.

(d) To mortgage, encumber or otherwise dispose of all property, real or personal, of the corporation (in excess of $1,000.00).

In the forgoing instances a vote of at least a majority of the voting power shall be required, except where a voting percentage is otherwise specifically provided.

Section 4. OTHER DUTIES: In addition to duties imposed by these By-laws or by resolutions of the Association, the Board of Directors shall be responsible for the following:

(a) Care, upkeep and surveillance of the Recreation Area and facilities.

(b) Collection of annual and special assessments from the Owners.

(c) Contracting and terminating necessary personnel and service for the maintenance and operation of the Recreation Area and its facilities.

Section 5. ELECTION AND TERM OF OFFICE: The term of office of the Directors shall be fixed at two years. The Directors shall hold office until their successors have been elected and hold their first meeting.

Section 6. VACANCIES: Vacancies in the Board of Directors caused by any reason other than the removal of a Directory by a vote of the Association shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall be a Director until a successor is elected at the next annual meeting of the Association.

Section 7. REMOVAL OF DIRECTORS: At any regular or special meeting of Owners duly called, any one or more of the Directors may be removed with or without cause by a majority of the Owners and a successor may then and there be elected to fill the vacancy thus created. Provided, however, unless the entire Board is removed, an individual Director shall not be removed without a two-thirds majority vote of the voting power.

Section 8. ORGANIZATION MEETING: The first meeting of the newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, providing a majority of the whole Board shall be present.

Section 9. REGULAR MEETINGS: Regular meetings of the Board of Directors may be held at such time and place within Riverside County as shall be determined, from time to time, by a majority of the Directors, but at least two such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to Each Director, personally or by mail, telephone or telegraph, at lest three (3) days prior to the day named for such meeting.

Section 10. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by the President on three (3) days notice to each Director, given personal or by mail, telephone or telegraph, which notice shall state the time, place (as herein above provided) and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in a like manner and on like notice on the written request of a least three Directors.

Section 11. WAIVER OF NOTICE: Before or at any meeting of the Board of Directors, any Director may waive notice of such meeting in writing, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a Waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required an any business may be transacted at such meeting.

Section 12. BOARD OF DIRECTORS QUORUM: At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at the meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business, which might have been transacted at the meeting as original called, may be transacted without further notice.

Section 13. ACTION 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 the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 14. FIDELITY BONDS: The Association may at its discretion require that Officers of the Association holding or responsible for Association funds shall furnish adequate fidelity bonds. The premium on such bonds shall be paid by the Association.

Section 15. ANNUAL AUDIT: Within sixty (60) days of the close of each fiscal year an audit of the accounts of the Association shall be performed by an Audit Committee of two or more appointed by the Board of Directors. The Audit Committee shall submit its finding to the Board of Directors and copies hall be mailed to all Members.

ARTICLE V

Section 1. DESIGNATION: The principal officers of the Association shall be the President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors. In addition, the President and Vice President shall be from the Board of Directors. The Directors may appoint an Assistant Secretary and such other officers as in their judgement may be necessary.

Section 2. ELECTION OF OFFICERS: The officers of the Association shall be elected annually by the Board of Directors at the Organization meeting of each new Board and shall hold office at the pleasure of the Board.

Section 3. PRESIDENT: The President shall be the Chief Executive Officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of the president of an association, including but not limited to the power to appoint committees from among the Owners from time to time as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the Association.

Section 4. VICE PRESIDENT: The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President or the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

Section 5. SECRETARY: The Secretary shall keep the Minutes of all meetings of the Board of Directors and the Minutes of all meetings of the Association; and shall have charge of such books and papers as the Board of Directors may direct; and shall, in general, perform all the duties incident to the office of Secretary.

Section 6. TREASURER: The Treasurer shall have the responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of the Association in such depositaries as may from time to time be designated by the Board of Directors.

ARTICLE VI

OBLIGATIONS OF THE OWNERS

Section 1. ASSESSMENTS:

(a) Semiannual assessments, payable by each member, shall be the amount to meet all normal and reasonable Recreation Area expenses, as determined by a majority of the Members present in person or by proxy at the annual Association meeting.

For this purpose, no later then thirty (30) days prior to January 10 each year, the Board of Directors shall estimate the total amount required to meet all normal and reasonable Recreation Area expenses for the coming fiscal year. The assessments shall be made according to the proportionate interest(s) of each Owner as stipulated in the Declaration. Each Owner shall thereafter pay to the Association or its collection agency on or before January 1 and July 1 their assessment covering the succeeding six (6) month period. In the event the Board of Directors shall determine that the estimate of total charges for the current year is, or will be become inadequate to meet all expenses, it shall immediately determine the approximate amount of such inadequacy and issue a supplemental estimate of the total charges to be assessed abasing each Owner. The Board of Directors may, at its discretion, levy a special assessment against each owner to cover such inadequacy, said special assessment not to exceed $100.00 per annum per member. Any special assessment exceeding this amount shall require the approval of the Members.

Each semi annual or special assessment shall become delinquent if not paid within twenty five (25) days of the due date. There shall accrue with any such delinquent assessment a late charge of $25.00.

(b) The Board of Directors of the Association on behalf of the Association, may cause to be recorded in the office of the County Recorder in Riverside County, a notice of any delinquent sums due the Association from any Owner; which notice shall state the amount of such delinquent sums and other authorized charges including the cost of recording such notice, a sufficient description of the lot against which the same has been assessed and the name of the record Owner or Owners thereof. Upon payment to the Association of such delinquent sums and charges in connection therewith, the Board of Directors shall cause to be recorded a further notice stating the satisfaction and release of such delinquent sums and charges. Such notices shall be signed on behalf of the Association by any member of the Board of Directors. The Association may demand and receive the cost of recordation of such release before recording same. Any purchaser or encumbrancer, acting in good faith and for value, may rely upon such notice or satisfaction and release as conclusive proof of the full satisfaction of the sums state in the notice delinquent sums.

(c) All such delinquencies shall be enforced, collected and/or foreclosed in the manner provided in the Declaration.

(d) The Association shall, at the request of a mortgagee of a lot, report any unpaid assessments due from the Owner such lot.

ARTICLE VII

INSURANCE

Section 1. COVERAGE: The Association shall obtain and continue in effect public liability and property damage insurance and, at the discretion of the Board of Directors, may obtain Directors and Officers liability insurance.

ARTICLE VIII

The following terms, as used in these By-laws shall have the same meaning as are applied to such terms in the Declaration: "Project," Recreation Area," "Lots," "Mortgage," and "Mortgagee."

ARTICLE IX

In case any of these By-laws conflict with any provisions of the laws of the State of California, such conflicting By-laws shall be null and void upon final court determination to such effect, but all other By-laws shall remain in full force and effect.

RESOLUTION OF THE BOARD OF DIRECTORS
OF
LOS COMPADRES ESTATES ASSOCIATION

APPROVAL OF AMENDED RESTATED BYLAWS
AND
RESOLUTION OF CONFLICT WITH THE ARTICLES

In accordance with California Nonprofit Corporation Law, the Board of Directors ("Board") of the LOS COMPADRES ESTATES ASSOCIATION ("Association"), a California non-profit corporation, hereby consents to and adopts the following resolutions:

WHEREAS, the Association last adopted Bylaws on May 3, 2003, at the meeting of the Association; and

WHEREAS, in accordance with the California Corporations Code, Certain provisions of the bylaws may be amended by the board without membership approval. (Corp. Code § 7150(a).); and

WHEREAS, in accordance with the California Corporations Code, The bylaws may contain any provision, not in conflict with law or the articles. (Corp. Code § 7151(c).); and

WHEREAS, the Board has determined that it is in the best interests of the Corporation to correct and restate the Bylaws of the Corporation so the provision for the number of Board members in Article IV: Board of Directors, Section 1, is changed to four (4) so it is not in conflict with the Articles of Incorporation of Los Compadres Estates; and

WHEREAS, the Directors have carefully reviewed the Amended and Restated Bylaws of the Corporation, which are attached hereto as Exhibit A, and find it to be in the best interest of the Corporation and its owners to adopt said Amended and Restated Bylaws; and

NOW, THEREFORE, IT IS RESOLVED THAT that the Board pursuant to Corp. Code § 7150(a) of the California Corporation Code, by the affirmative approval of a majority of the whole Board, hereby approves and adopts the proposed Amended and Restated Bylaws attached hereto as Exhibit A; and

RESOLVED FURTHER, that the Board hereby authorizes, empowers and directs the authorized officers of this corporation to do and perform any and all such acts necessary to carry out the purposes and intent of the foregoing resolutions; and

The Board has passed the foregoing Resolutions upon the vote of a majority of the Directors then in office. These foregoing Resolutions are adopted by the Board of Directors of this Corporation at a regular meeting of the Board held on October 9th, 2021.

P Smith ______________________ 10/9/21 ______________

Secretary Dated

Los Compadres Estates Association

Philip Smith