

Bylaws (Required Civil Code Sec. 4525)
Woodlake Condominium Association

Order: GHSYBW8GK
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Order Date: 09-09-2025
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State of California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

APR 15 1987



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION
OF
WOODLAKE ASSOCIATION

ENDORSED
FILED
in the office of the Secretary of State
of the State of California

APR 15 1987

MARCH FONG EU, Secretary of State

I.

The name of the corporation is WOODLAKE ASSOCIATION.

II.

A. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

B. The specific purpose of this corporation is to provide for management, administration, maintenance, preservation and architectural control of the residential units and common area within a certain tract of property situated in the City of San Mateo, County of San Mateo, California, and to promote the health, safety and welfare of all the residents within the property and any additions thereto as may hereafter be brought within the jurisdiction of this corporation for this purpose, all according to that certain Woodlake Declaration of Covenants and Restrictions Establishing a Plan of Condominium Ownership, hereinafter called the "Declaration," recorded or to be recorded with respect to said property in the Office of the Recorder of

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San Mateo County, as required by Section 1355 of the California Civil Code.

III.

The name of the Association's initial agent for service of process is Don Drake. The address of its initial agent is 900 Peninsula Avenue, San Mateo, California 94403.

IV.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

V.

This corporation is intended to qualify as a Homeowners' Association under the applicable provisions of the Internal Revenue Code of 1954, as amended, and the California Revenue and Taxation Code. No part of the net earnings of this corporation shall inure to the benefit of any private individual, except as expressly provided in those sections with respect to the acquisition, construction, or provision for management, maintenance, and care of the corporation property, and other than by a rebate of excess membership dues, fees, or assessments. In the event of

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the dissolution, liquidation, or winding-up of the corporation, upon or after termination of the project, in accordance with provisions of the Declaration, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be divided among and distributed to the members in accordance with their respective rights therein.


VI.

These Articles may be amended only by the affirmative vote of a majority of the Board and by the affirmative vote (in person or by proxy) of members representing a majority of the voting power of the corporation.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation


JERRY FUCHS

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.


JERRY FUCHS

NEW BY-LAWS TEXT (Approved September 23, 1998)
Replaces Section 4. Nominations

(a). Nomination. Nominations for election to the Board may be made by a nominating committee consisting of at least three and not more than seven Members of the Association. Each Board member may appoint one member to the Nominating Committee, and the President of the Association will appoint the chairman of this Nominating Committee (the "Nominating Committee"). The Nominating Committee shall be established no later than the June Board meeting each year. No person may be a member of the Nominating Committee who wishes to run for the Board at the same election for which the Nominating Committee is making nominations. The Nominating Committee shall nominate no more than one less candidate than positions to be filled on the Board. By way of example, if the four Board positions are to be filled, the Nominating Committee may nominate no more than three candidates. The Nominating Committee shall use the following procedures:

- (i) All applications shall be submitted to the Nominating Committee on or before August 1.
 - (ii) The Chair shall establish dates and times for the Nominating Committee to interview all applicants. The interviews shall be completed by August 14.
 - (iii) All applicants shall be notified with the acknowledgment of receipt of his or her application that the applicant must furnish the Nominating Committee with a written statement no later than August 14. The statement shall not exceed 250 words.
 - (iv) Within 24 hours of the Nominating Committee's decision, the Chair will advise the President of the Board of the names of the applicants to be recommended for election for the appropriate number of openings on the Board (less one); and all applicants shall be so notified.
-
- (v) The Chair of the Nominating Committee shall place in nomination the names of candidates recommended for election by the Nominating Committee. The Nominating Committee also may place in nomination (without recommendation) the name(s) of any other candidate(s) who applied to the Nominating Committee.

The Board shall prepare a written ballot for submission to the Members at least ten days but not more than 30 days prior to the election. The ballot shall include the names of all applicants who have applied in accordance with the above procedure or who have been duly nominated in accordance with the procedures of Corporations Code section 7521 (b) unless prior to the preparation of the ballot the applicant has notified the Board in writing to withdraw his or her name from consideration. The names of the applicants shall be listed alphabetically. The ballot shall include an asterisk or other appropriate notation that identifies the applicants who have been nominated by the Nominating Committee. The ballot shall include the written statements provided by each applicant not in excess of the length designated by the Nominating Committee.

Directors also may be nominated in accordance with the procedures of Corporations Code section 7521 (b) or any successor statute thereto.

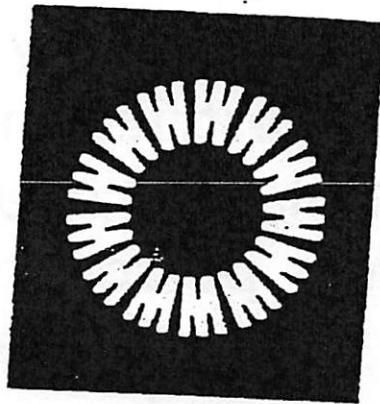
In addition, any Member present in person or by proxy at a meeting in which any directors are to be elected may place a name in nomination at the meeting prior to the vote.

The Board shall adopt procedures that provide for a reasonable opportunity for nominees to communicate their qualifications and reasons for candidacy to the Members and to solicit votes, and for a reasonable opportunity for all Members to choose among the nominees.

①

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WOODLAKE



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AND WHEN RECORDED RETURN TO:

KEVIN D. FREDERICK, ESQ.
702 MARSHALL STREET, SUITE 620
REDWOOD CITY, CA 94063
(415) 365-9800

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San Mateo County Recorder

**FIRST AMENDMENT TO
BYLAWS OF
WOODLAKE ASSOCIATION**

THIS FIRST AMENDMENT TO BYLAWS is made this 11th day of September, 1989, by WOODLAKE ASSOCIATION, a California nonprofit corporation (hereinafter "Association").

RECITALS

1. On May 5, 1987, the original Bylaws were adopted for the WOODLAKE ASSOCIATION.
2. Association now desires to make a First Amendment to these Bylaws pursuant to Article VIII, thereof, as hereinafter provided.

NOW, THEREFORE, Association hereby amends and modifies said Bylaws as follows:

Delete present Article IV, Section 3, Election and Term, and insert the following language as a new Article IV, Section 3, Election and Term of the Bylaws of WOODLAKE ASSOCIATION.

Section 3 Election and Term.

At each Annual Meeting of the members which occurs in any odd numbered year, five (5) directors shall be elected by secret ballot by a majority of members as provided in these Bylaws; at each Annual Meeting of the members which occurs in an

even numbered year, four (4) directors shall be so elected. In the event that an Annual Meeting is not held, or the new members of the Board are not elected, the appropriate number of new directors may be elected at any Special Meeting of the members held for that purpose. Each director shall be elected for a term of two (2) years and shall hold office until a successor has been elected or until his or her death, resignation, removal or judicial adjudication of mental incompetence. The term of office of any director appointed to fill a vacancy created by the resignation, death or removal of his or her predecessor shall be until the next Annual Meeting or a Special Meeting called for the election of directors. In addition to the election of the directors to be elected at that meeting, such additional directors as may be necessary shall be elected to serve the balance of any unexpired term(s). The directors elected with the highest vote totals shall serve the full terms, and the person(s) with the next highest vote total(s) shall be elected to the balance of any unexpired term(s).

A director may be reelected and may serve two (2) consecutive terms, but shall not be eligible for nomination for an additional term until one year has elapsed from the date upon which that person's second elected term expired or would have expired. Service as a director prior to enactment of this Bylaw shall not be included within the preclusion of this paragraph.

Each member may cumulate his or her votes for the election and removal of directors as provided in this Article. Each member shall have a number of votes equal to such member's share of the voting power as set forth in Article I multiplied by

the number of directors to be elected or removed.

Subject to the provisions of Section 4 in the special circumstances therein described, every member entitled to vote at any election or removal of directors may cumulate votes and give one candidate a number of votes equal to the total number of votes to which the member is entitled, or distribute those votes on the same principle among as many candidates as the member thinks fit. Election shall be by secret written ballot on forms prepared by the Association and validated by the Secretary who shall serve as the election officer.

In the first election at which this Bylaw becomes effective, nine (9) directors shall be elected. The five (5) candidates receiving the five (5) highest vote totals shall be elected to two-year terms. The four (4) candidates receiving the next four (4) highest vote totals shall be elected to one-year terms.

THIS FIRST AMENDMENT to the Bylaws of the WOODLAKE ASSOCIATION is adopted pursuant to the consent of the members representing a majority of the total voting power of the Association, under the authority of Article VIII, Section 1 of the Bylaws.

IN WITNESS WHEREOF, this First Amendment to the Bylaws has been adopted as provided above effective the 11th day of September, 1989.

Dennis Sullivan
DENNIS SULLIVAN, President

I, the undersigned, duly elected and acting Secretary of WOODLAKE ASSOCIATION, a California nonprofit mutual benefit corporation, do hereby certify:

That the within foregoing First Amendment to Bylaws was duly adopted on the 11th day of September, 1989, and that the same does not constitute the First Amendment to the bylaws of

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AND WHEN RECORDED RETURN TO:

KEVIN D. FREDERICK, ESQ.
702 MARSHALL STREET, SUITE 620
REDWOOD CITY, CA 94063
(415) 365-9800

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SAN MATEO COUNTY
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SECOND AMENDMENT TO
BYLAWS OF
WOODLAKE ASSOCIATION

THIS SECOND AMENDMENT TO BYLAWS of WOODLAKE
ASSOCIATION, a California nonprofit corporation (hereinafter
"Association") is made this 18th day of November, 1992.

RECITALS

1. On May 5, 1987, the original Bylaws were adopted for the WOODLAKE ASSOCIATION.
2. On January 4, 1990, a First Amendment to the Bylaws was adopted by the WOODLAKE ASSOCIATION.
3. Association now desires to make a Second Amendment to these Bylaws pursuant to Article VIII, thereof, as hereinafter provided.

NOW, THEREFORE, Association hereby amends and modifies said Bylaws as follows:

1. Article V, Section 1 is amended to read as follows:
Number. The authorized number of directors shall be seven (7), commencing with the annual meeting in 1993.
2. Article V, Section 3 is amended to read as follows:

At each Annual Meeting of the members which occurs in any odd-numbered year, three (3) directors shall be elected by secret ballot. The term of office of any director appointed to

fill a vacancy created by the resignation, death or removal of his or her predecessor shall be until the next Annual Meeting or a Special Meeting called for the election of directors. In addition to the election of the directors to be elected at that meeting, such additional directors as may be necessary shall be elected to serve the balance of any unexpired term(s). The directors elected with the highest vote totals shall serve the full terms, and the person(s) with the next highest vote total(s) shall be elected to the balance of any unexpired term(s).

A director may be reelected and may serve two (2) consecutive terms, but shall not be eligible for nomination for an additional term until one year has elapsed from the date upon which that person's second elected term expired or would have expired. Service as a director prior to enactment of this Bylaw shall not be included within the preclusion of this paragraph.

Each member may cumulate his or her votes for the election and removal of directors as provided in this Article. Each member shall have a number of votes equal to such member's share of the voting power as set forth in Article I multiplied by the number of directors to be elected or removed.

Subject to the provisions of Section 4 in the special circumstances therein described, every member entitled to vote at any election or removal of directors may cumulate votes and one candidate a number of votes equal to the total number of votes to which the member is entitled, or distribute those votes on the same principle among as many candidates as the member thinks fit.

Election shall be by secret written ballot on forms prepared by the Association and validated by the Secretary who shall serve as the election officer.

I, the undersigned, the duly elected and acting President of WOODLAKE ASSOCIATION, a California nonprofit mutual benefit corporation, do hereby certify:

That the within and foregoing Second Amendment to Bylaws was duly adopted on the 14th day of September, 1992, pursuant to the consent of the members representing a majority of the total voting power of the Association, under the authority of Article VIII, Section 1 of the Bylaws, and that the same does now constitute the Second Amendment to the Bylaws of said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 18th day of November, 1992.

WOODLAKE ASSOCIATION

[Handwritten Signature]

President

I, the undersigned, duly elected and acting Secretary of WOODLAKE ASSOCIATION, a California nonprofit mutual benefit corporation, do hereby certify:

That the within foregoing Second Amendment to Bylaws was duly adopted on the 14th day of September, 1992, and that the same does now constitute the Second Amendment to the Bylaws of said corporation.

WOODLAKE ASSOCIATION

[Handwritten Signature]

Secretary

BY-LAWS OF
WOODLAKE ASSOCIATION

I
DEFINITIONS

Section 1. Declaration. "Declaration" shall mean that certain document entitled "Woodlake Declaration of Covenants and Restrictions Establishing A Plan Of Condominium Ownership" which was recorded on March, 1987, in the Office of the Recorder of the County of San Mateo, State of California, as Instrument No. 87066483.

Section 2. Other Terms. All other terms shall have the meanings given them in the Declaration unless expressly otherwise provided herein.

II
MEMBERSHIP AND VOTING

Section 1. Membership. Each Owner shall be a Member of the Association with the rights, duties and obligations set forth in the Declaration.

Section 2. Voting Rights. Voting rights of Members, as Owners, are set forth in the Declaration.

Section 3. Proxies.

A. Any Member may attend meetings of the Members and vote in person, or by a proxy duly appointed by an instrument in writing signed by the Member and filed with the Secretary of the Association. A Member may revoke the appointment of a proxy at any time by written notice to the Secretary. The appointment of a proxy shall be deemed revoked (a) when the Secretary shall receive actual notice of the death or judicially declared incompetence of the Member who appointed the proxy, or (b) upon recording of a conveyance by such Member of all of his interest in the Condominium to which his vote is appurtenant, or (c) upon the expiration of the term, if any, specified in the instrument appointing the proxy, or (d) by a subsequent proxy executed by such Member and presented to the meeting, or (e), as to any meeting, by the personal exercise of his vote by any such Member; provided, however, that no proxy shall be valid after the expiration of sixty (60) days from its execution.

B. Where there is more than one record Owner of a Condominium, any or all of such persons may attend any meeting of the Members, but fractional votes shall not be allowed and the

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vote for each Condominium shall be exercised, if at all, as a single Condominium. Such co-Owners may from time to time all designate in writing one of their number to vote. Any designation of a proxy (including one of the Owners) to act for such persons must be signed by all of such persons.

C. Where no voting co-Owner is designated or if such designation has been revoked, the vote for such Condominium shall be exercised as the majority of co-Owners of the Condominium mutually agree. Unless the Board receives a written objection in advance from a co-Owner, it shall be conclusively presumed that the corresponding voting co-Owner is acting with the consent of his or her co-Owners. No vote shall be cast for any Condominium where the majority of the co-Owners present in person or by proxy and representing such Condominium cannot agree to said vote or other action. The non-voting co-Owner or co-Owners shall be jointly and severally responsible for all of the obligations imposed upon the jointly owned Condominium and shall be entitled to all other benefits of ownership. Owners may enter into agreement respecting the manner in which their votes are cast, providing that a copy of any such agreement and any modification or extension thereof shall be filed with the Secretary of the Association. All agreements and determinations lawfully made by the Association in accordance with the voting percentages established in the Declaration or these By-Laws shall be deemed to be binding on all Owners, their successors and assigns. All voting rights shall be subject to the restrictions and limitations provided in the Declaration, the Articles and these By-Laws.

D. A designated and authorized officer, employee or agent of a corporate or trust Member may cast the vote of the corporate or trust Member. A designated and authorized general partner or agent of a partner Member may cast the vote of the partner Member.

-III
MEETINGS OF MEMBERS

Section 1. Annual Meetings.

A. There shall be an annual meeting of the Members at such reasonable place, day and hour in the month of September as may be designated by written notice of the Board.

B. At each Annual Meeting, there shall be elected by a ballot of the Members a Board of Directors in accordance with the requirements of these By-Laws. The Members may also transact such other business of the Association as may properly come

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(17)

before them. Each first Mortgagee may designate a representative to attend all Annual Meetings of the Members.

Section 2. Special Meetings. Special meetings of the Members may be called at any time for the purpose of considering matters which, by the terms of the Declaration, require the approval of all or some of the Members, or for any other reasonable purpose. Said meeting may be called by:

(a) Vote for such a meeting by a majority of a quorum of the Board;

(b) Written request therefor signed by Members representing at least fifteen percent (15%) of the total voting power of the Association delivered to the Board, the President or the Secretary.

Within twenty (20) days after receipt of a resolution or notice requesting a special meeting, the Board shall set a date, time and place for the meeting and the Secretary shall give written notice thereof to all of the Members as herein provided which shall specify the date, time and place of the meeting and the purpose thereof. The time fixed by the Board for the meeting shall be not less than 35 nor more than 90 days after receipt of the resolution or notice requesting the special meeting.

Section 3. Business. No business shall be transacted at a Special Meeting except as stated in the notice. Each first Mortgagee may designate a representative to attend all Special Meetings of the Members.

Section 4. Quorum. The presence at a meeting of Members, in person or by proxy, entitled to cast fifty percent (50%)-plus-one of the total voting power of the Association shall constitute a quorum for any action except as otherwise provided herein or in the Declaration. If, however, such quorum shall not be present, no business may be transacted, except that the meeting may be adjourned by a majority of the total voting power of the Association present to a date not less than five (5) days nor more than thirty (30) days from the original date of the meeting. If a time and place for the adjourned meeting is not fixed by those in attendance at the original meeting, or if for any reason a new date is fixed for the adjourned meeting after adjournment, notice of the time and place of the adjourned meeting shall be given to the Members in the manner prescribed for regular meetings. At an adjourned meeting, the presence of Members, in person or by proxy, entitled to cast at least twenty-five percent (25%) of the total voting power of the voting membership of the Association shall constitute a quorum. A meeting may only be adjourned

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once. Thereafter a new meeting must be called and the original quorum requirements shall be applicable.

Section 5. Majority of Quorum. Unless otherwise expressly provided in the Declaration, the Articles or these By-Laws, any action which may be taken by the Association may be taken by a majority of a quorum of the Members of the Association.

Section 6. Meeting Place. All meetings of the Members shall be held at a suitable meeting place within or as close to the Complex as possible convenient to the Members, but in no event outside the County of San Mateo.

Section 7. Action Without Meeting. Any action which may be taken by the vote of the Members at a Regular or Special meeting, except for the election of directors, may be taken without a meeting if done in compliance with the provisions of Section 7513 of the Corporations Code of the State of California.

Section 8. Notice of Meetings of Members. It shall be the duty of the Secretary to mail a notice of each Annual or Special Meeting to each Member of record at least ten (10) but not more than thirty (30) days prior to such meeting, stating the purpose thereof as well as the day, hour and place where it is to be held. The notice may set forth time limits for speakers and nominating procedures for the meeting. The mailing of the notice, postage prepaid in the manner provided for in this Section, shall be considered notice served forty-eight (48) hours after said notice has been deposited in a regular depository of the United States mail. Such notice shall be posted at a conspicuous place in the complex, and such notice shall be deemed served upon a Member when posted if no address has been furnished to the Secretary. The Board shall fix a date as a record date for the determination of the Members entitled to notice of any meeting of the Members. The record date so fixed shall be not more than thirty (30) days prior to the date of the meeting. When a record date is so fixed, only Members of record on that date shall be entitled to notice of the meeting, notwithstanding any transfer of membership on the books of the Association after the record date.

Section 9. Order of Business. The order of business at all meetings of the Members shall be as follows: (a) certification by Secretary of the presence of a quorum, or such greater number as may be required, in person or by proxy; (b) proof of notice of meeting or waiver of notice; (c) reading of minutes of preceding meeting; (d) reports of officers; (e) reports of committees; (f) election of inspector of elections; (g) election of

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directors (at annual meetings or special meetings held for such purpose); (h) unfinished business; and (i) new business. Meetings of Members shall be conducted by the officers of the Association in this order of priority.

Section 10. Consent of Absentees. The transactions of any meeting of Members, either annual or special, not regularly called and noticed, shall be 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 or after the meeting, each of the Members not present in person or by proxy, sign 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 11. Minutes, Presumption of Notice. Minutes or a similar record of proceedings of meetings of Members, when signed by the President or Secretary, shall be presumed truthfully to evidence the matters set forth therein. A recitation in the minutes of any such meeting that notice of the meeting was properly given shall be prima facie evidence that such notice was given.

IV

BOARD OF DIRECTORS: SELECTION: TERM; POWERS AND DUTIES

Section 1. Number. The authorized number of directors shall be nine (9) unless changed by amendment of the Articles or by a By-Laws duly adopted by the Board amending this Section 1.

Section 2. Qualifications. The office of director shall be limited to persons who are resident Owners.

Section 3. Election and Term. At each Annual Meeting of the Members, new directors shall be elected by secret ballot by a majority of Members as provided in these By-Laws and all positions on the Board shall be filled at that election. In the event that an Annual Meeting is not held, or the Board is not elected thereat, the Board may be elected at any Special Meeting of the Members held for that purpose. Each director shall hold office until his successor has been elected or until his death, resignation, removal or judicial adjudication of mental incompetence. The term of office of each director elected at an Annual Meeting shall be until the next Annual Meeting and the term of office of each director elected to fill a vacancy created by the expiration of the term of office of the respective past director elected to fill a vacancy created by the resignation, death or removal of his predecessor shall be the balance of the unserved term of his predecessor. Any person serving as a director may be

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re-elected and there shall be no limitation on the number of terms during which he may serve. Each Member may cumulate his votes for the election and removal of directors as provided in this Article. Each Member shall have a number of votes equal to such Member's share of the voting power as set forth in Article 1 multiplied by the number of directors to be elected or removed.

Subject to the provisions of Section 5 in the special circumstances therein described, every Member entitled to vote at any election of directors may cumulate his votes and give one candidate a number of votes equal to the total number of votes to which he is entitled, or distribute his votes on the same principle among as many candidates as he thinks fit. Election shall be by secret written ballot on forms prepared by the Association and validated by the Secretary who shall serve as the election officer. The candidates receiving the highest number of votes up to the number of directors to be elected shall be deemed elected.

Section 4. Nominations. (See Amendment)

(a) The Board or any Member may nominate candidates for election to the Board by written nomination made at any time prior to July 31 in the case of elections at the Annual Meeting, or in the case of a special election to be held at a Special Meeting, at any time prior to the closing of nominations at such meeting. All such nominations shall be subject to the provisions of Section 3 of this Article. A reasonable time to allow for oral nominations from the floor shall be provided at any such Annual or Special Meeting.

(b) The Board shall create and appoint a nominating committee pursuant to its power under Article V Section 9 below.

(c) The Rules for the Nominating Committee shall be as follows:

(1) Members of the Nominating Committee must be resident-owners.

(2) No Member who wishes to run for the Board of Directors may be a member of the Nominating Committee.

(3) The President shall recommend the members of the Nominating Committee and its Chair for approval by the Board of Directors.

(4) The President will establish the Nominating Committee no later than the June Board meeting each year.

(5) There shall be five members on the

Nominating Committee including its Chair. The procedures shall be as follows:

(a) All applications shall be submitted to the Nominating Committee on or before August 1st.

(b) The Chair shall set up dates and times for the committee to personally interview all candidates. The interviews shall be completed by August 14th.

(c) The Chair will advise the President of the Board of the names of the candidates to be recommended for election for the appropriate number of openings on the Board.

(d) Within 24 hours of the Nominating Committee's decision all candidates shall be so notified.

(e) The Nominating Committee will write a synopsis of each candidate listed on the ballot to be included with all information sent to Woodlake Members at least ten (10) days, but not more than thirty (30) days prior to the Annual Meeting.

(f) The ballot shall be printed alphabetically with an asterisk by the names of those candidates who are deemed to be the most qualified to serve on the Board of Directors. If a candidate chooses not to be on the ballot, he or she must inform the Secretary of the Board within five (5) days of the date of notification.

(g) The Chair of the Nominating Committee shall place in nomination the names of candidates listed on the ballot.

Section 5. Resignation and Removal.

Any director may resign at any time by giving written notice to the Board. At any Regular or Special Meeting of the Members duly called, any one or more of the directors may be removed with or without cause by a majority vote of the Members, and a successor may then and there be elected to fill the vacancy thus created. Any director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting. If more than one director is to be removed at any one time, each Member may accumulate his votes and vote for or against such removal of one or more of the directors, exercising the number of votes equal to his share of the voting power as set forth in these By-Laws, multiplied by the number of directors sought to be removed. Where the entire Board is not removed at one time, no director shall be removed if the

number of votes cast against his removal exceeds the quotient arrived at when the total number of Condominiums in the Complex is divided by one-plus-the-authorized-number-of-directors. If any or all of the directors are removed, new directors may be elected at the same meeting. The remaining directors shall not fill a vacancy on the Board created by the removal of a director pursuant to the provisions of this Section without the vote or written consent of Members holding a majority of the voting power of the Association. A director who ceases to be a resident Owner shall be disqualified from further service on the Board and shall be replaced as herein provided.

Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Members of the Association shall be appointed by the Board by 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 Members of the Association, or at a special meeting of the Members called for the purpose of filling the vacancy or removing a Director. A vacancy or vacancies shall be deemed to exist in case of death, resignation, removal or judicial adjudication of mental incompetence of any Director, or in case the Members fail to elect the full number of authorized Directors at any meeting at which such election is to take place.

Section 6. Exculpation. A director shall have no liability on contracts entered into on behalf of the Association, nor shall a director be liable to any Member of the Association for any acts performed or done as a director in good faith. The Association shall hold and save the directors harmless of and from any and all loss, cost, damage, injury or expense arising out of or in any way related to claims for which exculpation and exoneration is provided herein. The indemnity provided for in this Section shall include, without limitation thereto, costs of defense such as court costs and attorney's fees.

Section 7. Powers and Duties. The Board shall exercise and perform for the Association all powers, duties and authority vested in or delegated to the Association by, and not reserved to the membership by other provisions of, these By-Laws, the Articles of Incorporation, the Declaration or the Nonprofit Mutual Benefit Corporation Law of the State of California.

V
MEETINGS OF BOARD

Section 1. Regular Meetings. Regular meetings of the Board may be held at such time and place within the Complex as shall be determined from time to time by a resolution adopted by a majority of a quorum of the directors; provided, however, that such meeting shall be held no less frequently than quarterly. Notice of the time and place of regular meetings of the Board shall be given to each director, personally or by mail, telephone or telegraph, at least ninety-six (96) hours prior to the date named for such meeting and shall be posted at a prominent place or places within the Complex.

Section 2. Special Meetings. Special Meetings may be called by written notice signed by the President or by any two (2) directors other than the President. At least ninety-six (96) hours notice by mail or forty-eight (48) hours notice by personal delivery, telephone or telegraph shall be given to each director, which notice shall state the time, place and the purpose of the meeting and shall be posted at a prominent place or places within the Complex. If served by mail, each such notice shall be sent postage prepaid to the address of each director reflected on the records of the Association and shall be deemed given, if not actually received earlier, at 5:00 p.m. on the second day after it is deposited in a regular depository of the United States mail as provided herein. Such notice shall be posted at a conspicuous place or places in the Complex at least seventy-two (72) hours prior to the scheduled time of the meeting. Whenever any director has been absent from any Special Meeting of the Board, 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 director, as required by law and as provided herein; provided, however, that notice of the meeting need not be given to any director who has signed a waiver of notice of or written consent to a holding of the meeting.

Section 3. Waiver of Notice. Before or at any meeting of the Board, any director may, in writing, waive personal notice of such meeting and such waiver may be deemed the equivalent of the giving of such notice to such director. The transactions of any meeting of the Board, however called or noticed and wherever held, shall be as valid as though a meeting had been duly held after regular call and notice if (1) a quorum is present; (2) notice to the Members of such meeting was posted as required by these By-Laws; and (3) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding such meeting or an approval of the minutes

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thereof. All such waivers, consents and approvals shall be filed with the records of the Association or made a part of the minutes of the meeting.

Section 4. Open Meetings, Executive Sessions. Regular and Special Meetings of the Board shall be open to all Members. The Board may, with the approval of a majority of a quorum present at the meeting, adjourn the Meeting and reconvene in executive session closed to Members to discuss and vote upon personnel matters, litigation which may affect the Complex, the Board, the Association or the Members, and business of a similar nature. The Board may receive in executive session any information which may be the subject of a claim of privilege in any judicial or administrative proceeding. The nature of any and all business to be considered in executive session shall first be announced in open session.

Section 5. Action Without A Meeting. The Board shall have the right to take any action without a meeting which it could take at a meeting if all Members of the Board consent in writing to the action to be taken. Any action so approved shall have the same effect as though taken at a meeting of the directors and such consent shall be filed with the records of the Association. If the Board takes such an action without a meeting, the Secretary of the Board shall, within three (3) days after the written consents of all Board Members have been obtained, post a notice containing an explanation of the action taken in a prominent place or places within the Condominium Complex.

Section 6. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. If at any meeting of the Board there is 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 originally called may be transacted without further notice if a quorum is present.

Section 7. Board Officers. The Board shall elect a President who shall preside over both its meetings and those of the Members. The Board shall also elect the officers referred to in Article VI. Meetings of the Board may be held and conducted in accordance with Roberts Rules of Order.

Section 8. Fidelity Bonds. The Board shall require all officers and employees of the Association handling or responsible

for Association funds to furnish adequate Fidelity Bonds. The premiums on such bonds shall be paid by the Association.

Section 9. Committees. The Board, by resolution, may from time to time designate such committees as it shall desire, and may establish the purposes and powers of each such committee created. The resolution designating and establishing the committee shall provide for the appointment of its Members, as well as a chair, shall state the purposes of the committee and shall provide for reports, termination and other administrative matters as deemed appropriate by the Board. No committee shall have the power to employ agents, employees or bind the Association by oral or written contract without prior approval of the Board.

Section 10. Organization Meeting of the Board. The first regular meeting of a newly elected Board shall be held within ten (10) days of the election of the Board at such place as shall be fixed and announced by the directors at the meeting at which such directors were elected, for the purpose of organization, election of officers, and transaction of other business. No notice shall be necessary to the newly elected directors in order legally to constitute such meeting; provided that a majority of the whole Board shall be present when the time and place are announced at the membership meeting.

VI
OFFICERS AND THEIR DUTIES

Section 1. Designation. The principal officers of the Association shall be a President, Vice-President, Secretary and Treasurer, all of whom shall be elected by the Board. The Board may appoint an assistant Treasurer, and an assistant Secretary, and such other officers as in their judgment may be necessary. Officers other than the President need not be directors. The office of Secretary and Treasurer may be held by the same person, but the office of President and Secretary may not be held by the same person.

Section 2. Election of Officers. The officers of the Association shall be elected at the first regular meeting of each new elected Board of Directors as provided in Article V, Section 10, and each officer shall hold office at the pleasure of the Board until such officer shall resign or be removed or otherwise disqualified to serve or a successor shall be elected and qualified to serve.

Section 3. Term. Each officer of the Association shall be elected annually by the Board and each shall hold office until

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election of a successor unless such officer shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Resignation and Removal. Upon an affirmative vote of the majority of the entire Board, any officer may be removed, either with or without cause, and a successor elected at any regular meeting of the Board, or at any special meeting of the Board called for such purpose. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary of the Association. Any such resignation shall take effect on the date of receipt of the notice or at any later time specified therein; unless otherwise specified in said notice, the acceptance of the resignation by the Board shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to the vacancy shall serve for the remainder of the term of the officer replaced.

Section 6. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices which the Board may create.

Section 7. Duties. The duties of the officers shall be as specified by the Board from time to time.

Section 8. Compensation. No officer shall receive any compensation for services performed in the conduct of the Association's business unless such compensation is approved by the vote or written consent of Members representing at least a majority of the voting power of the Association; and provided further, that (1) nothing herein contained shall be construed to preclude any officer from serving the Association in some other capacity and receiving compensation therefor, and (2) any officer may be reimbursed for the actual expenses incurred in the performance of duties. Appointment of any officer, agent, or employee shall not of itself create contractual rights of compensation for services performed by such officer, agent, or employee.

Section 9. President. The president shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Board. The President 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, subject to the provisions of Article V Section 9 to appoint committees from among the Members from time to time as the President may in his or her discretion

decide is appropriate to assist in the conduct of the affairs of the Association. The President shall be ex officio member of all standing committees, and shall have such other powers and duties as may be prescribed by the Board or these By-Laws.

Section 10. Vice President. The Vice President shall take the place of the President and perform the President's duties whenever the president shall be absent, disabled, refuses or is unable to act. If neither the President nor the Vice President is able to act, the Board shall appoint some other Member of the Board to do so on an interim basis. Where the President or the Board so designates, the Vice President shall be ex officio member of all standing committees, and shall also perform such other duties as shall from time to time be imposed by the Board or these By-Laws.

Section 11. Secretary. The Secretary shall keep the minutes of all meetings of the Board and the minutes of all meetings of the Association at the principal office of the Association or at such either place as the Board may order. The Secretary shall keep the seal of the Association in safe custody and shall have charge of such books and papers as the Board may direct; and the Secretary shall, in general perform all of the duties incident to the office of Secretary. The Secretary shall give, or cause to be given, notices of meetings of the Members of the Association and of the Board required by these By-Laws or by law. The Secretary shall maintain a record book of Owners, listing the names and addresses of Owners, as furnished to the Association, and such books shall be changed only at such time as satisfactory evidence of a change in ownership of a Condominium is presented to the Secretary as provided in the Declaration. The Secretary shall perform such other duties as may be prescribed by the Board or these By-Laws.

Section 12. Treasurer. The Treasurer shall have responsibility for Association funds and securities and shall be responsible for keeping, or causing to be kept, full and accurate accounts, tax records and business transactions of the Association, including accounts of all assets, liabilities, receipts and disbursements in books belonging to the Association. The Treasurer 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 depositories as may from time to time be designated by the Board. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, in accordance with these By-Laws, shall render to the President and Directors, upon request, an account of all transactions as Treasurer and of the financial conditions of the Association, and shall have such

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other powers and perform such other duties as may be prescribed by the Board or these By-Laws.

VII
MISCELLANEOUS

Section 1. Books and Records. The membership register and books of account of the Association and minutes of meetings of the Members, of the Board, and of any committees of the Members or of the Board, shall be made available for inspection and copying by any Member or by a duly appointed representative at any reasonable time at the office of the Association or at such other place within the City of San Mateo as the Board shall prescribe. The Board shall establish reasonable rules with respect to:

- (a) Notice to be given to the custodian of the records by a Member desiring to make such an inspection;
- (b) Hours and days of the week when such an inspection may be made; and
- (c) Payment of the cost of reproducing copies of documents requested by a Member.

Every director shall have the absolute right, at any reasonable time, to inspect all books, records and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by directors shall include, without limitation, the right to make extracts and copies of documents at Association expense.

Section 2. Notices. Any notice permitted or required to be given as provided herein or in the Declaration may be given either by personal delivery, or by deposit in the mailbox of the Member and/or director, or by mail. If notice is given by mail, it shall be deemed to have been received forty-eight (48) hours after a copy has been deposited in the United States mail, postage prepaid, addressed to each Member and/or director at the address given by such person to the Association for the purpose of service of notice or as shown on the public record as the mailing address for mailing tax bills. The address of each Member and/or director for purposes of notice may be changed from time to time by notice in writing to the Board.

Section 3. Non-Profit Purpose. Neither the Board nor any director shall do any act or authorize or suffer the doing of any act by an officer or employee of the Association which is inconsistent with the non-profit purpose of the Association. Any

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such act or acts shall be ultra vires and void. Conversely, to the extent permitted by the Declaration, the Board may authorize the doing of any act by an officer or employee of the Association which is consistent with the Articles, the Declaration or the Nonprofit Mutual Benefit Corporation Law of the State of California.

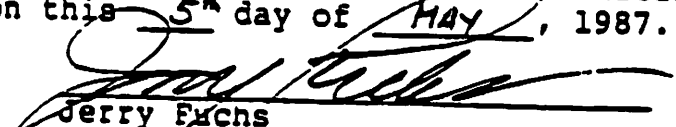
VIII
AMENDMENTS

Section 1. Majority Vote. Subject to the limitations set forth in Sections 2 and 3 of this Article VIII, these By-Laws may be amended by the vote (at a Regular or Special Meeting of the Members) or written consent of a majority of Members then entitled to vote; provided, however, that where a greater percentage or different vote is required with respect to any provision hereunder, amendment of such provision shall require the vote or written consent of at least the prescribed percentage of votes or consents required for action to be taken under that Section.

Section 2. Interpretation. In the case of any conflict between the Articles or these By-Laws and the Declaration, the Declaration shall control. No amendment hereof shall have the effect of producing an amendment of the Declaration.

Section 3. Notice of Proposed Amendment. At any meeting, whether Regular or Special, where an amendment of the Declaration, Articles or By-Laws may be considered, the notice of the meeting (or a notice given to all Members in the manner of a notice for a meeting and within the time limits provided) shall so state and if a specific amendment is proposed the notice shall include the text of the proposal.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of Woodlake Association, declares these to be the initial By-Laws of said Association this 5th day of MAY, 1987.


Jerry Fuchs