
BYLAWS OF
DEER RIDGE HOMEOWNERS ASSOCIATION

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BYLAWS OF
DEER RIDGE HOMEOWNERS ASSOCIATION

ARTICLE I
OFFICES

The principal office of Deer Ridge Homeowners Association (hereinafter referred to as the "Association") for the transaction of its business shall be located at 1399 Ygnacio Valley Road, Suite 11, Walnut Creek, California 94598, or at such other place as may be established, from time to time, by resolution of the Board.

ARTICLE II
GENERAL

Section 2.01. By Reference to Declaration. All terms used herein which are defined in the Declaration of Covenants, Conditions and Restrictions for _____ recorded on _____, in Book _____, at Pages _____ through _____ of the Official Records of Contra Costa County (hereinafter referred to as the "Declaration") shall be used herein with the same meanings as defined in the Declaration.

Section 2.02. Personal Application. All present or future Owners, tenants, or their guests or employees, or any other persons that might use the facilities of the Project in any manner, are subject to the provisions set forth in these Bylaws. The mere acquisition or rental of any of the Lots or the mere act of use or occupancy of any of the Lots will signify that these Bylaws are accepted, ratified, and will be complied with.

Section 2.03. Interpretation. In case any of the Bylaws conflicts with any provisions of the laws of the State of California, such conflicting Bylaws shall be null and void upon final court determination to such effect; but all other Bylaws shall remain in full force and effect.

ARTICLE III
MEMBERS

Section 3.01. Owners of Lots Are Members. Every person who is a record Owner of a fee interest in any Lot which is subject, by covenants of record, to assessment by the Association, including contract purchasers (but not contract sellers), shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

Section 3.02. Classes of Voting Rights.

The Association shall have two (2) classes of voting membership. Class A Members shall be entitled to one vote for each Lot owned. Class B Members shall be entitled to three votes for each Lot owned. Voting rights shall vest at the closing of the sale of the first Lot to an Owner other than Declarant.

A. Class A Members. The owner of each Lot excluding the Declarant, shall be a Class A Member; provided, however, Declarant shall only be excluded from Class A Membership until the conversion of Class B Membership to Class A Membership, pursuant to Paragraph C, below.

B. Class B Members. The Declarant shall, until the conversion of Class B membership to Class A membership, pursuant to Paragraph C, below, be a Class B Member.

C. Conversion. Class B membership shall be converted to Class A membership and shall forever cease to exist on the occurrence of whichever of the following is first in time:

(1) The total outstanding votes held by the Class A Members equal or exceed the total outstanding votes held by the Class B Member.

(2) Upon the second anniversary of the issuance of the most recent original final subdivision public report for a phase of the Project.

(3) Upon the fourth anniversary of the original issuance of the final subdivision public report for the first phase of the Project.

Section 3.03. Regular Meetings of Members of the Association. Regular meetings of Members of the Association

shall be held annually. The first regular meeting of the Association shall be held within forty-five (45) days after the closing of the sale of the Lot which represents the fifty-first (51st) percentile interest authorized for sale under the original final subdivision public report for the Project, but in no event shall the meeting be held later than six (6) months after the closing of the sale of the first Lot in the Project. Subsequent regular meetings shall be held on the same day of the same month of each year thereafter at 7:30 o'clock P.M.; provided, however, if said day is a Sunday or a legal holiday, the meeting shall be held at the same hour on the first day following said day which is not a Sunday or a legal holiday.

Section 3.04. Special Meetings of Members of the Association.

A. A special meeting of the Members of the Association shall be promptly scheduled by the Board in response to any of the following:

1. The vote of the Board itself.
2. The written request of Members representing not less than five percent (5%) of the total voting power of the Association.

B. If a special meeting is called by Members, the request shall be submitted by such Members in writing, specifying the general nature of the business proposed to be transacted, and shall be mailed postage prepaid or hand delivered to the President, any Vice President, or the Secretary. The officer receiving the request shall cause notice to be promptly given to the Members, in accordance with the provisions of Section 3.06, that a meeting will be held, and the date for such meeting, which date shall be not less than thirty-five (35) nor more than ninety (90) days following the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of Members may be held when the meeting is called by action of the Board.

Section 3.05. Location of Meetings of Members of the Association. Regular meetings of Members of the Association shall be held within the subdivision or at a place as close thereto as possible but in no event outside of Contra Costa County. Special meetings shall be held at said principal office or at such other location within the Project, or as close thereto as possible, as set forth in the notice of meeting.

Section 3.06. Notice of Meetings of Members of the Association. Written notice of all meetings of Members of the Association, regular or special, shall be mailed postage prepaid or hand delivered to each Member at least ten (10) days and not more than ninety (90) days prior to the date on which the meeting is to be held. If the notice is mailed, but not by first-class, registered, or certified mail, that notice shall be given at least twenty (20) days prior to the date on which the meeting is to be held. If the notice is mailed to a Member, such notice shall be addressed to the address of the Member last appearing on the books of the Association or supplied to the Association by such Member for the purpose of notice. A copy of such notice shall be posted continuously for ten (10) days prior to the meeting at a prominent space or spaces within the Common Area or other prominent location in the Project.

Such notice shall specify the place, day and hour of the meeting and in the case of a special meeting, the nature of the business to be undertaken (no other business may be transacted). Such notice shall also state the general nature of any proposal(s):

- (i) Removing a Director without cause;
- (ii) Filling vacancies on the Board by Members;
- (iii) Amending the Articles; or
- (iv) As otherwise required by Section 7511(f) of the Corporations Code of the State of California.

Section 3.07. Quorum.

A. The presence at a meeting (of Members of the Association) of Members entitled to cast, or of proxies entitled to cast, thirty-three and one-third percent (33-1/3%) of the Total Voting Power of the Association shall constitute a quorum for the transaction of business and for any action (except as otherwise provided in the Articles, these Bylaws or the Declaration). In the absence of a quorum, a majority of those Members present, in person or by proxy, may adjourn the meeting to another time, but may not transact any other business. An adjournment for lack of a quorum by those in attendance shall be to a date not fewer than five (5) days nor more than thirty (30) days from the original meeting date. The quorum for any such adjourned meeting shall be twenty-five percent (25%) of the Total Voting Power of the Association. 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 Members in the manner prescribed for regular meetings.

B. The Members present at a duly-called or duly-held meeting of the Members of the Association at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum if any action taken (other than adjournment) is approved by at least seventy-five percent (75%) of the Total Voting Power of the Members required to constitute a quorum.

Section 3.08. Proxies. Each voting Member may vote in person or by proxy. All proxies shall be in writing, signed by all the Owners of the Lot, and filed with the Secretary. No proxy shall be valid for more than three (3) years after the date of its execution and no proxy shall be valid for more than eleven (11) months after its execution unless otherwise provided in the proxy. Every proxy shall be revocable, and any proxy shall automatically cease upon conveyance by the Owner of the Owner's Lot or other termination of membership. A proxy is not revoked by the death or incapacity of the maker or the termination of a membership as a result thereof unless, before the vote is counted, written notice of such death or incapacity is received by the Association.

Section 3.09. Informal Action by Members of the Association. Any action required by law to be taken, or which may be taken, at a meeting of the Members of the Association, except the election of Directors where cumulative voting is required, may be taken without a meeting if:

- (i) A ballot setting forth the proposed action is distributed to all Members entitled to vote with respect to the subject matter thereof;
- (ii) The number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action;
- (iii) The number of votes consenting to the proposed action equals or exceeds the number of votes required at a meeting to authorize the proposed action; and
- (iv) If otherwise in compliance section 7513 of the Corporations Code of the State of California, as from time to time amended, or successor statute.

ARTICLE IV

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 4.01. Number. The affairs of the Association shall be managed by a Board of three (3) Directors, who need not be Members of the Association.

Section 4.02. Term of Office; Elections. At the first annual meeting of Members of the Association, the Members shall elect two (2) Directors for a term of two (2) years and one (1) Director for a term of one (1) year. At each succeeding annual meeting thereafter the Members shall elect as many Directors as there are regular terms of office of Directors expiring at such time.

Section 4.03. Initial Directors. The initial Directors shall be elected by the Declarant and shall serve until the first regular meeting of the Members as provided by Section 3.03.

Section 4.04. Director Elected by Members of the Association. From and after the first regular meeting of the Members of the Association and so long as (a) there are two classes of membership; or (b) a majority of the voting power of the Association resides in the Declarant, at least twenty (20%) percent of the Directors shall be elected solely by the vote of Members other than the Declarant.

Section 4.05. Nomination and Voting for Director.

A. Nomination. Nomination for election to the Board shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairman who shall be a Director and two other persons who shall either be voting Members of The Association or the designee of the Declarant. So long as there are two classes of membership, the Declarant shall be entitled to designate a member of the Nominating Committee and such designee shall be entitled to nominate a candidate for each Directorship to be voted upon by the Members. The Nominating Committee shall be appointed prior to each annual meeting and shall serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. Notwithstanding the foregoing, the first Nominating Committee shall be appointed by the initial Directors at least thirty (30) days prior to the first annual meeting of the Members and shall be announced in the written notice of said first annual meeting.

B. Nomination From the Floor. Nominations from the floor shall be accepted at the annual meeting.

C. Voting. Election to the Board shall be by secret written ballot. At such election the Members, or their proxies, may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of these Bylaws and the Declaration. The persons receiving the largest number of votes for Director shall be deemed elected. If more than two (2) Directors are to be elected, and one or more Members gives notice at the meeting and prior to the voting of his or her intention to cumulate votes, then each Member may cumulate the votes that he or she is entitled to cast 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 that Member is entitled to cast, or distribute the votes on the same principle among as many candidates as the Member thinks fit. No Member may cast cumulative votes for a candidate whose name is not placed in nomination prior to the voting.

Section 4.06. Removal from Office. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members. In the event of the death, resignation or removal of a Director, a successor shall be selected by the remaining Directors and shall serve for the unexpired term unless said Director was elected pursuant to Section 4.04, in which case a special election and meeting of the Members of the Association shall be held to fill the Director's unexpired term. Unless the entire Board is removed from office by the vote of the Members, no individual Director shall be removed prior to the expiration of that Director's term of office if the votes cast against that Director's removal would be sufficient to elect the Director if voted cumulatively at an election at which the same total number of votes were cast and the entire number of Directors authorized at the time of the most recent election of the Directors were then being elected. Directors who were elected pursuant to Section 4.03 may be removed from office prior to the expiration of their terms of office only by the vote of a simple majority of the voting power residing in Members other than the Declarant.

ARTICLE V
MEETINGS OF DIRECTORS

Section 5.01. Regular Meetings of the Directors; Notice. Regular meetings of the Directors shall ordinarily be held monthly at a time and place within the Project, or as near thereto as possible, as determined by the Board. Notice of regular meetings shall be posted at a prominent place or places within the Common Area or in the Project and shall be communicated to the Directors not fewer than four (4) days prior to the meeting; provided, however, that such

notice need not be given to any Director who has signed a waiver of notice or a written consent to holding of the meeting. A majority of the Board, by formal resolution, may elect to hold meetings less frequently than monthly so long as the business to be transacted by the Board permits. In no event shall regular meetings of the Board be held less frequently than every six (6) months.

Section 5.02. Annual Meetings of The Directors. All references to annual meetings of the Directors shall refer to the first regular meeting of the Directors and every other regular semi-annual meeting of the Directors held thereafter.

Section 5.03. Special Meetings of the Directors; Notice. A special meeting of the Directors may be called by written notice signed by the President of the Association or by any two Directors other than the President. Said notice shall specify the time and place of the meeting and the nature of any special business to be considered. Said notice shall be mailed postage prepaid or hand delivered to all Directors, and posted in the same manner prescribed in Section 5.01 for regular meetings not fewer than seventy-two (72) hours prior to the scheduled time of the meeting; provided, however, that such notice need not be given to any Director who has signed a waiver of notice or a written consent to holding of the meeting.

Section 5.04. Actions Without Meetings. The Board may take actions without a meeting if all of the Directors consent in writing to the action to be taken. If the Board resolves by unanimous written consent to take action, an explanation of the action taken shall be posted at a prominent place or places within the Common Area within three (3) days after the written consents of all Directors have been obtained.

Section 5.05. Meetings Open to Members. All regular and special meetings of the Directors shall be open to all Members of the Association; provided, however, that Members who are not Directors may not participate in any deliberation or discussion unless expressly authorized by the vote of a majority of a quorum of the Board.

Section 5.06. Executive Session. The Board may, with the approval of a majority of a quorum of the Directors adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

ARTICLE VI

POWERS, DUTIES AND LIMITATIONS OF BOARD

The Board shall have those powers and duties and be subject to those limitations set forth in the Declaration.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 7.01. Enumeration of Officers. The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may from time to time by resolution appoint. The President shall be a member of the Board. The officers need not be Members of the Association.

Section 7.02. Election of Officers. The officers of the Association shall be elected by the Board at the first meeting of the Board following each annual meeting of the Members of the Association. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his successor has been duly elected and qualified.

Section 7.03. Vacancies. A vacancy in any office because of the death or resignation of an officer, or because of other termination of service of an officer, may be filled by the Board for the unexpired portion of the term.

Section 7.04. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Such removal may, in the discretion of the Board, be given immediate effect. The acceptance of a resignation shall not be necessary to make a resignation effective. A resignation shall take effect on the date of receipt of the notice of resignation, or at any later time specified therein.

Section 7.05. Multiple Offices. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 7.06. Duties. The duties of the officers are as follows:

A. The President shall preside at all meetings of the Directors, shall see that orders and resolutions of the Board are carried out and shall sign all notes, checks, leases, mortgages, deeds and other written instruments.

B. The Vice President, or the Vice President so designated by the Board if there is more than one (1) Vice President, shall perform all the duties of the President in the absence of the President. Each Vice-President shall perform such other acts and duties as may be assigned to the office by the Board.

C. The Secretary shall record the votes and keep the minutes of all Board proceedings in a book to be kept for that purpose. The Secretary shall sign all certificates of membership and shall keep all records of the Association. The Secretary shall record in a book kept for that purpose all the names of the Members of the Association together with their addresses as last submitted to the Association by each Member.

D. The Treasurer shall receive and deposit in appropriate bank accounts or other accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; provided, however, that a resolution of the Board shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer may, but need not, be a required signatory on checks and notes of the Association. The Treasurer, or an appointed agent, shall keep proper books of account and cause an annual report of the Association books to be made by a certified public accountant at the completion of each fiscal year. The Treasurer or an appointed agent shall prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be open for inspection upon reasonable request by a Member.

ARTICLE VIII COMMITTEES

Section 8.01. General. The standing committees of the Association shall be:

The Nominating Committee

The Design Review Committee

Each committee, other than the Design Review Committee, shall consist of a chairman and two (2) or more members and may, at the Board's discretion, be required to include one (1) or more Directors. The committees, other than the Design Review Committee and the Nominating Committee, shall be appointed by the Board within thirty (30) days after each annual meeting of the Directors, to serve until succeeding committee members have been appointed. The Board may create such other committees as it deems advisable.

Section 8.02. Nominating Committee. The Nominating Committee shall have the duties and functions described in Article IV of these Bylaws.

Section 8.03. Design Review Committee.

A. Members. The Design Review Committee shall consist of a chairman and two (2) additional members and shall include a member of the Board. The members shall be elected and serve as provided in the Declaration.

B. Duties and Functions. The Design Review Committee shall review and approve, disapprove or conditionally approve all plans, submittals, applications and requests made or tendered to it (in accordance with the rules and regulations adopted by it) within thirty (30) days after receipt of all data required by its rules and regulations. The failure of the Committee to render a decision within said period of time shall be deemed to be an approval of the matter as submitted.

ARTICLE IX
AMENDMENTS

Section 9.01. Amendments. These Bylaws may be amended, with the assent (by vote or written consent) of Members representing at least a majority of the voting power of each class of Membership in the Association and at least a majority of the voting power of the Association residing in Members other than Declarant; provided, however, that the percentage of voting power of each class of membership in the Association and of Members other than Declarant necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes, if any, required for action to be taken under said clause or provision; and provided further, that any approval required by Section 11.03 of the Declaration is first obtained.

Section 9.02. Conflicts With Other Documents. In the case of any conflict between the Articles and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Section 9.03. Records of Amendments. Whenever an amendment to a Bylaw or a new Bylaw is adopted, a copy of the Bylaw as amended or adopted shall be inserted into the book of Bylaws in the appropriate place. If any Bylaw repeals any provision of the Bylaws, the date of the meeting at which the repeal was enacted, or written assent was filed, shall be stated in such book.

ARTICLE X
BUDGETS AND FINANCIAL STATEMENTS

Section 10.01. Financial Statements. Financial statements for the Association shall be regularly prepared and the Board of Directors shall distribute copies to each Member regardless of the number of Members or amount of assets of the Association as follows:

A. A pro forma operating statement (budget) for each fiscal year shall be distributed not more than sixty (60) days or less than forty-five (45) days before the beginning of each fiscal year pursuant to Section 4.01 of the Declaration. The pro forma operating statement shall include all of the following as required by California Civil Code Section 1730:

(1) An estimate of the revenue and expenses of the Association on an accrual basis.

(2) Identification of the total cash reserves currently set aside by the Association.

B. A balance sheet as of an accounting date which is the last day of the month closest in time to six (6) months from the date of closing of the first sale of a Lot and an operating statement for the period from the date of the first closing to said accounting date shall be distributed within sixty (60) days after the accounting date. This operating statement shall include a schedule of assessments received and receivable identified by Lot number and street address, if any, and the name of the person assessed.

C. An annual report consisting of the following shall be distributed within one hundred twenty (120) days after the close of each fiscal year:

(1) A balance sheet as of the end of the fiscal year.

(2) An operating (income) statement for the fiscal year.

(3) A statement of changes in financial position for the fiscal year.

(4) Any information required to be reported under Section 8322 of the Corporations Code.

Section 10.02. External Audit. The annual report distributed to each Member in accordance with Section 11.01.C above shall be accompanied by a review prepared in

accordance with generally accepted accounting principles by a licensee of the California State Board of Accountancy for any fiscal year in which the gross income to the Association exceeds SEVENTY-FIVE THOUSAND DOLLARS (\$75,000). If the annual report is not accompanied by such a review (because the gross income does not exceed SEVENTY-FIVE THOUSAND DOLLARS), it shall be accompanied by the certificate of an authorized officer of the Association stating that the report was prepared without audit from the books and records of the Association.

ARTICLE XI

INSPECTION OF ASSOCIATION'S BOOKS AND RECORDS

Section 11.01. Members' Inspection Rights. The membership register, books of account and minutes of meetings of the Members and meetings of the Board and of committees of the Board, if any, shall be made available for inspection and copying by any Member of the Association or by the Member's duly appointed representative at any reasonable time and for any purpose reasonably related to the Member's interest as a Member at the office of the Association or at such other place within the Project as the Board shall prescribe. Any member may request an audit of the books of account at any time, but shall bear the entire cost of any such audit.

Section 11.02. Rules. The Board shall establish reasonable rules with respect to:

A. Notice to be given to the custodian of records by the Member desiring to make the inspection.

B. Hours and days of the week when such an inspection may be made.

C. Payment of the costs of reproducing copies of any documents requested by the Member.

Section 11.03. Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of the Association and all physical properties owned or controlled by the Association. The right of inspection by a Director includes the right to make copies of documents.

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CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the
Deer Ridge Homeowners Association,
a California corporation, and

That the foregoing Bylaws constitute the original Bylaws
of said corporation, as duly adopted by the Board of
Directors thereof on the 12th day of Sept., 1985.

Cinda Grimaldi

SECRETARY