

BYLAWS
OF
STRATHMORE MAINTENANCE CORPORATION

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**BYLAWS
OF
STRATHMORE MAINTENANCE CORPORATION**

ARTICLE I

DEFINITIONS

All terms as used in these Bylaws shall, unless stated otherwise, be defined as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Strathmore Maintenance Corporation recorded as Instrument No. 2004-0250795, of Official Records of San Bernardino County, California (the "Declaration"), and any amendments thereto. All of the terms and provisions of the Declaration and any amendments thereto are hereby incorporated herein by reference.

ARTICLE II

PRINCIPAL OFFICE

The principal office for the transaction of the business of the Association is hereby fixed and located within the County of San Bernardino, State of California. The Board is hereby granted full power and authority to change said principal office from one location to another within said San Bernardino County.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is an Owner of a Unit shall be a Member of the Association as provided in the Declaration. Membership shall be appurtenant to and may not be separated from ownership in any Unit which gives rise to such membership in the Association. Ownership of such a Unit or interest therein shall be the sole qualification for membership. Transfer of a Unit shall automatically transfer membership in the Association and all rights of the transferor with respect to the Common Area. The provisions of these Bylaws which are binding upon all Members, are not exclusive, and Members shall also be subject to the terms and provisions of the Declaration, the Articles and Association Rules.

Section 2. Termination of Membership. Membership in the Association shall automatically terminate when such Member sells and transfers his Condominium.

Section 3. Voting Rights. The Association shall have the classes of voting membership as set forth in the Declaration. Class A Members shall be all Owners with the exception of Declarant (until the termination of the Class B membership). Each Class A Member shall be entitled to one (1) vote for each Unit owned. The Class B Member shall be the Declarant. The Class B Member shall be entitled to three (3) votes for each Unit owned. The Class B membership shall terminate at the times as provided in the Declaration. The Class C Member shall be Declarant (whether or not Declarant is an Owner). The Class C Member shall be solely entitled to elect a majority of the members of the Board until the day after the first annual meeting of the Members.

Section 4. Plural Memberships. A Member may not own more than one membership in the Association but a Member shall have the votes for each Unit owned as set forth in the Declaration.

Section 5. Assessments. The Members shall be jointly, severally and personally liable for the payment of such assessments as may from time to time be fixed and levied by the Board pursuant to the provisions of the Declaration. Should any Member fail to pay his assessments before delinquency, the Association, at the discretion of the Board, shall have the right to suspend the voting rights and easements of use and enjoyment of the Common Area or Association Property by such Member, subject to the procedural safeguards established under Section 6 of this Article, for any period during which the payment of any such Member's assessments remains delinquent.

Section 6. Association Rules; Fines; Enforcement. The Board shall have the power to adopt, amend, and repeal such rules and regulations as it deems reasonable, which may include the establishment of a system of fines and penalties enforceable as a Reimbursement Assessment pursuant to the Declaration. Any such disciplinary action by the Board shall satisfy the minimum requirements of Section 7341 of the Corporations Code before a decision to impose disciplinary action is reached with respect to the accused Member. If the Association has adopted a policy imposing a monetary penalty or fine on any Member for a violation of the Declaration or Association Rules, including any monetary penalty relating to the activities of a guest or invitee of a Member, the Board shall adopt and distribute to each Member, by personal delivery or first-class mail, a schedule of the monetary penalties that may be assessed for those violations, which shall be in accordance with authorization for Member discipline contained in the Declaration. The Board shall not be required to distribute any additional schedules of monetary penalties unless there are

changes from the schedule that was adopted and distributed to the Members pursuant to this provision. The Board of the Association shall meet in executive session if requested by the Member being disciplined, and the Member shall be entitled to attend the executive session. In addition, said Association Rules shall provide that no fine or penalty shall be levied without the following procedural safeguards:

(a) A written statement of the alleged violations shall be provided to any Member against whom such charges are made and such written statement shall provide a date on which the charges shall be heard;

(b) No proceedings under this Section shall be brought against any Member unless such Member shall have received a written statement of charges at least thirty (30) days prior to that hearing;

(c) No proceeding shall be brought against any Member more than sixty (60) days after such Member is provided a written statement of charges;

(d) The Board shall appoint a panel of three (3) capable persons (one of whom shall be designated a chairman) who may or may not be Members and who shall hear the charges and evaluate the evidence of the alleged violation;

(e) At such hearing the Member so charged shall have the right to present oral and written evidence and to confront and cross-examine adverse witnesses;

(f) The panel shall deliver to the Member so charged within seven (7) days after the hearing a written decision which specifies the fines or penalties levied, if any, and the reasons therefor; and

(g) In the event that a Member shall correct an alleged violation prior to the hearing date, the Board shall discontinue the proceedings.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Organizational Meeting. An organizational meeting shall be held as soon as practicable after incorporation of the Association, and the directors elected then shall hold office until the first annual meeting of the Members of the Association. All offices of the Board shall be filled at the organizational meeting.

Section 2. Place of Meetings. All meetings of Members shall be held at the Project or as close thereto as possible, or at such other place in the County of San Bernardino as may be fixed from time to time by resolution of the Board. Unless unusual conditions exist, meetings of Members shall not be held outside of San Bernardino County.

Section 3. Annual Meetings. The first annual meeting of the Members shall be held in San Bernardino County within six (6) months after the sale of the first Unit in the Project authorized for sale under the authority of a Final Subdivision Public Report, and each subsequent regular annual meeting of the Members shall be held on the same month of each year thereafter, at such reasonable hour as may be established by the Board, in San Bernardino County, provided, however, that the Board by resolution may fix a date for the meeting no more than thirty (30) days before or after said date. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. Control of the Project shall be turned over to the Association at the first annual meeting. Meetings of the membership of the Association shall be conducted in accordance with a recognized system of parliamentary procedure or such parliamentary procedures as the Association may adopt.

Section 4. Special Meetings. Special meetings of the Members shall be promptly called by the Board upon either (i) the vote of the Board or, (ii) written request therefor signed by Members representing at least five percent (5%) of the total voting power of the Association.

Section 5. Notice of Meetings. Written notice of meetings, annual or special, shall be given to each Member entitled to vote, either personally or by sending a copy of the notice through first class mail, postage prepaid, to his address appearing on the books of the Association, or supplied by him to the Association for the purpose of notice. All such notices shall be sent to each Member entitled thereto not less than ten (10) days nor more than sixty (60) days before each meeting, and shall specify the place, the day and the hour of such meeting, and the general nature of the business to be transacted at such meeting, and the notice shall also specify those matters which the Board intends to present for action by the Members. Notwithstanding the foregoing, except as otherwise provided by law, any proper matter may be presented at the meeting for action. Any approval of the Members required under Sections 7222, 7224, 7233, 7812 or 8719 of the California Corporations Code, other than unanimous approval by those entitled to vote, shall be valid only if the general nature of the proposal so approved was stated in the notice of the meeting. When any meeting of Members, either annual or special, is adjourned for thirty (30) days or more, notice of the time and place of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting other than by announcement thereof at the meeting at which such adjournment is taken.

Section 6. Quorum. Except as provided in the Declaration pertaining to quorum requirements for increases in assessments, the presence at the meeting of Members of the

Association entitled to cast, or of proxies entitled to cast fifty percent (50%) of the total voting power shall constitute a quorum for any action except as otherwise provided in the Articles, the Declaration or these Bylaws. If any meeting cannot be held because a quorum is not present, a majority of the Members present, either in person or by proxy, may adjourn the meeting to a time not less than five (5) days nor more than thirty (30) days from the time the original meeting was called. The quorum for an 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 in the manner prescribed for all meetings, annual or special. Unless notice of the adjourned meeting is given pursuant to these Bylaws, the only matters that may be voted on at the adjourned meeting are those matters included in the notice for the original meeting. Except where a greater portion of the voting power is required by the Articles, the Declaration, or these Bylaws a majority of the voting power present, in person or by proxy, shall prevail at all meetings.

Section 7. Proxies. Every Member entitled to vote or execute consents shall have the right to do so either in person, or by an agent or agents authorized by a written proxy executed by such Member or his duly authorized agent and filed with the Secretary of the Association. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the Member executing it prior to the vote pursuant thereto, or (ii) written notice of the death or incapacity of the maker of the proxy is received by the Association before the vote pursuant thereto is counted; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of any proxy shall not exceed three (3) years from the date of execution. Anything to the contrary notwithstanding, any revocable proxy covering matters requiring a vote of the Members pursuant to Sections 7222, 7224, 7233, 7613(f)(1), 7812, 7911(a)(2), 8012, 8015(a), 8610 or 8719(a) of the California Corporations Code is not valid as to such matters unless it sets forth the general nature of the matter to be voted on.

Section 8. Form of Proxies. Any form of proxy or written ballot distributed by any person to the membership of the Association shall afford the opportunity to specify a choice between approval and disapproval of each matter or group of matters to be acted upon, except it shall not be mandatory that a candidate for election to the Board be named in the proxy or written ballot. The proxy or written ballot shall provide that, where the Member specifies a choice, the vote shall be cast in accordance with that choice. The proxy shall also identify the person or persons authorized to exercise the proxy and the length of time it will be valid.

Section 9. Action Without Meeting. Any action which may be taken by the vote of the Members at a regular or special meeting, except the election of members of the Board where cumulative voting is a requirement, may be taken without a meeting if done in compliance with the provisions of Section 7513 of the Corporations Code.

Section 10. Joint Association. Whenever two or more associations have consolidated any of their functions under a joint neighborhood association or similar organization, members of each participating association shall be entitled to attend all meetings of the joint association, other than executive sessions, shall be given reasonable opportunity for participation in those meetings, and shall be entitled to the same access to the joint association's records as they are to the participating association's record.

Section 11. Minutes. The minutes, minutes proposed for adoption that are marked to indicate draft status, or a summary of the minutes of any meeting of the Board, other than an executive session, shall be available to Members within thirty (30) days of the meeting. The minutes, proposed minutes, or summary of the minutes shall be distributed to any Member of

the Association upon request and upon reimbursement of the Association's costs in making that distribution. Members of the Association shall be notified in writing at the time that the pro forma budget, required in Section 1365 of the California Civil Code, is distributed, or at the time of any general mailing to the entire membership of the Association of their right to have copies of the minutes of meetings of the Board and how and where those minutes may be obtained.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number. The Board shall consist of five (5) directors who shall be Members or representatives of Declarant. Any change in the number of directors shall be adopted by the Members, in accordance with the requirements of the Section below entitled "Amendment Regarding Initiation of Construction Defect claims," of the Article entitled "AMENDMENTS."

Section 2. Election and Term of Office. Until the holding of the first annual meeting, the Board shall consist of those directors who are appointed by Declarant. Thereafter, election to the Board shall be by secret ballot. The candidates receiving the highest number of votes shall be deemed elected. The term of office of the directors shall be two (2) years and elections shall be held on a staggered basis as provided for below. At the first annual meeting the Declarant shall elect three (3) of the five (5) directors using its Class C membership and the Class A Members other than Declarant shall elect the remaining two (2) directors. At such election, the three (3) directors elected by the Declarant shall serve for a term of three (3) years and the remaining two (2) directors shall initially serve for a term of two (2) years. After expiration of the initial terms, all terms shall be for a term of two (2) years. Successor directors shall be elected at the next annual meeting corresponding with the expiration of the terms. All directors shall hold office until their respective successors are elected. Except as otherwise provided in the Declaration and the Bylaws, elections to the Board shall be in accordance with the provisions of the California Corporations Code.

Section 3. Nomination of Directors. Nominations for the office of a member of the Board of Directors shall be made by a Nominating Committee consisting of a chairman, who shall be a member of the Board of Directors, and two (2) or more Members of the Association, all of whom shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Nominations may also be made by Members from the floor at the annual meeting or such other meeting at which members of the Board of Directors are to be elected. Such nominations may be made from among Members or non-Members.

Section 4. Election Procedures. Election to the Board of Directors 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 the Declaration. The person receiving the largest number of votes shall be elected. Cumulative voting is required in all elections for the Board of Directors in which more than two positions are to be filled subject only to the procedural prerequisites to cumulative voting prescribed in Section 7615(b) of the Corporations Code. Notwithstanding anything to the contrary contained in these Bylaws, at least twenty percent (20%) of the Board but not less than one (1) member shall be selected solely by the votes of Members other than the Declarant at any election so long as a majority of the voting power of the Association resides in the Declarant, or so long as there are two outstanding classes of membership in the Association.

Section 5. Special Election. Upon the expiration of Declarant's Class C membership, but so long as a majority of the voting power of the Association resides in the Declarant, or as long as there are two outstanding classes of membership in the Association, two (2) of the directors (the "specially elected directors") shall be elected solely by the votes of the

Class A Members other than Declarant. The election of the specially elected directors shall take place along with the regular election of directors. At such meeting of Members, nominations for the specially elected director shall be made from the floor. When nominations have been closed, the special election shall take place. Declarant shall not have the right to participate in or vote in such special election (although Declarant or Declarant's representatives may be present), and the candidates receiving the highest number of votes up to the number of specially elected directors to be elected shall be deemed to be the specially elected directors, and their term shall be the same as that of any other director. Unless Members (excluding Declarant) holding a majority of all voting rights (excluding any voting rights held by Declarant) assent by vote or written consent, such specially elected directors cannot be removed. In case of the death, resignation, or removal of a specially elected director, the provisions set forth in this Section respecting the election of a specially elected director shall apply as to the election of a successor. Except as provided in these Bylaws, the provisions of these Bylaws and of the Articles and the Declaration applicable to directors, including their election and removal, shall apply to a specially elected director.

Section 6. Removal. Except for those directors elected by Declarant using its Class C membership, any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. However, unless the entire Board is removed from office, an individual director shall not be removed prior to the expiration of his term of office if the number of votes cast against removal would be sufficient to elect the director if voted cumulatively at an election at which the same number of votes were cast and the entire number of directors authorized at the time of the most recent election of directors were then being elected. Provided, however, that any member of the Board of Directors who has been elected to office solely by the votes of Members of the Association other than the Declarant pursuant to Section 4 of this Article, may be removed from office prior to the expiration of his term of office only by the vote of a simple majority of the voting power residing in Members other than the Declarant. In the event of death or resignation of a director, his successor shall be elected by the remaining members of the Board and shall serve for the unexpired term of his predecessor; provided, however, in the event of death or resignation of a director elected solely by the Members other than Declarant pursuant to Section 4 of this Article, such director may be replaced solely by Members other than Declarant under the same procedure. In the event of removal of a director, his successor shall be elected by the Members of the Association.

Section 7. Vacancies. Vacancies on the Board may be filled by a majority of the directors, though less than a quorum, and each director so elected shall hold office until such director's successor is elected at an annual meeting of Members, or at a special meeting called for that purpose; provided, however, that a director elected by Declarant using its Class C membership will be replaced only by Declarant. A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any director or in case the authorized number of directors is increased by an amendment to these Bylaws. If the Members fail, at any time, to elect the full number of the authorized directors, a vacancy or vacancies shall be deemed to exist. The Members may at any time elect directors to fill any vacancy not filled by the directors and may elect the additional directors at the meeting at which an amendment of these Bylaws is voted authorizing an increase in the number of directors.

Section 8. Resignation. If any director tenders their resignation to the Board, the Board shall have the power to elect a successor to take office at such time as the resignation shall become effective; provided, however, that a director elected by Declarant using its Class C membership will be replaced only by Declarant. No reduction of the number of directors shall have the effect of removing any director from office prior to the expiration of their term of office.

Section 9. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly at such place and hour within the Property as may be fixed from time to time by

resolution of the Board. However, such meetings may be conducted as infrequently as every six (6) months if the business to be transacted by the Board of Directors does not justify more frequent meetings. Notice of the time and place of each meeting shall be posted at a prominent place or places within the Common Area or Association Property and shall be communicated to Board members not less than four (4) days prior to the meeting; provided, however, that notice of a meeting need not be given to any Board member who has signed a waiver of notice or written consent to the holding of the meeting. If the Common Area or Association Property consists only of an easement or is otherwise unsuitable for posting of such notice, the Board shall communicate the notice of the time and place of such meeting by any means it deems appropriate.

Section 10. Special Meetings. Special meetings of the Board shall be held when called by written notice signed by the President of the Association, by any two (2) members of the Board other than the President. The notice shall specify the time and place of the meeting and the nature of any special business to be considered and the time and place of the meeting, which shall not be less than four (4) days from the date of such notice if given by first class mail or forty-eight (48) hours from the date of such notice if the notice is given by any other method set forth below; provided, however, that notice of a meeting need not be given to any director who has signed a waiver of notice or a written consent to holding of the meeting. The notice shall be given by first class mail, personal delivery or overnight courier, telephone (including a voice message system or other system of technology designed to record and communicate messages), facsimiles, electronic mail or other electronic means to all directors at the address, telephone or facsimile number or electronic mail address appearing on the books of the Association as given by the director for purpose of notice.

Section 11. Quorum. A majority of the number of directors as fixed by the Articles or these Bylaws shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision made or done by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board.

Section 12. Attendance at Meetings - Open Meetings - Compliance with Civil Code Section 1363.05. Regular and special meetings of the Board of Directors shall be open to all Members of the Association. The Board of Directors shall permit any Member of the Association to speak at any meeting of the Association or the Board, except when the Board adjourns to executive session to consider litigation matters relating to the formation of contracts with third parties, Member discipline, personnel matters, or to meet with a Member, upon the Member's request, regarding the Member's payment of assessments, as specified in Civil Code Section 1367 or 1367.1. A reasonable time limit for all Members of the Association to speak to the Board or before a meeting of the Association shall be established by the Board. The Board of Directors shall meet in executive session, if requested by a Member who may be subject to a fine, penalty, or other form of discipline, and the member shall be entitled to attend the executive session.

(a) Any matter discussed in executive session shall be generally noted in the minutes of the immediately following meeting that is open to the entire membership.

(b) The minutes, minutes proposed for adoption that are marked to indicate draft status, or a summary of the minutes, of any meeting of the Board, other than an executive session, shall be available to members within 30 days of the meeting. The minutes, proposed minutes, or summary minutes shall be distributed to any Member of the Association upon request and upon reimbursement of the Association's costs for making that distribution.

(c) Members of the Association shall be notified in writing at the time that the pro forma budget required in Section 1365 is distributed, or at the time of any general

mailing to the entire membership of the Association, of their right to have copies of the minutes of meetings of the Board, and how and where those minutes may be obtained.

(d) As used in this section, "meeting" includes any congregation of a majority of the members of the Board at the same time and place to hear, discuss, or deliberate upon any item of business scheduled to be heard by the Board, except those matters that may be discussed in executive session.

(e) Unless the time and place of meeting is fixed by the Bylaws, or unless the Bylaws provide for a longer period of notice, Members shall be given notice of the time and place of a meeting as defined in subparagraph (d) above, except for an emergency meeting, at least four days prior to the meeting. Notice shall be given by posting the notice in a prominent place or places within the Common Area or Association Property and by mail to any Owner who had requested notification of Board meetings by mail, at the address requested by the Owner. Notice may also be given, by mail or delivery of the notice to each Unit in the development or by newsletter or similar means of communication.

(f) An emergency meeting of the Board may be called by the President of the Association or by any two members of the Board, other than the President, if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board, and which of necessity make it impracticable to provide notice as required by this section.

(g) The Board of Directors of the Association shall permit any Member of the Association to speak at any meeting of the Association or the Board of Directors, except for meetings of the Board held in executive session. A reasonable time limit for all members of the Association to speak to the Board or before a meeting of the Association shall be established by the Board.

Section 13. Adjournment of Meetings. The Board of Directors may, with the approval of a majority of its members present at a meeting in which a quorum for the transaction of business has been established, 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.

Section 14. Action Without Meeting. Any action which may be taken by the Board of Directors at a regular or special meeting may be taken without a meeting if all of the Board members consent in writing to the action to be taken. If the Board of Directors 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 or Association Property within three days after the written consents have been obtained for all Board members. If the Common Area or Association Property consists only of an easement or is otherwise unsuitable for posting the explanation of the action taken, the governing body shall communicate said explanation by any means it deems appropriate. This explanation shall be given in the manner prescribed herein for the giving of notice of regular meetings of the Board of Directors.

Section 15. Indemnification of Directors, Officers and Employees. The Association may, to the maximum extent permitted by Section 7237 of the California Corporations Code, reimburse, indemnify and hold harmless each present and future director, officer and employee of the Association and each person who, at the request of the Association acts as a director, officer or employee of any other corporation in which the Association has an interest, from and against all loss, cost, liability and expense which may be imposed upon or reasonably incurred

by him, including reasonable settlement payments, in connection with any claim, action, suit or proceeding or threat thereof, made or instituted, in which he may be involved or be made a party by reason of his being or having been a director, officer or employee of the Association or such other corporation, or by reason of any action alleged to have been taken or omitted by him in such capacity. The right of indemnification provided in this Section shall inure to each person referred to in this Section, whether or not the claim asserted against him is based on matters which arose in whole or in part prior to the adoption of this Section and in the event of his death shall extend to his legal representatives.

Section 16. Records. The Board shall cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at annual meetings of Members or at any special meeting where such statement is requested in writing by one-fourth (1/4) of the Members entitled to vote thereat.

Section 17. Administration of Association's Civil Claims. Subject to any contrary provisions of the Declaration and these Bylaws, if any, the Board may institute, defend, settle or intervene on behalf of the Association in litigation, arbitration, mediation or administrative proceedings in matters pertaining to (a) enforcement of the Association Management Documents, or (b) damage to the Association Property; provided, however that no representative of Declarant on the Board shall vote on the initiation of any claim under California Civil Code Section 895 et seq., such that from and after the first annual meeting of the Members of the Association, Declarant shall have no control over the Association's ability to decide whether to initiate a claim under such statutory provisions and in the event of such a vote, the affirmative vote of the two non-Declarant representatives on the Board shall be binding so long as a quorum of the Board is present at any meeting where such vote is taken.

Section 18. Representation by Delegates at Community Association Meetings. Except as otherwise provided in the Community Association Management Documents, the Members of the Association shall be represented in the Community Association by a Delegate (or Alternate Delegate) selected by the Members of the Delegate District.

ARTICLE VI

POWERS AND DUTIES OF DIRECTORS

In addition to the powers and duties of the Board as set forth in the Declaration and the Articles, and subject to limitations of the Articles, the Declaration, or these Bylaws and of the California Corporations Code as to actions to be authorized or approved by the Members, and subject to the duties of the directors as prescribed by these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by the Board. Without prejudice to such general powers, but subject to the same limitations, the Board is vested with and shall have the following powers; to wit:

(a) to select, appoint and remove all officers, agents and employees of the Association, to prescribe such powers and duties for them as may be consistent with law, the Articles, the Declaration and/or these Bylaws.

(b) to conduct, manage and control the affairs and business of the Association, and to enforce such rules and regulations therefor consistent with law, with the Articles, the Declaration and/or these Bylaws, as the Board may deem necessary or advisable.

(c) to fix, determine and name from time to time, if necessary or advisable, the nonprofit corporation, city or public agency which is then or there organized or operated for purposes similar to the purposes of this Association to which the assets of this Association shall be distributed upon liquidation or dissolution according to the Articles. The assets so distributed shall be those remaining after satisfaction of all just debts and obligations of the Association under the terms of a specific trust or trusts.

(d) to maintain the Project and the Common Area or Association Property therein in accordance with the terms, covenants and conditions of the Declaration, but subject to the limitations on the power of the Board as specifically set forth in the Declaration.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a Secretary and a Chief Financial Officer, and such other officers as the Board may from time to time by resolution establish.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, and President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of any officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Chief Financial Officer may be held by the same person. No person shall simultaneously hold more than one of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers shall be as follows:

(a) President. The President shall preside at all meetings of the Board of Directors and at all meetings of the Members; shall implement the orders and resolutions of the Board; shall sign all leases, mortgages, deeds and other written instruments and shall sign all promissory notes of the Association.

(b) Vice-President. The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of its Members; keep the corporate seal of the Association and affix it to all papers requiring such seal; keep, or cause to be kept, appropriate current records showing the Members of the Association, together with their addresses; and shall perform such other duties as may be required by the Board.

(d) Chief Financial Officer. The Chief Financial Officer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all promissory notes of the Association; and shall keep proper books of account.

ARTICLE VIII

OPERATING RULES

Section 1. Requirements for Operating Rules of the Association. As used in this Article, "operating rule" means a regulation adopted by the Board of Directors of the Association that applies generally to the management and operation of the Project or the conduct of the business and affairs of the Association. "Rule change" means the adoption, amendment or repeal of an operating rule by the Board of Directors of the Association. An operating rule is valid and enforceable only if all of the following requirements are satisfied:

- (a) The rule is in writing.
- (b) The rule is within the authority of the Board of Directors of the Association conferred by law or by the Association Management Documents.
- (c) The rule is not inconsistent with governing law and the Association Management Documents.
- (d) The rule is adopted, amended, or repealed in good faith and in substantial compliance with the requirements of this article.
- (e) The rule is reasonable.

Section 2. Exceptions to Requirements for Rule Changes and Special Meetings of Members. Section 3 entitled "Notice of Rule Change" and Section 4 entitled "Special Meetings of Members to Reverse Rule Change" below shall only apply to an operating rule that relates to one or more of the following subjects:

- (a) Use of the Common Area or of an exclusive use common area, if applicable.
- (b) Use of a Unit, including any aesthetic or architectural standards that govern alteration of that Unit.
- (c) Member discipline, including any schedule of monetary penalties for violation of the Association Management Documents and any procedure for the imposition of penalties.
- (d) Any standards for delinquent assessment payment plans.
- (e) Any procedures adopted by the Association for resolution of disputes relating to the payment of assessments as provided by the Declaration.
- (f) Sections 3 and 4 below do not apply to the following actions by the Board of Directors of the Association:
 - (1) A decision regarding maintenance of the Common Area.
 - (2) A decision on a specific matter that is not intended to apply generally.

(3) A decision setting the amount of a Regular or Special Assessment.

(4) A rule change that is required by law, if the Board of Directors has no discretion as to the substantive effect of the rule change.

(5) Issuance of a document that merely repeats existing law or the Association Management Documents.

Section 3. Notice of Rule Change.

(a) The Board of Directors shall provide written notice of a proposed rule change to the Members at least 30 days before making the rule change. The notice shall include the text of the proposed rule change and a description of the purpose and effect of the proposed rule change. Notice is not required under this Section if the Board of Directors determines that an immediate rule change is necessary to address an imminent threat to public health or safety or imminent risk of substantial economic loss to the Association.

(b) A decision on a proposed rule change shall be made at a meeting of the Board of Directors, after consideration of any comments made by Association Members.

(c) As soon as possible after making a rule change, but not more than 15 days after making the rule change, the Board of Directors shall deliver notice of the rule change to every Member of the Association. If the rule change was an emergency rule change made under Section 3(d) below, the notice shall include the text of the rule change, a description of the purpose and effect of the rule change, and the date that the rule change expires.

(d) If the Board of Directors determines that an immediate rule change is required to address an imminent threat to public health or safety, or an imminent risk of substantial economic loss to the Association, it may make an emergency rule change; and no notice is required, as specified in Section 3(a) above. An emergency rule change is effective for 120 days, unless the rule change provides for a shorter effective period. A rule change made under this Section may not be readopted under this Section.

(e) A notice required by this Section is subject to Section 1350.7 of the California Civil Code pertaining to delivery of documents by the Association.

Section 4. Special Meeting of Members to Reverse Rule Change.

(a) Members of the Association owning five (5) percent or more of the Units may call a special meeting of the Members to reverse a rule change.

(b) A special meeting of the Members may be called by delivering a written request to the president or secretary of the Board of Directors, after which the Board shall deliver notice of the meeting to the Association's Members and hold the meeting in conformity with Section 7511 of the Corporations Code. The written request may not be delivered more than 30 days after the Members of the Association are notified of the rule change. Members are deemed to have been notified of a rule change on delivery of notice of the rule change, or on enforcement of the resulting rule, whichever is sooner. For the purposes of Section 8330 of the Corporations Code, collection of signatures to call a special meeting under this Section is a purpose reasonably related to the interests of the Members of the Association. A Member request to copy or inspect the membership list solely for that purpose may not be denied on the grounds that the purpose is not reasonably related to the Member's interests as a Member.

(c) The rule change may be reversed by the affirmative vote of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum), or if the Association Management Documents require a greater proportion, by the affirmative vote or written ballot of the proportion required. In lieu of calling the meeting described in this Section, the Board may distribute a written ballot to every Member of the Association in conformity with the requirements of Section 7513 of the Corporations Code.

(d) Unless otherwise provided in the Association Management Documents, for the purposes of this Section, a Member may cast one vote per separate interest owned.

(e) A meeting called under this Section is governed by Chapter 5 (commencing with Section 7510) of Part 3 of Division 2 of Title 1 of, and Sections 7612 and 7613 of the Corporations Code.

(f) A rule change reversed under this Section may not be readopted for one year after the date of the meeting reversing the rule change. Nothing in this Section precludes the Board of Directors from adopting a different rule on the same subject as the rule change that has been reversed.

(g) As soon as possible after the close of voting, but not more than 15 days after the close of voting, the Board of Directors shall provide notice of the results of a Member vote held pursuant to this Section to every Association Member. Delivery of notice under this Section is subject to Section 1350.7.

(h) This Section does not apply to an emergency rule change made under Section 3(d) above and the provisions of California Civil Code Section 1357.130.

Section 5. Application. The provisions of this Article pertaining to rule changes shall apply to a rule change commenced on or after January 1, 2004. Nothing in this Article affects the validity of a rule change commenced before January 1, 2004. For the purposes of this Article, a rule change is commenced when the Board of Directors of the Association takes its first official action leading to adoption of the rule change.

ARTICLE IX

MISCELLANEOUS

Section 1. Record Owner. The record Owner of each Unit as of the date of any annual or special meeting of the Members shall be entitled to vote at any such meeting, subject to the provisions of the Section of the Declaration entitled "Vesting of Voting Rights" of the Article entitled "MEMBERSHIP AND VOTING RIGHTS."

Section 2. Checks, Drafts, etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by such officer or officers or other person or persons and in such manner, from time to time, as shall be determined by resolution of the Board.

Section 3. Contracts, How Executed. The Board, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount. The Board shall not enter into any contracts for goods or services with a duration greater than one year without the vote or written consent of a majority of the total voting power of the Association, which shall include a majority of votes residing in Members other than the Declarant, with the following exceptions: (i) a management contract, the terms of which have been approved by the Federal Housing Administration or the Department of Veterans Affairs; (ii) a contract with a public utility company if the rates charged for the materials or services are regulated by the Public Utilities Commission; provided, however, that the term of the contract shall not exceed the shortest term for which the supplier will contract at the regulated rate; (iii) prepaid casualty and/or liability insurance policies of not to exceed three years' duration, provided that the policy permits for short rate cancellation by the insured; (iv) a lease agreement for laundry room fixtures and equipment of not to exceed five years duration provided that the lessor under the agreement is not an entity in which Declarant has a direct or indirect ownership interest of ten percent (10%) or more; (v) agreements for cable television services and equipment or satellite dish television services and equipment of not to exceed five years duration provided that the supplier is not an entity in which the subdivider has a direct or indirect ownership interest of ten percent (10%) or more; (vi) agreements for sale or lease of burglar alarm and fire alarm equipment, installation and services of not to exceed five years duration provided that the supplier or suppliers are not entities in which Declarant has a direct or indirect ownership interest of ten percent (10%) or more; or (vii) a contract for a term not to exceed three years that is terminable by the Association after no longer than one year without cause, penalty or other obligation upon ninety days written notice of termination to the other party. Any agreement for professional management of the Association or for services of the Declarant must provide that the management contract may be terminated by either party without cause or payment of a termination fee upon ninety days or less written notice and the term of such contract shall not exceed one year.

Section 4. Inspection of Bylaws. The Association shall keep in its principal office for the transaction of business the original or a copy of the Bylaws as amended, certified by the Secretary, which shall be open to inspection by all of the Members at all reasonable times.

Section 5. Singular Includes Plural. Wherever the context of these Bylaws requires same, the singular shall include the plural, and the masculine shall include the feminine.

Section 6. Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of a conflict between the Declaration and the Bylaws, the Declaration shall control.

Section 7. Operation and Management of the Association.

(a) The Association shall prepare a budget pursuant to the requirements of California Civil Code Section 1365 and disclose information, if requested, in accordance with Section 1368 of the California Civil Code.

(b) Unless the Association Management Documents provide otherwise, and the Association may exercise the powers granted to a nonprofit mutual benefit corporation, as enumerated in Section 7140 of the Corporations Code.

(c) The Association may exercise the powers granted to an association by Section 383 of the Code of Civil Procedure and the powers granted to the Association in this Section and the provisions of the California Civil Code.

(d) Meetings of the Members of the Association shall be conducted in accordance with a recognized system of parliamentary procedure or any parliamentary procedures the Association may adopt.

(e) Notwithstanding any other provision of law, notice of meetings of Members shall specify those matters the Board intends to present for action by the Members, but, except as otherwise provided by law, any proper matter may be presented at the meeting for action.

(f) Members of the Association shall have access to Association records, including accounting books and records and membership lists, in accordance with Article 3 (commencing with Section 8330) of Chapter 13 of Part 3 of Division 2 of Title 1 of the Corporations Code. The Members of the Association shall have the same access to the operating rules of the Association as they have to the accounting books and records of the Association.

(g) If the Association adopts or has adopted a policy imposing any monetary penalty, including any fee, on any Member of the Association for a violation of the Association Management Documents, including any monetary penalty relating to the activities of a guest or invitee of a Member, the Board of Directors shall adopt and distribute to each Member, by personal delivery or first class mail, a schedule of the monetary penalties that may be assessed for those violations, which shall be in accordance with authorization for Member discipline contained in the Association Management Documents. The Board of Directors shall not be required to distribute any additional schedules of monetary penalties unless there are changes from the schedule that was adopted and distributed to the Members pursuant to this Section.

(h) When the Board of Directors is to meet to consider or impose discipline upon a Member, the Board shall notify the Member in writing, by either personal delivery or first class mail, at least 10 days prior to the meeting. The notification shall contain, at a minimum, the date, time, and place of the meeting, the nature of the alleged violation for which a Member may be disciplined, and a statement that the Member has a right to attend and may address the Board at the meeting. The Board of Directors of the Association shall meet in executive session if requested by the Member being disciplined.

(i) If the Board imposes discipline on a Member, the Board shall provide the Member a written notification of the disciplinary action, by either personal delivery or first class

mail, within 15 days following the action. A disciplinary action shall not be effective against a Member unless the Board fulfills the requirements of this Section.

(j) Whenever two or more associations have consolidated any of their functions under a joint neighborhood or master association or similar organization, Members of each association shall be entitled to attend all meetings of the joint association other than executive sessions, (1) shall be given reasonable opportunity for participation in those meetings and (2) shall be entitled to the same access to the joint association's records as they are to the participating association's records.

Nothing in this Section shall be construed to create, expand, or reduce the authority of the Board of Directors of the Association to impose monetary penalties on a Association Member for a violation of the Association Management Documents.

ARTICLE X

BOOKS AND RECORDS

Section 1. Inspection Rights of Members. Members of the Association shall have access to Association records in accordance with Article 3 (commencing with Section 8330) of Chapter 13 of Part 3 of Division 2 of Title 1 of the Corporations Code. The membership register, including mailing addresses and telephone numbers, books of account, records, papers, minutes of Member's meetings and Board of Directors' meetings and of committees of the Board of Directors of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member, insurer, guarantor of a First Mortgage, and the lender of any Owner of a Unit, at any reasonable time and for a purpose reasonably related to their interest as a Member, at the office of the Association or at such other place within the Property as the Board shall prescribe.

Section 2. Rules for Inspection. The Board of Directors shall establish reasonable rules with respect to the following:

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

Section 3. Rights of Directors. 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 a director includes the right to make extracts and copies of documents.

Section 4. Delivery to Association. Not later than ninety days after the close of escrow for the sale of the first Unit within the Properties, Declarant shall deliver to the Board of the Association at the office of the Association, or at such other place as the Board shall prescribe, those documents specified in Section 2792.23(a) of the Regulations of the Real Estate Commissioner contained in Title 10 of the California Administrative Code, as amended or revised. The obligation to deliver the documents specified in Section 2792.23(a) shall apply to any documents obtained by Declarant no matter when obtained; provided, however, such obligation shall terminate upon the earlier of (a) the conveyance of the last Unit covered by a Subdivision Public Report, or (b) three years after the expiration of the most recent Public Report on the Project. In the event that the Project is phased, the Declarant shall deliver, as soon as readily obtainable, but not later than ninety days after the annexation of additional phases to the Project, those documents prescribed by Section 2792.23(a) of the Regulations of the Real Estate Commissioner, as amended or revised.

ARTICLE XI

AMENDMENTS

Section 1. Powers of Members. The Bylaws may be adopted, amended or repealed only by the vote or written assent of both (i) Members entitled to exercise a majority of the voting power of the Association, and (ii) a majority of the total possible votes of Members other than Declarant; provided, however, that the percentage of voting power necessary to amend a specific clause or provision shall not be less than the percentage of affirmative votes prescribed for action to be taken under that clause. Notwithstanding the foregoing, if the two-class voting structure is still in effect, these Bylaws may not be amended without the vote or written assent of a majority of the voting power of each class of membership.

Section 2. Record of Amendments. Whenever an amendment or new Bylaw is adopted it shall be placed in the book of Bylaws in the appropriate place. If any Bylaw is repealed, the fact of repeal, with the date of the meeting at which the repeal was enacted or written assent was filed, shall be stated in said book.

Section 3. Amendment Regarding Initiation of Construction Defect Claims. Notwithstanding anything to the contrary contained in these Bylaws, the following provisions of these Bylaws may not be amended without the vote or approval by written ballot of at least (a) ninety percent (90%) of the voting power of the Members of the Association other than Declarant, and (b) at least ninety percent (90%) of the Mortgagees: The Sections entitled "Number," "Election and Term of Office," "Special Election," "Removal," "Vacancies," "Resignation," "Special Meetings," and "Administration of Association's Civil Claims, of Article V of these Bylaws entitled "BOARD OF DIRECTORS,"

ARTICLE XII

CORPORATE SEAL

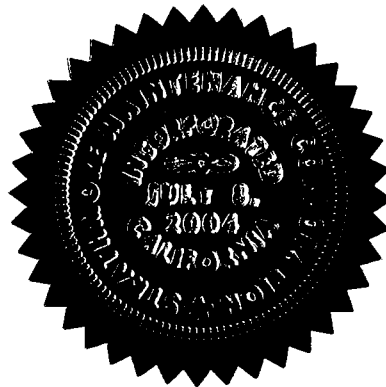
The Association shall have a seal in circular form having within its circumference the words:

STRATHMORE MAINTENANCE CORPORATION

INCORPORATED

JULY 8, 2004

California



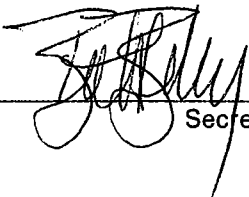
CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Strathmore Maintenance Corporation, a California nonprofit mutual benefit corporation.

That the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof held on the 30th day of August, 2004.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 30th day of August, 2004.



Secretary

[SEAL]

