

**Restated By-Laws**  
**of**  
**ROCKY POINT COMMUNITY ASSOCIATION - NOHL RANCH**

ARTICLE I

Definitions

The following terms used in these By-Laws are defined as follows:

1. "Association" shall mean and refer to Rocky Point Community Association - Nohl Ranch, a, nonprofit corporation, incorporated under the laws of the State of California, its successors and assigns;
2. "Property" shall mean and refer to all of the real property described on Exhibit 'A', attached hereto and made a part hereof.
3. "Lot" shall mean and refer to a recorded lot within the existing property pursuant to the Declaration of Covenants, Conditions and Restrictions, but shall not include dedicated streets or alleys which have been dedicated to and accepted by any governmental agency having jurisdiction in the matter. Even though a person(s) shall own more than one recorded lot within said tract and shall construct a dwelling on not more than one such lot, such person or persons shall be subject to the obligations and entitled to the rights set forth in this Declaration with respect to each of such lots.
4. "Member" shall mean and refer to every person or entity who holds membership in the Association.
5. "Owner" shall mean and refer to one or more persons or entities who are the record owner of a fee simple title to any lot which is a part of the properties including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
6. "Original Declarant" shall mean and refer to the original Declarant, LUSK CORPORATION, A California Corporation, its successors and assigns.
7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the properties recorded in the office of the County Recorder, County of Orange, State of California.
8. "Deed of Trust" shall mean the conveyance of any lot or other portion of-the property to secure the performance of an obligation.
9. "Conveyance" shall mean and refer to conveyance of a fee simple title to any lot.
10. "Community Serviced Areas" shall mean and refer to those areas shown on Exhibit B attached hereto and by this reference made a part thereof, and any additional

area which may be annexed pursuant to the provisions of Article II of the Declaration.

## ARTICLE II

### Office

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

## ARTICLE III

### Members

Section 1. Membership: Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to covenants of record to assessment by the Association, shall be a member of the Association. Every member of this Association shall be subject to the provisions of the Articles of Incorporation and these By-Laws. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership for each lot which such owner has title thereto. Membership shall be appurtenant to and may not be separated from the fee ownership of any lot which is subject to assessment by the Association. Ownership of such lots shall be the sole qualification for membership.

Section 2. Transfer: The membership held by any owner of a lot shall not be transferred, pledged or alienated in any way, except upon the sale or encumbrance of such lot, and then only to the purchaser or deed of trust holder of such lot. Any attempt to make a prohibited transfer is void, and will not be reflected upon the books and records of the Association. In the event the owner of any lot should fail or refuse to transfer the membership registered in his name to the purchaser of such lot, the Association shall have the right to record the transfer upon the books of the Association.

Section 3. Termination of Membership. Membership in the Association shall automatically terminate when such member sells and/or transfers the lot.

Section 4. Voting Rights. There shall be one class of voting membership, consisting of all those owners as defined in Article III. Members shall be entitled to one vote for each lot in which they hold the interest required for membership by Article III. When more than one person hold such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot (see Article III, Section 4 of the Declaration of Covenants, Conditions & Restrictions).

Section 5. Membership Certificates. In its discretion the Board of Directors of the Association may, but need not, issue appropriate membership certificates evidencing membership in the Association.

Section 6. Plural Membership. A member may own more than one membership in this Association by complying with the qualifications of membership as set forth in Section 1 of this Article.

Section 7. Dues and Assessments. The members of the Association shall be jointly, severally and personally liable for the payment of such dues and assessments as may from time to time be fixed and levied by the Board of Directors pursuant to the provisions of Article V, Section 1(c) and (f) of these By-Laws; provided however, that such levy must be applied in a uniform manner among all members. If such dues and assessments are not paid by the member when they are due, they may bear interest from date of delinquency at the then legal rate, and the Board of Directors may require the delinquent member to pay a late charge.

Section 8. Enforcement of Payment of Dues and Assessments. Should any member fail to pay his dues and assessments before delinquency, the Association, in the discretion of the Board of Directors, shall have the right to enforce payment of such delinquent dues and assessments by (a) filing and maintaining legal action against such delinquent member, or (b) recording in the office of the Recorder of Orange County a claim of lien for such delinquent dues and assessments against the estate and improvements thereon owned by the delinquent member and by foreclosing such lien in accordance with the laws of the State of California, then in effect governing the foreclosure of mortgages on real property. There shall be added to any claim hereunder the amount of such delinquent dues and assessments, the late charge, the costs of preparing and filing the complaint, and in the event a judgment is obtained, such judgment shall include said interest and a reasonable attorney's fee, together with the costs of action.

Section 9. Curing of Delinquency. Upon the timely curing of any delinquency for which a notice of claim of lien or any such action has been filed by the Association pursuant to Section 8, the officers of the Association shall file or record an appropriate release of such notice or dismissal of such action, as the case may be, upon the payment by the delinquent member of a fee, to be determined by the Board of Directors, to cover the costs of preparing or filing and recording such release, together with the payment of such other costs, interests or fees as shall have accrued in connection with the delinquency.

#### ARTICLE IV

##### Meetings of Members

Section 1. Place of Meeting. All meetings of members shall be preferably held within one (1) mile of the Rocky Point property, and under special circumstances duly noticed, at such other place in the County of Orange as may be determined by resolution of the Board of Directors.

Section 2. Annual Meetings. Each regular annual meeting of the members shall be held in the month of March following the regular Association meeting each year thereafter, no later than six (6) o'clock p.m., provided, however, that the Board by resolution 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.

Section 3. Special Meetings. Special meetings of the members for any purpose may be called at any time by the President, or by the Board of Directors, or by any two or more members thereof, or by one or more members holding not less than twenty percent (20%) of the voting rights the members of the Association.

Section 4. Notices of Meetings. Written notice of meetings, annual or special, shall be given to each member entitled to vote by sending a copy of the notice through the mail, postage prepaid, to his address appearing on the books of the Association, or supplied by the member to the Association or per the Association's website, for the purpose of notice. All such notices shall be sent to each member entitled thereto at each billing cycle except that notices for meetings for special assessments relative to the provisions of Article IV of the Declaration. All notices subject to Article IV of the Declaration shall be sent to all members not less than ten (10) days or more than thirty (30) days before each meeting. All notices shall specify the place, the day, and the hour of such meeting, and in case of special meetings, the general nature of the business to be transacted.

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 aforementioned 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 5. Voting Power. Except where a greater portion of the voting power is required by the Articles of Incorporation, the Declaration, or these By-Laws, a majority of the voting power present, in person or by proxy, shall prevail at all meetings.

Section 6. 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; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution.

## ARTICLE V

### Directors

Section 1. Powers. Subject to limitations of the Articles of Incorporation, the Declaration, or these By-Laws and of the California Corporations Code as to action to be authorized or approved by the members, and subject to the duties of the directors as prescribed by these By-Laws, all corporate powers shall be exercised by order the authority of, and the business and affairs of the Association shall be controlled by the Board of Directors. Without prejudice to such general powers but subject to the same limitations, the Directors are vested with and shall have the following powers:

- (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, with the Articles of Incorporation, the Declaration and/or these By-Laws, to fix their compensation and to require from them security for faithful service when deemed advisable by the Board.
- (b) To conduct, manage and control the affairs and business of the Association, and to make and enforce such rules and regulations therefor consistent with law, with the Articles of Incorporation, the Declaration and/ or these By-Laws, as the Board may deem necessary or advisable.
- (c) To change the principal office for the transaction of the business of the Association from one location to another within the County of Orange, as provided in Article II, to designate any place within said County for the holding of any annual or special meeting or meetings of members; to adopt and use a corporate seal, and to prescribe the form of certificate of membership, if any, and to authorize the issuance of memberships to such persons as shall be eligible for membership as provided in Article III of these By-Laws.
- (d) To borrow money and to incur indebtedness for the purposes of the Association, and to cause to be executed and delivered therefor in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges or other evidence of debt and security therefor;
- (e) To fix and levy from time to time regular dues and assessments upon the membership of the Association to fix and levy from time to time special assessments for capital improvements and, when required, with the assent of the majority of the voting members; to determine and fix the due date for the payment of such dues and assessments, and the date upon which the same shall become delinquent; provided, however, that such dues and assessments shall be fixed and levied only to provide for the payment of the expenses of the Association and of taxes and assessments upon real or personal property, if any, owned, leased, controlled or occupied by the Association or for labor rendered or materials or supplies used and consumed, or equipment and appliances furnished for the maintenance, improvement or development of such property or for the payment of any and all obligations in relation thereto, or in performing or causing to be performed any of the purposes of the Association for the general benefit and welfare of its members and the Board of Directors is hereby authorized, subject to the provisions herein, to incur any and all such expenditures for any of the foregoing purposes and to provide adequate reserves for replacements as it shall deem to be necessary or advisable in the interest of the Association or welfare of its members. The Board of Directors shall assess each member for his pro-rata share of such assessments on the same basis as for regular assessments. Should any member fail to pay such dues and assessments before delinquency, the Board of Directors, in its discretion, is authorized to enforce the payment of such delinquent dues and assessments as provided in Article III, Section 9 of these By-Laws.
- (f) To enforce the provisions of the Declaration covering the Community

- Serviced Areas, these By-Laws or other agreements of the Association.
- (g) To contract and pay for comprehensive insurance coverage including, but not limited to, liability coverages;
  - (h) To contract for and pay maintenance, gardening, utilities, materials and supplies and services relating to the Community Serviced Areas and to employ personnel necessary for the operation of the project, including legal and accounting services;
  - (i) To contract for and pay for improvements and community facilities.
  - (j) To delegate its powers according to law, and subject to the approval of the members, to adopt these By-Laws.
  - (k) To distribute, on a pro rata basis based on ownership interest, any remaining assets of the Association upon liquidation or dissolution of same according to the Articles of Incorporation of this corporation, the assets so distributed shall be those remaining after satisfaction of all just debts and obligations of the Association, and after distribution of all property held or acquired by the Association under the terms of a specific trust or trusts.

Section 2. Number and qualification of Directors. The Board of Directors shall consist of five (5) Directors (as named in the Articles of Incorporation) until changed by amendment of the Articles, or by an amendment to this Section 2 of these By-Laws, fixing or changing such number, adopted by the vote or written assent of members entitled to exercise a majority of the voting power; but in no event shall there be less than three (3) Directors. A person may not serve as a Director without being a member of the Association in good standing.

Section 3. Vacancies. Vacancies on the Board of Directors, except vacancies caused by removal as set forth in Article VI, Section 4 herein, may be filled by a majority of the remaining Directors, though less than a quorum, and each Director so elected shall hold office until his successor is elected at an annual meeting of members, or at a special meeting called for that purpose.

A vacancy or vacancies shall be deemed to exist in case of the death or resignation or removal as set forth in Article IV, Section 4 herein, of any director. If the members shall increase the authorized number of Directors but shall fail to elect the additional Directors as provided for at the meeting at which such increase is authorized, or at an adjournment thereof, or in case the members fail to at any time elect the full number of authorized Directors, a vacancy or vacancies shall be deemed to exist.

The Board 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 the By-Laws is voted authorizing an increase in the number of Directors.

If any Director tenders his resignation to the Board of Directors, the Board shall have power to elect a successor to take office at such time as the resignation shall become effective. No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

Section 4. Place of Meeting. Per Section One of these By-Laws, all meetings of the Board of Directors shall be preferably held at a local venue no greater than one (1) mile from the community, and under special circumstances duly noticed, at a place in the County of

Orange designated by resolution of the Board or by written consent of all members of the Board. If a meeting place within one mile is not available, the Board of Directors shall designate a place for the meeting as close to the Association property as is reasonable.

Section 5. Organization Meeting. Immediately following each annual meeting of the members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby-dispensed with.

Section 6. Other Regular Meetings. Other regular meetings of the Board of Directors may be held without call at such place and day and hour as may be fixed from time to time by resolution of the Board of Directors; provided should said day fall upon a legal holiday, then the meeting which otherwise would be held on said day shall be held at the same time on the next day there after ensuing which is not a legal holiday. Notice of all such regular meetings of the Board of Directors is hereby dispensed with.

Section 7. Special Meetings – Notices. Special meetings of the Board of Directors for any purpose may be called at any time by the President, or if they are unable to or refuse to act, by the Vice President or by any two Directors.

Written notice of the time and place of special meetings shall be delivered personally to the Directors or sent to each Director by letter, postage or charges prepaid, or transmitted electronically (by request only) addressed to him at his address as it is shown upon the records of the Association. In case such notice is mailed or otherwise transmitted electronically (by request), it shall be deposited in the United States Mail or delivered to the company at the place in which the principal office of the Association is located at least forty-eight (48) hours prior to the time of the holding of the meeting. Such mailing, transmission, or delivery as provided herein shall be due, legal and personal notice to each such Director.

Section 8. Notice of Adjournment. Notice of adjournment of any Directors' meeting, either regular or special, need not be given to absent Directors, if the time and place are fixed at the meeting adjourned.

Section 9. Waiver of Notice. The transaction of any business at any meeting of the Board of Directors however called and noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the records of the Association or made a part of the minutes of the meeting.

Section 10. Quorum. A majority of the number of Directors as fixed by the Declaration or these By-Laws shall be necessary to constitute a quorum for the transaction of business except to adjourn as provided here. Every act or decision made or done by a majority of the Directors present at a meeting duly held shall be regarded as the act of the Board of Directors.

Section 11. Adjournment. A quorum of the Directors may adjourn any Directors'

meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time is fixed for the next regular meeting of the Board.

Section 12. Consent of Board Obviating Necessity of Meeting. Notwithstanding anything to the contrary contained in the By-Laws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 13. Fees and Compensation. No Director or officer shall receive any salary for his services as such officer or Director. Nothing herein contained shall be construed to preclude any Director or officer from serving the Association as agent counsel, or in any capacity other than as such Director or officer and receiving compensation for said position.

Section 14. Indemnification of Directors, Officers and Employees. Except to the extent prohibited by then applicable law, this corporation shall reimburse, indemnify, and hold harmless each director, officer and employee of this corporation and each person who, at the request of this corporation, acts as a director, officer or employee of any other corporation in which this corporation has an interest, from and against all loss, cost, liability and expense which may be imposed upon or incurred by him, including 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 this corporation or such other corporation, or by reason of any action alleged to have been taken or omitted by him in such capacity, if a disinterested majority of the Board of Directors of this corporation (or, if a majority of the Board of Directors is not disinterested, then independent legal counsel) determines in good faith that such a person was acting in good faith (a) within what he reasonably believed to be the scope of his authority or employment, and (b) for a purpose which he reasonably believed to be in the best interests of the corporation.

The right of indemnification provided in this section shall inure to each person referred to in this section and in the event of his death shall extend to his legal representatives. The right of indemnification provided in this section shall not be exclusive of any other rights to which any such person, or any other individual, may be entitled as a matter of law including, without limitation, his rights under Section 830 of the California Corporations Code or under any agreement, vote of directors or stockholders or otherwise.

Section 15. Presiding Officer. The members of the Board of Directors shall elect one of their number to act as President and one of their number to act as Secretary. The President shall preside at all meetings and the Secretary shall record the Minutes of all meetings of the Board of Directors and of the members.

## ARTICLE VI

### Officers

Section 1. Officers. The officers shall be a President, Vice President, a Secretary and a Treasurer, which officers shall be elected by and hold office at the pleasure of the Board



of Directors. Each of the officers shall be a member of the Board of Directors. Any two or more of such offices, except those of President and Secretary, may be held by the same person.

Section 2. Election and Term of Office. Two (2) directors shall be elected to the Board during an election held on even-numbered years, and three (3) directors shall be elected during odd-numbered years. The directors shall be elected at each annual meeting of members, but if any such annual meeting is not held, or if the directors are not elected at that meeting, the directors may be elected at any special meeting of members held for that purpose. All directors shall hold office until their respective successors are elected. Each member/Lot is entitled to one vote per each Board vacancy. If there are two (2) vacancies on the five-member Board, then each member/Lot may cast two (2) votes.

Section 3. Committee Chairs. The Board of Directors may appoint such others as the business of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these By-Laws or as the Board of Directors may from time to time determine.

Section 4. Removal of Directors. At any regular or special meeting duly called, any one or more of the directors may be removed with or without cause by a majority 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. The provisions for voting and cumulative voting, as set forth in Section 2 of this Article, shall apply to actions taken under this section. No Director shall be removed if the number of votes cast against his removal is equal to the number of votes which would be required to elect that director.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Association. Subject to the provisions of Section 4 of this Article, any such resignation shall take effect as of the date of the 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 because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the By-Laws for regular appointments to such office.

Section 7. President. The president shall be elected by the Board from among the directors. The president shall be the executive officer of the Association and shall, subject to the control of the Board, have general supervision of the affairs of the Association. The president shall preside at all meetings of the Board and with such other powers and duties as may be prescribed by the Board or the By-Laws.

Section 8. Vice President. The vice president shall be elected by the Board from among the directors. In the absence or disability of the president, the vice president shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the By-Laws.

Section 9. Secretary. The secretary shall be elected by the Board from among the

directors. The secretary shall keep or cause to be kept at the principal office, or such other place as the Board may order, a book of minutes of all meetings of directors and Members, with the time and place of holding same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of Members present in person or by proxy at Members' meetings, and the proceedings thereof. The secretary shall keep, or cause to be kept, appropriate current records showing the Members of the Association, together with their addresses. The secretary shall give, or cause to be given, notice of all meetings of the Board required by the By-Laws or by law to be given, and the secretary shall keep the seal of the Association in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or the By-Laws.

Section 10. Treasurer. The treasurer shall review the financial operations of the Association as performed by the Association's managing agent, including the deposit of all monies and other valuables in the name of and to the credit of the Association with such depositories as may be designated by the Board of Directors. The managing agent shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to any Director, whenever they request it, an accounting of all of the managing agent's transactions and of the financial conditions of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these By-Laws.

## ARTICLE VII

### Miscellaneous

Section 1. Record Date and Closing Membership Register. The Board of Directors may fix a time in the future, not exceeding fifteen (15) days preceding the date of any annual or special meeting of the members, as a record date for the determination of the members entitled to notice of and to vote at any such meeting, and in such case only members of record on the date so fixed shall be entitled to notice of and to vote at such meeting, notwithstanding any transfer of any membership on the books of the Association after any record date so fixed. For the purpose of determining such record date, the Board of Directors may close the books of the Association against transfer of membership during the whole, or any part, of any such period.

Section 2. Inspection of Corporate Records. The Membership register, the books of account, the minutes of meetings of the members and Directors' meetings shall be open to the inspection of the Directors and members at reasonable times from time to time and in the manner provided in the Corporations Code of the State of California relating thereto, as well as the Davis-Stirling Act (California Civil Code Sections 5200 *et seq.*)

Section 3. 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 managing agent(s), and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 4. Contracts, etc., How Executed. The Board of Directors, except as these By-Laws otherwise provide, 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 of Directors, 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 to or tender it liable for any purpose or for any amount.

Section 5. Annual Independent Audit. An annual independent audit of the account or accounts of the Association or any management body shall be made, and a copy of such audit shall be available for the inspection of, each member, officer, or director of the Association within thirty (30) days of completion. The Board of Directors shall cause a copy of an annual operating statement, reflecting income and expenditures of the Association, for its fiscal year to be sent to each member of the Association not later than ninety (90) days subsequent to the close of the fiscal year or calendar year of the Association.

Section 6. Inspection of By-Laws. The Association shall keep in its principal office for the transaction of business the original or a copy of the By-Laws as amended, certified by the Secretary, which shall be open to inspection by all of the members at all reasonable times.

Section 7. Singular Includes Plural. Wherever the context of these By-Laws requires same, the singular shall include the plural and the masculine shall include the feminine.

## ARTICLE VIII

### Amendments

Section 1. Powers of the Members. The By-Laws of this Association may be adopted, amended or repealed at a meeting duly called for said purpose by the vote of a majority of the voting power represented at said meeting, provided a quorum is present. Any such proposed amendments shall be consistent with the CC&Rs and submitted to each member together with the advance notice of said meeting.

Section 2. Powers of Directors. Subject to the right of the members to adopt, amend or repeal these By-Laws, as provided in Section 1 of this Article VIII, at any special or regular meeting of the Board of Directors, the Board of Directors may adopt, amend or repeal any of these By-Laws, except that only by a vote of the members, as provided in Section 1 of this Article VIII, may the following By-Laws be amended or changed:

- (a) The provisions of Article V, Section 2 relating to the number of Directors;
- (b) The provisions of Article III, Sections 1-4 relating to Number of Members, Qualifications of Members, Transfer of Membership, and Termination of Membership;
- (c) The provisions of Article III, Sections 4, 8 and 9 relating to Voting, Dues and Assessments, and Enforcement of Payment of Dues and Assessments;
- (d) The provisions of Article IV; Sections 2, 3 and 4 relating to Annual Meetings, Special Meetings and Notices of Meetings; and
- (e) The provisions of Article VII, Sections 2 and 5 relating to Inspection of Corporate Records and Annual Independent Audit.

Section 3. Record of Amendments. Whenever an amendment or new By-Law is adopted it shall be placed in the book of By-Laws in the appropriate place. If any By-Law 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 4. Conflicts. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws; the Declaration shall control.

PLEASE TAKE NOTICE: That we, the undersigned, being all of the persons appointed in the Articles of Incorporation to act as the Board of Directors of Rocky Point Community Association - Nohl Ranch hereby assent to the foregoing By-Laws and adopt the same as the By-Laws of said Association.

IN WITNESS WHEREOF, we have executed this document on \_\_\_\_\_,  
2019.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

LEGAL DESCRIPTION (EXHIBIT "A")

Lots 1 through 29, inclusive, of Tract 9792 as shown on that certain Map filed for record on recorded on December 29, 1997 as Document No. 36953, in Book 423 of Maps, at pages 13 through 16, inclusive in the Office of the County Recorder of Orange County, California;

Lots 1 through 77, inclusive, of Tract 8647 as shown on that certain Map recorded in Book 370 at pages 5 through 9, inclusive, of Maps in the Office of the County Recorder of Orange County, California;

Lots 2 through 63, inclusive, and 65 through and 79, inclusive, of Tract 8418 as shown on that certain Map recorded on February 23, 1996 as Document No. 20936, in Book 370 of Maps, at pages 10 through 13, inclusive in the Office of the County Recorder of Orange County, California; and

Parcels 1 through 3, inclusive, as shown on that certain Parcel Map No. 9132, filed for record on March 28, 1980, in Book 144, Page 42 of Parcel Maps, in the Office of the County Recorder of Orange County, California.

CERTIFICATE

I, \_\_\_\_\_ hereby certify:

That I am the duly elected and acting Secretary of Rocky Point Community Association - Nohl Ranch, a non-profit corporation; and

That the foregoing By-Laws consisting of thirteen (13) pages, constitute the By-Laws of said corporation as duly adopted by the Directors at a meeting duly held on \_\_\_\_\_, at the corporation's principal office, located at \_\_\_\_\_

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the corporation, this \_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
Secretary