

FIRST AMENDMENT TO
BYLAWS OF
VISTA DEL ARROYO BUNGALOWS HOMEOWNERS ASSOCIATION,
A California Non-Profit Mutual Benefit Corporation

First Amendment of the Bylaws

By this First Amendment to the Bylaws for the VISTA DEL ARROYO BUNGALOWS HOMEOWNERS ASSOCIATION (the "Association"), the undersigned, verifying that at least fifty-one percent (51%) of the total votes held by Members of all of the interests in the Vista Del Arroyo development, pursuant to Article X, Section 2 of the Bylaws, hereby and accordingly amend the Bylaws as follows:

1. Article III, Section 1 (Number and Qualifications) of the Bylaws is deleted in its entirety and is amended to read as follows:

"Section 1. Number and Qualifications. The affairs of the Association shall be governed by a Board of Directors composed of five (5) persons, who shall be Owners of a condominium in the Project or the nominee of any corporate or partnership Unit Owner. The number of Directors may be increased or decreased from time to time (but in no event shall be less than three) by amendment to these Bylaws.

Nominations for election to the Board of Directors may be made from the floor at the annual meeting."

2. Article III, Section 3 (Election and Term of Office) of the Bylaws is deleted in its entirety and is amended to read as follows:

"Section 3. Election and Term of Office.

(a) Directors shall serve two (2) year terms, and the terms shall be staggered so that all five (5) Director positions are not filled in a single year. All Directors shall hold office until their terms expire and their respective successors are elected, subject to the Nonprofit Mutual Benefit Corporation Law and the provisions of these Bylaws with respect to vacancies on the Board.

(b) So as to maintain staggered terms, at any Director election at which all five (5) Director positions are up for election, the term of office of the three (3) Directors receiving the highest number of votes shall be two (2) years and the term of office of the two (2) Directors receiving the next highest number of votes shall be one (1) year. Each year thereafter, the Directors shall serve for two (2) year terms, consistent with section (a) above."

3. Except as amended herein, the remainder of these Bylaws shall remain in full force and effect according to its terms.

IN WITNESS WHEREOF, this Amendment to the By-Laws has been executed and effected this 31 day of August, 2011, by the undersigned officers of VISTA DEL ARROYO BUNGALOWS HOMEOWNERS ASSOCIATION, each of whom certifies and declares that pursuant to Article X, Section 2 of the Bylaws this Amendment has been approved by the affirmative written assent and vote of at least fifty-one (51%) of the total votes held by Members of all of the interests in the Vista Del Arroyo development.

Executed this 31 day of August, 2011, in the City of Pasadena, County of Los Angeles, State of California.

VISTA DEL ARROYO BUNGALOWS HOMEOWNERS ASSOCIATION, A California Non-Profit Mutual Benefit Corporation.

By: Anthony S. Parete
Title: President
Print Name: Anthony S. Parete

Dated: 8/31/11

By: _____
Title: Secretary
Print Name: _____

Dated: _____