

NOTICE

If this document contains any restriction based on race, color, religion, sex, familial status, marital status, disability, national origin, or ancestry, that restriction violates state and federal fair housing laws and is void, and may be removed pursuant to Section 12956.1 of the Government Code. Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

CERTIFICATE OF AMENDMENT.

TO

THE BYLAWS

OF


DANVILLE STATION HOMEOWNERS ASSOCIATION

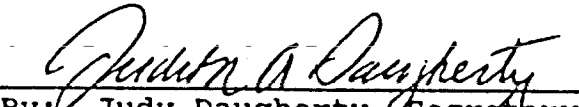
The "Amended Bylaws" attached to this Certificate replace those Bylaws originally adopted by Danville Station Homeowners Association in 1972.

This Certificate is executed by the undersigned, who are the President and Secretary of Danville Station Homeowners Association.

We certify and declare, under penalty of perjury, that the foregoing Amendment was approved by the percentage of homeowners required by the original Bylaws.

Executed at Danville, California, on the 17th day of March, 1990.


By: Steve Thompson, President


By: Judy Daugherty, Secretary

AMENDED BYLAWS

DANVILLE STATION HOMEOWNERS ASSOCIATION

INDEX

<u>Section</u>	<u>Page</u>
Article I - Definitions	1
Article II - Membership Voting and Meetings of Members	
A. Membership and Voting	1
B. Meetings of Members and Notices	2
Article III - Board of Directors, Selection, Term of Office	3
Article IV - Nomination and Election of Directors	3
Article V - Meetings of Directors	4
Article VI - Powers and Duties of the Board of Directors	5
Article VII - Officers and Their Duties	7
Article VIII - Committees	9
Article IX - Books and Records	9
Article X - Assessments	9
Article XI - Amendments	9
Article XII - Fiscal Year	10

AMENDED BYLAWS

OF

DANVILLE STATION HOMEOWNERS ASSOCIATION
(AS AMENDED _____, 1989)

NAME AND LOCATION. The name of the corporation is DANVILLE STATION HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation shall be located in Contra Costa County, California; the meetings of members and directors may be held at such places within the State of California, County of Contra Costa, as may be designated by the Board of Directors.

ARTICLE I
DEFINITIONS

Section 1. The definitions contained in the Revised Declaration are incorporated by reference herein.

Section 2. "Revised Declaration" shall mean and refer to the Revised Declaration of Covenants, Conditions, and Restrictions of DANVILLE STATION HOMEOWNERS ASSOCIATION recorded concurrently with these Bylaws.

ARTICLE II
MEMBERSHIP VOTING AND MEETINGS OF MEMBERS

A. MEMBERSHIP AND VOTING

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 by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association.

The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No Owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership, and such membership shall continue until such time as the Owner's ownership terminates, at which time his/her membership shall automatically cease.

Section 2. Voting of Members. Members shall be all those Owners as defined in Article II, Section 1. Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article II. When more than one person holds such interest in any Lot, all such persons collectively shall be the member. 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. The Association shall be entitled to assume that any ballot tendered by one or more owners, (where

there exists more than one owner of a unit) was the result of agreement by all other owners. Cumulative voting shall be allowed for the election of Directors.

Section 3. Suspension of Member's Rights Members are subject to suspension of membership for voting purposes and for purposes of use of the recreational facilities when their assessment payments (as more fully described in the "Revised Declaration" recorded herewith) fall delinquent. Refer to Revised Declaration for the limitations and notice provisions relating to suspensions of membership.

B. MEETINGS OF MEMBERS AND NOTICE

Section 1. Annual Meetings. Regular annual meetings of the members shall be held on the fourth Wednesday of January at the time and place indicated in the notice described in Section 3.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to a vote one-fourth (1/4) of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting by mailing a copy of said notice, postage prepaid, at least 15 but not more than thirty (30) days before such meeting (unless otherwise specified in these Bylaws or the revised Declaration) to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. The notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. A copy of such notice shall be posted continuously for at least four (4) days prior to the meeting at a prominent space within the Common Area.

Section 4. Quorum. The presence at the meeting of the members entitled to cast, or of proxies entitled to cast, 33 1/3% of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereof shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his/her Lot.

No proxy shall be valid after eleven (11) months from the date of execution.

Section 6. Action by Written Ballot. Pursuant to Corporations Code Section 7513, any action which may be taken at a regular or special meeting of members may be taken without a meeting if the requirements of Section 7513 are met.

ARTICLE III
BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors, nine (9) in number, who are members of the Association.

Section 2. Term of Office. The directors shall serve staggered three (3) year terms. Three (3) directors shall be elected at each annual meeting to fill the three (3) seats of the Board members whose terms end that year. Should any director die, resign, suffer removal or have his/her seat declared vacant by action of the Board before his/her three (3) year term expires, the Board may appoint a successor to serve the remainder of that Board member's term.

Section 3(a) Removal. The entire Board of Directors, or any individual director, may be removed from office when his/her removal is approved by a majority of the members of the Association or a majority of a quorum of the members present at a meeting specially called for the purpose of voting on removal of any or all directors, unless cumulative voting is used. If cumulative voting was used to elect the director or directors to be removed, the California Corporation Code provisions regarding the effect of cumulative voting or removal prevail.

Section 3(b) Vacancy. If any director misses three (3) or more Board meetings which have officially been convened, he/she forfeits his/her right to remain on the Board, and the remaining Board members may declare the position of that director vacant, by majority vote. The remaining directors may then choose a successor by election among them to serve out the unexpired term of the director who forfeited his position on the Board for failure to regularly attend Board meetings.

Section (4). Compensation. No director shall receive compensation for any service he/she may render to the Association. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties which have been approved prior to expenditure by the Board of Directors.

ARTICLE IV
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a

member of the Board of Directors, and two or more members of the Association. The Nominating Committee 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 and such appointment shall be announced at each 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. Such nominations must be made from members.

Section 2. Election. 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 Revised Declaration. If cumulative voting is properly announced, each member may accumulate his/her vote and give all to one candidate, or distribute the votes as he/she sees fit among the candidates.

The persons receiving the largest number of votes shall be elected. A vote for a director nominated may be cast by a member by mail on a ballot forwarded by the Board to the member at least five (5) days prior to the annual meeting, provided such a ballot is received by the Board or the Secretary prior to or at the annual meeting. A member not personally present at the meeting but who has so cast his ballot shall be counted as present at the meeting, but only for the purpose of electing directors, unless the ballot or proxy specifies otherwise regarding the counting for purposes of establishing a quorum to vote on matters other than the election.

ARTICLE V MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Waiver of Notice. Before or at or after any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting or may waive notice by written approval of the Minutes, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of

the Board shall be a waiver of notice by him/her of the time and place thereof. If all the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 5. Action Without Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all or a majority of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors so long as reasonable attempts were made to contact all Directors regarding the action to be taken.

Section 6. Meetings Open to Members. All regular and special meetings of the Directors shall be open to all Members of the Association; provided, however, that Members who are not Directors may not participate in any deliberation of discussion unless expressly authorized by the Board.

Section 7. Executive Session. The Board may, with the approval of a majority of a quorum of the Directors, adjourn a meeting and reconvene in executive session.

ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt rules and regulations consistent with the Declaration relating to use of the common area facilities, parking restrictions and towing policies, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the recreational facilities of any member during any period in which such member is in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing (as provided in the "Revised Declaration"), for a period not to exceed thirty (30) days for any infractions of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) levy, collect and enforce assessments by any means provided in the Revised Declaration at Article IV, and by California law;

(e) impose fines and penalties for violation of the conditions, covenants and restrictions set forth in the Declaration, upon reasonable notice to homeowners (see Declaration, Article IV, Section 4(a), which are collectible through the assessment process found at Article IV of the Declaration;

(f) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting, when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) delegate powers to committees, officers or employees and supervise all officers, agents, and employees of the association and to see that their duties are properly performed.

(c) as more fully provided herein, and in the Declaration,

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period, as set forth in Article IV of the Revised Declaration, and

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(3) in its discretion, foreclose the lien against any properties for which assessments are not paid within thirty (30) days after due date, or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability, hazard, and other risk insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and to procure such bonds as determined appropriate;

(g) cause the Common Area and exterior of the dwellings to be maintained as provided more fully in the Revised Declaration;

(h) cause all taxes and assessments against the property of the Association which are or could become a lien on the common area to be paid when due;

(i) enter upon any privately owned lot or unit where necessary in connection with construction, maintenance or repair for the benefit of the Common Area or to perform exterior maintenance or repairs caused by the homeowner or others as more fully described in the revised Declaration;

(j) fulfill the annual financial reporting requirements of Civil Code Section 1365 by distributing to all members not less than forty-five (45) days nor more than sixty (60) days prior to the beginning of the Association's fiscal year the following:

(1) a pro forma operating budget which includes estimated revenue and expenses on an accrued basis, identification of cash reserves, major components and current replacement costs, and funding methods to replace or repair major components as needed;

(2) a statement of the Association's policy on collection of delinquent assessments and lien rights.

(k) distribute a review of the financial statement prepared by a licensed CPA or accountant according to generally accepted accounting principles in any year when the gross income exceeds \$75,000; a copy of the review shall be distributed within one hundred and twenty (120) days after the close of the fiscal year;

(l) contract for materials and/or services for the common area or the owners association with the term of any service contracts limited to the duration of one year;

(m) enforce applicable provisions of the Covenants, Conditions and Restrictions, ByLaws and Articles by any lawful means or procedures.

ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may, from time to time, by resolution create.

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 this Association shall be elected annually by the Board and each shall hold office for one (1) year, unless he/she shall sooner resign, or shall be removed, or otherwise 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 giving written notice to the Board, the 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 by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

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

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

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and may co-sign all checks and promissory notes.

Vice President

(b) 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, and may co-sign all checks written on behalf of the Association.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board, and may co-sign checks.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and may disburse such funds as directed by resolution of the Board of Directors; may co-sign all checks and promissory notes of the Association; keep proper books of account; cause an annual review of the Association books to be made by a public accountant at the completion of each

fiscal year; and may prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members not present at the annual meeting within ninety (90) days after the end of the fiscal year. If the Association engages the services of a professional manager or CPA to undertake any of these tasks, the treasurer is relieved of those specific duties delegated to such manager or CPA.

ARTICLE VIII COMMITTEES

The Board of Directors shall appoint a Nominating Committee from members at the Association, as provided in these Bylaws. The Board shall appoint an Architectural Control Committee, as provided in the Revised Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE IX BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association or its manager, where copies may be purchased at reasonable cost.

ARTICLE X ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual, special, and other assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent and subject to late fees and/or interest as more fully provided in the Revised Declaration. As more fully provided therein, the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his/her Lot.

ARTICLE XI AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, or by written ballot, by a vote of a majority of a quorum of members of the Association.

Section 2. In the case of any conflict between the Articles of Incorporation and these Amended Bylaws, the Articles shall control; and in the case of any conflict between the Revised Declaration and these Bylaws, the Revised Declaration shall control.

ARTICLE XII
FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being the President and Secretary of the DANVILLE STATION HOMEOWNERS ASSOCIATION have hereunto set our hands this 17th day of MARCH, 1990.

Stephen K. Thompson
President

Judith A. Dougherty
Secretary

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the DANVILLE STATION HOMEOWNERS ASSOCIATION, a California corporation, and

THAT the foregoing Bylaws constitute the Amended Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 13th day of December, 1989.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 17th day of March, 1990.

Judith A. Dougherty
Secretary

(WP:BG770)
(11/22/89)