

BYLAWS
OF
POINTE MARIN ASSOCIATION
(A California Nonprofit Mutual Benefit Corporation)

(iii) The proposed action shall be considered approved by written ballot if: (a) within the time period specified, the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action; and (b) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(iv) A written ballot may not be revoked.

ARTICLE 6 - Election and Term of Office of Members of the Board of Directors

6.1 Number. The Board shall consist of three directors who need not be Members of the Association.

6.2 Nomination. Except for the initial directors selected by the incorporators or the Members as provided in **Section 6.3** of these Bylaws, a nomination for election to the Board may be made by a nominating committee consisting of three persons. The nominating committee shall consist of a Chairman, who shall be a director, and two other persons who may either be Members of the Association or representatives of Declarant. Each member of the nominating committee shall be appointed by the Board to serve for a period of one year, and vacancies thereon shall be filled by the Board. The nominating committee may make as many nominations as it desires but not less than the number of positions to be filled. Nominations may be made from among Members or non-members.

Notwithstanding the foregoing, any Member present in person or by proxy at a meeting in which any directors are to be elected may place a name in nomination at the meeting prior to the vote.

The Board shall adopt procedures that provide for a reasonable opportunity for nominees to communicate their qualifications and reasons for candidacy to the Members and to solicit votes, and for a reasonable opportunity for all Members to choose among the nominees. Without authorization of the Board, no Association funds may be expended to support a nominee for director after there are more nominees than can be elected.

6.3 Election of Directors. The initial directors shall be elected either by the incorporator of the Association or by the Members as soon as practical after the incorporation of the Association and shall hold office until the first annual meeting of the Members as specified in **Section 5.2** of these Bylaws. At the first annual meeting, the Members shall elect directors to fill all positions on the Board. Unless the office is vacated sooner as provided in **Section 6.6** of these Bylaws, each director shall hold office until his or her term expires and a successor has been elected and qualified. The term of office of the two directors receiving the highest number of votes shall be two years, and the term for the remaining director shall be one year. Thereafter all directors shall be elected for two-year terms.

The election of directors shall be by secret written ballot; and, subject to the provision regarding specially-elected directors in **Section 6.5** of these Bylaws, the persons receiving the highest number of votes up to the number of positions to be filled shall be elected.

Any director may resign at anytime. The resignation shall be effective upon giving written notice to the president, secretary or Board unless the notice specifies a later effective date. resignation.

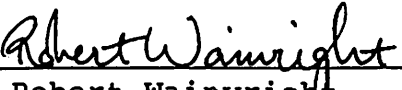
6.4 Cumulative Voting. The election of directors may be by cumulative voting as described herein, provided a Member has placed a candidate's name in nomination prior to the voting and

CERTIFICATE OF SECRETARY

I certify that:

I am the duly-elected and acting Secretary of Pointe Marin Association, a California nonprofit mutual benefit corporation; and the foregoing Bylaws are the Bylaws of this Corporation as adopted by the incorporator on October 8, 2002. They have not been amended or modified since that date.

This certificate is executed on October 8, 2002, at
Novato, California.


Robert Wainwright, Secretary