

**AMENDED AND RESTATED BYLAWS OF
BIG ROCK MESAS PROPERTY OWNERS ASSOCIATION, INC.,
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION**

The following Amended and Restated Bylaws of Big Rock Mesas Property Owners Association, a California nonprofit mutual benefit corporation, shall be effective from and after the date upon which they are adopted by the Members of this corporation, which date shall be endorsed by the Secretary of the corporation in the Secretary's Certificate of Adoption at the end of these Bylaws, and shall replace all previous Bylaws of this corporation.

ARTICLE 1

CORPORATE NAME, OFFICES AND FISCAL YEAR

1.1 Corporate Name

The name of this California nonprofit mutual benefit corporation is Big Rock Mesas Property Owners Association, Inc. The Articles of Incorporation of this corporation were filed in the office of the California Secretary of State on May 16, 1953.

1.2 Principal Office

The principal office for the transaction of activities and affairs of this corporation shall be in Los Angeles County, California.

1.3 Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of August of each year and end on the last day of July of the following year.

ARTICLE 2

PURPOSES AND OBJECTIVES

2.1 Purposes and Objectives

The purposes and objectives of this corporation are to promote and stimulate community spirit in the Big Rock Mesas community of Malibu, California, to further and protect the interests of Big Rock Mesas property owners and Members of this corporation, to foster and promote the civic, educational, and cultural development of the Big Rock Mesas community and Malibu as a whole, and to cooperate with other agencies in furthering the community's interests. Notwithstanding the foregoing any other provisions of these Bylaws, however, no funds or other assets of this corporation shall inure to the private benefit of, or to discharge any legal obligation of, any Member or other person or

entity; provided, however, that the foregoing is not intended to, and shall not, restrict the expenditure of funds of this corporation for: (1) the amelioration (including, without limitation, by way of brush clearance) or the beautification of public property or public easements or rights of way within Big Rock Mesas; (2) the clearance of brush on private properties within Big Rock Mesas to the extent that the brush exists in areas that the owners of said properties have no legal obligation to clear and are unwilling to clear; or (3) in an emergency situation, where there is an actual fire threatening the Big Rock Mesas community, the institution of fire mitigation measures on private properties within Big Rock Mesas in areas that the owners of said properties have a legal obligation to clear, but have failed to clear.

ARTICLE 3

MEMBERS

3.1 Definition of Member; Membership Dues

As used in these Bylaws, the term “Member” shall mean any owner of a property that is accessible directly or indirectly by Big Rock Drive who has paid his, her or its membership dues in full for the previous fiscal year; provided, however, that: (a) multiple owners of any one lot (such as a husband and wife) shall be considered a single Member for purposes of membership dues and for purposes of voting on any matter to be voted on by the Members, and if only one of such multiple owners votes on any such matter, that vote shall bind all of such multiple owners; and (b) subject to Section 3.3.7 of this Article, only one membership shall be available to a single owner or owners of multiple lots. The amount of membership dues for each fiscal year of the corporation shall be determined by the Board of Directors in its sole discretion.

3.2 Transfer of Memberships

If any Member shall sell or otherwise transfer a property described in Section 3.1 with respect to which he, she or it is a Member in the fiscal year of the corporation in which the transfer occurs, the buyer or other transferee of that property shall automatically be deemed to be a Member of this corporation for the balance of that fiscal year after the sale or other transfer.

3.3 Meetings of Members

3.3.1 Place of Member Meetings

Meetings of Members shall be held at such locations in the County of Los Angeles, the State of California, as may be designated by the Board of Directors from time to time.

3.3.2 Annual Meetings of Members

The annual meeting of Members shall be held in each fiscal year of the corporation on a date and at a time designated by the Board of Directors.

3.3.3 Special Meetings of Members

Special meetings of Members for any lawful purpose may be called by the Board, the chairperson of the Board of Directors, or the President. In addition, special meetings of Members for any lawful purpose may be called by five percent (5%) or more of the Members.

3.3.4 Electronic Member Meetings

Except as provided in the last sentence of this Section, any meeting of the Members may be conducted by Electronic Transmission by and to the Corporation (as defined in Section 3.2.9 of this Article), electronic video screen communication, conference telephone, or other means of remote communication if the corporation implements reasonable measures: (a) to provide Members and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, (b) if any Member or proxyholder votes or takes other action at the meeting by means of Electronic Transmission to the Corporation, electronic video screen communication, conference telephone, or other means of remote communication, to maintain a record of that vote or action in the corporation's books and records, and (c) to verify that each person participating remotely is a Member or proxyholder. Notwithstanding the foregoing, however, the corporation shall not conduct a meeting of Members solely by Electronic Transmission by and to the Corporation, electronic video screen communication, conference telephone, or other means of remote communication unless one or more of the following conditions apply: (i) all of the Members consent; or (ii) the Board of Directors determines it is necessary or appropriate because of an emergency, as defined by law.

3.3.5 Notice of Member Meetings

3.3.5.1 Timing of Notice

All notices of meetings of the Members shall be sent or otherwise given by the corporation not less than ten (10), nor more than ninety (90), days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting.

3.3.5.2 Manner of Giving Notice

Notice of any meeting of Members shall be given either personally, or by first-class mail, electronic mail, or by Electronic Transmission by the Corporation (as defined below). The notice shall state: (a) the place, date and time

of the meeting; (b) the means of Electronic Transmission by and to the Corporation, electronic video screen communication, conference telephone, or other means of remote communication, if any, by which Members may participate in that meeting; (c) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (d) in the case of the regular meeting, those matters which the Board of Directors, at the time the notice is given, intends to present for action by the Members, but, subject to Section of 3.2.6 of this Article, any proper matter may be presented at the meeting for the action. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to Members.

3.3.6 Quorum for Member Meetings

Twenty percent (20%) of the voting power of the Members shall constitute a quorum for the transaction of business at any meeting of Members; provided, however, that the only matters that may be voted upon at any regular meeting actually attended, in person or by proxy, by less than one-third of the voting power of the Members are matters notice of the general nature of which shall have been given pursuant to Section 3.2.5 of this Article.

3.3.7 Voting by Members

Only Members, as defined in Section 3.1 of this Article, shall have the right to vote on any matter that is submitted for a vote of the membership. Each Member shall be entitled to cast one vote on any such matter for each lot for which that Member has paid membership dues in full for the previous fiscal year; provided that in the case of voting for the election of directors of the corporation, each Member shall be entitled to cast one vote (for each lot for which that Member has paid membership dues in full for the previous fiscal year) for each Director office that is to be filled in the election, but cumulative voting shall not be permitted. Any matter submitted for a vote of the Membership shall be deemed approved if approved by (a) 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 (b) written ballot pursuant to Section 3.2.8 of this Article.

3.3.8 Written Ballots in Lieu of Member Meetings

3.3.8.1 Any Member Action May Be Taken by Written Ballot in Lieu of a Meeting

Except as otherwise provided by law, any action which may be taken at any regular or special meeting of Members (including, without limitation, the election of directors of this corporation) may be taken without a meeting if the corporation distributes a written ballot to every Member entitled to vote on the matter in compliance with the provisions of Section 3.2.8.2 of this Article. The Board of Directors may, in its sole discretion, determine whether to seek Member

approval of any proposed action by vote at a meeting of the Members or by written ballot.

3.3.8.2 Solicitation of Ballots

Ballots shall be sent to the Members by mail or other means of written communication, addressed to a Member at the address of the Member appearing on the books of the corporation or given by the Member to the corporation for purpose of notice, or if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. Alternatively, if approved by the Board of Directors, ballots may be sent by Electronic Transmission by the Corporation (as defined below) and responses may be returned to the corporation by Electronic Transmission to the Corporation (as defined below). Written ballots shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

3.3.8.3 When Member Action by Written Ballot is Deemed Approved

Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

3.3.9 Electronic Transmission

For purposes of these Bylaws:

3.3.9.1 Electronic Transmission by the Corporation

The term, " Electronic Transmission by the Corporation" shall mean a communication that is delivered:

- (A) By (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient that is on record with the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon

the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication;

- (B) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to the California Corporations Code ("the Code").

3.3.9.2 Electronic Transmission to the Corporation

The term, "Electronic Transmission to the Corporation" shall mean a communication that is delivered:

- (A) By (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the corporation has provided from time to time to shareholders or members and directors for sending communications to the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (3) other means of electronic communication;
- (B) As to which the corporation has placed in effect reasonable measures to verify that the sender is the shareholder or member (in person or by proxy) or director purporting to send the transmission; and
- (C) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

3.3.10 Member Voting by Proxy

On any matter that is submitted to a vote of the membership under this Article, any Member may vote by written proxy given to any other person and delivered in writing to the corporation before or concurrently with the delivery of the proxy's vote. The written proxy shall state the name and contact information for the person to whom the proxy is given.

3.3.11 Distribution and Collection of Ballots and Certification of Voting Results

The Secretary, or, in the absence of a Secretary, the President, shall distribute and collect the ballots and count the votes cast at any Membership meeting or by written ballot, and shall certify the results thereof in a written certification filed with the records of the corporation; provided, however, that if, in any election of directors of this corporation, the Secretary is a candidate, the President (if he or she is also not a candidate), or another member of the Board of Directors designated by the President, shall distribute and collect the ballots, count the votes, and certify the election results.

ARTICLE 4

CORPORATE GOVERNANCE AND DIRECTORS

4.1 Number and Qualification of Directors

The corporation shall have no less than five (5) and no more than nine (9) directors, as established by the Board of Directors from time to time. The number of directors may be changed by amendment of these Bylaws, or by repeal of these Bylaws and adoption of new Bylaws. Notwithstanding any of the foregoing, no change in the authorized number of directors shall have the effect of removing any incumbent director from office before the expiration of the term for which that director was elected. Each director shall be a Member of this corporation at the time of his or her election as a director.

4.2 Nominations

The Board of Directors shall establish, from time to time, reasonable procedures for the solicitation of written nominations for Members to run for office as directors of this corporation. Any Member may nominate himself, herself, or any other Member or Members as candidates; provided that any Member who is nominated by another Member must consent to the nomination in a writing delivered to the corporation before election ballots are submitted to the Members.

4.3 Election and Term of Office

The directors of this corporation shall be elected by ballot at the Annual Meeting of the Members or by written ballot in lieu thereof pursuant to Section 3.2.8 of Article 3. Each director shall be elected for a term of two (2) years. A majority of the authorized number of directors shall be elected in odd-numbered years, and the remaining authorized number of directors shall be elected in even-numbered years. In any such election of directors, each nominee who shall have received a majority of the votes cast and who shall not have withdrawn as a candidate before the results of the election are certified by the Secretary, shall be deemed elected; provided, however, that (a) if there are more nominees than offices to be filled, then those nominees who shall have received a majority of the votes cast, who have not withdrawn as candidates before the election results are certified, and who have received the highest number of votes, up to the number of directors to be elected, shall be deemed elected; and (b) if fewer than all the directors to be elected are elected in an election and there are two or more nominees who shall not have been elected and who consent to being candidates in a runoff election, then the Board, as soon as may be practicable, shall submit those candidates' names to the Members in runoff election that shall be conducted in the same manner and pursuant to the same rules as the original election pursuant to this Section. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she is elected and until a successor has been elected and qualified, unless the director has been removed from office.

4.4 Removal

Any or all directors may be removed without cause if the removal is approved by the Members, except that at any time when this corporation has fewer than 50 Members, the removal of any director must be approved by a majority of all Members.

4.5 Vacancies

Any vacancy, or vacancies in the Board resulting from death, incapacity, resignation, expiration of term of office, removal or otherwise, may be filled by the remaining directors then in office, even though less than a quorum; provided, however, that the Members may elect a director at any time to fill any vacancy not filled by the Board of Directors.

4.6 General Powers

The business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

4.7 Duties and Performance

The Board of Directors shall: (a) perform any and all duties imposed by the corporation's Articles of Incorporation or by these Bylaws; (b) supervise all officers, agents, and employees (if any) of the corporation to assure that their duties are performed properly; (c) meet at such times and places as required by these Bylaws; and (d) conduct, manage, and control the affairs, transactions, services, and activities of the corporation.

4.8 Compensation

Directors shall serve without compensation for their service.

4.9 Meetings of the Board

4.9.1 Who May Call

Meetings of the Board of Directors may be called by the chairperson of the Board or by the President, any Vice President, or any two directors.

4.9.2 Regular Board Meetings

Regular meetings of the Board of Directors may be held without notice if the time and place of the meetings are fixed by the Board.

4.9.3 Special Board Meetings

Special meetings of the Board of Directors shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by Electronic Transmission by the Corporation. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the Board.

4.9.4 Notice of Board Meetings

Notice of a meeting need not be given to a director who provided a waiver of notice or consent to holding the meeting or an approval of the minutes thereof in writing, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that director. These waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

4.9.5 Place of Board Meetings

Meetings of the Board may be held at a place within or without the state that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, designated in the Bylaws or by resolution of the Board.

4.9.6 Quorum for Board Meeting

A majority of the number of directors authorized in or pursuant to the Articles of Incorporation or these Bylaws constitute a quorum of the Board for the transaction of business.

4.9.7 Voting at Board Meetings

Each director shall have one vote on each matter presented to the Board of Directors for action and no director may vote by proxy. Except as otherwise provided by law, an act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

4.9.8 Adjournment of Board Meetings

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

4.9.9 Electronic Participation in Board Meetings

Directors may participate in a meeting through the use of conference telephone, electronic video screen communication, or Electronic Transmission by and to the Corporation. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of Electronic Transmission by and to the Corporation, other than conference telephone and electronic

video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply:

- (A) Each director participating in the meeting can communicate with all of the other directors concurrently; and
- (B) Each director is provided with the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

4.9.10 Board Actions Without a Meeting

An action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors individually or collectively consent in writing to that action and if, subject to subdivision (a) of Section 7224 of the Code, the number of directors then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as a unanimous vote of the directors.

4.10 Nonliability of Directors and Officers

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation. Further, except for transactions described in Sections 7233 (pertaining to certain conflicts of interest) and 7236 (pertaining to certain illegal loans and distributions) of the Code, or any action or proceeding brought by the California Attorney General, a person who performs his or her duties as a director or officer in accordance with these Bylaws and Section 7231 of the Code shall have no liability based upon any alleged failure to discharge that person's obligations as director or officer, as applicable, including any acts or omissions which exceed or defeat the corporation's public purpose.

ARTICLE 5

OFFICERS

5.1 Officers

The officers of the corporation shall be Chairperson of the Board, a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may be designated from time to time. The President shall be the Chairperson of the Board *ex officio*. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as President. All officers shall be appointed by the Board and shall serve at the pleasure of the Board and without compensation. Any officer may resign at any time upon written notice to the corporation.

5.2 Qualification and Duties of President

The President must be a director of the corporation, shall be the chief executive officer of the corporation, and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers.

5.3 Qualification and Duties of Vice President

The Vice President must be a director of the corporation. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President. In addition, the Vice President shall perform such other duties customarily incident to the office of Vice President as may be assigned to him or her from time to time by the Board of Directors

5.4 Duties of Secretary

In addition to the Secretary's duties under Section 3.2.11 of Article III, the Secretary, or his or her designee, shall record the minutes of all meetings of the Board of Directors and the Members that shall include the place, day and time of the meeting and a summary of business transacted at the meeting. In addition, the Secretary shall perform such other duties customarily incident to the office of Secretary as may be assigned to him or her from time to time by the Board of Directors.

5.5 Duties of Treasurer

Subject to the direction and control of the Board of Directors, the Treasurer be the chief financial officer of the corporation and shall: (a) have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; (b) disburse the funds of the corporation as may be directed by the Board of Directors; (c) render to the Board periodic financial statements that include the annual budget; (d) prepare and file, or cause to be prepared and filed, any state and federal tax returns of the corporation; And (e) perform all duties customarily incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors. Notwithstanding the foregoing, the Board of Directors may, from time to time, assign one or more of the foregoing duties of the Treasurer to another officer or director of the corporation.

ARTICLE 6

COMMITTEES

6.1 Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees,

each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee. Each committee of directors, to the extent provided in a resolution of the Board, may exercise the authority of the Board, except with respect to:

(a) The approval of any action that requires approval of the Members (Section 5034) or approval of a majority of all members (Section 5033), regardless of whether the corporation has members;

(b) The filling of vacancies on the Board or in any committee which has the authority of the Board;

(c) The amendment or repeal of any resolution of the Board; or

(d) The appointment of committees of the Board or the members thereof;

6.2 Other Committees

A committee exercising the authority of the Board under Section 6.1 of this Article shall not include as members any persons who are not directors. However, the Board may create other committees that do not exercise the authority of the Board, and these other committees may include persons regardless of whether they are directors and, subject to the first sentence of this Section, shall have such duties and powers as may be delegated to them by resolution of the Board, other than any power listed in subdivisions (a) through (d) of Section 6.1.

ARTICLE 7

CORPORATE RECORDS AND REPORTS

7.1 MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep and maintain a secure backup of all of the records of the corporation, including: (a) minutes of all meetings of directors and committees of the Board of directors; (b) financial statements and budgets of the corporation; and (c) copies of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection at any reasonable time by all directors. In addition, Members shall have the right to inspect and copy records of the corporation as provided by law.

ARTICLE 8

INSURANCE FOR CORPORATE AGENTS

8.1 Directors and Officers Liability Insurance

The corporation shall carry directors' and officers' liability insurance on behalf of the agents of the corporation (including directors, officers, employees, and other agents of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 7233 of the Code). The form and liability limits of such insurance shall be determined by the Board of Directors from time to time.

ARTICLE 9

AMENDMENTS

9.1 Amendment of Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted or approved, by the Board of Directors, except that a Bylaw specifying or changing a fixed number of directors or the maximum or minimum number, or changing from a fixed to a variable Board or vice versa, may only be adopted by approval of the Members.

SECRETARY'S CERTIFICATE OF ADOPTION

I hereby certify that I am the Secretary of Big Rock Mesas Property Owners Association, Inc., a California nonprofit mutual benefit corporation, and that the foregoing Bylaws were duly adopted by the Board of Directors of said corporation effective as of August 9, 2023.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 10th day of August, 2023.



Frank Albino, Secretary