

**CERTIFICATE OF AMENDMENT**

**TO**

**BYLAWS**

**FOR**

**FULTON OAKS HOMEOWNER'S ASSOCIATION, INC**

**THIS AMENDMENT** to the Bylaws for Fulton Oaks Homeowner's Association, Inc. ("Association") is made this \_\_ day of \_\_\_\_\_, 2006, with reference to the following facts:

A. The Association's Declaration of Covenants, Conditions and Restrictions ("Declaration") was recorded as Instrument No. 87-73367 in the Official Records of Los Angeles County, California on January 20, 1987, and amended by that certain document recorded as Instrument No. 87-252535 on February 20, 1987, and again by that certain document recorded as Instrument No. 87-1206288 on July 29, 1987.

B. The Association's 11-page Bylaws ("Bylaws") were adopted in 1986.

C. In or about March, 1996, Lion, LLC purchased all of the units in the Association.

D. In or about August, 1996, Lion, LLC dissolved the Association's corporate entity and formed a new corporate entity, Fulton Terrace Homeowners Association, to assume the obligations of the Association and manage the affairs of the Association.

E. According to the Association's records, certain amendments to the Bylaws were duly adopted by Lion, LLC to reflect the change in the name of the Association, but a formal Certificate of Amendments does not appear to have been executed by the then Board of Directors.

F. The Association's current Board of Directors desires to execute this Certificate of Amendment to set forth the 1996 approved amendments.

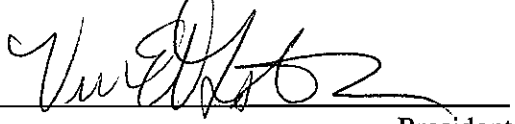
**NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING:**

1. Any and all references in the Bylaws to “Fulton Oaks Homeowner’s Association, Inc.” or to “Fulton Oaks”), including but not limited to in Article I and Article II, Section 1 thereof, are hereby deleted in their entirety and replaced with “Fulton Terrace Homeowners Association, Inc.”

2. Except as the same is hereinabove amended, the Bylaws, and each and every provision thereof, shall continue in full force and effect.

**IN WITNESS WHEREOF**, the undersigned, being the President and Secretary of the Association, have executed this instrument on the date and year first written above.

Fulton Oaks Homeowner’s Association, Inc.

  
\_\_\_\_\_  
, President

  
\_\_\_\_\_  
, Secretary

BYLAWS

OF

FULTON OAKS HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is FULTON OAKS HOMEOWNER'S ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the Association shall be located at the FULTON OAKS condominiums, located on or about 4275 Fulton Avenue, Los Angeles, County of Los Angeles, State of California. Meetings of the Association and its governing body shall be held at said Fulton Avenue location.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to FULTON OAKS HOMEOWNER'S ASSOCIATION, INC., a California non-profit mutual benefit corporation.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Condominiums" shall mean an estate in real property consisting of an undivided one-twenty oneth (1/21)

\* Amended Name 08-05-96  
to Fulton Terrace Homeowners Association, Inc.

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interest in the Common Area, together with a separate interest in a unit, as hereinabove defined in said property.

Section 5. "Owner" shall mean and refer to either the record owner, whether one or more persons or entities, of the fee simple title to any condominium which is a part of the Properties, or the equitable owner, whether one or more persons or entities, holding under an unrecorded contract of sale or possessing other equitable interests.

Section 6. "Declarant" shall mean and refer to F. SAMUWEL MALIK and successors and assigns.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Recorder for the County of Los Angeles, State of California on \_\_\_\_\_ in Instrument Number \_\_\_\_\_.

Section 8. "Member" shall be defined in accordance with the Declaration.

### ARTICLE III

#### MEETING OF MEMBERS

Section 1. The first annual meeting of the members, referred to as the first organizational meeting in the Declaration, shall be held at 8:00 P.M. Subsequent annual meetings shall be held on the anniversary date of the first annual meeting at 8:00 P.M. If the day for the annual meeting is a legal holiday, the meeting shall be held at the same hour on the next day which is not a legal holiday.

## Notice of Meetings

Section 2. Written notice of meetings shall be mailed to all members of record.

### Proxies

Section 3. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and shall be filed with the Secretary of the Association. No proxy shall be valid after the expiration of 11 months from the date thereof unless otherwise provided in the proxy, except that the maximum term of any proxy shall be 3 years from the date of execution.

A proxy may be revoked by a writing delivered to an officer of the Association or by a subsequent proxy signed by the person who signed the prior proxy. A proxy may also be revoked by attendance and voting in person at a meeting by the member who signed the proxy. The dates of signing the proxy forms presumptively determine the order of signing.

## ARTICLE IV

### BOARD OF DIRECTORS--SELECTION--TERM OF OFFICE

#### Number

Section 1. The affairs of this Association shall be managed by a board of three directors.

#### Term of Office

Section 2. Members of the Board of Directors shall serve for a term of one (1) year and until their respective successors are elected, or until their death, resignation, or removal. The term of office of the members shall be concurrent.

## Annual Meetings

Section 3. Annual meetings to elect the officers of the Board of Directors shall be held at 8:00 P.M. on the anniversary date of the first organizational meeting of the Board of Directors or if said date is a legal holiday, on the next calendar date.

## Resignation or Death

Section 4. In the event of resignation or death of a Director elected by the Association as a whole, the remaining Directors shall call a meeting, within 15 days after their receipt of notice of occurrence of the event, to elect a successor Director by vote of the remaining Directors.

## ARTICLE V

### NOMINATION AND ELECTION OF DIRECTORS

#### Nomination

Section 1. 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 appointed Committee 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 may be made from among members or non-members.

#### Election

Section 2. Election to the Board of Directors shall be by secret written ballot. Every member entitled to vote at any election of directors may cumulate his votes and give one candidate a number of votes equal to the number of directors to be elected, multiplied by the number of votes to which such members are otherwise entitled, or distribute his votes on the same principle among as many candidates as he thinks fit, if the candidate's name has been placed in nomination prior to voting and if the member has given notice at the meeting prior to voting of his intention to cumulate votes. The candidates receiving the highest number of votes up to the number of directors to be elected shall be deemed elected.

Notwithstanding any other provision of these Bylaws, as long as a two class voting structure is in effect, one Director shall be elected solely by the votes of members other than the Declarant. Such specially elected Director shall be removed from office only by the vote of at least a majority of the voting power residing in members other than the Declarant.

#### ARTICLE VI

#### MEETINGS OF DIRECTORS

#### Regular Meetings

Section 1. Regular meetings of the Board of Directors shall be held every three months at the principal office of the Association, at the hour of 8:00 P.M., on the first Tuesday of the month during which the meeting is scheduled. If the date of said meeting falls on a legal holiday, then that meeting shall be held at the same time of the next day which is not a legal holiday.

Quorum

Section 2. Two 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.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD

OF DIRECTORS

Powers

Section 1. The Board of Directors shall have the following powers, rights and duties subject to the limitations specified in the Declaration:

- (a) Adopt, publish and enforce rules and regulations for the use of the Common Area and Properties.
- (b) To levy monthly assessments against Owners and to pay taxes and expenses of the Common Area.
- (c) Contract with a manager or such other employees or agents as they deem necessary.
- (d) 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 at least 53 of the total voting power of the Association.

(e) Supervise all officers, agents, and employees of this Association and to see that their duties are properly performed.

(f) Procure and maintain adequate liability and hazard insurance on property owned by the Association.

(g) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

(h) Cause the Common Area and the exterior of the building on the Properties to be properly maintained.

#### ARTICLE VIII

#### OFFICERS AND THEIR DUTIES

##### Enumeration of Offices

Section 1. The officers shall be a President, Vice-president and Secretary/Treasurer, who shall be at all times members of the Board, and such other officers as the Board may from time to time by resolution create. The officers shall be elected by the board.

##### Election of Officers

Section 2. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

##### Term

Section 3. The officers of this Association shall be elected annually by the Board and each shall hold office

for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

#### Special Appointments

Section 4. 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.

#### Resignation

Section 5. Any officer may resign at any time by 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.

#### Vacancies

Section 6. 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 replaces.

#### Multiple Offices

Section 7. 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.

#### Duties

Section 8. 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 shall 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.

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.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association and shall distribute such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; and keep proper books of account.

## ARTICLE IX

### COMMITTEES

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

## ARTICLE X

### BOOKS AND RECORDS

Section 1. 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, where copies may be purchased at reasonable cost.

Section 2. The Secretary-Treasurer shall be custodian of all books, records, and papers of the Association. The custodian shall keep all such records of the year then current, whether fiscal or calendar, on the premises of the Properties. Records predating the year then current may be stored off the said premises. Records may be inspected at the place of storage during normal business hours after 24 hours notice to the custodian of records. All costs of copying shall be the expense and liability of the person desiring to make copies.

ARTICLE XI  
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: FULTON OAKS HOMEOWNERS ASSOCIATION, INC., State of California

ARTICLE XII  
AMENDMENTS

Amendment of the Bylaws and of the Articles of Incorporation shall be in accordance with applicable provisions of the Declaration.

Dated: \_\_\_\_\_

FULTON OAKS HOMEOWNERS ASSOCIATION, INC.

By: \_\_\_\_\_