

**BYLAWS
OF
MIRALESTE HILLS COMMUNITY ASSOCIATION
a California Nonprofit Public Benefit Corporation**

**ARTICLE I
NAME AND OFFICES**

1.1 Name.

The name of this corporation is Miraleste Hills Community Association.

1.2 Principal Office.

The principal office for the transaction of the activities and affairs of the corporation is located at 2908 Crownview Drive, Rancho Palos Verdes, California. The board of directors may change the location of the principal office of the corporation to any place within the State of California.

1.3 Other Offices.

The board of directors may at any time establish branch or subordinate offices at any place the corporation is qualified to conduct its activities.

**ARTICLE II
PURPOSES AND LIMITATIONS**

2.1 General Purposes.

This corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law for public or charitable purposes. This corporation is not organized for the private gain of any person.

2.2 Specific Purposes.

Within the context of the general purposes stated above, this corporation is organized, and at all times hereafter shall be operated, for the following purposes:

(a) To foster a sense of community and congenial neighborliness among Miraleste Hills residents that promotes a cooperative and collaborative environment;

(b) To promote community planning, projects, and developments, and generally to do or cause to be done that which is reasonably necessary or advisable to foster the general well-being of residents within the Miraleste Hills community;

(c) To preserve, maintain, and beautify the public and common areas of the Miraleste Hills community, including the iconic Miraleste Hills Fountain, providing an aesthetically pleasing and welcoming ambience for residents and visitors to the community; and

(d) To build and preserve the Miraleste Hills community's traditions, to inform residents of issues affecting the community, and to help distribute communications from the officials and staff of the City of Rancho Palos Verdes and County of Los Angeles; and

(e) To exercise any other rights and powers conferred on nonprofit public benefit corporations under the laws of the state of California.

The Miraleste Hills community (the "Community") is encompassed by the following streets within Rancho Palos Verdes: Crownview Drive, Knoll View Drive, Highpoint Road, Grandpoint Lane, the Iconic Miraleste Hills Fountain and its immediate surrounding area. Any area outside of such boundary is not part of the Community or this corporation.

2.3 Limitations.

(a) This corporation is organized and operated exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

(b) The property of this corporation is irrevocably dedicated to the purposes set forth above. No part of the earnings of this corporation shall ever inure to the benefit of any directors or officers of this corporation or to the benefit of any private person.

(c) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization organized and operated exclusively for social welfare purposes, which has established its tax-exempt status under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended.

ARTICLE III MEMBERSHIP AND PARTICIPATION

3.1 Corporation Without Members.

This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The corporation's board of directors may, in its discretion, admit individuals to one or more classes of non-statutory members; the class or classes shall have such rights and obligations as the board finds appropriate.

3.2 Homeowners and Residents of Miraleste Hills.

There shall be two (2) class of non-statutory members ("Participants") in the Association: Premium and Associate.

(a) Premium Participants.

Any natural person holding legal title to any lot within the Community shall be eligible to be a Premium Participant in the Association, except as otherwise provided in these bylaws. No person,

firm, or corporation taking title to any portion of said property as security for the payment of money or the performance of any other obligation shall thereby become entitled to be a Premium Participant. When the legal title to any portion of said property is vested in, or is subject to a contract or agreement of sale in favor of, two or more persons in joint tenancy or otherwise, the several owners or purchasers of said property shall collectively be entitled to be only one Premium Participant.

(b) Associate Participants.

Such interested natural persons not qualifying as Premium Participants (such as lessees of property in the Community) may become Associate Participants upon request to and obtain approval by the board of directors. Associate Participants must reside within the boundaries of the Community. Continuing participation is at the discretion of the board of directors.

3.3 Creation and Termination of Premium Participation.

(a) Any person qualified as a Premium Participant shall be enrolled as a Premium Participant of the Association upon receipt by the Association of such person's dues as provided below.

(b) A person's participation shall terminate upon any of the following circumstances:

- (1) Receipt by the Association of notice of termination from the Participant;
- (2) Conveyance, sale, or transfer of legal title to the Participant's lot within the Community; or
- (3) Failure to pay dues or assessments as provided in these bylaws.

(c) Termination of participation does not entitle a person to a refund of any part of monies paid by such person to the Association.

3.4 Dues and Assessments.

(a) Dues shall be required in the following annual amounts payable on or by January 31, and participation shall continue in effect until the end of the calendar year in which dues are paid:

- (1) Premium Participants: One Hundred Dollars (\$100)
- (2) Associate Participants shall not be required to pay dues.

(b) The amount of annual dues may be changed only by a vote of the Premium Participants.

(c) Assessment of Participants to raise funds for stated purposes may be authorized at any general or special meeting by a two-thirds vote of those Premium Participants voting. Such assessment shall not be used for any purpose except as stated at the time of its authorization and,

if not necessary for such purposes, it shall be refunded to those assessed in proportion to the amount received.

3.5 Voting Power and Quorum.

Residents who are Premium Participants in Good Standing shall have the right to cast one vote per household, as set forth in these bylaws, on the following matters and on each other matter submitted to a vote of the Participants:

- (a) Election of Directors;
- (b) An increase in Dues greater than the amount set forth in Section 3.4(a)(1);
- (c) Assessments; and
- (d) Dissolution of Association.

Twenty percent (20%) of the eligible Premium Participants shall constitute a quorum for the transaction of business at any meeting of residents. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the Participants. Voting may be by voice or written proxy. If a quorum is not present, the board of directors may take into account the vote of the Premium Participants present but has the full power and authority to make a final decision on any matter submitted to a vote of the Participants.

3.6 Good Standing.

Those natural persons who are property owners within the Community and who have paid the required dues, fees, and assessments in accordance with the policies set forth by the board of directors shall be considered "Premium Participants in Good Standing."

3.7 Meeting of Participants.

There shall be one general meeting of Premium and Associate Participants each year at a time, date, and place to be set by the board of directors, which shall constitute the "Annual Meeting." Any business that is appropriate to the purpose of the Association may be transacted at such Annual Meeting, including the election of directors. Other meetings of Participants may be held at any place and time designated by the board of directors.

ARTICLE IV BOARD OF DIRECTORS

4.1 Number of Directors.

The authorized number of directors shall be five (5) until changed by an amendment of these bylaws. Each director must be a Premium Participant in Good Standing who is also a full-time resident of the Community.

4.2 General Powers.

(a) General Powers.

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and subject to any limitations in the articles of incorporation and these bylaws, the corporation's activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the board of directors. The board may delegate the management of the activities of the corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board.

(b) Specified Powers.

Without prejudice to such general powers, but subject to the same limitations, the board of directors shall have the power and authority to:

(1) Except as otherwise provided in these bylaws, approve any action which would otherwise be required to be approved by members if this corporation had members.

(2) Appoint and remove all officers, agents, and employees of the corporation; prescribe such powers and duties for them as may not be inconsistent with law, with the articles of incorporation or with these bylaws; fix their compensation; and require from them security for faithful service.

(3) Change the principal executive office or the principal business office in California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or foreign country; and conduct business within or outside California.

(4) Adopt, make, and use a corporate seal and alter the form of such seal.

(5) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes and in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities for such consideration; provided, however, that no loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors.

(6) Establish and accumulate such reserve funds as may be adequate in the discretion of the directors to provide for administration expenses and other possible current and future obligations of the corporation.

(7) Adopt and prescribe reasonable rules and procedures, which shall not be inconsistent with the provisions of these bylaws, governing the reporting of contributions and any and all other matters in connection with the corporation.

4.3 Term of Office.

All of the directors of the corporation shall serve one (1) year terms, and may, if reappointed, serve consecutive terms.

4.4 Election of Directors.

(a) Provided that a quorum of Premium Participants is met at the Annual Meeting, the following procedure may be used to elect the members of the board of directors:

(1) The president of the Association shall describe the qualifications and responsibilities of the directors and shall call for nominations from the floor;

(2) A Nomination may be made by Premium Participant and must be seconded by a different Premium Participant;

(3) Once all nominations have been made and seconded, each nominee shall be given an opportunity to introduce him or herself;

(4) All nominees shall exit the meeting and voting shall commence; and

(5) The nominees receiving the highest number of votes shall fill the vacancies on the board.

(b) If a quorum is not met at the Annual Meeting, successors to the directors shall be elected by a majority vote of the directors then in office at the annual meeting of the board of directors.

(c) Each director shall hold office for their full term of office as set forth in Section 4.3 and until a successor has been elected and qualified unless he or she has resigned or been removed or his or her office has been declared vacant in the manner provided in these bylaws.

4.5 Voting.

Each member of the board of directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

4.6 Resignation of Directors.

Except as provided below, any director may resign from the board at any time by giving written notice to the president, secretary, or chief financial officer of the corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Notwithstanding the above, except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

4.7 Removal of Directors.

A director may be removed from office without cause by a majority vote of the total number of voting directors then in office. If a director ceases to be a Premium Participant in Good Standing, he or she shall automatically be removed from the board.

4.8 Restriction on Interested Persons as Directors.

Notwithstanding any other provision of this Article IV, no more than forty-nine percent (49%) of the persons serving on the board may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

4.9 Compensation of Directors.

Directors may not receive compensation for their services as directors but may receive such reimbursement of expenses as may be fixed or determined by resolution of the board of directors.

4.10 Inspection by Directors.

Each director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation for a purpose reasonably related to such person's interest as a director. The right of inspection includes the right to copy and make extracts of documents.

4.11 Vacancies.

A vacancy in a director position because of removal, death, resignation, or otherwise shall be filled by a majority vote of directors. Notwithstanding the foregoing, if the former occupant of the position was elected by approval of the board of directors and the number of directors then in office is less than a quorum, the vacancy may be filled by (a) the unanimous written consent of the directors then in office, (b) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice in accordance with Section 5211 of the Nonprofit Public Benefit Corporation Law, or (c) a sole remaining director. Any person designated to fill a vacancy on the board of directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal contained herein.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

5.1 Place of Meetings.

Meetings of the board of directors shall be held at any place within this State which has been designated from time to time by resolution of the board. In the absence of such designation, meetings shall be held at the principal office of this corporation. Any meeting may be held by

conference telephone or similar communication equipment, as long as all directors participating in such meeting can hear and communicate with each other. All such directors shall be deemed to be present in person at such meeting.

5.2 Annual Meeting.

The board of directors shall hold an annual meeting, at such time as shall be fixed by the board of directors, for the purpose of organization, election of officers, and transaction of other business.

5.3 Regular Meeting.

Other regular meetings of the board of directors shall be held at such time as shall from time to time be fixed by the board of directors.

5.4 Special Meetings.

Special meetings of the board of directors for any purpose or purposes may be called at any time the chairperson of the board, if any, the president, any vice president, the secretary, or any two directors, to be held at such time and place as shall be designated in the notice of meeting.

5.5 Notice of Meeting.

Notice of the time and place of special meetings of the board of directors shall be given by written notice delivered personally or sent by mail or e-mail or facsimile to each director at his or her address as shown on the records of the corporation. If mailed, such notice shall be deposited in the United States mail at least four (4) days before the date set for the meeting, in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by e-mail or facsimile, such notice shall be sent at least forty-eight (48) hours before the time set for the meeting. The business to be transacted at any special meeting of the board shall be specified in the notice.

5.6 Quorum and Manner of Acting.

A majority of the total number of directors in office shall constitute a quorum of the board of directors for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting at which a quorum is present shall be regarded as the act of the board of directors, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a director or directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

5.7 Adjournment and Notice of Adjourned Meeting.

Notwithstanding Section 5.6 above, a majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more

than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

5.8 Action Without Meeting.

Any action required or permitted to be taken by the board may be taken without a meeting if all members of the board shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the board. Such written consent or consents shall be filed with the minutes of the proceedings of the board and may be evidenced by a printout of an email communication.

5.9 Minutes of Meetings and Conduct.

Regular minutes of the proceedings of the board of directors shall be kept in a book provided for that purpose. The board of directors may adopt its own rules of procedure insofar as such rules are not inconsistent with, or in conflict with, these bylaws, the articles of incorporation of the corporation or with the law.

ARTICLE VI OFFICERS

6.1 Officers.

The officers of the corporation shall be a president, a vice president, a secretary, and a chief financial officer. The corporation may also have, at the discretion of the board of directors, a chairperson of the board, one or more additional vice presidents, one or more assistant secretaries, one or more assistant chief financial officers, and such other officers as may be appointed in accordance with the provisions of Section 6.3. Any two or more offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairperson of the board.

6.2 Election.

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 6.3, shall be elected by the board of directors, and each shall serve for a one (1) year term at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment, and may, if reappointed, serve consecutive terms.

6.3 Other Officers.

The board of directors may appoint and may authorize the president or other officers to appoint such other officers as the business of the corporation may require. Each officer so appointed shall hold office for such period and have such authority and perform such duties as are provided in these bylaws or as the board of directors may from time to time determine.

6.4 Removal of Officers.

Any officer appointed by the board of directors may be removed at any time, with or without cause or notice, by the board of directors. Subordinate officers appointed by persons other than the board under Section 6.3 may be removed at any time, with or without cause or notice, by the board of directors or by the officer by whom appointed. Officers may be employed for a specified term under a contract of employment if authorized by the board of directors; such officers may be removed from office at any time under this section and shall have no claim against the corporation or individual officers or board members because of the removal except any right to monetary compensation to which the officer may be entitled under the contract of employment.

6.5 Resignation of Officers.

Any officer may resign at any time by giving written notice to the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified in such notice; and, unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective. Any such resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

6.6 Vacancies in Office.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office.

6.7 Responsibilities of Officers.

(a) Chairperson of the Board.

The chairperson of the board, if such an officer be elected, shall, if present, preside at all meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the board of directors or prescribed by the bylaws. If there is no president, the chairperson of the board shall in addition be the chief executive officer of the corporation and shall have the powers and duties of the president as prescribed in these bylaws.

(b) President/Chief Executive Officer.

Subject to such supervisory powers, if any, as may be given by the board of directors to the chairperson of the board, if there be such an officer, the president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction and control of the activities and the officers of the corporation. He or she shall preside, in the absence of the chairperson of the board or if there be none, at all meetings of the board of directors. He or she shall have the general powers and duties of management usually vested in the office of president of a corporation and shall have such other powers and duties as may be prescribed by the board of directors or these bylaws.

(c) Vice President.

In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the board of directors or, if not ranked, a vice president designated by the board of

directors, shall perform all the duties of the president. When so acting, a vice president shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or the bylaws, the president or the chairperson of the board.

(d) Secretary.

(1) Minutes.

The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may order, a book of minutes of all meetings, proceedings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place the meeting was held; whether it was annual, regular or special; if special, how it was called or authorized; the names of those present at board and committee meetings; and an accurate account of the proceedings. If the secretary is unable to be present, the secretary or the presiding officer of the meeting shall designate another person to take the minutes of the meeting. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date.

(2) Notices, Seal, and Other Duties.

The secretary shall give, or cause to be given, notice of all meetings of the board of directors and committees of the board of directors required by these bylaws to be given. In case of the absence or disability of the secretary, or his or her refusal or neglect to act, such notices may be provided by the president, or by the vice president, if any, or by any person authorized by the president or by any vice president, or by the board of directors. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

(e) Chief Financial Officer.

(1) Books of Account.

The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of the properties and transactions of the corporation. The chief financial officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws or by the board. The books of account shall at all reasonable times be open to inspection by any director.

(2) Deposit and Disbursement of Money.

The chief financial officer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. He or she shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the president and directors, whenever they request it, an account of all of his transactions as chief financial officer and of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the board of directors or the bylaws. If so required by the board of directors, the chief financial officer shall

give a bond for the faithful discharge of his or her duties in such sum and with such surety as the board of directors shall deem appropriate. The chief financial officer shall submit such annual reports to the board of directors as required by law or as directed by the board of directors.

ARTICLE VII INDEMNIFICATION OF DIRECTORS, OFFICERS. AND OTHER AGENTS

7.1 Right of Indemnity.

To the fullest extent permitted by law, the corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in these bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

7.2 Approval of Indemnity.

On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification.

7.3 Advancement of Expenses.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

7.4 Insurance.

The board shall have the right to authorize and direct the officers of the corporation to cause the corporation to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's employee's or agent's status as such.

ARTICLE VIII RECORDS AND REPORTS

8.1 Maintenance of Corporate Records.

The board shall cause the appropriate officers of the corporation to keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of the board and committees of the board; and
- (c) A record of each director's name and address.

8.2 Maintenance and Inspection of Articles and Bylaws.

The secretary shall keep at the corporation's principal office the original or a copy of the articles of incorporation and bylaws as amended to date.

8.3 Annual Report.

The board shall cause an annual report to be sent to directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes;
- (d) The expenses or disbursements of the corporation for both general and restricted purposes; and
- (e) Any other information required by these bylaws.

If the income statements and balance sheets referred to in this section have not been audited, they shall be accompanied by the report of any independent accountants engaged by the corporation or the certificate of an authorized officer of the corporation that such financial statements were prepared without audit from the books and records of the corporation.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished to any director who requests it in writing.

8.4 Annual Statement of Certain Transactions and Indemnifications.

As part of the annual report to all directors, or as a separate document if no annual report is issued, the board shall cause to be annually prepared and mailed or delivered to each director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the corporation's fiscal year:

- (a) Any transaction (i) in which the corporation or its parent or subsidiary was a party, (ii) in which an "interested person" has a direct or indirect material financial interest, and (iii)

which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under ARTICLE VII of these bylaws, unless that indemnification has already been approved by the directors under Section 5238(e) of the California Corporations Code.

For this purpose, an “interested person” is any director or officer of the corporation, its parent or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest; provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

ARTICLE IX GENERAL CORPORATE MATTERS

9.1 Checks, Drafts, Evidences of Indebtedness.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by the chief financial officer and the president, or such other officers of the corporation, and in such manner, as shall be determined by resolution of the board of directors.

9.2 Contracts.

The board of directors, except as the bylaws otherwise provided, may authorize any officer or officers or agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to one or more specific matters. Unless so authorized or ratified by the board of directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

9.3 Loans and Borrowing.

The board of directors shall not cause the corporation to make any loan of money or property to or guarantee the obligation of any director or officer unless approved by the Attorney General. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors.

9.4 Deposits.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

9.5 Gifts.

The board of directors may at their discretion accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the corporation.

**ARTICLE X
MISCELLANEOUS**

10.1 Fiscal Year.

The fiscal year of the corporation shall end on the last day of December in each year unless otherwise determined by resolution of the board of directors.

10.2 Rules.

The board of directors may adopt, amend, or repeal rules not inconsistent with these bylaws for the management of the internal affairs of the corporation and the governance of its officers, agents, committees, and employees.

10.3 Corporate Seal.

The board of directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word "California".

10.4 Waiver of Notice.

Whenever any notices are required to be given under the provisions of the Nonprofit Corporation Act of the state of California, or under the provisions of the articles of incorporation of the corporation, or these bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether dated before or after the time such notices are required to be given, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

**ARTICLE XI
AMENDMENT TO BYLAWS**

11.1 Amendment to Bylaws.

These bylaws may be amended at any regular meeting of the board of directors by a majority vote of the board of directors; provided, however, that if any provision of these bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting secretary of Miraleste Hills Community Association, a California nonprofit public benefit corporation.
2. The bylaws to which this certificate is attached, comprising fifteen (15) pages, constitute the bylaws of such corporation as duly adopted by the board of directors on February 10, 2020.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: 3/16/20, 2020


Beth Phillips, Secretary