

AMENDED AND RESTATED BYLAWS
OF THE
WASHINGTON SQUARE NEIGHBORHOOD ASSOCIATION

ARTICLE I
NAME

The name of this Association shall be the "WASHINGTON SQUARE NEIGHBORHOOD ASSOCIATION" (WSNA).

ARTICLE II
MISSION STATEMENT/PURPOSE

Section 1. MISSION STATEMENT

The Washington Square Neighborhood Association is an organization working to foster a sense of community by promoting public awareness, developing an appreciation of the historical significance of our homes, bridging the cultural generational and economic diversity of our residents and bring about communication between the community, local businesses and city officials.

Section 2. NO INDIVIDUAL GAIN

The Association does not contemplate pecuniary gain or profit to any of its members whatsoever, and there shall be no distribution of any profit or assets at any time to its members.

ARTICLE III
OFFICES

The principal office for the transaction of business of the Association shall be located in Orange County at a place designated by the Board of Directors. The location may be changed by approval of a majority of the authorized Directors, and additional offices may be established and maintained at such other place or places, either within or without the State of California, as the Board of Directors may from time to time designate.

ARTICLE IV MEMBERSHIP

Section 1. ELIGIBILITY OF MEMBERS

Membership in the Association is open to residents within the area bounded by the south side of Seventeenth Street, the north side of Civic Center Drive, the west side of Flower Street and the east side of Bristol. Residents become members through the payment of annual dues.

Section 2. CLASSES OF MEMBERS

This Association shall have three classes of members. The designation of such classes and qualifications of the members of each class shall be as follows:

A. **REGULAR MEMBER:** Regular membership shall consist of individuals who have a vested interest in residential real property of the Association and reside within the boundaries therein.

B. **ASSOCIATE MEMBER:** An associate member shall consist of individuals who do not have a vested interest in residential property of the Association, but reside within the boundaries therein as a renter or tenant. Such associate members may participate in activities of this Association as authorized by the Board of Directors.

C. **OTHER MEMBERS:** The Board of Directors, may from time to time, establish various classes of membership, such as honorary or social members, to accommodate those people or organizations who do not qualify under the above, but who are deemed worthy of becoming members of this Association.

Section 3. VOTING RIGHTS

A. Each regular member shall be entitled to vote on each matter submitted to a vote of the members. Each household shall hold a single membership and shall be entitled to one vote.

B. Associate members, and any other class of members as may be established, shall not have the right to vote.

Section 4. DUTIES AND RESPONSIBILITIES

A. All members of the Association shall at all times work for the best interests of the Association and the members thereof.

B. Each member, whether regular or associate, upon being accepted as a member, shall agree to be bound and governed by the Bylaws of this Association.

C. No member shall use the name of the Association or membership in the Association for political or economic gain, outside of the normal business relations established by reason of said membership, without the express prior written consent of the Board of Directors.

D. No member of the Association shall, as such, be personally liable for the debts, liabilities or obligations of the Association. No person is liable for any obligation arising from membership, unless admitted upon his own application and consent.

Section 5. EXPULSION, SUSPENSION OR TERMINATION OF MEMBERSHIP

A. The Board of Directors may, after prior notice in writing, terminate the membership of any regular or associate member for cause determined to be detrimental to the best interests of the Association, or for failure to pay dues within the time period specified in these Bylaws, subject to the following:

(1) No member may be expelled or suspended except in accordance with a fair and reasonable procedure as follows:

(a) The decision to suspend or expel a member must be approved by a majority vote of the Board of Directors, excluding any vote of the member whose expulsion, suspension or termination of membership is being considered;

(b) The subject member must be given not less than fifteen (15) days written notice of the proposed expulsion, suspension or termination, and the reasons therefor, such notice to be given by any method reasonably calculated to provide actual notice, or if by mail, sent first-class or registered mail to the last address of the subject member on the Association's records;

(c) The subject member must be provided an opportunity to be heard by the Board of Directors, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination.

(d) Any action challenging an expulsion, suspension or termination shall be in accordance with the California Nonprofit Corporation Law.

(e) A member who is expelled or suspended or whose membership is terminated shall be liable for any charges incurred, services or benefits

actually rendered, dues, or fees incurred before the expulsion, suspension or termination.

Section 6. TRANSFER OF MEMBERSHIP

Membership in this Association is not transferable.

ARTICLE V
DUES AND ASSESSMENTS

Section 1. DUES

A. The Board of Directors shall from time to time, after due notice to the regular members, set the amount of dues to be paid by each member.

B. Each associate member and other members shall pay to the Chief Financial Officer annual dues in the sum to be set from time to time by the Board of Directors.

Section 2. PAYMENT OF DUES

Dues shall be due and payable within 45 days of the date of the notice.

Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP

When any member of any class shall be in default of the payment of dues for a period of three (3) months, that member shall automatically forfeit his right to vote, if any, as a regular member of the Association, and his membership may thereupon be terminated by the Board of Directors in the manner provided in Article IV, Section 8 of these Bylaws.

ARTICLE VI
MEMBERS' MEETING

Section 1. TIME

A. An annual meeting of members for the election of directors and for the transaction of any other proper business shall be held in January of each year, on the date and at the time and place as set by the Board of Directors.

B. Quarterly meetings of members shall be held at the time and place as set by the Board of Directors.

C. Special meetings shall be held at such place, within or without the State of California, as the Directors may from time to time fix.

Section 2. CALL

Annual meetings may be called by the Directors, the President, if any, the Vice-President, if any, the Secretary, or by any officer instructed by the Directors to call the meeting. Special meetings may be called in like manner by ten percent (10%) of the voting members in good standing.

Section 3. NOTICE

A. Written notice stating the place, day and hour of each meeting, and, in the case of a special meeting, the general nature of the business to be transacted or, in the case of an annual meeting, those matters which the Board of Directors, at the giving of notice, intends to present for action by the members, shall be given not less than ten (10) days or more than ninety (90) days before the date of the meeting, by first-class or certified mail, personally, or by other means of written communication, charges prepaid by or at the direction of the Directors, the President, the Secretary or the officer or persons calling the meeting. Such notice shall be deemed to be delivered when deposited in the United States mail with first class postage therein prepaid, or given by other means of written communication.

B. The notice of any meeting at which directors are to be elected shall include the names of nominees intended at the time of notice to be presented for election.

C. At any regular or special meeting of members, any matter relating to the affairs of the Association whether or not stated in the notice of the meeting may be brought up for action, except matters that the Nonprofit Corporation Law requires to be stated in the notice of the meeting. The notice of any annual or special meeting shall also include, or be accompanied by, any additional statements, information or documents prescribed by the Nonprofit Corporation Law.

D. When a meeting is adjourned to another time or place, notice of the adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken; provided that, if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member. At the adjourned meeting, the Association may transact any business that might have been transacted at the original meeting.

Section 4. CONDUCT OF MEETING

A. Meetings of the members shall be presided over by one of the following officers in the order of seniority and if present and acting: the President, if any, a Vice-President, or, if none of the foregoing is in office and present and acting, by a chairman to be chosen by the members. The Secretary of the corporation, shall act as secretary of every meeting. If the Secretary is unable to be present, the Chairman of the meeting shall appoint a secretary of the meeting.

Section 5. QUORUM; VOTE

A. The presence of not less than five percent (5%) of the members entitled to vote shall constitute a quorum at a meeting of members for the transaction of any business.

B. Except as otherwise provided by the Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at a meeting at which a quorum is present shall be authorized by the affirmative vote of a majority of the members represented at the meeting.

ARTICLE VII BOARD OF DIRECTORS

Section 1. GENERAL POWERS

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

B. Each director shall exercise such powers and otherwise perform such duties in good faith, in the manner such director believes to be in the best interests of the Association, and with care, including reasonable inquiry, using ordinary prudence, as a person in a like position would use under similar circumstances.

Section 2. QUALIFICATIONS AND NUMBER

Any regular member of the Association shall qualify to serve as a director. The authorized number of directors shall be not less than three (3) nor more than seven (7). The exact number of directors constituting the Board of Directors shall be five (5), until further changed within the limits specified by approval of the Board or members, or by amendment of this Bylaw by the members as provided in Article XI. Each Director must be a member in good standing of the Association.

Section 3. ELECTION AND TERM

The Directors shall be elected at each annual meeting of the members and shall hold office until their respective successors are elected, or their earlier resignation, removal from office or death.

Section 4. VACANCIES

A. In the event of a vacancy on the Board of Directors, due to either a failure of a director to complete his term, including by reason of his removal from the Board for three (3) consecutive unexcused absences, an increase in the number of authorized directors, or death, the vacancy shall be filled by appointment by the Board of Directors. A director appointed to fill a vacancy shall serve the remainder of the unexpired term of his predecessor on the Board, if any.

B. Any director may resign effective immediately upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to the office when the resignation becomes effective.

Section 5. MEETINGS

A. TIME. An annual meeting of the Board of Directors shall be held immediately succeeding the annual meeting of members. Regular monthly meetings and special meetings shall be held at such time as the Board shall fix.

B. PLACE. Meetings may be held at any place, within or without the State of California, which has been designated in any notice of the meeting, or, if not stated in said notice, or, if there is no notice given, at the place designated by resolution of the Board of Directors.

C. CALL. Meetings may be called by the President, if any, by any Vice-President or Secretary, or by any two directors.

D. NOTICE AND WAIVER THEREOF. No notice shall be required for regular meetings for which the time and place have been fixed by the Board of Directors. Special meetings shall be held upon at least four days' notice by mail or upon at least forty-eight hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Notice of a meeting need not be given to any director who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack

of notice to such director. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the Board of Directors.

Section 6. ACTION AND QUORUM

A. Except as the Articles of Incorporation, these Bylaws and the Nonprofit Corporation Law may otherwise provide, the act or decision done or made by a vote of a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

B. A majority of the authorized number of directors shall constitute a quorum except when a vacancy or vacancies prevents such a quorum, whereupon a majority of the directors in office shall constitute a quorum, provided that such majority shall constitute at least either one-third of the authorized number of directors or at least two directors, whichever is larger, or unless the authorized number of directors is only one. 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 twenty-four hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors, if any, who were not present at the time of the adjournment.

C. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another at the same time, and participation by such use shall be deemed to constitute presence in person at any such meeting.

D. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough directors so as to lose the original quorum, provided that any action that may be taken is approved by at least a majority of the required quorum for such meeting.

Section 7. REMOVAL OF DIRECTORS

The entire Board of Directors or any individual director may be removed from office without cause by approval of a majority of the members. If any or all directors are so removed, new directors may be elected at the same meeting or by such written consent. The Board of Directors may declare vacant the office of any director who has been declared of unsound mind by an order of court or convicted of a felony.

Section 8. COMMITTEES

The Board of Directors may, by resolution, designate one or more committees to serve at the pleasure of the Board of Directors. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have all the authority of the Board of Directors, until their task is completed, except such authority not delegated by the provisions of the Nonprofit Corporation Law.

Section 9. BOARD ACTION WITHOUT A MEETING

The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the Association records or made a part of the minutes of the meeting.

Section 10. ACTION BY UNANIMOUS WRITTEN CONSENT

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

Section 11. COMPENSATION

Directors as such shall not receive any stated salaries or other compensation for their services. Nothing contained herein shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation.

ARTICLE VIII OFFICERS

Section 1. OFFICERS

The officers of the Association shall be a President, a Vice-President, a Secretary and a Chief Financial Officer. The Association may also have, at the discretion of the Board of Directors, more Vice Presidents, one or more Assistant Secretaries and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VIII. One person may hold two or more offices, however, no person may hold the offices of President and Secretary simultaneously.

Section 2. ELECTION

The officers of the Association, except such officers as may be appointed in accordance with the provisions of Section 3. or Section 5. of this Article VIII shall be elected by the Board of Directors, at the annual meeting of the Board, and until his successor shall be elected, or until said officer shall earlier resign or shall be removed or otherwise disqualified to serve.

Section 3. SUBORDINATE OFFICERS, ETC.

The Board of Directors may appoint such officers as the business of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION

A. Any officer may be removed, either with or without cause, by action of the directors then in office, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

B. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President or to the Secretary of the Association. Any such resignation shall take effect at the date of the 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 5. VACANCIES

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

Section 6. PRESIDENT

The President shall be the Chief Executive Officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Association. He shall preside at all meetings of the members and at all meetings of the Board of Directors. He shall be ex officio a member of all the standing committees, including the Executive Committee, if any, and 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 the Bylaws.

Section 7. VICE-PRESIDENT

In the absence or disability of the President, the Vice-Presidents, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice-President designated by the Board of Directors shall perform all the duties of the President, and when so acting 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.

Section 8. SECRETARY

A. The Secretary shall keep, or cause to be kept at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the names of those present or represented at members' meetings and the proceedings thereof.

B. The Secretary shall keep, or cause to be kept, at the principal office or such other place as the Board of Directors may order a register showing the names of the members and their addresses, to the extent possible.

C. The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Directors required by the Bylaws or by law to be given, and shall keep the seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 9. CHIEF FINANCIAL OFFICER

A. The Chief Financial Officer shall act as Treasurer of the Association and shall keep and maintain or cause to be kept and maintained, in accordance with generally accepted accounting principles, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital earnings (or surplus). The books of account shall at all reasonable times be open to inspection by any director.

B. The Chief Financial Officer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. The CFO shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all transactions and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE IX
**INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND
AGENTS**

Section 1. DEFINITIONS

A. For the purposes of this Article IX, "agent" shall include any person who is or was a director, officer, employee, or other agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic association which was a predecessor association of the Association or of another enterprise at the request of the predecessor association; "proceeding" includes any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 4 or Section 5A(3) of this Article IX.

Section 2. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES

The Association shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Association to procure a judgment in its favor, an action brought under Section 5233 of Part 2, made applicable to Section 7238 of the California Nonprofit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of the Association, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding, if that person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Association and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its

equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Association or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE ASSOCIATION

A. The Association shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Association, an action brought under Section 5233 of Part 2, made applicable to Section 7238 of the California Nonprofit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that the person is or was an agent of the Association, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of the Association and its members. No indemnification shall be made under this Section 3 for any of the following:

(1) In respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable to the Association in the performance of that person's duty to the Association and its members, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses and then only to the extent that the court shall determine;

(2) Of amounts paid in settling or otherwise disposing of a threatened or pending action with or without court approval; or,

(3) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

Section 4. INDEMNIFICATION AGAINST EXPENSES

To the extent that an agent of the Association has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article IX, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. REQUIRED DETERMINATIONS

A. Except as provided in Section 4 of this Article IX, any indemnification under this Article IX shall be made by the Association only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article IX by any of the following:

(1) A unanimous vote of a quorum consisting of directors who are not parties to such proceeding;

(2) Approval of the members, with the member to be indemnified not being entitled to vote thereon; or,

(3) The court in which the proceeding is or was pending on application made by the Association or the agent or the attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the Association.

Section 6. ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by the Association prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay that amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article IX.

Section 7. OTHER INDEMNIFICATION

No provision made by the Association to indemnify its directors or officers for the defense of any proceeding, whether contained in the articles, bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this Article IX, and with the California Nonprofit Corporation Law commencing with Section 7237. Nothing contained in this Article IX shall affect any right, to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. FORMS OF INDEMNIFICATION NOT PERMITTED

A. No indemnification or advance shall be made under this Article IX, except as provided in Section 4 or Section 5A(3), in any circumstance where it appears:

(1) That it would be inconsistent with a provision of the articles, these Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or,

(2) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. INSURANCE

The Association shall have power to purchase and maintain insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent in that capacity or arising out of the agent's status as such whether or not the Association would have the power to indemnify the agent against that liability under the provisions of this Article IX, except as may otherwise be prohibited by the California Nonprofit Corporation Law.

ARTICLE X CORPORATE CONTRACTS AND INSTRUMENTS-HOW EXECUTED

The Board of Directors, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Association by any contract or agreement, or to pledge its credit, or to render it liable for any purposes or any amount, except as provided in Section 7214 of the California Nonprofit Corporation Law.

ARTICLE XI CONTROL OVER BYLAWS

These Bylaws may be amended or repealed, or new Bylaws may be adopted, by a majority vote of the members, or by the vote of the majority of the authorized number of directors pursuant to the provisions for action by the Board set forth in Article VII, Section 6 of these Bylaws, at any regular or special meeting upon no less than ten (10) days written notice setting forth the intention to alter, amend, repeal or adopt new Bylaws at such meeting; provided, however, that the Board of Directors shall have no control over any Bylaw which specifies or changes a fixed number of directors of the Association, or changes the maximum or minimum number of authorized directors, or changes from a fixed to a variable board or vice-versa, and provided further, that any

control over the Bylaws herein vested in the Board of Directors shall be subject to the authority of the members to amend or repeal the Bylaws or to adopt new Bylaws.

ARTICLE XII **BOOKS AND RECORDS**

Section 1. **RECORDS; STORAGE AND INSPECTION**

A. The Association shall keep the original or a copy of the Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times.

B. The Association shall keep adequate and correct books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and committees, if any, of the Board of Directors. Such minutes shall be in written form. The Association shall keep a record of its members, giving the names, addresses and classifications of all members. Such other books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 2. **RECORD OF PAYMENTS**

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 Association shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

ARTICLE XIII **ASSETS AND PROFITS**

No member of the Association shall have any right, title or interest whatsoever in or to any property or asset that the Association may have or hereafter acquire. In the event of or upon the dissolution or winding up of this Association, the directors or persons in charge of the liquidation shall distribute any assets remaining, after the payment or discharge of all of the Association's debts or obligations, to a charitable organization holding an exempt status, or otherwise in accordance with California Nonprofit Corporation Law.

ARTICLE XIV **SEAL**

A suitable seal shall be maintained by the Board of Directors for Washington Square Neighborhood Association.

ARTICLE XVI
MISCELLANEOUS

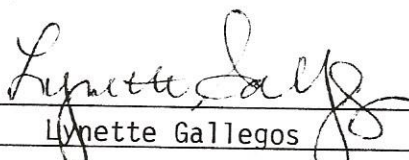
The rules and procedures governing the conduct of the business of the Association as it effects the rights, obligations and duties of members or associate members, officers, directors or other agents of the corporation which are not otherwise specifically set forth in these Bylaws, shall be governed by the Nonprofit Corporation Law of the State of California.

CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED BYLAWS BY
SECRETARY

THIS IS TO CERTIFY:

That I am the duly-elected, qualified and acting Secretary of the above-named Association, and that the foregoing Amended and Restated Bylaws of the Washington Square Neighborhood Association, consisting of 17 pages, including this certification, were adopted as the Amended and Restated Bylaws of said Association on April 13, 2006, by the Directors and Members of said Association.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal this 13 day of April, 2006.



Lynette Gallegos, Secretary

(SEAL)