



**BY LAWS
OF
MICHILLINDA PARK ASSOCIATION, INC.**

a California public benefit corporation

**BY LAWS
OF
MICHILLINDA PARK ASSOCIATION, INC.**

a California public benefit corporation

**Article I
OFFICES**

Section 1. PRINCIPAL EXECUTIVE OFFICE. The principal executive office of the corporation shall be located at such place as the Board of Directors (hereinafter called the "Board") shall from time to time determine. The Board is granted full power and authority to change said principal office from one location to another.

Section 2. OTHER OFFICES. Branch or subordinate offices may at any time be established by the Board at any place or places.

**Article II
MEMBERSHIP**

Section 1. PROPERTY OWNERS. Members of the corporation shall be non-delinquent, dues-paying property owners who own real property situated within the area bounded by the east curb line of Rosemead Boulevard at the south curb line of Laurita Avenue, south to the north curb line of Huntington Drive, east to the west curb line of Michillinda Avenue, north to the south curb line of Oakdale Avenue, west to the west property line of 405 South Woodbury Boulevard, south to the north property line of 435 South Woodward Boulevard, west to the west curb line of Michigan Boulevard (Lot 4 of the C.L. Chapman

Homestead Tract), south to the south curb line of Laurita Avenue, and west to the southeast curb line of Rosemead Boulevard. Such members are qualified to be a member of the Board.

Section 2. RENTERS. A person or family renting a residential property within the area described in Section 1 above is qualified for membership in the corporation. Such person or family is qualified to be a member of the Board after one (1) year of residency.

Section 3. VOTING. Members described hereinabove shall be entitled to one membership per family and shall be entitled to cast one vote. Membership must be established no less than 24 hours prior to casting a vote.

Section 4. DUES. The Board shall determine annual membership dues at an amount determined by the Board to be sufficient to fund the corporate needs of the Association. Said dues shall be payable on the first of January of each year. The Treasurer shall provide the means for collecting dues.

Section 5. NONDISCRIMINATION. The Michillinda Park Association, Inc. does not discriminate in offering membership or officer status on the basis of race, age, gender, or any other social or economic condition.

**Article III
DIRECTORS**

Section 1. POWERS. Subject to the limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be managed and all corporate powers shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or

committees 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. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- a) To select and remove all the other officers, agents, and employees of the corporation prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws, fix their compensation, and require from them security for faithful service.
- b) To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefor not inconsistent with law, the Articles, or these Bylaws, as they may deem appropriate.
- c) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem appropriate. The seal shall display the words "MICHILLINDA PARK ASSOCIATION, INC. INCORPORATED OCTOBER 21, 1940, CALIFORNIA".
- d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor. All indebtedness in excess of \$5,000.00 shall be incurred only with the approval of a majority of the qualified voters at a duly called meeting of the corporation.

Section 2. NUMBER OF DIRECTORS. The authorized number of Directors shall be nine (9) until changed by an amendment to the Articles of Incorporation or by a Bylaw.

Section 3. ELECTION OF BOARD. A selection committee appointed by the Board shall present a slate of candidates to the membership at the meeting. All members of the corporation shall be given the opportunity to give their names to the committee if they desire to be considered as a candidate. Such candidates may call the committee chairperson, whose name and telephone number will be published in the fall issue of the Park Lark. If the slate is not approved by a majority vote of the members present, nominations will be accepted from the floor. Each Board position will be acted upon separately. Each new director will serve until the next annual meeting of the corporation or until a successor has been qualified and elected.

Section 4. VACANCIES. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation of a director states that it is to be effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies on the Board shall be filled in the same manner as the departed director(s) was selected, provided that midterm vacancies may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director or until a successor has been selected and qualified.

A vacancy or vacancies on the Board shall be deemed to exist on the death, resignation, or removal of any director, or if the authorized number of directors is increased. The Board shall fill all vacancies without undue delay.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a formal order of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 5. PLACE OF MEETINGS. Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the corporation's principal executive office. A list of all Board meetings shall be published for the membership.

Section 6. ANNUAL MEETINGS. The Board shall hold an annual membership meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. Annual Meetings of the Board shall be held in the month of October or November each year. Notice of the annual meeting shall be forwarded via U.S. Mail to each member at least thirty (30) days prior to such meeting. A quorum shall consist of members in good standing

Section 7. CORPORATION MEETINGS. Corporation meetings of the general membership may be called by a majority vote of the Board or by a request of ten percent (10%) of the membership. Membership shall be given thirty (30) days' notice of such meetings. The 30-day notice may be waived if an emergency condition requires such action. An emergency condition shall be defined as existing in any natural disaster or situation requiring immediate membership response. A quorum for such meetings shall consist of members in good standing who are present.

Section 8. REGULAR MEETINGS. Regular meetings of the Board shall be held without call at such times and places as may be fixed by the Board.

Section 9. SPECIAL MEETINGS. Special meetings of the Board for any purpose or purposes may be called at any time by the President, Vice President, Secretary, or any two Directors.

Section 10. QUORUM. Five (5) directors constitute a quorum of the Board for transaction of business, except to adjourn as provided in Section 13 of this Article III. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board, unless a greater number is required by law or by the Articles, except as provided in the next sentence. 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 such meeting.

Section 11. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE. Members of the Board 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. Minutes of such meeting shall be published.

Section 12. ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned; provided, however, that if the meeting is adjourned for more than 24 hours, notice of any adjournment to another time and 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.

Section 13. ACTION WITHOUT A MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting, if Board members contacted shall individually or collectively consent to such action. Such consent or consents shall have the same force and effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. A quorum shall be five (5) directors.

Section 14. RIGHTS OF INSPECTION. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation of which such person is a director.

Section 15. COMMITTEES. The Board may appoint one or more committees and delegate to such committees any of the authority of the Board except with respect to:

- (a) the approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) the filling of vacancies on the Board or any committee;
- (c) the fixing of compensation of directors for serving on the Board or on any committee;
- (d) the amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) the appointment of other committees of the board or the members thereof;
- (g) the expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) the approval of any self-dealing transaction, as such transaction are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Section 16. FEES AND COMPENSATION. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board.

Article IV

OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. ELECTION. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually after the membership meeting by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, remove or other disqualification from service, or until their respective successors shall be elected.

Section 3. SUBORDINATE OFFICERS. The Board may elect and may empower the president to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these bylaws or as the Board may from time to time determine.

Section 4. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom the power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights if any, of an officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. 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. The absence of any officer because of death, resignation, removal, disqualification or any other cause shall be filled in a manner prescribed in these bylaws for regular appointments to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. PRESIDENT. The President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. In the absence of the President the Vice President shall preside as chairman at all meetings of the Board. The Vice President has the general powers and duties of management usually vested in the office of President and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 7. VICE PRESIDENT. In the absence or disability of the President, the Vice President shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board.

Section 8. SECRETARY. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, 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 Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody and shall have any other powers and perform any other duties that are prescribed by the Board.

The Secretary shall maintain all historical records and documents at a safe location

Section 9. TREASURER. The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of the properties and business transactions of the corporation. Such books and records shall include, but not limited to a yearly budget and a quarterly transaction report. The books of account shall at all time be open to inspection by any director or member of the corporation during reasonable business hours or by appointment with the Treasurer.

The Treasurer shall deposit 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. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever requested, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Article V

OTHER PROVISIONS

Section I. ENDORSEMENT OF DOCUMENTS; CONTRACTS. Subject to provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing, and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President or Vice President and the Secretary, or the Treasurer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and unless

so authorized by the Board, 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 amount.

Section 2. REPRESENTATION OF SHARES OF OTHER CORPORATIONS.

The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted may be exercised either by such officers in person or by any other person authorized to do so by proxy or power of attorney duly elected by said officer.

Section 3. CONSTRUCTION AND DEFINITIONS. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

Section 4. AMENDMENTS. Amendments to the Bylaws must be proposed at a meeting of the corporation. The Bylaws may be amended or repealed by the approval of the membership at any duly scheduled corporation meeting. To become effective, such amendment(s) must receive a majority vote of members present as described in Article 11.

Article VI

INDEMNIFICATION

Section 1. DEFINITIONS. For the purposes of this Article VI, "agent" means any person who is or was a director, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation 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 corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" include, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 4 or 5(b) of this Article VI.

Section 2. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES.

The corporation 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 this corporation to procure a judgement in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit 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 such person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgement, 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 this corporation 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 CORPORATION. The corporation 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 corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or 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 such person is or was an agent of this corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

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

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

(c) Of expenses incurred in defending a threatened or pending action which is settled otherwise disposed of without the approval of the Attorney General.

Section 4. INDEMNIFICATION AGAINST EXPENSES. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article VI or in 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. Except as provided in Section 4 of this Article VI, any indemnification under this Article VI shall be made by this corporation 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 Section 2 or 3 of this Article VI, by a majority vote of a quorum consisting of Directors who are not parties to such proceeding;

The court in which such proceeding is or was pending, upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

Section 6. ADVANCE OF EXPENSES. Expenses incurred in defending a proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VI:

Section 7. OTHER INDEMNIFICATION. No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article VI. Nothing contained in this Article VI shall affect any right to indemnification to which persons other than Directors and officers of this corporation or any subsidiary hereof may be entitled by contract or otherwise.

Section 8. FORMS OF INDEMNIFICATION NOT PERMITTED. No Indemnification or advance shall be made under this Article VI, except as provided in Section 4 or 5(b), in any circumstance where it appears:

- a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws 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

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

Section 9. INSURANCE. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Section 9, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 10. NON-PARTISAN ACTIVITIES. This corporation exists under California Nonprofit Public Benefit Corporation Law for public and charitable purposes and shall be nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

Section 11. DEDICATION OF ASSETS. The properties and assets of this nonprofit corporation, if any, are irrevocably dedicated to public, educational, or charitable purposes. No part of the net earnings, properties, or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member of the Board of this corporation. Upon liquidation or dissolution,

all properties, assets and obligations of this corporation, if any, shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

Section 12. ALLEYS. The Sheriff and the County Fire Chief shall have authority to enforce all County ordinances and State laws applicable to alleys owned by the corporation.

Section 13. PREVIOUS BYLAWS SUPERSEDED. These Bylaws shall be deemed to be the approved and authentic Bylaws of the Michillinda Park Association, Inc. and upon adoption by the Board shall supersede and replace any and all previous forms of Bylaws, if any, for the Association.

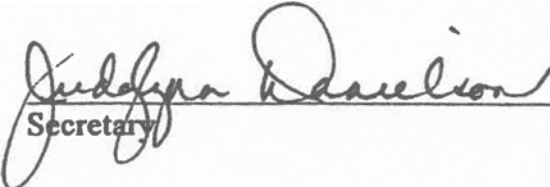
CERTIFICATE OF SECRETARY

I, the undersigned, do-hereby certify:

(1) That I am the duly elected secretary of MICHILLINDA PARK ASSOCIATION, INC., a California public benefit corporation; and

(2) That the foregoing Bylaws, comprising 12 pages, constitute the Bylaws of such corporation as duly adopted by action of the Board of Directors of the corporation duly taken on May 13 , 1996.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of such corporation this 10th day of June , 1996.


Secretary

