

BAYSHORES COMMUNITY ASSOCIATION

AMENDMENT TO BYLAWS

Article V, Section 2, as previously amended July 25, 1974 and May 6, 1975, is hereby deleted and the following substituted therefor:

Section 2: Number and Qualifications of Directors: The Board of Directors shall consist of seven (7) persons, as adopted by unanimous vote of the Board of Directors at the regular meeting on May 6, 1975. The exact number of Directors may be fixed or changed by:

(i) Amendment to the Articles of Incorporation or by Amendment to this Section 2 of these Bylaws adopted by a majority of Members of the Association entitled to exercise such vote; or

(ii) Subject to the right of the Members of the Association to adopt, amend or repeal these Bylaws, Amendment to this Section 2 of these Bylaws adopted by a unanimous vote of all Directors of the Association. This action may be taken without a meeting if all the members of the Board of Directors shall individually or collectively consent in writing to such action, as hereinafter provided in Article V, Section 13.

In no event shall there be less than three (3) Directors. Directors must be Members of the Association.

CERTIFICATE OF SECRETARY REGARDING AMENDMENT TO BYLAWS

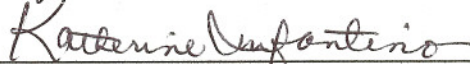
I, the undersigned, do hereby certify that:

I am the duly elected and acting Secretary of Bayshores Community Association, a California nonprofit mutual benefit corporation ("the Corporation" or "Bayshores"); and

As of November 3, 2007, the Members of Bayshores voted at a duly noticed special meeting to amend the Corporation's Bylaws at Article V, Section 2: Number and Qualifications of Directors, by deleting the provision which read: "A person may serve as a Director without being a Member of the Association," in its entirety, and replacing it with a provision which reads: "Directors must be Members of the Association."

The foregoing is a true and correct statement of the Amendment as duly adopted by the approval of at least a majority of the Corporation's Members at the special meeting held on the 3rd day of November, 2007, and constitutes the third Amendment of the Corporation's Bylaws, which were previously amended on July 25, 1974, and May 6, 1975.

IN WITNESS WHEREOF, I have hereunto set my hand and executed this Certificate of Secretary this 18th day of June, 2008.


Katherine Infantino, Secretary