

AMENDED AND RESTATED BYLAWS
FOR
MALIBU COUNTRY ESTATES HOMEOWNERS ASSOCIATION

*Unanimously approved by the Board of Directors
at their meeting on March 10, 2021.*

*Adopted by the majority of the Members of the Association
on September 18, 2021.*

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AMENDED AND RESTATED
BYLAWS
OF
MALIBU COUNTRY ESTATES HOMEOWNERS ASSOCIATION

ARTICLE I.
ORGANIZATION

Section 1. Name and Purpose. The name of this Corporation is Malibu Country Estates Homeowners Association, and it shall be a California nonprofit mutual benefit corporation organized exclusively for the purpose of providing the architectural control of the residential lots within that certain tract of property (“Development”) described as: All lots contained in Tract No. 30134, as per map thereof recorded in the Office of the County Recorder of the County of Los Angeles, on August 25, 1972, in Book 820, Pages 15 to 22, inclusive, of maps, in the records of said County of Los Angeles, which property has been subdivided into lots as shown on said map; to promote the health, safety, and welfare of the residents within the above-described property and any additions thereto as may be brought within the jurisdiction of this Corporation for this purpose; to perform all of the duties and obligations of the Corporation as set forth in that certain declaration of covenants, conditions and restrictions, hereinafter called the "Declaration" (as the same may be amended), applicable to the property and recorded in the County of Los Angeles, California.

Section 2. Organization. The Corporation shall have a board of directors (“Board”) which shall be elected as provided for herein. The activities and affairs of the Corporation 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, 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.

Section 3. Nonprofit Nature. No dividends shall be declared or paid to any member of the Corporation, nor shall any member upon the dissolution of the Corporation for any reason be entitled to receive a distributive or any share of the assets then owned or held by the Corporation, it being expressly understood that this Corporation is not formed for profit and is a Corporation which does not contemplate pecuniary gain, profit or dividends for the members thereof, and is a corporation organized and operated exclusively for mutual benefit purposes, no part of the net earnings of which shall inure to the benefit of any private individual, or member. That upon dissolution of this Corporation, all of the business, properties and assets shall go and be set over to and used for the objects and purposes set forth in Article Six of the Articles of Incorporation.

Section 4. Principal Office. The principal office of the Corporation shall be at the Development, or at such place in the County of Los Angeles, as the Board may designate from time to time.

ARTICLE II.
MEMBERSHIP

Section 1. Members and Voting Rights. Every person or entity who is the owner of record of any lot which is within the tract defined in the Articles of Incorporation of this Corporation is eligible for membership in this Corporation. The members shall have and be entitled to exercise fully all rights and privileges of members of nonprofit corporations under the California Nonprofit Mutual Benefit Corporation Law, as amended from time to time, and all other applicable laws. Each member in good standing shall be entitled to one (1) vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall have an indivisible interest in a single membership. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot, nor shall any fractional vote be cast. For purposes hereof, the term “good standing” shall mean and refer to a member who is current in the payment of assessments.

Section 2. Transfer of Membership. The right of membership of each member shall be appurtenant to the lot giving rise to such membership, and shall not be assigned, transferred, pledged, conveyed or alienated in any way except upon the transfer of title to said lot, and then only to the transferee of title to said lot. Any attempt to make a prohibited transfer shall be void. Any transfer of title to a lot shall operate automatically to transfer the membership in the Corporation appurtenant thereto to the new owner thereof.

Section 3. Liabilities and Assessments.

(a) Members shall not be personally liable to the Corporation’s creditors for any indebtedness or liability, and any and all creditors shall look solely to the assets of the Corporation for payment.

(b) The Corporation and its officers and directors shall have no liability for assessments.

(c) The Corporation, through its Board, shall have the authority to set the amount of, assess and collect assessments payable by each member based upon ownership of individual lots in Malibu Country Estates as defined in the Articles of Incorporation of this Corporation. The amount of assessments payable shall be equal for each lot. The Board shall have the authority to set the due date(s) for payments. Written notice of the amount of the assessments must be provided to members at least thirty (30) days before the due date.

Section 4. Annual Meeting of Members. The Annual Meeting of the members for election of directors for this Corporation and such other business as may come before the meeting shall be held during the first calendar quarter of each year, at such time, date and place as may be designated by the Board, provided, that such date shall not fall on a legal holiday.

Section 5. Special Meetings of Members. Special meetings of members, for any purpose or purposes whatsoever, may be called at any time by the President or by the Board, or by any three or more directors thereon. In addition, special meetings of members for any lawful purpose may be called by five percent (5%) or more of the members.

Section 6. Place of Meetings. All annual or other meetings of the members shall be held at any place within the State of California which may be designated either by the Board of Directors or by the written consent of all persons entitled to vote thereat and not present at the meeting, given either before or after the meeting and filed with the Secretary of the Corporation. Whenever the Board of Directors shall fail to fix the place of meeting, such meeting shall be held at the principal office of the Corporation.

Section 7. Notice of Member Meetings.

(a) Except as provided in subsection (b), below, written notice of each annual or special meeting of the members shall be given to each member entitled to vote, at least ten (10) but not more than ninety (90) days before such meeting.

(b) When a special meeting of members is requested by members pursuant to Section 5, above, an authorized officer of the Corporation shall within twenty (20) days after receipt of such request, send out a notice to the members fixing a date for such a meeting which is not less than thirty-five (35) nor more than ninety (90) days after receipt of the request.

(c) Notice of a members' meeting or any report shall be given personally, by electronic transmission by a corporation (as provided for in the Corporations Code), or by mail or other means of written communication, addressed to such member at such member's address appearing on the books of the Corporation or such address given by such member to the Corporation for the purpose of notice. The notice shall state the place, date and time of the meeting, the means of electronic transmission by and to the corporation (Sections 20 and 21 of the Corporations Code) or electronic video screen communication, if any, by which members may participate in that meeting, and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of the regular meeting, those matters which the Board, at the time the notice is given, intends to present for action by the members, but, except as provided in Corporations Code Section 7512(b) (where the quorum requirement is less than 1/3rd of the members), any proper matter may be presented at the regular meeting for the action. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

(d) Any such notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication.

Section 8. Quorum at Members' Meetings. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, at least twenty-five percent (25%) of the voting power of the Corporation shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these Bylaws. In the absence of a quorum, a majority of those members present in person or by proxy may adjourn the meeting to another time, but may not transact any other business. The adjournment shall be to a date not less than five (5) days and not more than thirty (30) days from the original meeting date. The quorum for an adjourned meeting shall be at least twenty-five percent (25%) of the voting power of the Corporation.

Section 9. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his or her lot. No proxy shall be valid after the expiration of eleven (11) months from the date thereof.

Section 10. Request for Action by the Members. Requests for action by the members may be made through the President or such other Officer as the President shall from time to time designate.

Section 11. Member Action Without a Meeting. Any action, which under the provisions of the California Corporations Code may be taken at a meeting of the members, may be taken without a meeting if done so by written ballot as provided for in California Corporations Code Section 7513. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, provide a reasonable time within which to return the ballot to the Corporation and specify the time by which the ballot must be received in order to be counted. Such ballot shall also indicate the number of responses needed to meet the quorum requirement and, with respect to ballots, shall state the percentage of approvals necessary to pass the measure submitted. Approval by written ballot pursuant to this Section shall be valid only when (i) the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required to approve the measure at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. If, by the time specified by the Board for return of the ballots, the Board has not received sufficient ballots to constitute a quorum, the Board may, in good faith and in the exercise of its discretion, extend the time fixed for the return of written ballots only if the Board so notifies the members in the balloting solicitation materials originally sent to the members and then the Board notifies the members of such extension before the expiration of the deadline, and then for no more than four (4) successive periods of sixty (60) days each. No written ballot may be revoked.

ARTICLE III. BOARD OF DIRECTORS.

Section 1. Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of California, all Corporate powers shall be exercised by or under authority of and the business and affairs of this Corporation shall be controlled by the Board of Directors. In order to enhance, protect and promote the interest of the Corporation, the Board of Directors shall perform all acts and functions which are in the best interest of the Corporation. The Board of Directors shall at all times exercise its power and authority and perform all acts and functions in a manner which is consistent and in compliance with the Articles of Incorporation and these Bylaws.

Section 2. Number of Directors. The authorized number of directors shall be nine (9) persons until changed by amendment to these Bylaws adopted by both the Board of Directors of the Corporation and the members.

Section 3. Qualification of Candidates and Directors.

(a) All candidates for election to the Board must be members of the Corporation and at least eighteen (18) years of age. If title to a lot is held by a legal entity that is not a natural person, the governing authority of that legal entity shall have the power to appoint a natural person to be such entity's candidate/member for purposes of this Section. Additionally, no person may be a candidate if the person: (A) is delinquent in the payment of any assessment levied by the Corporation or (B) is the co-owner of a lot and another co-owner of the lot is a candidate for the Board or already a member of the Board, or, in the case of ownership of a lot by an entity, another person designated by the governing authority of that legal entity is candidate for the Board or already a member of the Board.

(b) Once elected to the Board (or appointed to fill a vacancy), no person may continue to serve as a member of the Board if such person fails to meet any of the qualifications set forth in subsection (a), above, and/or Section 5(b), below.

Section 4. Election and Term. At each annual meeting the members shall elect three (3) directors for a term of three (3) years. All of said members of said Board of Directors shall hold office until the next annual meeting of the members and until their successors have been elected and qualified, or until their earlier resignation or removal from office.

Section 5. Removal from Board.

(a) By Vote of Members. The entire Board or any individual director may be removed from office, with or without cause at any duly called, noticed and held annual or special meeting of the members, at which a quorum is present, by a majority of the voting power of the Corporation.

(b) By Board. The Board may by a majority vote declare the office of a director to be vacant, and thereby remove such director from the Board, if such director fails to meet the qualifications for Board membership set forth in Section 3, above, or if such director has been declared of unsound mind by a final order of court, convicted of a felony, misses more than three (3) meetings of the Board which are at least thirty (30) days apart from each other within any twelve-month period. Such vote to remove a director shall occur at a duly-noticed Board meeting.

Section 6. Vacancies.

(a) Creation. A vacancy or vacancies shall be deemed to exist in any of the following events:

(1) Removal By Member Vote. A vacancy shall exist in case of the removal of any director by the vote of the members.

(2) Death or Resignation. A vacancy shall exist upon the death of a director or if a director resigns from the Board. A director may resign upon giving written notice to the President or to the Secretary or to the Board. Such resignation shall take effect on the date of the receipt of the notice or at any later time specified in the notice, and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. In the case of a notice of resignation of a director tendered to take effect at a future

time, the Board shall have the power to elect a successor to take office when the resignation shall become effective.

(3) By Board Vote. A vacancy shall exist if the Board has voted to declare vacant the office of a director pursuant to Section 5, above, if the members approve an amendment to the Bylaws to increase the authorized number of directors, but fail at the meeting at which such increase is authorized or at any adjournment thereof to elect the additional directors so provided for, or in the event the members fail at any time to elect the full number of authorized directors.

(b) Filling of Vacancies. A vacancy created by removal of a director by the members can be filled only by election of the members by secret ballot for so long as California law requires the election of directors by secret ballot, or if California law no longer requires the election of directors by secret ballot, at a duly called meeting of the members at which a quorum is present. All other vacancies in the Board may be filled by a majority vote of the remaining directors present at a duly called Board meeting even if the number of remaining directors is less than a quorum. Each director elected or appointed to fill a vacancy shall hold office for the remainder of the unexpired term of such director's predecessor.

Section 7. Board Meeting Immediately Following Election. Immediately following any meeting of the members at which votes for the election of directors are tabulated, the Board shall hold a regular meeting at the same location for the sole purpose of electing officers. Notice of such meeting is hereby dispensed with.

Section 8. Other Board Meetings. Other meetings of the Board including meetings by telephone, for any purpose or purposes shall be called at any time by the President, or if the President is absent or unable or refuses to act, by any Vice-President or by any two (2) directors.

Section 9. Notice of Board Meetings.

(a) Meetings of the Board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the corporation (Section 20 of the Corporations Code). Any such notice shall be deemed to have been given at the time when delivered personally or deposited in the mail, sent by other means of written communication, or, with regard to verbal notification, at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office or household of the recipient who the person giving notice has reason to believe will promptly communicate it to the recipient.

(b) Notice of a meeting need not be given to a director who provided a waiver of notice or consent to holding the meeting or an approval of the minutes thereof in writing, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that director. These waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

(c) 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 (24) hours, notice of an adjournment to another time or 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.

(d) Meetings of the Board may be held at a place within or without the state that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, designated in the bylaws or by resolution of the board.

(e) Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (Sections 20 and 21 of the Corporations Code). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply: (1) each director participating in the meeting can communicate with all of the other directors concurrently, and (2) each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 10. Board Action Without Meeting. Any action required or committed to be taken by the Board of Directors may be taken without meeting if all directors shall individually or collectively consent in writing to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board of Directors and shall have the same force and effect as a unanimous vote of such directors.

Section 11. Quorum and Required Vote. The presence of a majority of the authorized number of directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as hereinafter provided. 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 the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by law, by the Articles of Incorporation, or by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, provided that any action taken is approved by at least a majority of the required quorum for such meeting. Each director shall have one vote on each matter presented to the board of directors for action. A director shall not vote by proxy.

Section 12. Validity of a Defectively Called or Noticed Meeting. The transactions of any meeting of the Board of Directors however called and noticed or how 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, or who, though present, has prior to the meeting or at its commencement, protested the lack of proper notice to him or her, sign a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 13. Adjournment. A quorum of the directors may adjourn any directors meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any directors meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board. 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 who were not present at the time of adjournment. Otherwise, notice of the time and place of holding of adjourned meetings need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 14. Fees and Compensation. Directors shall not receive any stated salary for their services as directors, provided, however, that directors may be reimbursed for any expenses actually incurred in connection with the performance of their duties as directors. Nothing herein contained shall be construed to preclude any director from serving the Corporation in another capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

Section 15. Conflicts of Interest; Transactions Involving Director. No director shall vote upon or otherwise use his or her personal influence to affect the outcome of Board action with respect to any matter as to which such director has any possible conflict of interest or in which such director has a material financial interest. A director shall fully disclose his or her interest in any transaction before the Board prior to any voting thereon and shall be excluded from voting on any transaction in which such director has a conflict of interest and/or material financial interest.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer and such other officers as the Board may create from time to time.

Section 2. Election. The officers of the Corporation shall be chosen by a majority vote of the directors.

Section 3. Term, Removal and Resignation. The officers shall hold office at the discretion of the Board. Any officer may be removed from office (but not from the Board if the officer is also a Board member) by the Board without cause. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. The resignation shall take effect on the date of receipt of the notice or at any later time specified in the notice, and, unless otherwise specified, acceptance of the resignation shall not be necessary to make it effective. Any vacancy in any office may be filled by a majority vote of the Board.

Section 4. 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 5. President. The President 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 the President by the Board of Directors or prescribed by the Bylaws. The President shall act as a duly authorized representative of the Board of Directors in all matters in which these Bylaws or the Board of Directors have not formally designated some other person to act.

Section 6. Vice-President. The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of the President by the Board.

Section 7. Secretary. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other place as the Board of Directors may order, a Book of Minutes of actions taken at all meetings of the Board, 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 meetings. The Secretary shall give, or cause to be given notice of all the meetings of the Board of Directors required by the Bylaws or by law to be given, and shall keep the seal of the Corporation in safe custody, and shall have such other powers to perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 8. Treasurer. The Treasurer of the Corporation shall keep and maintain, or cause to be maintained, adequate and correct accounts of the business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall submit a monthly statement of accounts at the regular meetings of the Board of Directors and shall make such reports as the Board of Directors may require. The Treasurer shall cause to be deposited or shall cause to be disbursed in accordance with procedures approved by the Board of Directors all monies 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. The Treasurer shall disburse funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and the Board of Directors, whenever they request, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall handle such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE V. COMMITTEES

Section 1. Committees.

(a) The Board of Directors may appoint an Architectural Control Committee and other standing or special committees for any purpose and, if such committees are comprised solely of directors, may delegate to such committees any of the powers and authorities of the Board of Directors, except the power and authority to adopt, amend or repeal these Bylaws and such other powers as may not be delegated to a committee consistent with the California Nonprofit Mutual Benefit Corporation Law.

(b) Such committees shall have the power to act only in intervals between meetings of the Board of Directors and shall at all times be subject to the control of the Board of

Directors. Any committee composed of persons one or more of whom are not directors, may act solely in an advisory capacity to the Board.

Section 2. Advisory Committees. Advisory committees may be appointed by the Board of Directors to consist of one or more persons. Advisory committee membership may consist of directors only or both directors and non-directors. Advisory committees shall have no legal authority to act for the Corporation, but shall report their findings and recommendations to the Board of Directors.

Section 3. Term of Office. Committees and committee members shall serve at the discretion of the Board.

Section 4. Vacancies. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

Section 5. Meetings-Quorum. Each committee shall meet as often as is necessary to perform its duties at such time and places as directed by its chair or by the Board of Directors. A majority of the members of a committee shall constitute a quorum of such committee and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall keep accurate minutes of its meetings. No act of a committee shall be valid unless approved by the vote or written consent of a majority of its members.

Section 6. Expenditures. No expenditure of corporate funds may be made by a committee without prior approval of the Board of Directors.

ARTICLE VI. MISCELLANEOUS

Section 1. Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal executive office in California the original or a copy of its Articles and Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members or duly authorized agents at all reasonable times during business hours.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by a resolution of the Board of Directors.

Section 3. Maintenance and Inspection of Records.

(a) The Corporation shall keep: (a) adequate and correct books and records of accounts; (b) minutes of the proceedings of its Board of Directors and executive committees; and (c) a membership register. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

(b) Each member shall have the right to inspect such records at any reasonable time for any purpose reasonably related to his or her interest as a member upon written request addressed to the President or Secretary of the Corporation as permitted by Corporations Code Section 8333. Notwithstanding anything to the contrary, a Member's right of inspection shall not include the right to inspect minutes of executive session Board meetings or any documentation protected by the attorney-client privilege.

(c) Every director shall have the absolute right at any reasonable time to inspect, including the right to make extracts and copies of, all books, records and documents of the Corporation and the physical properties owned or controlled by the Corporation, provided, however, that the Board may limit the right of any director to review ballots and proxies pertaining to an election in which the director was a candidate or Corporation records wherein the director is a party to an action adverse to the Corporation.

Section 4. Execution of Contracts and Documents. Except as otherwise provided in these Bylaws, a majority of the Board of Directors may authorize any officer, or officers, agent or agents, to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of this Corporation, and such authority may be general or confined to specific instances, and, unless so authorized by the directors, no officer, agent or employee shall have any power or authority to bind this Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 5. Annual Report. Within one hundred twenty (120) calendar days after the end of each fiscal year of the Corporation shall cause to be prepared an annual report as required by Corporations Code Section 8321.

Section 6. Rules and Regulations. The Board shall have the authority to make reasonable rules and regulations for the Corporation and to amend them from time to time, provided that any rule or regulation may be made, amended, or repealed by the members at any meeting of the Corporation.

Section 7. Amendment of Bylaws. New Bylaws may be adopted or these Bylaws may be amended or repealed only by affirmative vote of a majority of the members of this Corporation.

Section 8. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each year and terminate on December 31 of each year, unless otherwise determined by the Board.

ARTICLE VII INDEMNIFICATION

Section 1. Definitions. For the purposes of this Article VII, "agent" means any person who is or was a director, officer, employee, or other agent of the Corporation; "proceeding" means 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 5 of this Article VII.

Section 2. Indemnifications 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 the Corporation to procure a judgment in its favor, an action brought under Section 7233 of the California Mutual 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 the 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 the 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 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 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 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 the 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 the 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 the Corporation in the performance of such person's duty to the 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 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 Corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article VII, 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 VII, any indemnification under this Article VII shall be made by the 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 VII, by:

(a) A majority vote of a quorum consisting of members who are not parties to such proceeding;

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

(c) The court in which such proceeding is or was pending upon application made by the 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 any proceeding may be advanced by the 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 VII.

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, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article VII. Nothing contained in this Article VII 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. No indemnification or advance shall be made under this Article VII, except as provided in Section 4 or 5(c), in any circumstances where it appears:

(a) 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

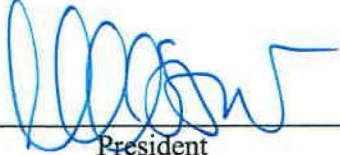
(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement

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 Article VII.

Executed this 18th day of September, 2021.

MALIBU COUNTRY ESTATES HOMEOWNERS ASSOCIATION

By: 

President

CERTIFICATE OF SECRETARY

I, the undersigned and duly elected and acting Secretary of Malibu Country Estates Homeowners Association, a California non-profit mutual benefit corporation, do hereby certify:

That the within Bylaws were adopted on the 18th day of September, 2021, and that the same replaces any previous Bylaws of the Corporation and now constitutes the entire set of Bylaws of the said Corporation.

IN WITNESS WHEREOF, I have subscribed my name this 17 day of OCTOBER, 2021.



Secretary