

BY-LAWS
of
AL TAHOE FOREST HOMES ASSOCIATION, INC.
(a California nonprofit, mutual benefit corporation)

As Amended and Restated in their entirety, October 09, 2010

ARTICLE I
Name and Purpose

1. Name. The name of this Corporation is the Al Tahoe Forest Homes Association, Inc. and is referred to herein as "the Association" or "the Corporation."
2. Non-profit Corporation. The Association is a non-profit mutual benefit corporation incorporated under "Part 3. Non-Profit Mutual Benefit Corporations" of the California Corporations Code.
3. Corporate Purpose. In accordance with the Articles of Incorporation filed August 26, 1960 with the California Secretary of State, the purpose of the Association is to "promote social intercourse among its members and the welfare and improvement of the area known as Al Tahoe Government Tract in El Dorado County, California."

ARTICLE II
Membership and Voting Rights

1. Members. The owners of the real property comprising that certain property known as Al Tahoe Subdivision No. 2 in El Dorado County, California, as set forth more specifically in Exhibit A herein shall be the Members of the Corporation until their ownership ceases, except that each parcel shall have appurtenant to it only one membership in the Association.
2. Transfer of Membership. Membership in the Association shall not be transferred, pledged, or alienated in any way except upon the transfer of ownership of the parcel to which it is appurtenant, and then only to the new owner. Any transfer of title to a parcel or interest in it shall operate automatically to transfer the appurtenant membership rights in the Association to the new owner upon payment of reasonable charge for administrative costs of the transferred ownership, except that no payment will be required for change of membership within the family.
3. One Vote per Parcel. When more than one person owns an interest in any parcel, all such persons shall be Members of the Association entitled to vote and the vote for such parcel shall be exercised as they among themselves determine, but in no event shall more

than one (1) vote be cast with respect to any parcel. If the co-owners of a parcel are unable to agree among themselves as to how their vote shall be cast, they shall forfeit the vote on the matter in question. If only one co-owner exercises the vote of a particular parcel, it shall be conclusively presumed for all purposes that the person voting was acting with the authority and consent of all co-owners of the same parcel. If more than one co-owner exercises the vote for a particular parcel, their votes shall not be counted and shall be deemed void.

4. Eligibility to Vote. The persons entitled to vote at any meeting of the Members or by proxy, teleconference or mail ballot, shall be those persons who are Members of the Association as specified in Article II, Section 1 of these By-Laws who are in good standing, with all dues and any assessments paid, and not subject to any suspension of membership rights.

ARTICLE III **Membership Meetings**

1. Place of Meetings. Meetings of the Members shall be held in South Lake Tahoe, California, at a convenient place designated for that purpose by the President of the Board of Directors or at such other places within the State of California that may be designated by action of the Board of Directors from time-to-time.

2. Annual Meeting. The annual meeting of the Association shall be held on the Saturday preceding Labor Day. Each year, the Members shall elect by plurality vote a Board of Directors of the Corporation, receive the Annual Report as specified in Article VIII, Section 2 of these By-Laws, consider reports of the affairs of the Corporation and transact such other business as may properly be brought before the meeting.

3. Special Meetings. Special meetings of the Members may be called at any time by the President, or by any five (5) or more Board members, or by Members constituting not less than twenty-five percent (25%) of the membership eligible to vote as specified in Article II, Section 4 of these By-Laws.

4. Notice of Meetings. Notices of meetings, annual or special, shall be given in writing to Members by the Secretary or by any Director. Such notices shall be sent to the address of Members as shown on the records of the Corporation, or as supplied to the Corporation for the purpose of such notice, not less than thirty (30) days before such meeting.

5. Waiver of Notice. Notice of any meeting may be waived by any voting Member in writing filed with the Secretary. Attendance at any meeting in person or by proxy shall constitute a waiver of notice of such meeting.

6. Voting by Proxy. A Member entitled to vote at any meeting of Members may vote either in person or by proxy executed in writing by the Member or a duly authorized attorney-in-fact of such Member. For purposes of this Section, a proxy granted by

electronic or facsimile transmission by a Member shall be deemed "executed in writing by the Member." No proxy shall be voted at any meeting of Members unless the same shall be filed with the Secretary at the commencement thereof.

7. Action and Consent. Any action which may be taken at a meeting of members, may be taken without a meeting if authorized in writing by a majority of the members who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the Corporation.

8. Quorum. A majority of the membership entitled to vote thereat as set forth in Article II of these By-Laws, present in person, by teleconference, or represented by proxy, shall be requisite and shall constitute a quorum for the transaction of business at all meetings of the Members, except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws. If, however, the required quorum shall not be present or represented at any meeting of the Members entitled to vote thereat, present in person, by teleconference or by proxy, the Members present shall have power to adjourn the meeting from time-to-time until the requisite number of voting Members shall be represented. At such adjourned meeting at which the requisite number of Members shall be represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

ARTICLE IV **Board of Directors**

1. General Corporate Powers. Subject to the limitations of the Articles of Incorporation, these By-Laws and of the laws of the State of California as to action to be authorized or approved by the Members, all corporate powers shall be exercised or approved by or under authority of and the business and affairs of this Corporation shall be controlled by a Board of Directors. The Board receives no compensation but may be reimbursed for reasonable expenses.

2. Number. The authorized number of Directors of the Corporation shall be Nine (9) until changed by amendment of these By-Laws, adopted by a majority of the Members of the Association entitled to vote thereat as set forth in Article II of these By-Laws. Directors must be members of the Association.

3. Election and Tenure. The Directors shall be elected at the annual meeting of the Members, to serve until the next annual meeting or until their successors are elected. Their term of office shall begin immediately after election.

4. Vacancies. A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any Director, or if the Members shall increase the authorized number of Directors but shall fail at the meeting at which such increase is authorized, or at an adjournment thereof, to elect the additional Director so provided for, or in case the Members fail at any time to elect the full number of authorized Directors.

Vacancies on the Board may be filled by a majority of the remaining Directors, though less than a quorum, and each Director so elected shall hold office until their successor is elected at an annual meeting of Members or at a special meeting called for that purpose.

Members may at any time at a duly noticed meeting of the members elect a Director to fill any vacancy not filled by the Directors, and may elect additional Directors at the meeting at which an amendment of the By-Laws is voted authorizing an increase in the number of Directors.

If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board, or the Members, shall have power to elect a successor to take office when the resignation shall become effective.

No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

5. Removal of Directors. The entire Board of Directors or any individual Director may be removed from office as provided by Sec.7222 and Sec. 5034 of the Corporations Code of the State of California.

6. Place of Meetings. Meetings of the Board of Directors shall be held in El Dorado County, California, at a convenient place designated for the purpose by the Board, the President or any three (3) Directors, as the case may be, calling the meeting. Any meeting shall be valid, wherever held, if held by the written consent of a majority of the members of the Board of Directors, given either before or after the meeting and filed with the Secretary of the Corporation.

7. Regular Meeting. A regular meeting of the Board of Directors shall be held immediately preceding the annual meeting of the Members.

8. Annual Organizational Meeting. An organizational meeting of the new Board of Directors shall be held immediately following the adjournment of the annual meeting of Members.

9. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, or if the President is absent, unable to act, or refuses to act, Vice President or by any two (2) Directors.

10. Notice. Written notice of the time and place of Board meetings shall be delivered to each Directors either in person, by first-class mail, by telephone, facsimile or electronic mail addressed to the address, telephone number or e-mail address as shown on the records of the corporation. Such notice shall be sent at least four (4) days prior to the time of the holding of the meeting.

Any Director may waive notice of a meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

11. Quorum. A majority of the number of Directors currently certified as active in good standing by the Secretary of the Corporation shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum, when duly assembled, shall be valid as a corporate act. Once a Quorum is present at a meeting, the Directors present may continue to conduct business during the scheduled hours of the meeting notwithstanding any withdrawal that leaves the meeting in sub-quorum status.

ARTICLE V

Officers

1. Officers. The officers of the corporation, who shall be members of the Board of Directors, shall be a President, Vice President, a Secretary and a Treasurer. No person may hold more than one of these offices at the same time. The Board may elect or appoint such other subordinate officers as it shall deem desirable, each of whom shall hold office for a period, have such authority and perform such duties as are provided in these By-Laws or as the Board of Directors may from time-to-time determine.

2. Election. The Board of Directors shall elect the Directors of the corporation annually, normally at the annual organizational meeting specified in Article IV, Section 8 herein, and each shall hold office until a successor shall be elected or appointed. The President may serve a maximum of three (3) consecutive one (1) year terms.

3. Removal and Resignation. Any officer, except the President, may be removed by a majority of the Directors at any given time in office at any duly noticed meeting of the Board. The President may be removed by an affirmative vote of two thirds 2/3 (66.67%) of the Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the Secretary of the Corporation. 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.

4. Vacancies. Any vacancy in any office, except for the President, because of death, resignation, removal, disqualification or any other cause shall be filled by a majority vote of the Board for the unexpired portion of the term. A vacancy in the office of the President shall be filled by the Vice President for the unexpired portion of the term.

5. President. The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business affairs of the corporation. The President shall preside at all meetings of the Members and of the Board of Directors. The President shall be an ex officio member of all standing committees. The President 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 By-Laws.

6. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of President. The Vice President is expected to stand for election to the office of President when the President chooses not to stand for re-election or cannot in accordance with Article V, Section 2 of these By-Laws.

7. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes (Minute Book) of all meetings of the Board and of the Members with time and place of holding, notice given, names of those present, in person or by proxy, and the proceedings thereof. The Secretary shall give, or cause to be given, the required notice for all meetings of Members and of the Board of Directors, shall keep the seal of the corporation, and perform such other duties as may be prescribed by the President, the Board of Directors or by law. The Secretary shall keep, or cause to be kept, a register listing the names, addresses and contact information (telephone numbers, facsimile numbers, email addresses as may be appropriate) of all Members of the Association and members of the Board of Directors.

8. 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 accounts of the properties and business transactions of the Corporation. The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board, shall render to the President or the Board, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall render, or cause to be rendered, a statement of financial condition to the Annual Meeting of the Members and shall have such other powers and perform such other duties as may be prescribed by the Board or by law.

ARTICLE VI

Committees

1. Committees of the Board. The Board of Directors may appoint an Executive Committee and such other committees as may be necessary from time-to-time, consisting of such number of Directors or Members of the Corporation and with such powers and tenure as the Board may designate, consistent with the Articles of Incorporation and these By-Laws. Such committees shall hold office at the pleasure of the Board.
2. Committees of the Association. The Board may from time-to-time appoint Committees of the Association consisting of such number of Members of the Association and with such powers as the Board may designate, consistent with the Articles of Incorporation and these By-laws. Such committees shall hold office at the pleasure of the Board.

ARTICLE VII

Records and Reports

1. Records. The corporation shall maintain adequate and correct accounts, books and records of its business and properties, all of which shall be kept with the Secretary or Treasurer, as appropriate, or at such other place as may be designated by the Board of Directors.
2. Inspection of Books and Records. All books and records of the Corporation shall be open to inspection by Members of the Association and members of the Board at reasonable times and upon reasonable notice, in accordance with the Corporations Code of the State of California.
3. Certification and Inspection of By-Laws. The original or a copy of these By-Laws, as otherwise altered to date, certified by the Secretary, shall be open to inspection by the Members of the Corporation and members of the Board at reasonable times and upon reasonable notice, in accordance with the Corporations Code of the State of California.

ARTICLE VIII

Miscellaneous

1. Endorsement of Documents; Contracts. Subject to the 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, the Vice President,

or the Treasurer of the Corporation, and the Secretary of the Corporation, shall be binding on the Corporation. 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 the power of 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.

2. Annual Report. The Board of Directors shall cause an Annual Report or statement to be sent to the Members not later than ten (10) days prior to the annual meeting.

3. Fiscal Year. The fiscal year shall begin on the first (1st) day of September and end on the thirty-first (31st) day of August.

4. Regular Assessment (Annual Dues). Regular Assessments (Annual Dues) for membership in Al Tahoe Forest Homes Association Inc. shall be set annually by the Board of Directors. A list of parcel owners delinquent more than two years shall be published in the notice sent for the annual meeting of Members. Dues delinquent more than two years shall be tripled. If legal action is taken to collect Assessments, court costs and attorney's fees as may be reasonable shall be added.

ARTICLE IX **CORPORATE SEAL**

The corporate seal shall be circular in form and shall have inscribed thereon the name of the corporation, the date of its incorporation and the word "California".

ARTICLE X **Amendment to By-Laws**

Section 1. By Members. New By-Laws may be adopted or these By-Laws repealed or amended at the annual meeting or at any other meeting of Members called for that purpose, by a majority of the Members eligible to vote or by written assent of such Members.

Section 2. Power of Directors. Subject to the right of Members to adopt, repeal or amend, the Board of Directors may adopt, amend or repeal these By-Laws other than one changing the authorized number of directors.

Section 3. Whenever an amendment or new By-Law is adopted it shall be copied in the record with the original By-Laws. If any By-Law is repealed such fact shall be noted on the record of the original By-Laws together with date and place where such repeal is to be found in the minutes.

EXHIBIT A

Description of Real Property

Being a Description of the Real Property comprising that certain Property known as Al Tahoe Subdivision No.2 (the Tract) in El Dorado County, California, and composed of both residential lots and an unimproved lot as described by applicable assessor's parcel numbers herein:

026-241-01-100	026-242-12-100		026-251-15-100	026-253-04-100	026-262-05-100
026-241-02-100	026-242-13-100	026-244-01-100	026-251-16-100	026-253-05-100	026-262-06-100
026-241-03-100	026-242-14-100	026-244-02-100	026-252-01-100	026-253-06-100	026-262-07-100
026-241-04-100	026-242-15-100	026-244-03-100	026-252-02-100	026-261-01-100	026-262-08-100
026-241-05-100	026-242-16-100	026-244-04-100	026-252-03-100	026-261-02-100	026-262-09-100
026-241-06-100	026-243-01-100	026-244-05-100	026-252-04-100	026-261-03-100	026-262-10-100
026-241-07-100	026-243-02-100	026-244-06-100	026-252-05-100	026-261-04-100	026-262-11-100
026-241-08-100	026-243-03-100	026-251-01-100	026-252-06-100	026-261-05-100	026-262-12-100
026-241-09-100	026-243-04-100	026-251-02-100	026-252-07-100	026-261-06-100	026-262-13-100
026-241-10-100	026-243-05-100	026-251-03-100	026-252-08-100	026-261-07-100	026-263-01-100
026-242-01-100	026-243-06-100	026-251-04-100	026-252-09-100	026-261-08-100	026-263-02-100
026-242-02-100	026-243-07-100	026-251-05-100	026-252-10-100	026-261-09-100	026-263-03-100
026-242-03-100	026-243-08-100	026-251-06-100	026-252-11-100	026-261-10-100	026-263-04-100
026-242-04-100	026-243-09-100	026-251-07-100	026-252-12-100	026-261-11-100	026-263-05-100
		026-251-08-100			
026-242-05-100	026-243-10-100		026-252-13-100	026-261-12-100	026-263-06-100
026-242-06-100	026-243-11-100	026-251-09-100	026-252-14-100	026-261-13-100	026-263-07-100
026-242-07-100	026-243-12-100	026-251-10-100	026-252-15-100	026-261-14-100	
026-242-08-100	026-243-13-100	026-251-11-100	026-252-16-100	026-262-01-100	
026-242-09-100	026-243-14-100	026-251-12-100	026-253-01-100	026-262-02-100	
026-242-10-100	026-243-15-100	026-251-13-100	026-253-02-100	026-262-03-100	
026-242-11-100	026-243-16-100	026-251-14-100	026-253-03-100	026-262-04-100	

CERTIFICATE OF SECRETARY

I, Sonia Bradeson, Secretary of the Al Tahoe Forest Homes Association, Inc., hereby certify that the foregoing By-Laws of the Al Tahoe Forest Homes Association, Inc., amended and restated in their entirety, and Certificate of Secretary, consisting of ten (10) pages, were duly adopted by an affirmative vote of the Members of the Corporation on October 09, 2010

Dated: 10/20/2010

Sonia Bradeson
Corporate Secretary