

**AMENDED AND RESTATED
BYLAWS
OF
Brentwood Homeowners' Association
A California Nonprofit Mutual Benefit Corporation
Formerly Brentwood Protective Association
(Name change effective October 6, 1969)**

ARTICLE 1

Name

Section 1. The name of this corporation is Brentwood Homeowners' Association.

Section 2. The corporation shall have a seal which shall consist of the following design: The words "Brentwood Homeowners' Association" in a circle, and within the circle the words: "Incorporated September 20, 1946."

ARTICLE II

Purposes

Section 1. The purposes for which this corporation is formed, as stated in the Articles of Incorporation, are as follows:

(A) To further the interest of Brentwood, its residents and property owners, or any of them, and to do anything or things and to undertake any activities which in the opinion of the Board of Directors of this corporation will be beneficial to Brentwood, its residents and property owners, or any of them, either directly or indirectly.

(B) To engage in any lawful act or activity for which a corporation may be formed under the California Nonprofit Mutual Benefit Corporation Law.

Section 2. This corporation is not formed for, nor does it contemplate, pecuniary gain or profit to the members thereof. No part of the net earnings of this corporation shall ever inure to the benefit of any director or member but shall be expended in accomplishing the primary purposes set forth above in Section 1(A) and the activities incidental thereto.

Section 3. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE III

Membership

Section 1. There shall be only one class of members. All persons are eligible for membership who are owners or occupants of single family residences located within the boundary outlined on the map marked "Exhibit A" attached hereto and dated February 20, 1962. In addition, any owner or occupant of a single family residence located north of San Vicente Boulevard west of the westerly boundary of the Veterans Administration and east of the Canyon View Drive, on Barrington Avenue, Dunston Way, Terryhill Place, Chenault Street, Lorna Lane, Montana Avenue, Gorham Avenue, Beverly Court, or on the north side of San Vicente Boulevard shall be eligible for membership. There shall be only one (1) vote per single family residence. If there is any dispute or conflict on behalf of the residence none will be counted.

Section 2. Any person eligible for membership shall become a member for a particular calendar year upon payment of the basic annual membership dues prescribed by the Board of Directors for that calendar year. A member's voting right, as set forth in these Bylaws, becomes effective upon the payment of the membership dues; provided, however, such voting right shall continue through the annual meeting of members in the following year, and any adjournment thereof.

Section 3. Any member shall have the right to resign from membership in the corporation at any time. The resignation shall be effective at once when submitted to the president or secretary.

Section 4. No membership or right arising from membership shall be transferred.

Section 5. On the death or termination of eligibility of any member, the membership shall terminate unless the corporation is notified that the membership shall continue with another member of the household at the same address.

ARTICLE IV

Meetings of Members

Section 1. The regular annual meeting of members shall be held in the month of February or March in each year, or as soon thereafter as reasonably practicable, at a place, date and hour to be fixed by the Board of Directors. At the annual meeting the annual report and account of the officers of the corporation shall be rendered, and such other business may be conducted as is properly brought before the meeting. Should a quorum not be present

or represented, the meeting shall be adjourned, by announcement at the meeting, to a fixed time and place. If all business is not finished at one meeting, an adjournment may be had from time to time by an announcement at the meeting until the business is completed. Notice of the annual meeting shall be given by written notice mailed to the members at their addresses as they appear on the books of the corporation, at least twenty days before the date set for the meeting. The notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members; however, any proper matter may be presented for action at the meeting, provided that the only matters that may be voted upon at any regular meeting actually attended by less than one-third of the voting power are matters that notice of the general nature of which was given as described herein.

Section 2. Special meetings of the members may be called for any lawful purpose by giving at least thirty (30) days notice in writing, mailed to the members. Such special meetings shall be called upon the direction of the president; upon the resolution of the Board of Directors, or upon the written application of five percent or more of the members. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 3. At any meeting of members, five percent of all members present in person shall constitute a quorum.

Section 4. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number is required by the California Nonprofit Mutual Benefit Corporation Law or by the articles of incorporation.

Section 5. The right of cumulative voting shall not exist.

Section 6. Only written proxies may be recognized, and each proxy shall bear the signature of a member entitled to vote, the date of signature and residence address of the member. To be recognized, a proxy must be received by the president or secretary of the corporation at least fourteen (14) days before the date of the meeting at which such proxy is to be exercised. Whenever ten (10) or more proxies are so received, all voting shall be by written ballot. Each ballot of a member present in person shall bear the signature and residence address of that member. Each ballot held by a proxy holder shall bear the signature of the proxy holder and the number of votes cast by him. Written ballots shall be counted by the Election Committee, and the results of the voting shall be announced by the president, either at the meeting, or within seventy-two (72) hours after close of the meeting. All other matters regarding proxies shall be governed by Sections 7514 and 7613 of the Nonprofit Corporation Law.

ARTICLE V

Directors

Section 1. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors shall consist of at least twelve (12) but no more than thirty (30) directors unless changed by amendment to these Bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors. The qualifications for directors are membership in the corporation, a commitment to attend meetings of the Board of Directors, and a commitment to work on corporation affairs between meetings. The Board of Directors shall act as a nominating committee and shall announce at the October meeting of the Board of Directors those persons it intends to submit for election at the annual meeting of members the following calendar year. During the month of November, other persons may be nominated by submitting to the Secretary their resume and attending a meeting of the Board of Directors in November or December. Nominations not received by November 30 may not be considered. At the January meeting, the Board of Directors shall announce the slate of Director nominees to be presented to the members, including those persons recommended by the Board of Directors for election and those not recommended, if any. Vacancies created by a resolution fixing the number within the limits set forth above, or by the death, resignation or removal of a director, may be filled by the Board of Directors. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

Section 2. Any director who does not attend three successive Board meetings may be removed from the Board unless (a) the director requests a leave of absence for a limited period of time, and the leave is approved by a majority of the Executive Committee (if such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present), or (b) the director suffers from an illness or disability that prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this Section.

Section 3. Regular meetings of the directors shall be held in every month of the year, except for the month of the Annual Meeting of members. Special meetings shall be held on the call of the President or on the call of a majority of the directors. Notice of both regular and special meetings shall be given by the Secretary, by the President, or by any director. Notices of meetings shall be given by email and by mail addressed to the directors, deposited in the mail at least four days before the meeting. The notice shall designate the time and place where the meeting is to be held. Transactions had at any

meetings called, noticed or held as provided by Section 7211 of the California Nonprofit Mutual Benefit Corporation Law shall be as valid as if notices were given as herein expressly provided.

Section 4. A quorum for the transaction of business at any meeting shall consist of seven (7) directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 5. In the event of an emergency, any action permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. In the event action is taken by such written consent, a copy of same shall be filed with the minutes of the meetings of the Board of Directors. Further, such consent shall recite that the action was taken pursuant to the unanimous written consent of the Board of Directors to so act. Any action taken pursuant to this Section shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 6. The Board of Directors shall elect the officers of the corporation at the first meeting of the Board of Directors following the annual meeting of members, and shall have power to remove officers by vote of a majority of the directors then in office. No Director or officer shall receive any compensation for any service he or she may render to the corporation, except a Director or officer may be reimbursed for actual out-of-pocket expenses incurred in the performance of his or her duties.

Section 7. The Board of Directors shall each year appoint an Audit Committee of not less than two members to examine the books and Annual Report of the Treasurer prior to the Annual Meeting. The Chairman of the Audit Committee shall make his or her report to the Annual Meeting of the members.

Section 8. Neither the Board of Directors nor any officer, agent, or employee of this corporation shall have power to obligate this corporation for any amount in excess of the value of this corporation's net assets at the time such obligation is incurred.

Section 9. The Executive Committee shall consist of the President Emeritus, who shall be a voting member, and the five directors who are also officers: President, First Vice President, Second Vice President (the President shall retain the right to designate both Vice Presidents as "First Vice Presidents"), Treasurer, and Secretary. By no later than the night of the meeting of the Board preceding the annual meeting, any director intending to run for an officer position shall notify the Board of his/her intention. At the meeting of the Board following the annual meeting, the Board shall vote for each officer position, in the order noted above. At the election meeting, for each candidacy, a Board member shall have the right to make a brief presentation of credentials of up to three minutes. After each candidate has presented, the candidates shall leave the room. The remaining directors shall have a discussion about the candidates and vote. In the case

where there is not a majority, the candidates receiving the top two number of votes shall be squared in a “run-off”. No director may be nominated for more than two officer positions. The Executive Committee is authorized to exercise all of the powers of the Board between meetings of the Board, except for the adoption, amendment, or repeal of Bylaws and except that the Board may limit the powers of the Executive Committee at any time by vote of a majority of directors then in office. For matters undertaken by the Executive Committee, a majority of the Executive Committee shall rule; except that in the case of a tie, the President may elect either to a) decide the issue (even if his vote was part of the original tie) or b) bring the vote to an upcoming board meeting. In the case that an Executive Committee member is removed as an officer or resigns from the Board of Directors, the President may appoint another Director to replace that Executive Committee member for a term up to the next selection by the Board.

Section 10. Operation of meetings. The president (or his Executive Committee designee) shall run the meetings of the Board and the members. He/she shall set the agenda, manage time and drive the various elements of the meeting, attempting in good faith to allocate time as needed to review issues of importance. Any director or member may ask that an item be added to the agenda. However, the President and the Executive Committee reserve the right to decide how the agenda is set, what items go on it and how they are reviewed. If a director believes that an item has not made its way to the Board within a reasonable timeframe, he/she may raise this at a future Board meeting. At that time, the President and/or Executive Committee may provide an explanation for why an item has not made it to the agenda. If this explanation is insufficient, any director may call for a vote to put the item on the next month’s agenda.

Section 11. Decorum of meeting. It is a stated objective of the Board that meetings will emphasize openness, collegiality, politeness and courteousness. It is understood that the President or presiding Executive Committee member will identify who shall speak, the order in which persons shall speak, and for how long, and will maintain decorum and order during discussion processes. Any director who repeatedly interrupts, or carries on in an untoward manner or is rude shall be warned after the meeting by the presiding officer. Repeated offenses by a director may result, upon vote of the Board, in suspension from the Board for up to three months and/or omission from the Board-recommended slate of nominees for director recommended for the following year

Section 12. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the Board. The president shall select the Chair of the committee and appointments to committees of the Board shall then be by the president and the Chair.

ARTICLE VI

Officers

Section 1. The Officers of the corporation shall be a President, two or more Vice-Presidents, a Secretary, and a Treasurer.

Section 2. The President shall preside at all meetings of the Board of Directors and at all meetings of members. He/she shall call such meetings as are herein provided to be called by him, and he shall see that the Bylaws are enforced and that the actions of the Board of Directors are carried out. He shall supervise, direct, and control the corporation's activities, affairs, and officers, and at the annual meeting he shall make a report of the account in and general business of the corporation during the previous year. In addition, in between Board meetings, the President shall use the Executive Committee to drive and/or decide any initiative that warrants a discussion or decision prior to the next regular meeting of directors, except the Executive Committee may not authorize any expenditure over \$5,000, and all decisions of the Executive Committee shall be reported to the Board at the next Board meeting. He shall sign, jointly with the Secretary, all contracts, bonds, and such instruments in writing as may be authorized or approved by the Board of Directors. He shall exercise the usual duties of President and shall perform such functions as may be delegated to him by the Board of Directors.

Section 3. The Vice-President shall perform the duties of President during any extended absence or inability of the President to act. He shall preside at meetings of the Board of Directors and at meetings of members in the absence of the President. If one or more additional vice-presidents are elected by the Board of Directors, they shall have such duties as may be delegated to them by the Board of Directors.

Section 4. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at board meetings; and the number of members present or represented at members' meetings. The secretary shall keep or cause to be kept, at the principal office, a copy of the articles of incorporation and bylaws, as amended to date. The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the Board, a record of the corporation's members, showing each member's name and address. The secretary shall give, or cause to be given, notice of all meetings of members and of the Board that these Bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

Section 5. The Treasurer shall, under the direction of the Board of Directors, receive and disburse the monies of the Corporation as hereinafter provided, and shall keep the usual and proper books of account and corporate records, and such other books as the Board of Directors may direct. The Treasurer, or any other officer as may be designated by the Board of Directors, shall issue and sign all checks, provided however that for each and every disbursement in excess of \$1000, he or she shall require the authorization of the

Executive Committee or the written approval of the President and Secretary and every disbursement in excess of \$5000 shall require the authorization of the Board of Directors. He or she shall further perform the usual functions of a Treasurer and such other functions as shall be delegated to him or her by the Board of Directors. The Treasurer shall compile an annual financial statement which shall be distributed to the Board and be available for inspection by any member making a written request.

Section 6. The Board of Directors may require of any of the officers that they furnish a fidelity bond in such amount as the Board of Directors may prescribe, and the premium therefore shall be paid by the corporation.

ARTICLE VII

Dues and Assessments

Section 1. The Board of Directors shall determine annually the amount of the membership dues to be charged to members of this corporation. Nothing herein contained shall prohibit the Board of Directors from dispensing with the collection of any membership dues.

Section 2. There shall be no assessments levied against the members, except that the Bylaws, by amendment, may authorize the charging, and fix the amount, of assessments, and may empower the Board of Directors to fix the time and manner of the payment and collection of such assessments.

Section 3. In no event shall any member be personally liable for any dues, fees or assessments. The Board of Directors shall have the power to remove or expel any member from membership in the corporation for nonpayment of assessments, provided that written notice shall be mailed to any member at least sixty (60) days prior to any such removal or expulsion from membership, which notice shall state the amount of assessments payable, and the intention of the Board of Directors to take such action, unless the delinquency is cured within such time.

ARTICLE VIII

Director's Duty to Disclose Conflict of Interest or Appearance of Conflict of Interest

Section 1. Any director who may have a conflict of interest shall disclose such conflict to the Board of Directors. Since the corporation's stated purpose is to protect the owners and occupants of single family residences, it is expected that each director will disclose any financial or business interest which relates to a matter under consideration by the Board. In addition, each director will disclose membership in a group or organization which has interest in a matter before the Board, or an interest in an individual or family capacity in a matter before the Board.

Section 2. Conflict of Interest. For purpose of disclosure, a conflict of interest is defined to include any financial or business interest in a matter which comes before the Board. A conflict of interest includes, but is not limited to: ownership of or a financial interest in real property which is under consideration by the Board, and compensation for professional services regarding the matter under consideration by the Board. A conflict of interest may include involvement in an individual or family capacity with an organization that has a stated position on, or interest in, a matter before review by the Board. In such cases, it is incumbent upon the director to notify the Board of such involvement. Repeated failure to disclose such possible and material conflicts of interest may move the Executive Committee to recommend removal from the Board.

Section 3. Appearance of a Conflict of Interest. Whenever there is the appearance of a conflict of interest, the director shall disclose the matter to the Board. Even if the director's interest is not necessarily adverse to the apparent interest of the corporation, the director's interest must be disclosed.

Section 4. Membership in Group or Organization. If a director is a member of a group or organization which has an interest in a matter before the Board, the director shall disclose such membership to the Board. Such membership must be disclosed to the Board regardless of whether the membership constitutes a conflict of interest. The Board, acting without the vote of the affected director, will determine whether the director may vote pursuant to Section 6 below.

Section 5. Disclosure. Any disclosure required by Sections 1 through 4 above shall be made immediately upon the director's awareness that the Board is considering or will consider a matter giving rise to a conflict of interest or appearance of a conflict of interest, and prior to the Board taking any action on the issue; membership in a group or organization (pursuant to Section 4 above) shall be disclosed as soon as the director becomes aware that the group or organization has an interest in a matter before the Board, and prior to the Board taking any action on the issue. If the awareness first occurs at a Board meeting, then a disclosure shall be made at that Board meeting. If the awareness arises between Board meetings, then the disclosure shall be made to the Board in advance of the next Board meeting.

Section 6. Voting. The Board of Directors shall by vote determine whether there is a conflict of interest, or an appearance of a conflict of interest, without the vote of the director involved. If the Board determines there is a conflict of interest, the interested director shall be excluded from voting on any matter where such conflict of interest has been established. The Board may also exclude the director from any deliberations relating to the matters giving rise to such conflict of interest. If the Board determines that there is not an actual conflict of interest, but there may be the appearance of a conflict of interest, the Board will determine whether the director may participate in deliberations or voting or both.

Section 7. Director's Home. Matters relating to a director's home ownership shall not be considered a conflict of interest, except for unusual circumstances. However, a director is encouraged to notify the Board of such a circumstance and to allow other directors to lead any initiative impacting his or her home.

Section 8. Interests of the Board. Each director agrees to undertake and support the interests of the Board and the corporation and its members and agrees to fulfill his/her role, even if in implementing a position of the Board is contrary to that of the director, personally. A director may always recuse him/herself from an issue where the Board has taken a view divergent from his/her personal view. In the case where a Director chooses to publicly take a different stand on an issue decided by the Board, it is the obligation of the Board member to notify the Board of his/her intention and to use his/her best efforts to ensure that persons, organizations and public officials in the community know and are aware that the director is a) taking a position personally and b) taking a position which is contrary to that taken by the Board. Material and repeated violations of this Section may cause the Executive Committee to seek removal of a director.

ARTICLE IX

Indemnification

Section 1. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section /7237(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

Section 2. On written request to the Board by any person seeking indemnification under Corporations Code section 7237(b) or section 7237(c), the Board shall promptly decide

under Corporations Code section 7237(e) whether the applicable standard of conduct set forth in Corporations Code section 7237(b) or section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 7237(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Section 3. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by the sections above shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE X

Insurance

Section 1. This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE XI

Records, Reports and Rights of Inspection

Section 1. The corporation shall keep the records required by Section 8320, and make the annual reports and annual statements required by Sections 8321 and 8322, of the California Nonprofit Mutual Benefit Corporation Law.

Section 2. The members and directors shall have the rights of inspection of the corporate books and records and minutes required by Sections 8330 - 8338, subject to all limitations provided therein, of the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE XII

Amendment of Bylaws

Section 1. The Bylaws may be amended or repealed, or new Bylaws may be adopted, by approval of the members at any annual or special meeting of the members.

Section 2. Subject to the right of the members to adopt, amend, or repeal Bylaws, unless prohibited by law, Bylaws may be adopted, amended, or repealed by the Board of Directors.

Section 3. The power of the Board of Directors to adopt, amend, or repeal any of these Bylaws may be exercised by the vote of a majority of the full Board of Directors at any meeting regularly called, provided that the proposed Bylaws changes shall have been set forth in full in the written notice of such meeting.

ARTICLE XIII

Disposition of Assets

Section 1. Upon any dissolution or winding up of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the Board of Directors, or other persons in charge of the liquidation, shall dispose of any remaining assets by delivering the same to any non-profit organization selected by such liquidator which has purposes similar to those of this corporation, and which organization is then exempt from Federal income taxation. None of the earnings or property of this corporation shall inure to the benefit of, or be distributable or distributed to, any member or other person or entity except for the kind of entity described in this section.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Brentwood Homeowners' Association, a California nonprofit mutual benefit corporation; that these Bylaws, consisting of 13 pages, including this page, are the Restated Bylaws of this corporation as adopted by the members on _____, 2007; and that these Bylaws have not been amended or modified since that date.

Executed on _____, 2007, at Los Angeles, California.

Isaac Cohen, Secretary