

**FIRST AMENDMENT TO BYLAWS
OF AXIS HOMEOWNERS ASSOCIATION**

WHEREAS, as the Bylaws of the Axis Homeowners Association were adopted on the 4th day of October, 2009;

WHEREAS, the Axis Homeowners Association desires to amend the Bylaws as more particularly set herein;

NOW, THEREFORE, the Bylaws of the Axis Homeowners Association are hereby amended as follows:

1. Article III, Section 3.4, Quorum, is amended and superseded in its entirety as follows:

3.4. Quorum. The presence either in person or by proxy, at any meeting, of Members entitled to cast fifty-one percent (51%) of the total voting power of the Association (excluding the number of votes as to which voting rights are suspended at the time of the subject meeting) shall constitute a quorum for any action except as otherwise provided in the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, a majority of the Members entitled to vote thereat may, unless otherwise prohibited by law, adjourn the meeting to a date not less than five (5) days and not more than thirty (30) days from the meeting date, at which meeting the quorum requirements shall be one-third (1/3) of the total voting power (excluding the number of votes as to which voting rights are suspended at the time of the subject meeting). The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, provided that not less than twenty-five percent (25%) of the total voting power of the Association remains present in person and/or by proxy, and provided further that any action taken shall be approved by a majority of the Members required to constitute a quorum, and that the only matters that may be voted upon at said adjourned meeting are matters the general nature of which was noticed not less than ten (10) nor more than ninety (90) days before the date of the meeting to each Member entitled to vote at the meeting. If a time and place for the adjourned meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for the adjourned meeting after adjournment, notice of the time and place of the adjourned meeting shall be given to Members in the manner prescribed for annual meetings.

Notwithstanding anything herein to the contrary, in the case of any membership meeting or written ballot called or conducted for the purpose of the annual meeting of Members for voting on the election of Directors in conjunction with the annual meeting of Members, or to approve the IRS resolution pertaining to unused assessment income, or to approve the minutes of the annual meeting of the Members, the quorum requirement for valid action shall be the number Members present in person and/or the number of ballots received from Members eligible to vote and casting a valid written ballot.

Notwithstanding anything herein to the contrary, for purposes of obtaining membership approval of Special Assessments or increases in Regular Assessments as may be required by Section

4.3 of the declaration, a "quorum" means more than fifty percent (50%) of the Members of the Association.

2. Article IV, Section 4.4, Removal; Vacancies, is amended and superseded in its entirety as follows:

4.4. Removal; Vacancies. A Director may be removed from office prior to the expiration of his or her term only by the votes of a majority of the Members. In the event of death or resignation of a Director, the vacancy shall be filled by approval of the Board at a duly held meeting, or by the sole remaining Director. The successor Director shall serve for the unexpired term of his or her predecessor. The Members may elect a Director at any time to fill any vacancy not filled by the Directors. A vacancy created by removal of a Director can be filled only by election of the Members.

3. Article V, Section 5.2, Election, is amended and superseded in its entirety as follows:

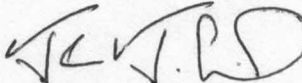
5.2. Election. The Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be allowed in the election of directors. Voting for Directors shall be by secret written ballot.

CERTIFICATE OF PRESIDENT AND SECRETARY

The undersigned President and Secretary of Axis Homeowners Association, a California non-profit mutual benefit corporation, do hereby certify that the above Second Amendment of Bylaws of Axis Homeowners Association consisting of two (2) pages, including the Certificate of President and Secretary signature page, was duly adopted by written ballot approved by the required percentage of the Members of the Axis Homeowners Association and that it now constitutes an Amendment to said Bylaws of the Axis Homeowners Association.

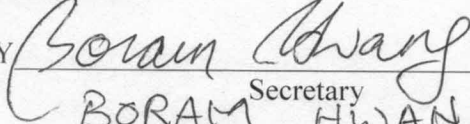
DATED: 3/15/2019

PRESIDENT:

BY 
President
Thomas T. Cusick
[Print Name]

DATED: 3/15/2019

SECRETARY:

BY 
Secretary
BORAM HWANG
[Print Name]