

BYLAWS
of
St. Francis Homes Association
a California nonprofit mutual benefit corporation
(Amended as of February 23, 2000)

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Article I

Principal Executive Office

The principal executive office of the corporation shall be located at: 101 Santa Clara Avenue, San Francisco, California. The Board of Directors may change the location of this office to another location in San Francisco, California if this office is not usable.

Article II

Membership

Section II.1 Eligibility for Membership.

The members of the corporation (referred to in these Bylaws as the "members") shall be the owners of the record legal title to one or more building sites (as defined in Section 13.2 hereof) except such owners as shall have entered into contracts of sale; and in such event, the memberships of such vendors shall automatically pass to the purchasers under said contracts whenever the Secretary is notified in writing by either the vendors or vendees of the existence of said contract; provided, further, that if any of said purchasers shall subsequently assign or resell their respective rights to purchase under said contracts, then the memberships of such purchasers shall automatically pass to the assignees or vendees of such purchasers upon similar notification to the Secretary of their respective assignments or subcontracts of purchase, and in such event the membership of such assignors or vendors who hold membership by virtue of any such contract, assignment or subcontract shall automatically pass to the last purchaser under such contract, assignment or subcontract. Memberships acquired by purchasers or their assignees or subvendees as hereinbefore set forth shall automatically lapse, and revert in the original owner or original purchaser, as the case may be, upon written notification to the Secretary of the forfeiture of rights under said contracts, assignments of contracts or subcontracts, respectively. Contract holders shall establish their right to membership to the satisfaction of the Secretary of this corporation. Membership in the corporation shall at all times be appurtenant to the aforesaid building sites to which such member holds legal title or contractual rights as aforesaid, and shall not be capable of transfer separate from said building sites.

Section II.2 Voting Rights of Members.

Each member shall be entitled to one (1) vote for each building site to which the member holds legal title of record or contractual rights on all matters upon which members are entitled to exercise voting rights. Except for the right to vote by proxy as provided in Section 3.10 hereof, members shall not be entitled to assign or transfer their voting rights to any other person.

Section II.3 Property Rights of Members.

Each member of the corporation shall have such a property interest in the corporation as is represented by the ratio of the number of building sites to which each member holds legal title of record or contractual rights, to the total number of building sites, provided, however, that such interest is and shall be appurtenant to the building sites to which such member holds legal title of record or contractual rights, and shall not be capable of transfer separate from said building sites.

Section II.4 Membership Dues, Fees and Assessments.

No membership fee shall be charged, nor shall members be required to pay at any time any amount to carry on the business of the corporation, except to pay annually the maintenance charge, or assessment, or special assessment, which is or may be made a lien on the respective properties of the members, as set forth in Clause No. 12 of the Declaration of Conditions, Covenants and Charges Affecting the Real Property known as St. Francis Wood, Extension 1, Extension 2 and Extension 3, as extended, amended and consolidated in March 1990,

by order of the Superior Court of the State of California, in and for the City and County of San Francisco (Case No. 910679).

Section II.5 Termination of Memberships.

Membership in the corporation shall lapse and cease upon the transfer of record of the legal title of the member's building site, or, if the member holds the legal title to more than one such building site, then upon the transfer of record of the legal title to all the member's building sites, or, if the member does not hold the legal title to any building site, then upon such member ceasing to be a holder of a contract, subcontract or assignment of contract for the purchase of any such building site. A member holding the legal title of record, contract of sale, assignment of contract or subcontract to more than one building site may transfer membership with each building site transferred and retain membership for each building site not transferred.

Article III

Meetings of Members

Section III.1 Place of Meetings.

Meetings of the membership shall be held in the City and County of San Francisco, California.

Section III.2 Annual Meeting.

There shall be a regular meeting of the members on the second Tuesday of January each year, unless the Board of Directors fixes another date and so notifies the members as provided in Section 3.3 of this Article III. At the annual meeting, directors shall be elected as required by these Bylaws, reports of the affairs of the corporation shall be considered, and any other business may be transacted that is within the power of the members.

Section III.3 Notice of Annual Meeting.

Written notice of each annual meeting shall be given to each member entitled to vote, either personally or by mail, or by other means of written communication, with charges prepaid, addressed to the member at the member's address appearing on the books of the corporation or given by the member to the corporation for the purpose of notice. If any notice or report addressed to the member at the address of the member appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the member at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the notices shall be available to the member upon written demand of the member at the principal executive office of the corporation for a period of one year from the date of the giving of the notice or report to all other members. If a member gives no address, notice shall be deemed to have been given to such member if sent by mail or other means of written communication addressed to the place where the principal executive office of the corporation is located, or if published at least once in a newspaper of general circulation in the county in which the principal executive office is located.

All such notices shall be given to each member entitled to the notice not less than ten (10) days (or, if sent by mail other than first-class, registered, or certified mail, twenty (20) days) nor more than ninety (90) days before each annual meeting. Any such notice shall be deemed to have been given at the time when delivered personally, deposited in the mail, or sent by other means of written communication. An affidavit of giving of any such notice in accordance with the foregoing provisions, executed by the Secretary, Assistant Secretary, or any transfer agent of the corporation, shall be *prima facie* evidence of the giving of the notice.

The notice of the meeting shall specify:

- (a) the place, date, and hour of the meeting;
- (b) those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members;
- (c) the slate of directors presented by the Nominating Committee; and
- (d) such other matters, if any, as may be expressly required by law.

Section III.4 Special Meetings.

A special meeting of the members for any lawful purpose or purposes may be called at any time by the President, by the Board of Directors, or by five percent (5%) or more of the members.

Section III.5 Notice of Special Meetings.

Upon request in writing that a special meeting of members be called directed to the President, Vice-President, or Secretary by any person (other than the Board of Directors) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board, not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. If the notice is not given within twenty (20) days after the receipt of the request, the persons entitled to call the meeting may give the notice. Notice of any special meeting of members shall be given in the same manner as for annual meetings of members. In addition to the matters required by Section 3.3(a) and, if applicable, Section 3.3(c) of this Article III of these Bylaws, notice of any special meeting shall specify the general nature of the business to be transacted, and shall specify that no other business may be transacted at the meeting.

Section III.6 Quorum.

The presence in person or by proxy of the persons entitled to vote a majority of the voting power at any meeting of members shall constitute a quorum for the transaction of business. A meeting of members, whether or not a quorum is present, may be adjourned from time to time by the vote of the holders of a majority of the votes present in person or represented by proxy and entitled to vote, but in the absence of a quorum no other business may be transacted at such meeting, except that the members present or represented by proxy at a duly called or held meeting, at which a quorum is present, may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section III.7 Adjourned Meeting and Notice.

Except as provided below, when a members' meeting, either regular or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business that might have been transacted at the original meeting. However, no meeting may be adjourned for more than forty-five (45) days, or if after adjournment a new record date is fixed for notice or voting, notice of the adjourned meeting shall be given to each member who on the record date for the adjourned meeting is entitled to vote at the adjourned meeting.

Section III.8 Record Date.

(a) The Board of Directors may fix a time or times in the future as a record date or dates for the purpose of determining the members entitled to notice of any meeting of members, to vote at such meeting, to cast written ballots with respect to corporate action, to receive any report, or to exercise rights in respect of any other lawful action. The record date so fixed with respect to those entitled to notice of a meeting shall be not more than ninety (90) days nor less than ten (10) days before the date of any such meeting, and the record date so fixed for purposes of voting at a meeting, casting written ballots, receiving reports, or for any other purpose shall not be more than sixty (60) days prior to the date of the meeting, the date the first written ballot is mailed or solicited, or the date of any other action, as the case may be. When a record date is so fixed, only members of record at the close of business on that date are entitled to notice of and to vote at any such meeting, to cast written ballots, to receive any report, or to exercise other rights, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the Articles of Incorporation, these Bylaws, or by law.

(b) If no record date is fixed by the Board of Directors:

(1) The record date for determining members entitled to notice of a meeting of members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the date on which the meeting is held.

(2) The record date for determining members entitled to vote at a meeting of members shall be the day of the meeting.

(3) The record date for determining members entitled to cast written ballots with respect to corporate action shall be the day the first written ballot is mailed or solicited.

(4) The record date for determining members for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating to the matter, or the 60th day prior to the date of such other action, whichever is later.

(c) A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting; except that if the Board did not fix a record date for determining members entitled to vote at the initial meeting, the record date with respect to voting at the adjourned meeting shall be the day of the adjourned meeting.

Section III.9 Voting.

(a) Except as may be otherwise provided in the Articles of Incorporation or these Bylaws, each member entitled to vote shall be entitled to one vote for each building site to which such member holds legal title of record or contractual rights on each matter submitted to a vote of the members. Single memberships in which two or more persons have an indivisible interest shall be voted as follows unless the Secretary of the corporation is given notice to the contrary and is furnished with a copy of the instrument or order providing for application of a different rule:

(1) If only one votes, such act binds all joint holders.

(2) If more than one votes, no vote shall be counted unless all entitled to vote agree as to how and by whom the vote is to be cast.

(b) Voting at a meeting of the members may be by voice vote or by ballot; provided, however, that all elections for directors must be by ballot upon demand made by a member at any election before the voting begins.

(c) If a quorum is present, the affirmative vote of the majority of the voting power represented and voting at the meeting (which affirmative vote also constitutes at least a majority of the required quorum) shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Corporation Law, or the Articles of Incorporation, or these Bylaws. The term "voting power" for the purpose of these Bylaws shall mean the power to vote for the election of directors at any time any determination of voting power is made and does not include the right to vote upon the happening of some condition or event that has not yet occurred.

(d) In any election of directors, the candidates receiving the highest number of votes are elected.

Section III.10 Proxies.

(a) Any member entitled to vote a membership may authorize another person or persons to act by proxy with respect to such membership. "Proxy" means a written authorization signed by a member or the member's attorney in fact giving another person or persons power to vote on behalf of such member. "Signed" for the purpose of this section means the placing of the member's name on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney in fact. Any proxy duly executed is not revoked and continues in full force and effect until (i) a written instrument revoking it is filed with the Secretary of the corporation prior to the vote pursuant to the proxy, (ii) a subsequent proxy executed by the person executing the prior proxy is presented to the meeting, (iii) the person executing the proxy attends the meeting and votes in person, or (iv) written notice of the death or incapacity of the maker of such proxy is received by the corporation before the vote pursuant to the proxy is counted; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three (3) years from the date of execution. The dates contained on the forms of proxy presumptively determine the order of execution, regardless of the postmark dates on the envelopes in which they are mailed.

(b) Any form of proxy distributed to ten (10) or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters, including any elections to office, intended, at the time the proxy is distributed, to be acted upon at the meeting for which the

proxy is solicited, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance with such choice.

(c) In any election of directors, any form of proxy in which the directors to be voted upon are named as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.

Section III.11 Approval by Written Ballot.

(a) Subject to paragraph (e) below, any action that may be taken at any meeting of members, whether regular or special, may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation.

(b) Approval by written ballot pursuant to this section shall be valid only when 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 the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(c) Ballots shall be solicited and counted in a manner consistent with the requirements of the first paragraph of Section 3.3 and of Section 3.10(c) of this Article III. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted. In the event that the corporation has one hundred (100) or more members, any ballot distributed to ten (10) or more members shall conform and be subject to the requirements for proxies set forth in Section 3.10(b) of this Article III.

(d) Written ballots may not be revoked.

(e) Directors may be elected by written ballot except when cumulative voting for directors is authorized.

(f) The provisions of this section do not apply to a ballot distributed at a meeting of members.

Article IV

Board of Directors

Section IV.1 Powers.

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the activities and affairs of the corporation shall be managed and all corporate powers (including the power to levy maintenance charges or assessments as contemplated in Section 2.4 hereof) shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person, 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 of Directors.

Section IV.2 Number of Directors.

The authorized number of directors of the corporation shall be nine (9) until changed by an amendment of the Articles of Incorporation or these Bylaws amending this Section 4.2 duly adopted by the members.

Section IV.3 Election and Term of Office.

The directors shall be elected at each annual meeting of the members for a term of one year, but, if the directors are not elected at the annual meeting, the directors may be elected at any meeting of the members. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. A director may succeed himself or herself in office.

Directors elected by the members shall be nominated and elected in accordance with the procedures set forth in Article V of these Bylaws.

Section IV.4 Vacancies and Removal.

A vacancy in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by the Board of Directors of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty arising as a result of Section 7238 of the California Corporations Code dealing with the standard of conduct for a director in respect of a corporation that holds assets in charitable trust, or has missed four (4) consecutive meetings of the Board of Directors; (iii) an increase in the authorized number of directors; (iv) the failure of the members, at any annual or other meeting of members at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting; or (v) the affirmative vote of the members to remove a director in accordance with the voting requirements of Section 7222 of the California Corporations Code.

Vacancies in the Board of Directors, except for a vacancy created by the removal of a director, may be filled by a majority of the directors present at a meeting at which a quorum is present, or if the number of directors then in office is less than a quorum, (a) by the unanimous written consent of the directors then in office, (b) by the vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice in compliance with these Bylaws, or (c) by a sole remaining director. A vacancy in the Board of Directors created by the removal of a director may be filled only by the members. The members may elect a director at any time to fill a vacancy not filled by the directors. Each director appointed or elected to fill a vacancy shall hold office until his or her successor is elected at an annual or other meeting of the members.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section IV.5 Place of Meetings.

Regular meetings of the Board of Directors shall be held at the principal executive office of the corporation. Special meetings of the Board may be held at any place in San Francisco, California, that has been designated in the notice of the meeting.

Section IV.6 Annual Meeting.

Immediately following the annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of appointing officers of the corporation and otherwise organizing and for the transaction of other business. The annual meeting may be held without notice.

Section IV.7 Other Regular Meetings.

Other regular meetings of the Board of Directors shall be held at such times as are fixed by the Board of Directors. Such regular meetings may be held without notice.

Section IV.8 Special Meetings.

Special meetings of the Board of Directors for any purpose may be called at any time by the President, any Vice-President, the Secretary, or any two directors.

Written notice of the time and place of special meetings shall be delivered personally to each director or communicated to each director by telephone, telegraph, facsimile, electronic mail message, or mail, with charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation or, if it is not so shown on such records or is not readily ascertainable, at the place at which the meetings of the directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered, personally or by telephone, telegraph, facsimile or electronic mail message, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. Any such transmission of notice, as above provided, shall be due,

legal, and personal notice to such director. As used herein, notice by telephone shall be deemed to include a voice messaging system or other system or technology designed to record and communicate message, or wireless, to the recipient, including the recipient's designated voice mailbox or address on such a system.

Notice of a meeting need not be given to any director who signs a waiver of notice, or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section IV.9 Action at a Meeting: Quorum and Required Vote.

(a) 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 otherwise provided in these Bylaws.

(b) Every act done or decision 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 the Articles of Incorporation, these Bylaws, or the California Nonprofit Corporation Law.

(c) A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting, subject to any applicable requirements for approval by a greater number or a disinterested majority.

(d) Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment as long as all members participating in such meeting can hear one another. Participation in a meeting as permitted by this subsection (d) constitutes presence in person at such meeting.

Section IV.10 Adjourned Meeting and Notice.

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 any adjournment to another time and 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.

Section IV.11 Action Without a Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board other than any "interested director" as that term is defined in Section 5233 (and made applicable pursuant to Section 7238) of the California Corporations Code, shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

Article V

Certain Director Election Procedures

Section V.1 Nominating Committee.

The Board of Directors shall appoint a Nominating Committee to select qualified candidates for election to the Board of Directors at least ninety (90) days before the date of any election of directors by the members. The committee shall make its report at least sixty (60) days before the date of the election, and the Secretary of the corporation shall forward to each member, with the notice of meeting required by Section 3.3 of Article III of these Bylaws, a list of candidates so nominated along with the names of any persons duly nominated by the members as of that time. The Nominating Committee shall consist of members who are not Directors.

Section V.2 Nominations by Members.

Members representing two percent (2%) of the voting power may nominate candidates for directorships at any time before the end of the 30th day preceding such election or, if the directors are to be elected by written ballot, preceding the printing of the written ballots. On timely receipt of a petition signed by members

representing the required number of votes, the Secretary shall cause the names of the candidates named on it to be included along with those candidates named by the nominating committee and distributed as described in Section 5.1, above.

Section V.3 Nominations from the Floor.

At a meeting to elect directors, any member present at the meeting in person or by proxy may place names in nomination.

Article VI

Committees

Section VI.1 Committees of Directors.

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Any such committee, to the extent provided in the resolution of the Board of Directors or in these Bylaws, shall have all the authority of the Board of Directors, except that no committee, regardless of Board resolution, may take actions not permitted by law.

Section VI.2 Committees That Include Other Than Board Members.

The Board of Directors may, by resolution, designate one or more committees that need-not be composed of Board members. Such committees shall not have the authority of the Board. However, the Board may delegate powers to any such committee as provided for in Section 6.1 of Article VI of these Bylaws, except that the Board may not delegate any powers that a committee is not permitted by law to exercise.

Section VI.3 Meetings and Actions of Committees.

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Sections 4.5 through 4.11 of Article IV of these Bylaws, concerning meetings and actions of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committees. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committees. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the government of any committee.

Article VII

Officers

Section VII.1 Officers.

The officers of the corporation shall consist of the President, the Secretary, and the Treasurer, and each of them shall be appointed by the Board of Directors. The corporation may also have one or more Vice-Presidents and such other officers as may be appointed by the Board of Directors, or with authorization from the Board of Directors by the President or some other officer. The order of seniority of the Vice-Presidents shall be in the order of their nomination, unless otherwise determined by the Board of Directors. The Board of Directors shall designate one officer as the chief financial officer of the corporation. In the absence of such designation, the Treasurer shall be the chief financial officer. Any two or more offices may be held by the same person. The Board of Directors may appoint, and may empower the President or another officer to appoint, such other officers as the activities of the corporation may require, each of whom shall have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

All officers of the corporation shall hold office from the date appointed to the date of the next succeeding annual meeting of the Board of Directors, and until the successors to such officers are elected and qualified; provided that all officers, as well as any other employee or agent of the corporation, may, subject to any claim for breach of contract based on any contractual arrangements between any such person and the corporation, be removed at any time at the pleasure of the Board of Directors, or, except in the case of an officer chosen by the

Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors, and upon the removal, resignation, death, or incapacity of any officer, the Board of Directors, or the President or another officer in cases where the President or the other officer has been vested by the Board of Directors with power to appoint, may declare such office vacant and fill such vacancy.

Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the corporation, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section VII.2 Duties of the President.

The President shall be the general manager and chief executive officer of the corporation and shall perform all the duties commonly incident to that office. The President shall preside at all meetings of the members and the Board of Directors, and shall perform such other duties as the Board of Directors may from time to time determine.

Section VII.3 Duties of Vice-Presidents.

The Vice-Presidents, in the order of their seniority unless otherwise established by the Board of Directors, may assume and perform the duties of the President in the absence or disability of the President or whenever the office of the President is vacant. The Vice-Presidents shall have such titles, perform such other duties, and have such other powers as the Board of Directors or the President shall designate from time to time.

Section VII.4 Duties of the Secretary.

The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office, a book of minutes of actions taken at all meetings of directors, committees, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such director and committee meetings, the number of votes present or represented at members' meetings, and the proceedings of all such meetings.

The Secretary shall keep, or cause to be kept, at the principal executive office a record of the members of the corporation, showing the names of all members and their addresses.

The Secretary shall give, or cause to be given, notice of all meetings of the members, of the Board of Directors, and of the committees of this corporation required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Section VII.5 Duties of the Treasurer.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall deposit all moneys 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 the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

If required by the Board of Directors, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, retirement, or removal from office.

Article VIII

Indemnification of Directors, Officers, Employees, and Other Agents of the Corporation; Purchase of Liability Insurance

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an officer or director of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding to the extent permitted by California law.

(b) The Board of Directors of the corporation shall be entitled to purchase and maintain insurance on behalf of any officer or director of the corporation against any liability asserted against or incurred by such person in such capacity whether or not the corporation would have the power to indemnify such person against such liability under the provisions of California law.

Article IX

Execution of Corporate Instruments

Section IX.1 Execution of Corporate Instruments.

The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, other corporate instruments or documents, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed by the President or any Vice-President and by the Secretary or Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Article X

Annual Report

The corporation shall notify each member yearly of the member's right to receive a financial report pursuant to this article. Except as provided below, upon written request of a member the corporation shall promptly cause the most recent annual report to be sent to the requesting member. An annual report shall be prepared no later than 120 days after the close of the corporation's fiscal year. Such report shall contain the following information in appropriate detail:

- (1) A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year.
- (2) A statement of the place where the names and addresses of the current members are located.
- (3) Any information required by California Corporations Code Section 8322.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

This article applies only if the corporation receives more than ten thousand dollars (\$10,000) in gross revenues or receipts during the fiscal year. Each member and director must nonetheless receive the information referred to in item 3 above within 120 days after the close of the corporation's fiscal year, whether or not such information is requested.

Article XI

Maintenance and Inspection of Corporate Records

Section XI.1 Maintenance and Inspection of Articles and Bylaws.

The corporation shall keep at its principal executive office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

Section XI.2 Access to Membership List.

(a) Subject to paragraph (b) of this Section, and unless the corporation provides a reasonable alternative pursuant to this paragraph (a), a member may do either or both of the following as permitted by this paragraph:

(1) Inspect and copy the record of all the members, names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary of the corporation, upon written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified in the demand as the date as of which the list is to be compiled.

The rights set forth in this paragraph may be exercised by:

(1) Any member, for a purpose reasonably related to such person's interest as a member. When the corporation reasonably believes that the information will be used for another purpose, or when it provides a reasonable alternative pursuant to this paragraph, it may deny the member access to the list.

(2) The authorized number of members (as defined in California Corporations Code Section 5036) for a purpose reasonably related to the members' interest as members.

(b) Pursuant to Section 8331 of the California Nonprofit Corporation Law, the corporation may petition the superior court of the proper county for an order setting aside the demand for the membership list.

Section XI.3 Maintenance and Inspection of Other Corporate Records.

The accounting books, records, and minutes of proceedings of the members, the Board of Directors, and any committees of the corporation shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. 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.

The minutes and accounting books and records shall be open to inspection on the written demand of any member at any reasonable time for a purpose reasonably related to the member's interests as a member.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation.

Section XI.4 Inspection by Agents.

Any inspection provided for under this Article XI may be made in person or by agent or attorney and includes the right to copy and make extracts.

Article XII

Amendments

Except for Section 2.4 of Article II, new bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of a majority of the members entitled to vote, or by written ballot in conformity with Section 3.11 of Article III.

Article XIII

Construction and Definitions

Section XIII.1 General.

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

Section XIII.2 Definition of "Building Site".

A building site for the purpose of these Bylaws shall be either (i) a lot as shown on any of the hereinafter described maps which are now on file in the office of the County Recorder of the City and County of San Francisco, or any resubdivision or combination of any such lot or lots which has been or is hereafter permitted by the restrictions applicable thereto (as set forth in the Declaration of Conditions, Covenants and Charges Affecting the Real Property Known as St. Francis Wood, as consolidated, amended and extended on March 28, 1990), as applied by the Board of Directors, to be used as a site for a dwelling house in St. Francis Wood, or (ii) any piece, parcel or lot of the hereinafter described tracts of land not shown on any such map which has been or is hereafter permitted by the aforesaid restrictions applicable thereto as applied by the Board of Directors, to be used as a site for a dwelling house in St. Francis Wood. The said maps and the said tracts of land are described as follows, to wit:

"St Francis Wood Extension No. 1", filed in the office of the said County Recorder, on the 15th day of February, 1917, and recorded in Map Book "H" at pages 58, 59 and 60.

"St Francis Wood Extension No. 2", filed in the office of the said County Recorder, on the 1st day of May, 1917, and recorded in Map Book "H" at pages 76 and 77.

"Resubdivision of Blocks Nos. 18 and 21 and portion of Block No. 19 and Lots lettered P. Q. R. S. St Francis Wood Extension No. 2, San Francisco, California," filed in the office of the said County Recorder, on the 22nd day of October, 1918, and recorded in Map Book "H" at pages 100, 101 and 102.

"St Francis Wood Extension No. 3", filed in the office of the said County Recorder, on the 30th day of October, 1924, and recorded in Map Book "J" at pages 68, 69 and 70.

And also those certain pieces, parcels or tracts of land described in that certain deed executed by California Pacific Title Insurance Company to Westgate Park Company, dated October 31, 1919, and recorded in the office of the said County Recorder on the 13th day of November, 1919 in liber 34 of Official Records at page 228.

And also that certain piece, parcel or tract of land described in that certain deed executed by Residential Development Company of San Francisco to Westgate Park Company, dated April 25, 1925 and recorded in the office of the said County Recorder on the 30th day of April, 1925, in liber 1049 of Official Records at page 466, and the land described in the deed from Residential Development Company of San Francisco to Westgate Park Company, dated October 3, 1912, and recorded October 10, 1912 in Book 666 of Deeds, at page 230.

As of January 1, 2000, a total of 561 lots, or pieces or parcels in St. Francis Wood constituted building sites for purposes of these bylaws.

Article XIV

Corporate Seal

The corporate seal shall consist of a circular die bearing the words "St. Francis Homes Association, San Francisco, Cal Incorporated October 11, 1912". If and when authorized by the Board of Directors, a duplicate of the corporate seal may be kept and used by such officer or person as the Board of Directors may designate.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of St. Francis Homes Association, a California nonprofit corporation, and the above Bylaws, consisting of 14 pages, are the Bylaws of this corporation as adopted at a meeting of the members held on February 23, 2000.

Dated: _____, 20__.

Executed at _____

Secretary