
**SECOND AMENDMENT
TO
BYLAWS
OF
RIVERLAKE COMMUNITY ASSOCIATION**

This Second Amendment to Bylaws of Riverlake Community Association ("Second Amendment") is made by the Association's Board of Directors, with reference to the following facts:

RECITALS

A. The Riverlake Community Association (the "Association") is a California nonprofit mutual benefit corporation formed to manage and maintain the Common Areas of the Riverlake residential common interest development in accordance with the governing documents for the Riverlake Community Association.

B. On August 23, 2007, in accordance with the amendment provisions of the Bylaws of Riverlake Community Association (the "Bylaws"), the members of the Association approved the following Second Amendment to the Association's Bylaws:

AMENDMENT

AMENDMENT

1. Quorum. Section 3.05 of the Bylaws shall be amended and restated in its entirety to reduce the quorum requirements from forty-five percent (45%) to fifteen percent (15%) of the Voting Power of the Members as follows:

3.05. Quorum. The presence at any meeting, in person, by proxy or by secret ballot, of members entitled to cast at least 15% of the votes of the total voting power of the association shall constitute a quorum for any action except as otherwise provided in the articles of incorporation, the declaration or these bylaws. The members present at a duly called or duly 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. Unless more than one-third (1/3) of the total number of votes which may be cast by the members are present in person, by proxy or by secret ballot attend such meeting, the only business that may be transacted at the meeting are those items which were generally described in the notice of the meeting.

2. Adjourned Meeting. Section 3.06 of the Bylaws shall be amended and restated in its entirety to reduce the quorum from fifteen percent (15%) to ten percent (10%) at any adjourned meeting as follows:

3.06. Adjourned Meeting. If a quorum is not present or represented at any meeting, the members entitled to vote thereat shall have the power only to adjourn the meeting to another day and time, including the same day as the originally scheduled meeting but not more than 45 days thereafter, without notice other than announcement at the meeting. The quorum for the adjourned meeting shall be 10% of the votes of the total voting power of the association. Unless such reconvened meeting is attended by more than one-third (1/3) of the total number of votes which may be cast by the members are present in person, by proxy or by secret ballot, the only business that may be transacted at the meeting are those items which were generally described in the notice of the meeting. If a time and place for the adjourned meeting is not fixed and announced 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 regular meetings.

3. Regular Meetings. Section 5.09 of the Bylaws shall be amended and restated in its entirety to read as follows:

5.09 Regular Meetings. Regular meetings of the board of directors shall be held at least quarterly at such hour as may be fixed from time to time by resolution of the board and notice of the time and place thereof shall be communicated to the directors and posted at a prominent place within the common area and communicated to the directors at least four (4) days before the time of the meeting. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. The notice shall also specify the nature of any special business to be transacted at the meeting.

4. To the extent that any provision of this Second Amendment conflicts with any provision of the Bylaws, the provision of the Second Amendment shall prevail.

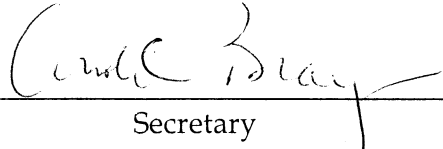
5. Except as herein amended, the Bylaws are confirmed and remain in full force and effect.

CERTIFICATE OF SECRETARY

The undersigned, Secretary of the nonprofit mutual benefit corporation known as Riverlake Community Association hereby certifies that the above and foregoing Second Amendment was duly adopted by the Members of the Association.

RIVERLAKE COMMUNITY ASSOCIATION,
a California nonprofit mutual benefit corporation

By:


Secretary