

ARTICLES OF ASSOCIATION
OF THE
MEDITERRANIA HOME OWNERS ASSOCIATION
as amended to January 17, 1983

ARTICLE I
NAME

We, the undersigned, desiring to form a non-profit association for the mutual benefit of the property owners of the area described in the by-laws of this Association, do hereby constitute ourselves a voluntary association under the name of the Mediterrania Home Owners Association.

ARTICLE II
PURPOSES

The purposes for which said Association is formed are:

1. To protect and promote the best interests of the residents of the area described in the by-laws of this Association.
2. To strive for and promote the continued Improvement of all public facilities within said area.
3. To encourage and promote a better community spirit, and to foster goodwill and friendship among all the residents of said area.
4. To cooperate with other civic and public organizations for the general welfare of the community.
5. To secure the improvement, beautification and maintenance of streets, roads, trails, firebreaks, playgrounds and recreational facilities; and, in general, community facilities appropriate for the use and benefit of its members and surrounding residents.
6. To provide an open forum for the discussion of civic issues and problems which may have a direct bearing upon the property owners and residents of this district, and to provide a means for the taking of proper action thereupon in an organized and unified manner, and looking forward to the best interests of all of the members even, and if, such action is deemed necessary and properly authorized.
7. To provide an agency through which its members may contact the various city and county officials and forward such suggestions or complaints as may be necessary or advisable.
8. To fix, establish and collect annually such charges and dues upon each and every member in the manner provided in the by-laws, and to expend or hold the monies so collected, along with any other sums received, for the payment and discharge of costs, expenses and obligations for which said Association is formed.

ARTICLE III
MEMBERS

There shall be two (2) classes of membership in this Association as defined in the by-laws, to wit Voting Members and Associate Members.

ARTICLE IV
OFFICERS AND DIRECTORS

The powers, management and government of the affairs of this Association shall be vested in a Board of Directors which shall consist of nine (9) members of this Association, and they shall select from their number, as provided in the By-Laws, a President, Vice-President, Secretary and Treasurer.

ARTICLE V
ANNUAL MEETINGS

Section 1. **TIME AND PLACE.** The Annual Meeting of Members and the election of Directors shall be held in the month of January of each year, at a place in the County of Los Angeles, State of California, to be so designated by the Board of Directors.

Section 2. **REPORTS.** At the Annual Meeting, a report of the past year's activities and of the projects for the future shall be made by the Board and by such others as the Board may invite to report. A financial report shall be made by the Treasurer.

Section 3. **ELECTION AND TERMS OF DIRECTORS.** At the first Annual Meeting to be held in July, 1968, a total of at least nine (9) Directors shall be nominated, and, of these, nine (9) shall be elected to serve as Directors. The nine (9) Directors so elected shall choose one of their number as President. His term as a Director shall be two (2) years. For the purpose of establishing the terms of the other initial Directors, the Board of Directors shall designate four (4) Directors who shall serve two-year terms, and the remaining four (4) Directors who shall serve one-year terms. Thereafter, and as said terms shall expire, Directors shall be elected in accordance with the following provisions:

- (a) Commencing with the Annual Meeting to be held in October 1969, and at each Annual Meeting thereafter, Directors shall be elected to replace the four (4) or five (5) Directors whose terms will each year be expiring. Such Directors as are elected in 1969 and thereafter, shall serve as Directors for a term of two (2) years.
- (b) Commencing in 1969, and each year thereafter, the Directors whose terms are not that year expiring shall serve as a Nominating Committee, and shall submit to the Membership, at the annual meeting, a slate of candidates not less in number than the number of vacancies to be filled on the Board of Directors.

- (c) Other and additional candidates for Director may be made by the Members by submitting to the President of the Association, at least three (3) weeks prior to the election and not more than six (6) weeks prior to the election, a written nomination signed by a Voting Member of the Association, as nominator, to the effect that such member would like to nominate a certain person as a candidate for Director, and containing also the consent of such person to be so named. Thereupon, such name or names will be added as candidates for the expiring offices of Director.
- (d) Other and additional candidates for Director may be made by the Members from the floor at the Annual Meeting.

Section 4. **DIRECTORS' MEETINGS.** Regular meetings for the Board of Directors shall be held at such place as the President shall direct; except that such meetings shall be held at least bi-monthly.

ARTICLE VI
FAILURE TO ATTEND

Any Director failing to attend three (3) or more consecutive, regularly-scheduled bi-monthly Directors' Meetings, or failing to have attended three (3) or more of such regularly-scheduled meetings in any calendar year, if such meetings are called, shall have been deemed, upon such occurrences, to have resigned as a Director, unless a majority vote taken chooses to formally excuse such absence.

ARTICLE VII
VACANCIES

In the event of a vacancy existing within the Board of Directors, the remaining Directors shall, by proper motion made and majority vote taken, appoint a Director to fill such vacancy for the natural balance of the term of the vacancy.

ARTICLE VIII
AMENDMENTS

These Articles of Association may be amended by a two-thirds ($\frac{2}{3}$) vote of all Voting Members present at any Annual or Special Meeting, provided that a copy of the proposed Amendment has been included in the notice of Meeting.

Signatures	Date

Mediterrania

homeowners association

Rancho Palos Verdes, CA., 90274

November 16, 1989

Dear Homeowner,

Your homeowner's association is holding its Annual Meeting on January 8, 1990, in the Student Lounge at Marymount College at 7:30 pm. We would like very much to see you there. In case you wont be able to attend, please complete the enclosed proxy designation, even if you plan to be at the meeting. We are considering an important amendment to our Articles of Association and your vote is vitally important.

This proposed amendment is offered to improve the continuity of leadership of the Board of Directors while maintaining a broad base of representation. The amendment provides for the contingency of maintaining a full number of Board members and reads as follows:

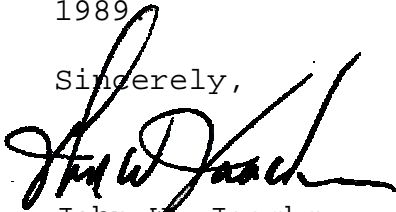
ARTICLES OF ASSOCIATION
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Article V, Section 3, add paragraph (e)

- (e) In special circumstances when the number of Directors whose terms are not that year expiring has been substantially reduced because of deaths, resignations or change in residence, Directors whose terms would normally expire may be elected, by a majority of voting members present at any Annual or Special Meeting, to serve an additional year in order to provide continuity of operation.

Please complete the proxy, sign, date and return it by December 1, 1989.

Sincerely,



John W. Jaacks
President