

AMENDED AND RESTATED BYLAWS
OF
SOLANO BUSINESS PARK ASSOCIATION

ARTICLE I

Definitions

Terms used in these Amended and Restated Bylaws of Solano Business Park Association (“**Bylaws**”) are defined below. Capitalized terms not otherwise defined in these Bylaws shall have the definitions set forth in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Tract 5415 dated _____, 200__ and recorded in the Office of the County Recorder of Contra Costa County, California (collectively with all amendments thereto, the “**Declaration**”).

1. “**Association**” means SOLANO BUSINESS PARK ASSOCIATION, a California non-profit mutual benefit corporation.
2. “**Community Area**” means all tracts of land served by the Association in furtherance of its Community Services and shall include all of the land lying within Tract 5415 as shown on a map recorded in Book 226, Pages 9 to 10, inclusive, Official Maps, Records of Contra Costa County, California.
3. “**Community Facilities**” shall include all property owned, leased or controlled by the Association.
4. “**Community Services**” shall include any and all of the purposes set forth in the Articles of Incorporation of the Association, or the amendments thereto, including but not limited to the landscaping and maintenance of the Common Area and the maintenance of the exteriors of all buildings, structures and other improvements (including exterior painting and the exterior walls of such buildings), driveways, sidewalks and off-street parking areas within the Common Area.
5. “**Conveyance**” shall mean and refer to conveyance of a fee simple title, or lease of any part of the Community Area.
6. “**Deed of Trust**” shall mean the conveyance of any Lot or other portion of the Community Area to secure the performance of an obligation.
7. “**Lot**” shall mean and refer to a recorded parcel within the Community Area, except the Common Area.
8. “**Member**” shall mean and refer to every person or entity who holds membership in the Association.

9. “**Owner**” shall mean and refer to the person or entity who is the record owner of the fee simple title to any Lot which is a part of the Community Area, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

ARTICLE II

Purpose and Office

Section 1. Purpose. The Association has been formed for the purpose of exercising the powers and performing the duties of the Association set forth in these Bylaws, the Articles of Incorporation of the Association and the Declaration.

Section 2. Principal Office: The principal office for the transaction of the business of the Association is hereby fixed and located in the City of Pleasant Hill in the County of Contra Costa, State of California. The Board of Directors of the Association (“**Board**”) is hereby granted full power and authority to change said principal office from one location to another within said Contra Costa County.

ARTICLE III

Members

Section 1. Number of Members: There shall be only one membership for each Lot in the Community Area.

Section 2. Membership: Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject by covenants of record or by lease to assessment by the Association, shall be a Member of the Association with regard to voting. In the event there is more than one owner of any Lot, said owners of a Lot shall collectively have a single membership and be entitled collectively to one vote. An owner of more than one Lot shall have one vote for each Lot owned. Every Member of this Association shall be subject to the provisions of the Articles of Incorporation and these Bylaws. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separate from the fee ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

Section 3. Transfer: The membership held by any Owner of a Lot shall not be transferred, pledged or alienated in any way, except upon the sale to a purchaser, transfer of the property through inheritance, gift or any other normal method of transferring the fee to the property of such lot, or upon the encumbrance to the Deed of Trust holder of such Lot. Any attempt to make a prohibited transfer is void, and will not be reflected upon the books and records of the Association. In the event the Owner of any Lot should fail or refuse to transfer the membership registered in his name to the purchaser of such Lot, the Association shall have the right to record the transfer upon the books of the Association and shall issue a new certificate to

the purchaser, and thereupon the old certificate outstanding in the name of the seller shall be null and void as though the same had been surrendered.

Section 4. Termination of Membership: Membership in the Association shall automatically terminate when such Member sells and transfers the Lot.

Section 5. Voting Rights: The Association shall have one class of voting membership:

Class A - Class A Members shall be all Owners. Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Section 1 of this Article above. When more than one person holds such interest in any Lot, all such persons shall be Members. The vote for such Lot, shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Section 6. Voting: In all matters which shall be presented for a vote of the Members, the Member or Members owning any Lot shall be entitled to one vote for such Lot; provided, however, at any election for directors of this Association, the vote or votes may be cumulated a number of votes equal to the number of directors to be elected multiplied by the number of votes to which the Member is entitled, may be given to one candidate, or said Member may distribute his votes on the same principle among as many candidates as the Member thinks fit. The candidates receiving the highest number of votes up to the number of directors to be elected are elected. Any director may be removed from the Board, with or without cause, by a vote of the Members cast in the same manner as such votes may be cast for the election of directors as set forth above. Voting for members of the Board shall be by secret written ballot.

Section 7. Membership Certificates: In its discretion, the Board of the Association may, but need not, issue appropriate membership certificates evidencing membership in the Association.

Section 8. Assessments:

8.1 Membership Assessments. Each Member in the Association shall be personally liable for the payment of such regular assessments and special assessments for capital improvements as may from time to time be fixed and levied by the Board as provided for in the Declaration. The Board shall fix, levy, collect and enforce such assessments at the time, in the manner and subject to the limitations set forth in the Declaration.

8.2 Enforcement; Lien Rights: For the purpose of enforcing and collecting assessments, this Association shall have the lien rights set forth in the Declaration, which lien rights shall be enforceable by the Board in the manner set forth in the Declaration. The Board shall also have and be entitled to exercise all other rights and remedies set forth in the Declaration or otherwise provided for at law or in equity.

ARTICLE IV

Meetings of Members

Section 1. Place of Meeting: All meetings of Members shall be held at the principal office of the Association, or at such other place in the County of Contra Costa as may be fixed from time to time by resolution of the Board.

Section 2. Annual Meetings: The annual meeting of Members of the Association shall be held on the first Tuesday in November of each year; provided, however, that should said day fall upon a legal holiday, then any such annual meeting of Members shall be held at the same time and place on the next succeeding day which is not a legal holiday.

Section 3. Special Meetings: Special meetings of Members for any purpose may be called at any time by the President, or by the Board, or by any two or more Members thereof, or by one or more Members holding not less than twenty percent (20%) of the voting rights of Members of the Association.

Section 4. Notices of Meetings: Written notice of meetings, annual or special, shall be given to each Member entitled to vote, either personally or by sending a copy of the notice through the mail, postage prepaid, to his address appearing on the books of the Association or supplied by him to the Association for the purpose of notice. All such notices shall be sent to each Member entitled thereto not less than four (4) days before each meeting by posting the notice in a prominent place(s) within the Common Area, by mail or delivery of the notice to each Member, or by newsletter or similar means of communication or by any other method described in California Civil Code Section 1365.05(g). All such notices shall specify the place, the day and the hour of such meeting, and in case of special meetings, the general nature of the business to be transacted. An emergency meeting of the Board may be called by the President of the Association, or by any two members of the governing body other than the President, if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board, and which necessity make it impracticable to provide notice as required by this Section 4.

When any meeting of Members, either annual or special, is adjourned for thirty (30) days or more, notice of the time and place of the adjourned meeting shall be given as in the case of any original meeting. No membership meeting may be adjourned for more than forty-five (45) days. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, other than by announcement thereof at the meeting at which such adjournment is taken.

Section 5. Consent of Absentees: The transaction of any business at any meeting of Members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the Members entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the records of the Association or made a part of the minutes of the meeting.

Section 6. Quorum: The presence in person or by proxy of the holders of twenty percent (20%) of the voting power of the Association shall constitute a quorum. A majority of the voting power of those Members present shall prevail at all such meetings. 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 or departure of certain Members, leaving less than a quorum present, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

Section 7. Proxies: Every Member entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such Member or his duly authorized agent and filed with the Secretary of the Association; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, except that, in the case of any Member who has granted to a lessee a leasehold interest with respect to a Lot in which such Member holds the interest required for membership by Section 1 of Article III of these Bylaws, such Member may execute a written proxy in favor of such lessee which shall be valid for the remainder of the term of such lease, or three years from the date of execution, whichever is shorter.

ARTICLE V

Directors

Section 1. Powers: Subject to the limitation of the Articles of Incorporation, or these Bylaws, and of the California Corporations Code as to action to be authorized or approved by the Members, and subject to the duties of the directors as prescribed by these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by the Board. Without prejudice to such general powers, but subject to the same limitations, the directors are vested with shall have the following powers: to wit:

- (a) To select, appoint, and remove all officers, agents and employees of the Association, to prescribe such powers and duties for them as may be consistent with law, with the Articles of Incorporation and/or these Bylaws, to fix their compensation and to require from them security for faithful service when deemed advisable by the Board.
- (b) To conduct, manage and control the affairs and business of the Association, and to make and enforce such rules and regulations therefor consistent with law, with the Articles of Incorporation and/or these Bylaws, as the Board may deem necessary or advisable;
- (c) To change the principal office for the transaction of the business of the Association from one location to another within the County of Contra Costa as provided in Article II hereof; to designate any place within said County for the holding of any annual or special meeting or meetings of Members; to adopt and use a corporate seal, and to prescribe the form of certificate of membership, if any; and to authorize the issuance of memberships to such persons as shall be eligible for membership, as provided in Article III of these Bylaws;

(d) To borrow money and to incur indebtedness for the purposes of the Association, and to cause to be executed and delivered therefor, in the Association's name, promissory, notes, bonds, debentures, Deeds of Trust, mortgages, pledges or other evidences of debt and security therefor;

(e) To fix and levy from time to time assessments upon the Members of the Association; to determine and fix the due date for the payment of such assessments, and the date upon which the same shall become delinquent; provided, however, that such assessments shall be fixed and levied only to provide for the payment of the expenses of the Association and of taxes and assessments upon real or personal property owned, controlled or occupied by the Association, or for labor rendered or materials or supplies used and consumed, or equipment and appliances furnished for the maintenance, improvement or development of such property or for the payment of any and all obligations in relation thereto, or in performing or causing to be performed any of the purposes of the Association for the general benefit and welfare of its Members, and the Board is hereby authorized to incur any and all such expenditures for any of the foregoing purposes and to provide adequate reserves for replacements as it shall deem to be necessary or advisable in the interest of the Association or welfare of its Members. Both regular and special assessments shall be fixed at a rate for all Lots based upon the square footage of the building located on the Lot and may be collected on a monthly basis. Should any Member fail to pay such assessments before delinquency, the Board in its discretion is authorized to enforce the payment of such delinquent assessments as provided in Article III, Section 8 of the Bylaws;

(f) To enforce the provisions of the Declaration covering the Community Area, these Bylaws or other agreements of the Association;

(g) To maintain such policy or policies of insurance as the Board of the Association deems necessary or desirable in furthering the purposes of and protecting the interests of the Association and its Members;

(h) To obtain, for the benefit of all of the Common Area, all water, gas and electric services and refuse collection, including refuse collection and water service to each Member's Lot, if deemed advisable by the Board, and to grant easements where necessary for utilities and sewer facilities over the Common Area to serve the Common Area and the Lots;

(i) To contract for and pay maintenance, gardening, utilities, materials and supplies, and services relating to the Common Area and to employ personnel necessary for the operation of the project, including legal and accounting services. To contract for and pay for improvements and Community Facilities;

(j) To establish and maintain, in the discretion of the Board, a working capital and contingency fund in an amount to be determined by the Board;

(k) To delegate its powers according to law, and subject to the approval of the Members, to adopt these Bylaws;

Section 2. Number and Qualification of Directors: The Board of Directors shall consist of the number of directors named in the Articles of Incorporation until changed by amendment of the Articles, or by an amendment to this Section 2 of Article V of these Bylaws, fixing or changing such number, adopted by the vote or written assent of Members entitled to exercise a majority of the voting power; but in no event shall there be less than three (3) directors. A person may serve as a director without being a Member of the Association.

Section 3. Election and Term of Office: The directors shall be elected at each annual meeting of Members, but if any such annual meeting is not held, or if the directors are not elected thereat, the directors may be elected at any special meeting of Members held for that purpose. All directors shall hold office until their respective successors are elected.

Section 4. Vacancies: Vacancies on the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, and each director so elected shall hold office until his successor is elected at an annual meeting of Members, or at a special meeting called for that purpose.

4.1 A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any director. If the Members shall increase the authorized number of directors but shall fail to elect the additional directors so provided for at the meeting at which such increase is authorized, or at any adjournment thereof to elect the additional Director so provided for, or in case the Members fail at any time to elect the full number of authorized directors, a vacancy or vacancies shall be deemed to exist.

4.2 The Members may at any time elect directors to fill any vacancy not filled by the directors, and may elect the additional directors at the meeting at which an amendment of the Bylaws is voted authorizing an increase in the number of directors.

4.3 If any director tenders his resignation to the Board, the Board shall have power to elect a successor to take office at such time as the resignation shall become effective.

Section 5. Place of Meetings: All meetings of the Board shall be held at the principal office of the Association, or at any other place or places within the County of Contra Costa designated at any time by resolution of the Board or by written consent of all members of the Board.

Section 6. Organization Meetings: Immediately following each annual meeting of Members, the Board shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 7. Other Regular Meetings: Other regular meetings of the Board; may be held without call at such place and day and hour as may be fixed from time to time by resolution of the Board; provided, that should said day fall upon a legal holiday, then the meeting which otherwise would be held on said day shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of all such regular meetings of the Board is hereby dispensed with.

Section 8. Special Meetings - Notices: Special meetings of the Board for any purpose may be called at any time by the chairman or by the President (or if they are unable or refuse to act, by the Vice President), or by any two (2) directors.

Notice of the time and place of special meetings and of the nature of any special business to be considered shall be given to each director by written notice given at least four (4) days prior to the scheduled time of such meeting; provided, however, notice of a special meeting need not be given to any director who has signed a waiver of notice or a written consent to the holding of the special meeting. Notwithstanding anything to the contrary set forth above, an emergency meeting of the Board may be called by the President (or, if he or she is absent or unable or refuses to act, by any Vice President) or by any two (2) directors if there are circumstances that could not have reasonably been foreseen which require immediate attention and possible action by the Board, and which necessity make it impractical to provide notice as otherwise required, but in such event the person calling the meeting shall attempt to reach each director by telephone or electronic communication to advise him or her of the meeting.

Section 9. Notice of Adjournment: Notice of adjournment of any directors' meeting, either regular or special, need not be given to absent directors, if the time and place are fixed at the meeting adjourned; however, if the meeting is adjourned for more than 24 hours, notice of an adjournment to another time or 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 10. Waiver of Notice: The transaction of any business at any meeting of the Board, however called and noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the records of the Association or made a part of the minutes of the meeting.

Section 11. Quorum: A majority of the number of directors as fixed by the Articles of Incorporation or these Bylaws shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision made or done 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.

Section 12. Adjournment: A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 13. Consent of Board Obviating Necessity of Meeting: Notwithstanding anything to the contrary contained in these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board 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 a unanimous vote of such directors.

Section 14. Fees and Compensation: No director or officer shall receive any salary for his services as such officer or director. Nothing herein contained shall be construed to preclude any director or officer from serving the Association as agent, counsel, or in any capacity other than as such director or officer, and receiving compensation therefor.

Section 15. Presiding Officer: The members of the Board shall elect one of their number to act as Chairman and one of their number to act as Secretary. The Chairman shall preside at all meetings and the Secretary shall record the minutes of all meetings of the Board and of the members.

ARTICLE VI

Officers

Section 1. Officers: The officers shall be a President, a Vice President, a Secretary and a Treasurer, which officers shall be elected by and hold office at the pleasure of the Board. Each of the officers may, but need not, be a member of the Board. Any two or more of such offices, except those of President and Secretary, may be held by the same person. The office of President, and all other offices, may be held by someone who is not a member of the Board.

Section 2. Election: The officers of the Association, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the Board, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or until his successor shall be elected and qualified.

Section 3. Subordinate Officers: The Board may appoint such other officers as the business of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation: Any officer may be removed, either with or without cause, by the vote of a majority of all the directors then in office at any regular or special meeting of the Board at which a quorum is present.

Any officer may resign at any time by giving written notice to the Board or to the Chairman, President or to the Secretary of the Association. Subject to the provisions of Section 4 of this Article VI, any such resignation shall take effect as of the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 6. President: The President shall be the chief executive officer of the Association and shall, subject to the control of the Board, have general supervision, direction and control of the business and officers of the Association. The President may, but need not be, the Chairman of the Board. He shall be ex-officio a member of all standing committees, if any, and

shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Vice President: In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon the office of President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board or the Bylaws.

Section 8. Secretary: The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board may order, of all meetings of directors and Members, with the time and place of the holding of same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of memberships present or represented at Members' meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office a membership register showing the following: (1) the names and addressee of all members of the Board; (2) the names of the Members and their addresses; (3) the property to which each membership relates; (4) the number of votes represented by each Member; (5) the number and date of membership certificates issued, if any; and (6) the number and date of cancellation of membership certificates, if any.

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

Section 9. 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 Association. The books of account shall at all reasonable times be open to inspection by any director or by any Member.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Association with such depositaries as may be designated by the Board. He shall disburse the funds of the Association as may be ordered by the Board, shall render to the President and directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

ARTICLE VII

Miscellaneous

Section 1. Record Date and Closing Membership Register: The Board may fix a time, in the future, not exceeding fifteen (15) days preceding the date of any annual or special meeting of Members, as a record date for the determination of the Members entitled to notice of

and to vote at any such meeting, and in such case only Members of record on the date so fixed shall be entitled to notice of and to vote at such meeting, notwithstanding any transfer of any membership on the books of the Association after any record date so fixed. For the purpose of determining such record date, the Board may close the books of the Association against transfer of membership during the whole, or any part, of any such period.

Section 2. Inspection of Corporate Records: The membership register, the books of account, and minutes of meetings of the Members and directors' meetings shall be open to the inspection of the directors and Members at reasonable times from time to time and in the manner provided in the Civil Code and Corporations Code of the State of California relating thereto.

Section 3. Checks, Drafts, Etc.: All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by such officer or officers and in such manner as, from time to time, shall be determined by resolution of the Board.

Section 4. Contracts, Etc., How Executed: The Board, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Association by and contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 5. Annual Report: Nothing in these Bylaws shall be interpreted as prohibiting the Board from issuing annual or other periodic reports to the Members as it considers appropriate. However, the Association shall provide to the Directors and to the Members the financial reports referred to in the Declaration, if any.

Section 6. Inspection of Bylaws: The Association shall keep in its principal office for the transaction of business the original or a copy of the Bylaws as amended, certified by the Secretary, which shall be open to inspection by all of the Members at all reasonable times.

Section 7. Annual Independent Audit: An annual independent audit of the account or accounts of the Association or any management body shall be made, and a copy of such audit shall be available for the inspection of each Member, officer, and director of the Association at the office of the Association after completion thereof.

Section 8. Singular Includes Plural: Wherever the context of these Bylaws requires same, the singular shall include the plural and the masculine shall include the feminine.

Section 9. Conflicts. In the event of any inconsistency between these Bylaws and the Articles, the Articles shall control, and in the event of any inconsistency between these Bylaws or the Articles and the Declaration, the Declaration shall control.

ARTICLE VIII

Amendments

Section 1. Powers of the Members: The Bylaws of this Association may be adopted, amended or repealed at a meeting of Members duly called for said purpose by the vote of a majority of the voting power represented at said meeting, provided a quorum is present. Any such proposed amendment shall be submitted to each Member together with the advance notice of said meeting.

Section 2. Powers of Directors: Subject to the right of the Members to adopt, amend or repeal these Bylaws, as provided in Section 1 of this Article VIII, at any special or regular meeting of the Board, the Board may adopt, amend or repeal any of these Bylaws, except that only by a vote of the Members, as provided in Section 1 of this Article VIII, may the following Bylaws be amended or changed;

- (a) The provisions of Article V, Section 2, relating to the Number of Directors;
- (b) The provisions of Article III, Section 1, 2, 3 and 4, relating to Number of Members, Qualifications of Members, Transfer of Membership, and Termination of Membership; and
- (c) The provisions of Article III, Section 6 and 8, relating to Voting and Assessments.

Section 3. Record of Amendments: Whenever an amendment or new Bylaw is adopted it shall be placed in the book of Bylaws in the appropriate place. If any Bylaw is repealed, the fact of repeal, with the date of the meeting at which the repeal was enacted or written assent was filed, shall be stated in said book.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected, qualified and acting Secretary of Solano Business Park Association, a California non-profit corporation, and that the above and foregoing Amended and Restated Bylaws, were adopted as the Bylaws of said corporation by a vote of a majority of the voting power represented at an annual meeting in which a quorum was present on _____, 2009.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 2009.

By: _____
Name: _____
Its: President