

BY-LAWS

OF

ARCADIA SUNRISE TOWNHOMES, INC.

A CORPORATION NOT FOR PROFIT

ARTICLE I

PURPOSE

The Corporation is organized for the following purposes:

To act as a non-profit homeowner's association for the purpose of managing the common area's and CC & R regulations.

ARTICLE II

OFFICES

The Corporation may have such offices as the Board of Trustees may require. The principal office shall be located at 642 W. Huntington Dr. #2, Arcadia in the County of Los Angeles and State of California.

ARTICLE III

MEMBERS

1. The first members of the Corporation shall consist of the members of the original Board of Directors of the Corporation, unless they have resigned or their membership otherwise terminated.

Thereafter, the eligibility and qualifications for membership and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Corporation shall be affixed to the By-Laws of the Corporation and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the

amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

2. The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Corporation or a facsimile thereof.

ARTICLE IV
MEETING OF MEMBERS OF

ARCADIA SUNRISE TOWNHOMES, INC.

1. ANNUAL MEETING. An annual meeting of the membership shall be held on the Fifteenth Day in the month of January in each year beginning with the year 1990 . The Board of Trustees shall determine the time and place of the meeting and may change the date to avoid legal holidays. The meeting will be for the purpose of holding elections and for the transaction of such other business as may come before the meeting.

2. SPECIAL MEETINGS. Special Meetings of the members may be called by the President or the Board of Trustees.

3. NOTICE OF MEETINGS. Written notice shall be mailed to each member, not less than 10 days nor more than 60 days before the date set for the annual meeting and not less than 5 days before the date of any special meeting.

Such notice shall state the place, day and hour of the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the holding of elections and for the transaction of such other business as may properly come before the meeting. Notices of Special Meetings shall state the purpose or purposes for which the meeting is called.

Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned.

4. QUORUM. At least -25- percent of the membership must be present at any membership meeting before business may be conducted. However, if a quorum is not present, a majority of the members present at the meeting may adjourn the meeting from time to time without further notice.

5. VOTING. At all meetings, except for the election of officers or trustees, the membership will vote by a showing of hands. Written ballots will be used for all elections and when otherwise requested by a simple majority of members present. Any member may vote by written proxy.

ARTICLE V
BOARD OF TRUSTEES (DIRECTORS)

1. GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Trustees. Trustees do not need to be members of the Corporation or residents of the state of incorporation.

2. BOARD MEMBERS. The number of trustees shall be (4) (not less than three). Each trustee shall hold office until his or her successor is elected at the annual meeting of the membership, and duly qualified, subject to earlier termination by removal or resignation. The Board shall consist of all officers along with such other trustee positions as determined by the membership at their annual meeting.

3. REGULAR MEETINGS. The Board of Trustees shall hold their annual meeting immediately after, and at the same place as the annual meeting of members. The Board may provide by resolution for additional regular meetings to be held without notice except as provided by the resolution itself.

4. SPECIAL MEETINGS. The President or any two trustees may call for special meetings of the Board and fix the time and place for said meetings.

5. NOTICE. Trustees shall be notified of any special meeting by advance notice in writing which shall be sent by mail or

personally delivered at least 10 days before the time set for the meeting. The notices may be sent to the addresses as shown on the records of the Corporation. Lack of notice is waived by written waiver or attendance at the meeting without protest.

6. QUORUM. A majority of the trustees must be present in order to conduct business. However, a majority of those present may adjourn the meeting from time to time without further notice.

7. VACANCIES. Any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining trustees, even if less than a quorum of the Board. A trustee so elected to fill a vacancy shall complete the unexpired term of his or her predecessor in office.

If additional trustees are to be elected to increase the size of the Board, this shall be done by election at the annual meeting of the membership.

8. COMPENSATION. The Board may provide that a salary or other compensation be paid to any trustee or other employee for his or her services. The Board may also provide by resolution that any corporate agent be indemnified for expenses and costs, including legal fees which were necessarily incurred in connection with any claim asserted against him or her by reason of his or her being or having been a corporate agent. However, no indemnification shall be allowed if the trustee was guilty of misconduct regarding the matter in which indemnity is sought.

9. REMOVAL. The Board of Trustees may remove any trustee at any time if, in its judgment, the best interests of the Corporation would be served thereby. However, officers elected by the membership may not be removed except by the membership, but the authority of such officer to act as an officer may be suspended by the Board for cause.

ARTICLE VI

OFFICERS

1. OFFICERS. The officers of the Corporation shall be as follows:

President..... Fred Anger
Vice President..... Gordon Fevog
Secretary.....Susan Samkow
Treasurer.....John Porretta

Any two or more offices may be held by the same person except the offices of President and Secretary.

2. TERM. The initial officers shall be elected by the Board of Trustees at their organizational meeting. Thereafter, the officers shall be elected annually by the Association at their annual meeting. Vacancies may be filled at any meeting of the Board of Trustees. Each officer shall remain in office until his or her successor is elected and qualified, subject to earlier termination by removal or resignation.

3. PRESIDENT. The President shall be the principal officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the membership and the Board of Trustees. He or she shall have all such powers as may reasonably be construed as belonging to the chief executive of a non-profit corporation.

4. VICE PRESIDENT. The Vice President shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.

5. SECRETARY. The Secretary shall keep the minutes and records of the Corporation in appropriate books, see that all notices are given in accordance with these By-Laws or as provided by law, keep the seal of the Corporation and affix same to corporate documents, keep a list of all members and their mailing addresses and, in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board of Trustees.

6. TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and, in general, perform all the duties incidental to the office of Treasurer and other duties as may be assigned by the President or Board of Trustees.

ARTICLE VII

COMMITTEES

COMMITTEES. The Board of Trustees may, by resolution of a majority of the Board, establish committees of two or more Trustees to conduct the management of the Corporation. Other committees shall be established consisting of members of the Corporation, but may not exercise the authority of the Board of Trustees in the management of the Corporation. All committees shall function in accordance with the rules and procedures established by the Board of Trustees.

ARTICLE VIII

SEAL

SEAL. The seal of the Corporation shall be in the form affixed immediately below.



ARTICLE IX

AMENDMENTS

These By-Laws may be amended or repealed by an affirmative vote of at least - 65 - percent of those present at a meeting of the membership called for the purpose of acting upon such amendment (provided that a quorum is present).

The next matter to be considered was the election of officers.
The following persons were elected to the offices set opposite
their respective names to hold office for one year of the corporation.

<u>OFFICE</u>	<u>NAME</u>
President -----	Fred Anger
Vice President-----	Gordon Fevog
Secretary-----	Susan Samkow
Treasurer-----	John Porretta

The Chairman then noted for the record that the initial Board
of Trustees consists of the following persons:

Fred Anger
Gordon Fevog
Susan Samkow
John Porretta

CORPORATE RESOLUTIONS

DEPOSIT ACCOUNT RELATED SERVICES

The undersigned hereby certifies that he/she is the Secretary of ARCADIA SUNRISE TOWNHOMES, INC. a California corporation ("Corporation") and that the following is a true and correct copy of resolutions adopted by the Board of Directors of said Corporation at a duly authorized meeting, on Monday, October 7, 1989, at which meeting a quorum of said directors was present in person throughout.

"RESOLVED, that this Corporation establish a deposit account with Home Federal Savings and Loan ("Home") and that the C.E.O./Fred Anger and the President/Fred Anger who signed the Account Authorization are authorized to open this account;

RESOLVED, that any TWO INDIVIDUALS of the following authorized persons may sign checks or other instruments withdrawing funds from the account:

NAME	TITLE
1) Fred Anger	Chief Executive Officer/President
2) John Porretta	Vice-President
3) Susan Samkow	Secretary

"RESOLVED, that Home may honor and pay all checks or other instruments signed in accordance with this resolution including those payable to persons who sign them. Home may also accept for deposit checks or other instruments payable to this Corporation whether they are endorsed in writing or by stamp.

"RESOLVED, that this Corporation is authorized to invest such funds as are in its deposit accounts at Home or other of this Corporation's funds by purchasing U.S. government securities, state or local government securities, Home & Company or third party commercial paper or other investment securities from or through Home, and that this Corporation may enter into repurchase transactions with Home in connection therewith;

"RESOLVED, that this Corporation is authorized to enter into such agreements with respect to any of the foregoing as may be required by Home, in such form and on such terms and conditions as may be agreed to by those authorized below and Home, and that any one of the following officers of this Corporation, Fred Anger, Chief Executive Officer is/are authorized and directed, for and on behalf of this Corporation, to execute and deliver such agreements, as said officer, acting singly, shall approve in connection with any of the above, the execution of said agreements, to be conclusive evidence of such approval;

"RESOLVED, that except to the extent provided otherwise in any agreement between this Corporation and Home for any of the products, services or activities authorized by these resolutions, this Corporation authorizes Home to rely on, and this Corporation shall be bound to Home by, any communication or act, including telephone, wire or electronic communications, purporting to be done by any officer, employee or agent of this Corporation;

"RESOLVED, that these resolutions are in addition to and not by way of limitation on other resolutions, if any, of the Board of Directors of this Corporation, if any, of the Board of Directors of this Corporation are hereby approved and ratified; and

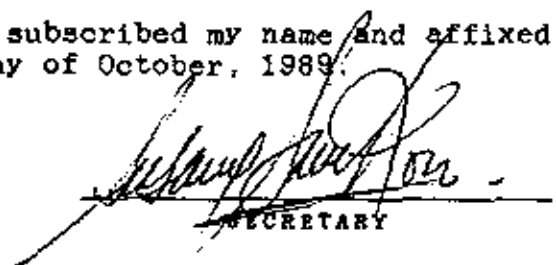
"RESOLVED, that each of the foregoing resolutions shall continue in full force and effect until Home has received express written notice of its rescission or modification by a resolution duly adopted by the Board of Directors of this Corporation, certified by a Secretary of this Corporation."

I further certify that the foregoing resolutions have not been in any way altered, amended or rescinded and that they are now in full force and effect.

I further certify that there is no provision in the Articles of Incorporation or By-Laws of this Corporation, or any shareholder agreement, limiting the power of the Board of Directors of this Corporation to pass the foregoing resolutions, that such resolutions are in conformity with the provisions of such Articles of Incorporation and By-Laws, and that no approval by the shareholders of, or of the outstanding shares of, this Corporation is required with respect to the matters which are the subject of the foregoing resolutions.

I further certify that each of the individuals who have executed the Account Authorization is presently the duly qualified and acting holder of the office of this Corporation which appears next to his or her name.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of this Corporation this 7th. Day of October, 1989.


SECRETARY

[Seal]