

Section 9 - Conflict. In the case of any conflict between the Articles and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE VIII

Amendments

Section 1 - Powers of Members. These Bylaws may be adopted, amended or repealed by the vote or written assent of a majority of the voting power of the Members present and entitled to vote at a meeting of Members duly called for such purpose, provided the proposed amendment has been 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 this Article, 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 this Article, may the following Bylaws be amended or changed:

- (a) The provisions of the Sections entitled "Membership", "Voting Rights" and "Association Rules; Enforcement" of the Article entitled "Members";
- (b) The provisions of the Sections entitled "Annual Meetings", "Special Meetings" and "Notices of Meetings" of the Article hereof entitled "Meetings of Members";
- (c) The provisions of the Sections entitled "Number and Qualification of Directors", "Records", "Election and Term of Office", and "Cumulative Voting" of the Article hereof entitled "Directors";
- (d) The provisions of the Sections entitled "Inspection of Corporation Records", "Annual Independent Audit" and "Annual Report" of the Article hereof entitled "Miscellaneous"; and
- (e) The provisions of this Article.

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 If any Bylaw is repealed, the fact of repeal, with the date of the meeting at which the repeal was enacted or written assent was filed, shall be stated in said book.

Section 4 - FHA / VA Approval. If so provided in the Declaration, or any amendments thereto or in any Supplementary Declaration recorded pursuant thereto, no amendment to these Bylaws shall be effective without the prior approval of the FHA and/or VA.

[CERTIFICATE OF SECRETARY APPEARS ON NEXT PAGE]

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting secretary of the Highlands Community Association, a California corporation; and
- (2) That the foregoing Amended and Restated Bylaws, comprising fourteen (14) pages constitute the official Bylaws of said corporation as duly adopted by the Membership by way of vote by written Ballot.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 4/11th day of January, 2006.


Secretary