

BY-LAWS OF MONA LISA MANAGEMENT CORPORATION
A California Non-Profit Corporation

Rev. 7-30-1964

ARTICLE I - OFFICE:

The office of this Corporation shall be located in Mona Lisa Apartments in the City of Long Beach, County of Los Angeles, State of California.

ARTICLE II - DEFINITIONS:

Certain terms as used in these By-Laws shall be defined as follows, unless the context clearly indicates a different meaning therefor:

1. **Project:** A Condominium project, as defined by Section 1350 of the Civil Code of California consisting of the following described real property.

"Parcels 1 to 33 inclusive in Lot 34 of tract 23052, Long Beach, California, as per Map recorded in Book _____, Pages, _____, of maps, records in the office of the County Recorder, Los Angeles County, California: and commonly known as 2767 East Third Street, Long Beach, California."

2. **Condominium:** A Condominium, as defined by Section 783 of the Civil Code of California, in the project.

3. **Declaration:** That certain Declaration of Restrictions concerning the project and dated July Fourteenth, 1964, made by Charles W. Jahns, Helen B. Jahns, and recorded on August 20, 1964, in Book _____, Pages, _____, official records, Los Angeles County.

ARTICLE III - MEMBERSHIPS:

Section 1: Each owner of a condominium shall be a member of the corporation, and the transfer of title to a condominium shall automatically transfer the membership appurtenant to such condominium to the transferee or transferees.

Section 2: If a condominium is owned jointly by two or more persons, said person shall designate to the Secretary of the corporation in writing in which of said person names the said membership is to be held. A membership shall be in the name of only one of several joint owners of a condominium, and said member shall exercise the voting rights attributable to such membership. A change in the person holding the membership to a condominium may be affected by a request for same, in writing, addressed to the secretary of the corporation and signed by all of the owners of the condominium involved.

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ARTICLE IV - MEMBERSHIP RIGHTS AND PRIVILEGES:

The facilities owned and/or operated and maintained by the corporation shall be made available for use to members, their families, and their guests, at their own risk. No member of this corporation shall have any right to the property of this corporation except the right to use the same as in this article provided.

ARTICLE V - MEETINGS OF MEMBERS:

Section 1: PLACE OF MEETINGS. All annual meetings of members shall be held at the principle office of the corporation; other meetings shall be held at the location specified in the notice thereof.

Section 2: ANNUAL MEETINGS OF MEMBERS. The annual meetings of members shall be held on the second Tuesday of March at 2:00 P.M.; 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 day thereafter ensuing which is not a legal holiday.

Written notice of each such annual meeting shall be given to each member either personally or by sending a copy of the notice through the mail or by telegraph, charges prepaid, to his address appearing on the books of the corporation or supplied by him to the corporation for the purpose of notice. If a members supplies no address, notice shall be deemed to have been given him if mailed to the place where the principle office of the corporation is situated, or published at least once in some newspaper of general circulation in the county of said principle office. All such notices shall be sent to each member not less than (10) ten days before each annual meeting, and shall specify the place, the day and the hour of such meeting.

Section 3: SPECIAL MEETINGS. Special meetings of members, for any purpose or purposes whatsoever, may be called at any time by the president or by the board of directors, or by (2/3) two thirds of the members thereof, or (20%) twenty percent or more of the members. Except in special cases where other express provision is made by statute, notice of such special meeting shall be given in the same manner as for annual meetings of members. Notice of any special meeting shall specify in addition to the place, day and hour of such a meeting, the general nature of the business to be transacted.

Section 4: ADJOURNED MEETINGS AND NOTICE THEREOF. Any membership meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members present in person or represented by

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proxy, but in the absence of a quorum, no other business may be transacted at any such meeting.

When any membership meeting, either annual or special, is adjourned for (30) thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save 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 an announcement at the meeting at which such adjournment is taken.

Section 5: ENTRY OF NOTICE. Whenever any member has been absent from any meeting of the membership, whether annual or special, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to such member as required by law and the By-Laws of the corporation.

ARTICLE VI - VOTING:

At all meetings of members each member in good standing shall be entitled to one vote for each condominium owned; and, a majority of the members present shall prevail at all such meetings.

Vote may be viva voce or by ballot; provided, however, that all elections for a removal of Directors must be by ballot upon demand made by a member before voting begins. Any regular member at any election for or removal of directors shall have the right to cumulate his votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by a number of votes to which he is entitled, or to distribute his votes on the same principle among as many candidates as he shall think fit. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected.

Section 1: QUORUM. The presence in person or by proxy of a majority of the membership votes entitled to vote at any meeting shall constitute a quorum for the transaction of business. 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 of enough members to leave less than a quorum.

Section 2: CONSENT OF ABSENTEES. The transactions of 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 an approval of the minutes thereof.

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All such waivers, consents or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 3: ACTIONS WITHOUT MEETING. Any action, which under the provisions of the California Corporation Code may be taken at a meeting of the members, may be taken without a meeting if authorized by a writing signed by all of the members who would be entitled to vote at a meeting for such purpose, and filed with the secretary of the corporation.

Section 4: PROXIES. Every person 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 person or his duly authorized agent and filed with the secretary of the corporation, provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the member executing it specified therein the length of time for which proxy is to continue in force, which in no case shall exceed seven (7) years from the date of its execution.

ARTICLE VII - DIRECTORS:

Section 1: POWERS. Subject to the limitations of the Articles of Incorporation, of the By-Laws, and of the California Corporation Code as to action to be authorized or approved by the members, and subject to the duties of directors as prescribed by the By-Laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the Board of directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

First: To select and remove all other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the By-Laws, fix their compensation and require from them security for faithful service.

Second: To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with law, with Articles of Incorporation or By-Laws as they may deem best.

Third: To fix and collect, from time to time, annual dues and/or assessments to be paid by each member.

Fourth: To change the principle office for the transaction of the business of the corporation from one location to another within the same City; to designate any place within the City of

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Long Beach for the holding of any membership meeting or meetings except annual meetings.

Fifth: To borrow money and incur indebtedness for the purpose of the corporation, and to, cause to be executed and delivered and delivered therefor, in the corporate name, evidence of debt and securities therefor.

Sixth: To manage, operate, maintain and repair corporate property, together with all buildings, structures and other improvements thereon including, by way of description and not by way of limitation, the following:

(a) Enforce the provisions of the declaration of restrictions, By-Laws or other agreement;

(b) Contract for and pay fire, casualty, liability and other insurance insuring the members / owners, including bonding of the members of any management body;

(c) 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;

(d) Pay taxes and special assessments which are or would become a lien on the entire project or common area;

(e) Pay for reconstruction of any portion or portions of the project damaged or destroyed which are to be rebuilt;

(f) Delegate its powers;

(g) Enter into any unit when necessary in connection with the maintenance or construction for which the management body is responsible.

Section 2: NUMBER AND QUALIFICATIONS OF DIRECTORS. The Board of directors shall consist of three (3) directors until changed by this section of the By-Laws, adopted by the vote or written assent of members entitled to exercise a majority of the voting power. Directors need not be members of the corporation.

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 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 successors are elected.

Section 4: VACANCIES. Vacancies in the Board of directors may be filled by a majority of the remaining directors, though

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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.

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

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 By-Laws is voted authorizing an increase in the number of directors.

If any director tenders his resignation to the Board of directors, the board shall have power to elect a successor to take office at such time as the resignation shall become effective. No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 5: PLACE OF MEETING. All meetings of the board of directors shall be held at the principle office of the corporation, or at any other place within the State of California designated at any time by resolution of the board or by written consent of all members of the board.

Section 6: ORGANIZATION MEETING. Immediately following each annual meeting of members the Board of directors 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 of directors shall be held without call quarterly on the second Tuesday of June, September, December and March, at 2:30 P.M., provided, however, should said day fall upon a legal holiday, then said meeting 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 of directors is hereby dispensed with.

Section 8: SPECIAL MEETINGS. Special meetings of the Board of directors for any purpose or purposes shall be called at any time by the president, or if he is absent or unable or refuses to act, by any vice-president or by any two (2) directors.

Written notice of the time and place of special meetings shall be delivered personally to the directors or sent to each

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director by letter or by telegram, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation, or, if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principle office of the corporation is located at least forty eight (48) hours prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty four (24) hours prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery as above provided shall be due, legal and personal notice to such director.

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.

Section 10: ENTRY OF NOTICE. Whenever any director has been absent from any special meeting of the board of directors, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such special meeting was given to such director, as required by law and the By-Laws of the corporation.

Section 11: WAIVER OF NOTICE. The transactions of any meeting of the board of directors, 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 consent to holding such meeting thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12: QUORUM. A majority of the directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made 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 of directors.

Section 13: 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 the 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 14: FEES AND COMPENSATION. Directors shall not

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Receive any stated salary for their services as directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee or otherwise, and receiving compensation therefor.

Section 15: ACTION OF BOARD WITHOUT MEETING. Any action required or permitted to be taken by the Board of directors may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action.

ARTICLE VIII - OFFICERS:

Section 1: OFFICERS. The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer. The corporation may also have, at the discretion of the Board of directors, one or more assistant secretaries, one or more assistant treasurers and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. Officers other than the president need not be directors. One person may hold two or more offices, except those of president and secretary.

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

Section 3: SUBORDINATE OFFICERS, ETC. The Board of directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board of directors may from time to time determine.

Section 4: REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the board, or except in case of an officer chosen by the Board of directors, by any officer upon whom such power of removal may be conferred by the Board of directors.

Any officer may resign at any time by giving written notice to the Board of directors or the President, or to the secretary of the corporation. Any such resignation shall take effect at the date of 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.

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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 by the By-Laws for regular appointments to such office.

Section 6: PRESIDENT. The president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of directors, have general supervision, direction and control of the business and officers of the corporation. He shall preside at all meetings of the members and at all meeting of the Board of directors. He shall be ex officio a member of all standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of the president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of directors or by the By-Laws.

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 upon shall have all powers of, and be subject to all the restrictions of the 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 of directors or by the By-Laws.

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

The secretary shall give, or cause to be given, notice of all the meetings of members and the Board of directors required by the By-Laws or by law to be given, and he shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of directors or by the By-Laws.

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 corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. Any surplus, including earned surplus, paid-in surplus and surplus arising from a reduction of stated capital, shall be classified according to source and shown in a separate account. The books of account shall at all times be open to inspection by any director.

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The treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of directors. He shall disburse the funds of the corporation as may be ordered by the Board of directors, 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 corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of directors or by the By-Laws.

ARTICLE IX - ASSESSMENTS:

Section 1: Each member shall pay assessments in accordance with the Declaration.

Section 2: Responsibility for assessments shall be borne by the members in the proportion of the percentage interest in the common area appurtenant to the condominium of such member. These percentages are set forth on Exhibit A in the Declaration.

ARTICLE X - MISCELLANEOUS:

Section 1: CHECKS, DRAFTS, ETC. All checks, drafts or other orders of payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of directors.

Section 2: CONTRACTS, ETC. HOW EXECUTED. The Board of directors, except as in the By-Laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on the behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 3: INSPECTION OF BY-LAWS. The corporation shall keep in its principle office for the transaction of business the original or a copy of the By-Laws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during office hours.

Section 4: FISCAL YEAR. The fiscal year of the corporation shall be determined by the Board of directors and having been so

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determined is subject to change from time to time as the Board of directors shall determine.

Section 5: ANNUAL AUDIT. The board shall cause an annual independent audit of the account or accounts of the corporation to be made and delivered to each member within thirty (30) days after completion thereof, and in no case no later than ninety (90) days after end of fiscal year.

ARTICLE XI - AMENDMENTS:

New By-Laws may be adopted or these By-Laws may be amended or repealed by the vote of the members entitled to exercise seventy five percent (75%) of the voting power of the corporation or by written assent of such members.

CERTIFICATE OF SECRETARY

I, The undersigned, do hereby certify:

1. That I am the duly elected and acting secretary of MONA LISA MANAGEMENT CORPORATION., a California non profit corporation; and

2. That the foregoing By-Laws, comprising eleven pages, constitute the original By-Laws of said corporation duly adopted at the first meeting of the Board of directors thereof duly held on the fourteenth day of July, 1964.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this __ day of _____, 1964.

Secretary

(SEAL)

Note: This document was transcribed from poor copies for Mona Lisa in July, 2000. The originals had notary seals and filing endorsements dated August 20, 1964. Corporate Number is C0476471, filed with Frank M. Jordan Secretary of State.