

CERTIFICATE OF AMENDMENT TO
BYLAWS OF
VISTARA AT RANCHO SOLANO HOMEOWNERS ASSOCIATION

I, Jack A. Gale hereby certify that:

1. I am the Secretary of the VISTARA AT RANCHO SOLANO HOMEOWNERS ASSOCIATION, a California nonprofit mutual benefit corporation; and

2. On or about November 10, 1995, the Bylaws of Vistara at Rancho Solano Homeowners Association were adopted and certified by its Secretary; and

3. On or about October 16, 2001, the Board of Directors of

Vistara at Rancho Solano Homeowners Association and the Members of said Association constituting the requisite vote or written consent of the Members of the Association approved the following Resolution to amend the said 1995 Bylaws:

RESOLVED that Article 111, Section 3.4 of the Bylaws of Vistara at Rancho Solano Homeowners Association is hereby amended in its entirety to read as follows:

3.4 Quorum. The presence either in person or by proxy, at any meeting, of Members entitled to cast one-third (1/3) of the total voting power of the Association (excluding the number of votes as to which voting rights are suspended at the time of the subject meeting), shall constitute a quorum for any action except as otherwise provided in the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, a majority of the Members entitled to vote thereat may, unless otherwise provided by law, adjourn the meeting to a date not less than five (5) days and nor more than thirty (30) days from the meeting date, at which meeting the quorum requirements shall be twenty-five percent (25%) of the total voting power (excluding the number of votes as to which voting rights are suspended at the time of the subject meeting). 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, provided that twenty percent (20%) of the total voting power of the Association remains present in person and/or by proxy, and provided further that any action taken shall be approved by a majority of the Members required to constitute a quorum. If a time and place for the adjourned meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for the adjourned meeting after adjournment, notice of the time and place of the adjourned meeting shall be given to Members in the manner prescribed for annual meetings.

Notwithstanding anything herein to the contrary, for purposes of obtaining membership approval of special assessments or increases in annual assessments as may be required by Section 4.4 of the Declaration, a "quorum" means more than fifty percent (50%) of the Members of the Association.

IN WITNESS WHEREOF I have executed this Certificate on this day of July 11, 2002.

Jack A. Gale
Secretary