

WRITTEN CONSENT OF DIRECTORS ADOPTING REVISED CHARTER

We, the undersigned, directors of the Bungalow Heaven Neighborhood Association, Inc., a California nonprofit corporation, and, pursuant to the authority granted to the directors by the Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing revisions to the original Charter, consisting of two pages, as the Charter of this corporation.

Dated: July 6, 2005

John Andrews & Kristin Frakes, Directors

John Caldwell, Director

Julie Dercle & David Delgado, Directors

Jane Hall & Sally Queen, Directors

Bob Kneisel, Director

Mike Lange, Director

Ken Miedema, Director

Tina Miller, Director

Eunice & Joaquin Montalvan, Directors

Richard Quirk, Director

Martin Ratliff & Carol Polanskey, Directors

Cindy Rice, Director

Denise Roberts, Director

Debbie Saale, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Charter was duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: July 6, 2005

Debbie Saale, Secretary

general membership. All officers must have served at least one full term on the Board of Directors prior to their election.

11. The President shall chair the meetings of the Board and the general membership. The Vice President shall serve as Chair in the absence of the President.
12. The Vice President shall act as Parliamentarian. Board meetings and general membership meetings shall be conducted pursuant to Robert's Rules of Order.
13. Committees of the Board shall be established at the discretion of the Board and in response to general membership interest and issues of the day. Participation in the committees shall be open to all members of the Association. Committee Chairs shall be selected by the Board and report to the Board on the actions of the Committee.
14. The term of office for Board members shall be one year. Vacancies on the Board shall be filled at the next general membership meeting.
15. Elections of the Board of Directors shall be held at a general meeting in September of each year.
16. General membership votes will be determined by a majority of those members voting at any meeting. Each member in good standing shall have one vote.
17. A quorum of the Board of Directors shall consist of a simple majority of the non-vacant Board positions.
18. Annual membership dues in the Association shall be \$5.00 per member. Annual dues shall cover participation and voting privileges in the Association for one calendar year.
19. The charter shall be adopted by a majority vote at a general meeting of the Association.
20. Amendments to the Charter shall be noted on the agenda and discussed at one general membership meeting, and then noted on the agenda and voted on at a subsequent general membership meeting.
21. The Board of Directors shall nominate the Bungalow Heaven representative to the City of Pasadena's Historic Preservation Commission for a three-year term.

BUNGALOW HEAVEN™ NEIGHBORHOOD ASSOCIATION

CHARTER

ADOPTED BY GENERAL MEMBERSHIP ON JUNE 15, 2005

1. The organization shall be known as the Bungalow Heaven Neighborhood Association.
2. The purpose of this organization is:
 - a. to improve and preserve the neighborhood known as Bungalow Heaven
 - b. to represent residents and property owners and to present collective positions on issues as they arise
 - c. to provide a forum and vehicle for communication among property owners and residents
3. The following boundaries shall make up the Bungalow Heaven Neighborhood Association:
 - the residences on the south side of Washington Boulevard
 - the residences on the north side of Orange Grove Boulevard
 - the residences on the west side of Mentor Avenue
 - the residences on the east side of Holliston Avenue

See Attachment (map)
4. Membership in the Association shall be open to all adult (defined as 18 years or older) dues-paying residents and property owners within the boundaries described above.
5. Each member shall have one vote.
6. There shall be at least one general membership meeting held in each quarter of the year. Additional meetings may be called at the discretion of the Board of Directors.
7. The business of the Neighborhood Association shall be conducted by a Board of Directors. The Board of Directors shall be empowered to act on behalf of the membership of the Neighborhood Association.
8. The Bungalow Heaven Neighborhood area shall be divided into fourteen sub-areas, each to be represented by a Block Captain to be selected by the voting membership from the respective sub-areas. The Block Captains shall serve as the members of the Board of Directors.
9. The Board of Directors shall hold a minimum of nine monthly Board meetings each year. All meetings of the Board of Directors shall be open to attendance by Association members.
10. The officers of the Board of Directors of the Association shall consist of a President, Vice President, Secretary and Treasurer. The officers shall be elected annually by the