

CERTIFICATE OF AMENDMENT  
TO  
BYLAWS  
OF  
STONELAKE MASTER ASSOCIATION

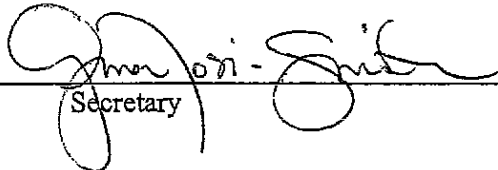
I, GINA TOSI-SMITH hereby certify that:

- A. I am the Secretary of Stonelake Master Association, a California Nonprofit Mutual Benefit Corporation (the "Association"); and
- B. On November 15, 2000, the Bylaws of the Association (the "Bylaws") were adopted by the Association's Board of Directors; and
- C. The Association is experiencing significant difficulty in establishing a quorum at the meetings of the Owners which is interrupting the flow of business for the Association at such meetings; and
- D. On April 5, 2005, the requisite votes of the Delegates representing Members entitled to exercise a majority of the voting power of the Master Association were obtained to approve the following amendments to the Bylaws pursuant to the amendment provision of Article 10 of the Bylaws.

1. **Section 6.7** is hereby amended to reduce the quorum requirements for voting at Membership Meetings from twenty-five percent (25%) to twenty percent (20%) of the Voting Power of the Members; and the quorum requirement for any reconvened Membership Meetings shall be amended to reduce from twenty percent (20%) to ten percent (10%) of the Voting Power of the Members as follows:

*6.7 QUORUM: The presence at the meeting of members and proxies entitled to cast twenty percent (20%) of the total number of votes which may be cast by the Members shall constitute a quorum for any action, unless a higher percentage is required by the Davis-Stirling Common Interest Development Act. If a quorum is not present or represented at any meeting, a majority of the Members present in person shall have the power to adjourn the meeting to another time with no notice other than an announcement at the meeting. If a time and place for the reconvened meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for the reconvened meeting after adjournment, notice of the time and place of the reconvened meeting shall be given to Members in the manner prescribed for regular meetings. The quorum for the reconvened meeting shall be ten percent (10%); however, if fewer one-third (1/3) of the total number of votes which may be cast by the Members are present in person or by proxy at such reconvened meeting, the only business that may be transacted are those items which are generally described in the notice of the meeting.*

IN WITNESS WHEREOF I have executed this Certificate on April 20, 2005.

  
Secretary