

BYLAWS OF ~~CPLA~~ THE CORPORATION

ARTICLE 1. OFFICES

Section 1. PRINCIPAL OFFICE. The principal office of the corporation for the transaction of its business is located at 421 Jackpine Street, Tahoe City, County of Placer, California.

Section 2. OTHER OFFICES. The corporation may also have offices at such other places, within or without the State of California where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE 2. MEMBERS

Section 1. CLASSES OF MEMBERSHIP AND RIGHTS. The corporation shall have one class of members only, and the property and other rights, interests, and privileges of each member shall be equal. No member shall hold more than one membership in the corporation.

Section 2. NUMBER OF MEMBERS. The number of members shall at no time exceed thirty.

Section 3. QUALIFICATIONS. Any person over the age of eighteen is eligible for membership in the corporation. Application for membership shall be in such form as shall be prescribed by the Board of Directors.

Section 4. ADMISSION. An applicant shall be admitted to membership in the corporation only on being elected to such membership by the Board of Directors.

Section 5. DUES. (a) All members are subject to the payment of dues, but such dues shall be only in an amount sufficient to defray the actual cost of the proper management, supervision, and protection of the property and facilities of the corporation.

(b) The Directors are authorized to fix the amount of said dues from time to time and make them payable at such times or intervals, and on such notice, as they may prescribe.

(c) In fixing the amount of said dues, the Directors shall prescribe the method of collection, and the method of collection

shall be stated in the notice referred to in Paragraph (b) of this section.

Section 6. ASSESSMENTS. (a) Memberships shall be subject to assessment for capital contributions to enable the corporation to acquire assets, provided, however, that assessments shall not exceed the total aggregate sum of \$250.00. The amount of each levy shall be fixed from time to time by resolution of the Board of Directors.

(b) RESOLUTION. Every resolution of the Board of Directors levying an assessment shall specify the amount thereof; to whom and where payable; fix a day on which the unpaid assessments become delinquent, not less than thirty (30) nor more than sixty (60) days from the date on which the memberships become delinquent. The resolution also shall fix the hour and place of sale, which place shall be in the county where the principal office of the corporation is located. Provided, however, that the Board of Directors may, in lieu of requiring the forfeiture or sale of memberships for delinquent assessments as in this section provided, enforce such assessments by court action; in the event of such enforcement, the foregoing resolution and the notice required by Paragraph (c) below will be reworded to correctly state that enforcement will be by court action, and that in the event of court action, the corporation shall also be entitled to recover a reasonable attorney's fee in addition to the amount of the assessment and interest thereon.

(c) NOTICE OF LEVY AND SALE. On the passing of the resolution levying an assessment, the Secretary of the corporation shall give notice thereof in substantially the following form;

CPLA CORPORATION

421 Jackpine Street, Tahoe City, California

Notice is hereby given at a meeting of the Board of Directors held on _____, 19____, an assessment of \$_____ per membership was levied on the members of the corporation payable to _____ at _____. Any membership on which this assessment remains unpaid on _____, 19____ will be delinquent, and unless payment is made prior to delinquency the said membership will be sold at the _____ on _____, 19____, at the hour of _____ M., to pay the delinquent assessment, together with a penalty of five (5) percent of the amount of the assessment on such membership, or be forfeited to the corporation.

_____(signature)
(typed name of), Secretary

421 Jack Pine Street
Tahoe City, California

(d) SERVICE OF NOTICE. The notice of assessment shall be served on each member personally. In lieu of personal service, the notice may be sent through the mail addressed to each member at his last address, as it appears on the books of the corporation, or if it does not appear, at the place where the principal office of the corporation is located, and published once in some newspaper of general circulation published in the city or town of the principal office of the corporation. If there is not such newspaper published in the city of the principal office of the corporation, the publication shall be made in some such newspaper of the county if there is one, or if there is none then in some such newspaper published in an adjoining county. Such personal service or service by mail and publication shall be made at least ten (10) days prior to the date of delinquency.

(e) LIEN OF ASSESSMENT. The assessment is a lien on the memberships from the time of personal service or the publication of the notice of assessment (or from the time of the adoption of the resolution of the Directors levying the assessment).

(f) WAIVER OF LIEN. A transfer of the membership on the books of the corporation after the lien of an assessment has attached shall constitute a waiver of the lien.

(g) EXTENSION OF TIME FOR DELINQUENT SALE. The date of sale of delinquent memberships fixed in any resolution levying an assessment may be extended from time to time for not more than thirty (30) days at a time by order of the Directors entered on the records of the corporation, or when the delinquent sale is restrained by order of a court. Notice of such extension shall be given by announcement by the Secretary, Assistant Secretary, or other person authorized to conduct the sale, made at the time of sale last theretofore fixed.

(h) REDEMPTION BEFORE SALE. If payment is made after delinquency and before the sale, or before the court action to enforce payment is commenced, the member shall pay a penalty of five (5) percent of the amount of the assessment on his membership in addition to the assessment.

(i) SALE. At the place and time appointed in the notice of levy and sale, the Secretary, Assistant Secretary, or any officer or an attorney of the corporation shall, unless otherwise ordered by the Directors, sell or cause to be sold to the highest bidder for cash the membership of each delinquent member. Any amount received for a membership in excess of the amount of the assessment due plus the penalty of five (5) percent, shall be paid over to the delinquent member whose membership in the corporation is terminated by the sale.

(j) FORFEITURE OF MEMBERSHIP. If no bidder at the sale offers to pay the amount due on the assessment together with the penalty of five (5) percent thereof, the membership shall be forfeited to the corporation in satisfaction of the assessment and penalty thereon.

(k) PURCHASER'S RIGHT TO NEW CERTIFICATE. The purchaser of a membership at a sale for delinquent assessments thereon shall be issued a new membership certificate.

(1) ACTION TO RECOVER MEMBERSHIP SOLD FOR DELINQUENT ASSESSMENT. No action shall be maintained to recover a membership sold or forfeited for delinquent assessments, on the ground of irregularity in the assessment, irregularity or defect of the notice of sale, or defect or irregularity in the sale, unless the party seeking to maintain the action first pays or tenders to the corporation, or the party holding the membership, the sum for which the membership was sold, or forfeited to the corporation, together with all subsequent assessments which may have been paid thereon, or levied and unpaid where the membership is forfeited, and interest on such sums from the time they were paid or became payable where membership is forfeited. No such action shall be maintained unless it is commenced by the filing of a complaint and the issuing of a summons thereon within six (6) months after the sale was made or the forfeiture occurred.

Section 7. TRANSFERABILITY OF MEMBERSHIP. Membership in this corporation is transferable. Provided, however, that such membership is transferable only to such person as may be approved by the Board of Directors on written application therefor of the member or of his legally appointed representative.

Section 8. RESIGNATION. Any member may resign from active participation in the affairs of the corporation, but such resignation shall not relieve the member so resigning of the obligation to pay any dues or charge theretofore accrued and unpaid. On written request of any such resigned member, the Board of Directors may reinstate him to membership on such terms and subject to such conditions as the Board may determine.

Section 9. SUSPENSION. Any member may be suspended for good cause from active participation in the affairs of the corporation for varying and limited periods of time, provided he is given notice of the proceedings against him and an opportunity to be heard in his own defense, and only after a hearing before the Board of Directors. "Good Cause" means action or nonaction detrimental to the corporation.

Section 10. MEMBERSHIP CERTIFICATES. The Board of Directors shall provide for the issuance of certificates evidencing membership in the corporation. Each such certificate shall state the calendar year(s) for which it is valid and shall have printed on its face in clear type that the corporation is nonprofit. The form, size, and contents of the certificate in all other respects shall be as fixed from time to time by resolution of the Board of Directors. Each certificate shall be signed by the President and by the Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor on such terms and subject to such conditions as the Board of Directors may determine.

Section 11. Nonliability of Members. No member of this corporation shall be personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE 3. MEETINGS OF MEMBERS

Section 1. ANNUAL MEETINGS. Meetings shall be held at least once annually at such time and place as the Board of Directors shall determine.

Section 2. SPECIAL MEETINGS. Special meetings of members shall be called by the President, or in his absence or inability to act by the Vice President and held at such times and places within or without the State of California as may be ordered by the Board of Directors or by not less than ten (10) percent of the members of the corporation.

Section 3. NOTICE. Written or printed notice of the time and place of meetings shall be delivered personally to each member or sent to him by United States mail or telegram at least seven (7) days prior to such meeting. If sent by mail or telegram, the notice shall be addressed to the member at his address as shown on the books of the corporation and shall be deemed given at the time it is deposited in the mail or delivered to the telegraph company. The notice shall be given by the Secretary or other person designated by the President.

Section 4. CONTENTS OF NOTICE. Notice of meeting of members shall specify the place, the day, and the hour of the meeting, and, in the case of special meetings, the general nature of the business to be transacted.

Section 5. CONSENT OF ABSENTEES. The transactions of any meeting of members, however called and noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum, as hereinafter defined, is present either in person or by proxy, and if, either before or after the meeting, each member not present in person or by proxy signs a written waiver of notice, or a consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6. Members have equal voting rights in the corporation. Each member is entitled to one vote on each matter submitted to a vote of the members. Voting at duly held meetings shall be by voice vote, except as otherwise expressly provided in these Bylaws. Election of Directors, however, shall be by ballot.

Section 7. CUMULATIVE AND FRACTIONAL VOTING. Every member may cumulate his votes and give one candidate for election as a Director a number of votes equal to the number of Directors to be elected, or he may distribute his votes on the same principal among as many candidates as he thinks fit. He may not, However, split a single vote into fractional votes.

Section 8. PROXY VOTING. Except as otherwise expressly provided in these Bylaws, members shall have the right to vote either in person or by one or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the Secretary of the corporation, provided, however, that no proxy shall be valid eleven (11) months from the date of its execution unless otherwise provided in the proxy.

Section 9. QUORUM. A quorum shall consist of two thirds of the members present in person or by proxy.

Section 10. ADJOURNMENT FOR LACK OF QUORUM. In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the members present in person or by proxy but no other business shall be transacted.

Section 11. NOTICE OF ADJOURNED MEETING. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. When a meeting is adjourned for less than thirty (30) days, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken.

Section 12. LOSS OF QUORUM. 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 13. CONDUCT OF MEETINGS. (a) Meetings of members shall be presided over by the President of the corporation or, in his absence, by the Vice President or, in the absence of both, by a chairman chosen by a majority of the voting members present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that in his absence the presiding officer shall appoint another person to act as Secretary of the meeting.

(b) Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with law.

ARTICLE 4. DIRECTORS

Section 1. NUMBER. The authorized number of Directors shall be seven (7) until changed by amendment to the Articles of Incorporation or by an amendment to these Bylaws duly adopted by the members.

Section 2. QUALIFICATIONS. Any member is eligible to be elected a Director of this corporation.

Section 3. ELECTION AND TERM OF OFFICE. Directors shall be elected at each annual meeting of members, but if such annual meeting is not held or if Directors are not elected thereat, the Directors may be elected at any special meeting of members held for that purpose. Candidates receiving the highest number of votes up to the number of Directors to be elected are elected. All Directors shall hold office until their respective successors are elected.

Section 4. REMOVAL OF DIRECTORS. The entire Board of Directors or any individual Director, may be removed from office at any time by the vote of a majority of the members. However, unless the entire Board is removed, no individual Director shall be removed from office if sufficient votes are cast against the resolution for his removal which, if cumulatively voted, would be sufficient to elect a single Director. If any or all Directors are so removed, new Directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed Directors. If new Directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 5 hereof.

Section 5. VACANCIES. (a) Vacancies in the Board of Directors shall exist (1) on the death, resignation, or removal of any Director; (2) whenever the number of Directors authorized is increased; and (3) on failure of the members in any election to elect the full number of Directors authorized.

(b) DECLARATION OF VACANCY. The Board of Directors may declare vacant the office of a Director (1) if he is declared of unsound mind by an order of court, or finally convicted of a felony; or (2) if within sixty (60) days after notice of his election he does not accept the office either in writing or by attending a meeting of the Board of Directors.

(c) FILLING VACANCIES BY DIRECTORS. Vacancies caused by the death, resignation, or disability of a Director or Directors, or by his or their removal as provided in these Bylaws, or by amendment of the Articles of Incorporation increasing the number of Directors authorized shall be filled by a majority of the remaining Directors, though less than a quorum, as hereinafter defined, or by the sole remaining Director.

(d) RESIGNATION EFFECTIVE AT FUTURE DATE. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, either the Board or the members may elect a successor to take office when the resignation becomes effective.

(e) FILLING VACANCIES BY MEMBERS. A majority of the members of the corporation may elect a Director at any time to fill any vacancy not filled by the Directors as provided in Paragraphs (c) and (d) of this section. Should the office of all Directors become vacant and there is consequently no Director left to fill vacancies, the vacancies shall be filled by a majority of the members of the corporation at the annual or a regular or a special meeting called for that purpose at which a quorum is present.

(f) TERM OF OFFICE. A person elected Director to fill a vacancy as in this section provided shall hold office for the unexpired term of his predecessor or until his death, resignation, or disability, or until his removal, as in these Bylaws provided.

(g) REDUCTION OF NUMBER. A reduction of the authorized number of Directors does not remove any Director prior to the expiration of his term of office.

Section 6. COMPENSATION.. Directors shall receive no compensation for their services.

Section 7. PLACE OF MEETINGS. (a). Meetings shall be held at the principal office of the corporation or at such place or places within or without the State of California which have been designated from time to time by resolution of the Board of Directors.

(b) REGULAR MEETINGS. Regular meetings shall be held four times annually at such time and place as may be designated by the Board of Directors.

(c) SPECIAL MEETINGS. Special meetings of the Board may be called by the President, or, if he is absent or is unable or refuses to act, by the Vice President, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation at the principal office of the corporation.

(d) NOTICE. The Secretary, or other person designated by the President, shall deliver written or printed notice of the time and place of meetings of the Board to each Director personally or by United States mail or telegram, addressed to him at his address as it appears on the books of the corporation, at least seven (7) days prior to the date of the meeting.

(e) QUORUM. A majority of the Directors shall constitute a quorum for the transaction of business.

(f) MAJORITY ACTION AS BOARD ACTION. 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 is the act of the Board of Directors, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

(g) VALIDATION OF MEETING DEFECTIVELY CALLED OR NOTICED. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum is present and provided that either before or after the meeting each of the Directors not present signs a waiver of notice, or a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(h) CONDUCT OF MEETINGS. Except as otherwise expressly provided in these Bylaws, or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

(i) All meeting of Directors shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with law.

(j) Meetings of Directors shall be presided over by the President of the corporation or in his absence by the Vice President of the corporation or in the absence of both, by a chairman chosen by a majority of the Directors present. The Secretary of the corporation shall act as Secretary of the Board of Directors. In case the Secretary is absent from any such meeting, the presiding officer may appoint any person to act as Secretary for the meeting.

Section 8. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING.. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written;consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Section 9. NONLIABILITY OF DIRECTORS. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE 5. OFFICERS

Section 1. NUMBER AND TITLES. The officers of the corporation shall be a President, a Vice President, a Secretary, anTreasurer and a Lodge Chairman.

Section 2. ELECTION AND TERM OF OFFICE. Officers, other than those appointed at the discretion of the Board, shall be chosen annually from among the Directors by the Board at its first regular meeting following the annual election of Directors, and each such officer shall hold office until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be

elected and qualified, whichever occurs first. Officers appointed at the discretion of the Board shall serve such terms, have such authority, and perform such duties as are provided in these Bylaws or as may be prescribed from time to time by the Board.

Section 3. REMOVAL AND RESIGNATION. Any officer appointed at the discretion of the board may be removed, either with or without cause, by a majority of the Directors at the time in office. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and , unless otherwise specified therein, the acceptance of the resignation by the Board shall not be necessary to make it effective.

Section 4. VACANCIES. Any vacancy caused by the death, resignation or otherwise of any officer, other than those appointed at the discretion of the Board, shall be filled by the Board of Directors for the unexpired portion of the term. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment of the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 5. PRESIDENT. The President shall be the chief executive officer of the corporation and shall in general, subject to the control of the Board of Directors, supervise and control all of the business and affairs of the corporation. He shall perform all duties incident to his office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He shall preside at all meetings of the members and meetings of the Board of Directors.

Section 6. DUTIES OF VICE PRESIDENT. The Vice President shall, in the absence or disability of the President or in the event of his refusal to act, perform all the duties of the President and, when so acting, shall have the powers of, and be subject to the restrictions on, the President. He shall have such other powers and perform such other duties as may be imposed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed from time to time by the Board of Directors.

Section 7. DUTIES OF SECRETARY. The Secretary shall:

(a) KEEP MINUTES OF MEETINGS. Keep at the principal office of the corporation or at such other place as the Board of Directors may order, a book of the minutes of all meetings of the Directors and of the members, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, notice thereof given, the names of those present at Directors' meetings, the number of members present or represented at members' meetings, and the proceedings thereof.

(b) KEEP MEMBERSHIP BOOK. Keep at the principal office of the corporation a membership book containing the name and address of each member.

(c) PERFORM OTHER DUTIES. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors.

Section 8. DUTIES OF ASSISTANT SECRETARY. The Assistant Secretary, if such there be, shall, in the absence of the Secretary or in the event of his inability or refusal to act, perform all the duties of the Secretary and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the Secretary. He shall also perform such other duties as may be assigned to him from time to time by the Board of Directors or by the Secretary.

Section 9. DUTIES OF TREASURER..

The Treasurer shall: (a) DEPOSIT FUNDS AND RENDER STATEMENTS. Deposit all moneys of the corporation with such depositaries as are designated by the Board of Directors, disburse such funds as may be ordered by the Board, and render to the President or to the Board, on request therefor, statements of the financial condition of the corporation.

(b) MAINTAIN ACCOUNTS. Keep and maintain adequate and correct books of account showing the receipts and disbursements of the corporation and an account of its cash and other assets.

(c) OPEN BOOKS TO INSPECTION. Keep such books of account open to inspection by any Director or member at all reasonable times.

(d) PERFORM OTHER DUTIES. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors.

Section 10. DUTIES OF LODGE CHAIRMAN. The Lodge Chairman shall be responsible for taking all reservations for the use of the lodge and for maintaining a record of lodge usage and such other duties as may be assigned to him from time to time by the Board of Directors.

Section 11. COMPENSATION. Officers of the corporation shall serve without compensation.

ARTICLE 6. COMMITTEES

Section 1. The corporation shall have such committees, with such members, to perform such functions as shall be designated from time to time by the Board of Directors.

ARTICLE 7. MISCELLANEOUS PROVISIONS

Section 1. EXECUTION OF INSTRUMENTS. The Board of Directors except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 pecuniarily for any purpose or in any amount.

Section 2. ANNUAL REPORT AND FINANCIAL STATEMENT. The Board of Directors shall cause to be prepared and submitted to the members a written annual report, including a financial statement.

Section 3. CORPORATE SEAL. The Board of Directors may adopt use, and at will alter, a corporate seal. Such seal shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

Section 4. FISCAL YEAR. The fiscal year of the corporation shall be the calendar year.

Section 5. CONSTRUCTION. As used in these Bylaws:

(a) The present tense included the past and the future tenses, and the future tense includes the present.

(b) The masculine gender includes the feminine and neuter.

(c) The singular number includes the plural, and the plural number included the singular.

(d) The word "shall" is mandatory and the word "may" is permissive.

(e) The words "Directors" and "Board," as used in the Articles of Incorporation or in these Bylaws in relation to any power or duty requiring collective action, mean the Board of Directors.

ARTICLE 8. BYLAWS

Section 1. EFFECTIVE DATE. These Bylaws shall become effective immediately on their adoption. Amendments to these Bylaws shall become effective immediately on their adoption unless the Board of Directors or members, in adopting them as hereinafter provided, provide that they are to become effective at a later date.

Section 2. AMENDMENT. New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote or written assent of a majority of the members of the corporation, or by the vote of a majority of a quorum at a meeting duly called and noticed for the purpose, and subject to the power of the members to change or repeal them, and subject to the Articles of Incorporation of this corporation and to law, by the vote of a majority of the Directors.

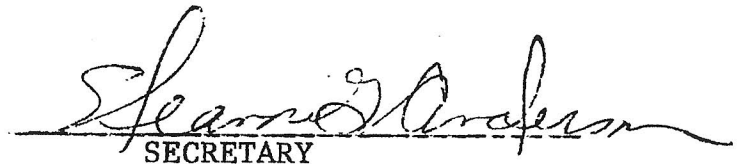
Section 3. CERTIFICATION AND INSPECTION.. The original, or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary of the corporation, shall be recorded and kept in a book which shall be kept in the principal office of the corporation, and such book shall be open to inspection by the members at all reasonable times.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting secretary of **CPLA** CORPORATION, a California nonprofit corporation; and
- (2) That the foregoing by-laws, comprising fifteen (15) pages, constitute the by-laws of said corporation as duly adopted at a meeting of the board of directors thereof duly held November 13, 1978.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation. Executed under penalty of perjury this 13th day of November 1978, at Alameda, California.


SECRETARY