

BY-LAWS
OF
WINDWOOD FOREST HOMEOWNERS ASSOCIATION

ARTICLE I

PLAN OF CONDOMINIUM OWNERSHIP

Section 1. Name. The name of the corporation is WINDWOOD FOREST HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association". The principal office of the Association shall be located in Orange County, California.

Section 2. Application. The provisions of these By-Laws are applicable to the multi-phased, residential Condominium Project known as WINDWOOD FOREST CONDOMINIUMS, located in the City of Santa Ana, Orange County, California. All present and future Unit Owners and their tenants, future tenants, employees, and any other person that might use the facilities of the Project in any manner, are subject to the regulations set forth in these By-Laws and in the Declaration of Covenants, Conditions and Restrictions, and Reservation of Easements for WINDWOOD FOREST (the "Declaration" herein) recorded or to be recorded in the Office of the Orange County Recorder and applicable to the Project. The mere acquisition or rental of any Condominium in the Project or the mere act of occupancy of any Condominium will signify that these By-Laws are accepted, ratified, and will be complied with.

Section 3. Meaning of Terms. The following terms, as used in these By-Laws shall have the same meanings as are applied to such terms in the Declaration: "Annual Assessment", "Architectural Committee", "Articles", "Association", "Association Properties", "Board", "Capital Improvement Assessment", "Close of Escrow", "Common Areas", "Common Expenses", "Condominium Family", "Windwood Rules and Regulations", "Grantor", "Improvements", "Manager", "Member", "Mortgagee", "Project", "Reconstruction Assessment", "Residence", "Special Assessment", and "Unit Owner".

ARTICLE II

VOTING BY ASSOCIATION MEMBERSHIP

Section 1. Voting Rights. The Association shall have two (2) classes of voting Membership, as further provided in the Declaration.

Class A. Class A Members shall be those Unit Owners with the exception of Grantor for so long as there exists a Class B Membership. Class A Members shall be entitled