

BYLAWS
OF
BURBANK BUSINESS PARK OWNERS' ASSOCIATION

ARTICLE 1. OFFICES, OBJECTIVE AND DEFINITIONS

1.1 Purpose. The purpose for which the Burbank Business Park Owners' Association ("Association") is organized is to provide an entity for the operation of a commercial development known as the Burbank Business Park located in Walla Walla County, Washington, as set out in the Declaration of Covenants, Conditions and Restrictions for the Burbank Business Park, recorded with the office of the Auditor of Walla Walla County Auditor, as it may from time to time be amended (the "Declaration"), which shall administer and manage certain property (as further described in the Declaration), and shall engage in all such activities as are incidental or conducive to the attainment of the objectives of the Association as further described in the Declaration.

1.2 Definitions. The terms used in these Bylaws shall have the same meaning as in the Declaration, unless specifically indicated to the contrary.

1.3 Offices. The principal office of the Association shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The Association may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the Association may require from time to time.

1.4 Assent. All present or future Owners, present or future tenants, or any other person using the facilities of the Park in any manner, including guests and employees, are subject to these Bylaws and the Declaration. The mere acquisition, rental or occupancy of a Parcel shall constitute assent to be bound by, and ratification of, these Bylaws.

ARTICLE 2. MEMBERSHIP, MEETINGS AND VOTING

2.1 Matters Governed by Declaration. WITH REGARD TO VARIOUS MATTERS INCLUDING MEMBERSHIP, MEETINGS AND VOTING, REFERENCE IS MADE TO THE DECLARATION, WHICH IS INCORPORATED HEREIN BY THIS REFERENCE.

2.2 Qualifications for Membership

Each Owner of all or a portion of the fee interest in a Parcel (including Declarant) shall be a member of the Association. Ownership of a Parcel shall be the sole qualification for membership in the Association. Membership shall be appurtenant to and may not be separate from ownership of any Parcel, and shall not be assigned, transferred, pledged, hypothecated, conveyed or alienated in any way except upon the transfer of title to the Parcel and then only to the transferee of title to the Parcel. Any attempt to make a prohibited transfer shall be void. Any transfer of title to a Parcel shall operate automatically to transfer the membership in the Association to the persons constituting the new Owners.

2.3. Classes of Members.

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and, except in the case of voting for Board positions as described in Section 2.6 of the Declaration, shall be entitled to a certain number of votes based upon the area of land located in the Owner's Parcel, divided by the total land area, excluding dedicated streets of the Park and Common Areas, if any. If a Parcel has been sold on contract, the contract purchaser shall exercise the rights of an Owner. Except with respect to contract purchasers, when more than one person holds an interest in any Parcel, all such persons shall be members.

Class B. Class B members shall be the Declarant and shall be entitled to three (3) times the number of votes that would be allocated to Declarant under the calculation for Class A membership. The Class B membership shall cease effective on the Transition Date.

Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws and to the Declaration.

2.4 Voting Rights

If a Parcel is owned by more than one person and only one of them is present or represented at a meeting, the one who is present or represented will represent the Owner. The vote for a Parcel must be cast as a single vote, and fractional votes shall not be allowed. If joint owners are unable to agree among themselves how their vote shall be cast, they shall lose their right to vote on the matter in question. An Owner may, by written notice to the Board, designate a voting representative for the Parcel. The designated voting representative need not be an Owner. The designation may be revoked at any time by written notice to the Board from a Person having an ownership interest in a Parcel, or by actual notice to the Board of the death or judicially declared incompetence of any Person with an ownership interest in the Parcel, except in cases in which the Person designated is a mortgagee of the Parcel. This power of designation and revocation may be exercised by the guardian of an Owner, the attorney-in-fact for the Owner under a durable power of attorney, and the administrator or executor of an Owner's estate. If no designation has been made, or if a designation has been revoked and no new designation has been made, the voting representative of each Parcel shall be the group composed of all of its Owners. Unless otherwise expressly provided in this Declaration, a quorum is present throughout any meeting of the Association if the Owners to which thirty-four percent (34%) of the votes of the Association are allocated are present in person or by proxy at the beginning of the meeting.

2.5 Annual and Special Meetings

Within one year following the Transition Date, on a date selected by the initial Board, there shall be a meeting of the members of the Association and thereafter there shall be an annual meeting of the members of the Association in the first quarter of each fiscal year at such reasonable place

and time as may be designated by written notice from the Board delivered to the Owners no less than 30 days before the meeting. The initial Board, as set forth in the Articles of Incorporation of the Association, shall govern until a new Board is selected at the first annual meeting of the members of the Association following the Transition Date. At such meeting, and at each annual meeting thereafter, the Owners shall elect by majority vote individuals to serve as directors until a successor is elected at the next annual meeting.

Each Parcel shall be entitled to one vote for each director and the voting for directors shall be non-cumulative. The financial statement for the preceding fiscal year (if any) and the budget the Board has adopted for the pending fiscal year shall be presented at the annual meeting for ratification by the members, as more specifically provided in Article 4 of the Declaration. Special meetings of the members of the Association may be called at any time upon not less than 14 days prior written notice to all Owners, for the purpose of considering matters which require the approval of all or some of the Owners, or for any other reasonable purpose. Any first mortgagee of a Parcel may attend or designate a representative to attend the meetings of the Association.

2.6 Place of Meetings

All meetings of members shall be held at the principal office of the Association or at such other place within or without the State of Washington designated by the President, the Board, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

2.7 Notice of Meetings

The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally or by mail, not less than ten (10) nor more than fifty (50) days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than thirty-four percent (34%) of the total number of votes of the Association, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten (10) nor more than thirty-five (35) days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the Association with postage thereon prepaid.

2.8 Waiver of Notice

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

2.9 Quorum

Thirty-four percent (34%) of the total votes of the Association, represented in person or by proxy at the beginning of the meeting, shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

2.10 Manner of Acting

The vote of a majority of the total number of votes of the Association, represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation, the Declaration or these Bylaws.

2.11 Proxies

A member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

2.12 Action by Members Without a Meeting

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

2.13 Meetings by Telephone

Members of the Association may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the Association shall be managed by a Board of Directors.

3.2 Number, Election; Term; Vacancies; Term of Office, Additional Provisions Regarding Board

The number of directors constituting the initial Board of Directors of the Association shall be three (3) directors and shall consist of the Commissioners of the Port of Walla Walla (the “Port Commissioners”). The term for each initial Director will be established by, and coincident with, each Director’s term as Port Commissioner. Upon expiration of any Port Commissioner’s term, the succeeding Port Commissioner shall take on the Director’s responsibilities of the Port Commissioner rotating off of the Port Commission. The names and addresses of the initial Port Commissioners who are to serve as the initial directors of the Association are as follows:

Name:	Term:	Address:
Paul Schneidmiller, Dist. 1	1/1/2008 -- 12/31/2013	11 S. First Ave. Walla Walla, WA 99362
Mike Fredrickson, Dist. 2	1/1/2006 -- 12/31/2011	2 W. Main St. Walla Walla, WA 99362
Ron Dunning, Dist. 3	1/1/2010 – 12/31/2015	11979 W. Hwy. 12 Lowden, WA 99360

Prior to the Transition Date, as set out in Section 2.10 of the Declaration, the initial Board shall be entitled to exercise all rights and powers of the Board and the Association. The succeeding Board shall be elected at the first annual meeting after the Transition Date, pursuant to Section 2.4. Thereafter, the affairs of the Association shall be governed by a Board composed of at least three (3), but not more than seven (7) directors, such number to be determined by a majority of the members (one vote per Parcel).

Until the Transition Date, the initial Board shall also serve as the Design Review Committee (“DRC”).

3.3 Annual Meeting

The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

3.4 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

3.5 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

3.6 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.7 Place of Meetings

All meetings shall be held at the principal office of the Association or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.8 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the Association. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

3.9 Waiver of Notice

3.9.1 In Writing. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.9.2 By Attendance. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.10 Quorum

Two (2) of the Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, the Director(s) present may adjourn the meeting from time to time without further notice.

3.11 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, the Declaration or applicable Washington law.

3.12 Presumption of Assent

A Director of the Association present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.13 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.14 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Association, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.15 Removal

At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors, represented in person or by proxy at a meeting of members at which a quorum is present.

3.16 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.17 Board Committees

3.17.1 Standing or Temporary Committees. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of at least one (1) Director, and can include such other persons as the Board deems necessary. Such committees shall have and exercise the authority of the Directors in the management of the Association, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the Association; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Association not in the ordinary course of business; (f) authorize the voluntary dissolution of the Association or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Association; (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee or (i) amend, alter or repeal the Declaration. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.18.2 Quorum; Manner of Acting. A majority of the number of members composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.18.3 Resignation. Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18.4 Removal of Committee Member. The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

3.19 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Association.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the Association shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Term of Office

The officers of the Association shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President

The President shall be the chief executive officer of the Association and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Association. The President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform

all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

4.7 Vice Presidents

In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

4.8 Secretary

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Association; (d) keep records of the post office address and class, if applicable, of each member and Director and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.9 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

5.1 Books and Records

The Board shall cause to be kept complete, detailed, and accurate books and records of the receipts and expenditures (if any) of the Association, in a form that complies with generally kept standards of similar property owners' associations. The books and records, authorizations for payment of expenditures, and all contracts, documents, papers, and other records of the Association shall be available for examination by the Owners, mortgagees, and the agents or attorneys of either of them, during normal business hours and at any other reasonable time or times.

5.2 Accounting Year

The accounting year of the Association shall be the twelve month period starting January 1 and ending December 31.

5.3 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, the Declaration or any resolution of the Board.

ARTICLE 6. EVIDENCE OF OWNERSHIP, REGISTRATION OF MAILING ADDRESS AND REQUIRED PROXIES

6.1 Proof of Ownership. Any Person or Persons on becoming an Owner of a Parcel shall furnish to the Board a photocopy of a certified copy of the recorded instrument vesting that person with an interest or ownership, which instrument shall remain in the files of the Association.

6.2 Registration of Mailing Address. The Owner of each Parcel shall have one and the same registered mailing address to be used by the Association for mailing of monthly statements, notices, demands and all other communications; and such registered address shall be the only mailing address of a person or persons, firm, corporation, partnership, association or other legal entity or any combination thereof to be used by the Association. Such registered address shall be furnished by such Owner to the Secretary within five (5) days after transfer of title; such registration shall be in written form and signed by all of the Persons constituting such Owner or by such Persons as are authorized by law to represent the interests of all such Persons. If no such address is registered or if all the Owners cannot agree, then the address of the Parcel shall be the registered address for all purposes of this section. Registered addresses may be changed from time to time by a similar designation.

6.3 Condition to Voting Right. The requirements contained in this Section shall be first met before an Owner of a Parcel shall be deemed in good standing and entitled to vote at any annual or special meeting of members, and the vote of any such Owner shall not be counted for any purpose, including for the purpose of determining whether any quorum, majority or supermajority requirement has been satisfied.

ARTICLE 7. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office.

The foregoing Bylaws were adopted by the Board of Directors on April 8, 2010.

/Ron Dunning/

Ron Dunning
Secretary