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determined under a uniformly applied formula giving each Member a minimum of one vote. Each member shall be entitled to have one (1) vote for each full acre owned in fee simple absolute by the Member which is contained in a legal parcel owned by the Member. The number of square feet in separate legal parcels may be aggregated to equal a full acre thereby entitling a Member to an additional vote provided fee simple ownership of each of the separate legal parcels to be aggregated is identical.

2.5 Selection of Board of Directors. Members of the Board of Directors shall be elected according to the procedures established by the Articles and Bylaws, as amended from time to time. Directors may be, but need not be, Owners.

ARTICLE III

APPROVAL OF PLANS

3.1 Architectural Review Committee. The Architectural Review Committee ("Committee") shall consist of not less than three (3) nor more than nine (9) members. The exact number of the Committee shall be established by the Board. A majority of the Board, in its sole judgment, shall have the power to appoint or remove members of the Committee at any time. The duly-elected Architectural Review Committee in existence at the time of incorporation of the Association shall continue to serve until the first annual meeting of the Board of Directors, at which time a new Committee shall be elected by the Board of Directors. Members appointed to the Architectural Review Committee need not be Members of the Association. In the event of death, incapacity or resignation of any member of the Committee, a successor shall be appointed by the Board. Neither the members of the Committee nor its designated representatives shall be entitled to any compensation for services performed pursuant hereto, provided, however, that the Committee may hire and pay consultants, architects, or others as is reasonable to review the plans described in Section 3.2. If the Board does not appoint members of the Committee, the Board shall be and act as the Committee.

3.2 Approval of Plans Required. No Improvement shall be erected, constructed, substantially remodeled, rebuilt or reconstructed on any Parcel until the Preliminary Plans (as defined below) and Final Plans (as defined below) for such erection, construction, remodeling, rebuilding, or reconstruction have been submitted to and reasonably approved by the Architectural Review Committee. Plans submitted by the lessee or other occupant of a Parcel, or any portion thereof, shall include therewith the written approval of said plans by the Owner of said Parcel. The Architectural Review Committee shall have no obligation to accept or review any plans which do not include such written approval.

3.2.1 Preliminary Plans. The Owner, lessee, or other occupant of the parcel (hereinafter referred to as the "Applicant")

shall submit to the Architectural Review Committee, prior to submission to the County of El Dorado for the County's review and approval, the preliminary plans and specifications (hereinafter referred to as the "Preliminary Plans"), prepared by an architect licensed to practice architecture in the State of California, provided, however, if the Improvement to be erected, constructed, or partially remodeled, rebuilt or reconstructed as shown in the Preliminary Plans is of such a nature as to not require the County of El Dorado to take action on such proposed Improvement before a noticed public hearing, then the Applicant may submit the Preliminary Plans to the County of El Dorado for review and approval, prior to submission to the Architectural Review Committee. The Preliminary Plans shall be in such form and contain such information as may reasonably be required by the Architectural Review Committee, but shall in any event include the following:

(a) A site development plan showing the location and dimensions of all proposed buildings, driveways, parking areas, walkways, landscaping areas, loading areas, storage and refuse areas, and walls;

(b) A site development summary setting forth the following: gross area of the Parcel; gross area for parking area, driveway, and storage on said Parcel (including percentage of Parcel area devoted to each such use); total number of Regular and Compact parking spaces and parking spaced for handicapped provided; the number of square feet of floor space in all buildings on the parcel per parking spaces; gross landscape areas and the percentage of landscape area to Parcel area; and the gross building area and the percentage of gross building area to Parcel area;

(c) A schematic landscaping and irrigation plan prepared by a California licensed landscape architect;

(d) A business identification sign design in accordance with Section 5 of the Design Guidelines and its proposed location illustrated on the site plan;

(e) Building elevations showing dimensions, materials and exterior color schemes and a three dimensional perspective rendering of the proposed building;

(f) A site grading plan and utility plan;

(g) A letter from the architect certifying that he has read and understands the provisions of this Declaration, and the Design Guidelines, and that the Preliminary Plans comply therewith;

(h) A statement of the proposed specific use of the Parcel and Improvements; and

(i) The fee required by Section 3.9.1.

3.2.2 Final Plans. After the Architectural Review Committee and the County have approved in writing the Preliminary Plans and prior to the submission of Applicant's Final Plans to the County to obtain building permits and individual use permits for each lot, the Applicant shall submit in duplicate to the Architectural Review Committee complete and detailed final architectural, engineering, and landscaping and irrigation plans, specifications, and working drawings (the "Final Plans") for the proposed Improvements. The Final Plans shall be in a form as may then be required by the County for review and approval by the County and shall contain such additional information as may be required by the Architectural Review Committee, provided the Final Plans need not include detailing with regard to interior improvements such as interior partitioning walls. No Final Plans shall be submitted to the County until they have been approved by the Architectural Review Committee.

3.2.3 Plan Changes and Plans for Changes to Improvements.

3.2.3.1 Material changes in approved Preliminary Plans or approved Final Plans must be similarly submitted to and approved by the Architectural Review Committee.

3.2.3.2 The following requirements are in addition to the other requirements of Section 3.2 and its subsections:

(a) No exterior surface of any Improvement on any Parcel shall be repainted, texturized or otherwise changed;

(b) No alterations, additions or changes shall be made to any landscaping placed on any Parcel; and

(c) No additions or alterations to any paved area on any Parcel shall be made, until plans for such painting, alterations, additions or changes, including samples of colors and materials, landscaping plans, or plans and specifications with regard to paving, as the case may be, together with such other information as shall be required by the Design Review Committee, have been submitted in duplicate to the Design Review Committee and the Architectural Review Committee has approved in writing such requested change. No plans under this Section 3.2.3.2 shall be submitted to the County until they have been approved by the Architectural Review Committee.

3.3 Basis for Disapproval. The Architectural Review Committee shall not act in an arbitrary and unreasonable manner and the decision of the Committee to approve or disapprove any plans shall be based on the facts submitted to the Committee members. Nevertheless, the Architectural Review Committee may disapprove any and all plans and specifications submitted hereunder on any reasonable grounds, including, but not limited to, any of the following:

3.3.1 Failure to comply with any of the provisions set forth in this Declaration;

3.3.2 Failure to include information in such plans and specifications as may have been reasonably requested by the Architectural Review Committee;

3.3.3 Failure to comply with the Design Guidelines;

3.3.4 Incompatibility of the exterior design of the proposed structures or of the appearance of the materials to be used in the construction of any proposed structure with any existing structure or any structure proposed and previously approved by the Architectural Review Committee;

3.3.5 Inadequacy of the number of on-site parking spaces or objection to the design and location of the parking area;

3.3.6 The location of any proposed building upon a Parcel in relation to other Parcels;

3.3.7 Objection to the grading plan for any Parcel;

3.3.8 Objection to the color scheme, finish proportions, style of architecture, height, bulk, or appropriateness of any proposed Improvement in relation to the other Improvements, existing or proposed and approved by the Architectural Review Committee;

3.3.9 Objection to the landscaping plan, including objection to landscaping materials in relation to other landscaping materials then used, or proposed for use, and approved by the Architectural Review Committee;

3.3.10 Any other matter which, in the reasonable judgment of the Architectural Review Committee, would render the proposed Improvements or use inharmonious with the general plan for improvement of the El Dorado Hills Business Park or with Improvements then located upon, or proposed and approved by the Architectural Review Committee to be located upon, other Parcels within the El Dorado Hills Business Park.

3.4 Approval. Upon approval by the Architectural Review Committee of any plans and specifications submitted hereunder, one (1) copy of such plans and specifications as approved shall be retained for permanent record by the Architectural Review Committee; and one (1) copy of such plans and specifications bearing such approval in writing shall be returned to the Applicant.

3.5 Result of Inaction. If the Architectural Review Committee fails either to approve or disapprove any of the plans described in this Article III within thirty (30) days after a complete set of such plans have been submitted, it shall conclusively be presumed that the Architectural Review Committee has approved such plans; provided, however, that if within said thirty (30) day period, the Architectural Review Committee gives written notice to the Applicant that additional time is required

ARTICLE IV

ARCHITECTURAL AND DEVELOPMENT STANDARDS

4.1 Development Standards. Every Parcel shall comply with the development standards contained herein and in the Design Guidelines adopted by the Association as such may be amended from time to time, in the sole discretion of the Association.

4.2 Determination of Violation. The Association, the Architectural Review Committee, or the designated agent of either, shall have the power to determine, in its sole judgement, upon its own initiative or upon complaint by any Owner, whether a violation of any provision of this article is occurring upon any Parcel, and any such determination by it shall be conclusive.

ARTICLE V

RESTRICTIONS ON OPERATION AND USE

5.1 Permitted Uses. The use of every Parcel shall be in compliance with the provisions of this Declaration and with the lawful use of said Parcel. Where either the lawful use or the use otherwise permitted by this Declaration is more restrictive than the other, the more restrictive shall apply. An owner shall be obligated to obtain a use permit for each Parcel in the El Dorado Hills Business Park. The permitted uses are set forth as follows:

5.1.1 Light Industrial Manufacturing Design Control Zone.

- (a) Administrative, executive and business offices;
- (b) Business service offices, including employment agencies, accountants, notaries, stenographic, addressing, computing, related services;
- (c) Business consultant offices;
- (d) Design professions offices (engineering, architectural, drafting, etc.);
- (e) Research, development, analytical, and scientific offices;
- (f) Manufacturer's representatives and sales offices;
- (g) Headquarters or region-wide finances, insurance and real estate offices;
- (h) Travel agencies;
- (i) Medical/dental clinics and related health maintenance

organizations, not including the manufacture, fabrication or sale of any article or commodity other than those incidental to the services provided;

(j) Licensed child car facilities, with the consent of the Architectural Review Committee;

(k) Prescription pharmacies, provided that at least eighty percent (80%) of the interior display area shall be used for the preparation and sale of prescription or trade drugs;

(l) Manufacture and assembly of business machines, including electronic data processing equipment, accounting machines, calculators, typewriters and related equipment, and communications and testing equipment;

(m) Manufacture and assembly of electrical supplies, such as coils, condensers, crystal holders, insulation, lamps, switches and wire cable assembly provided no noxious or offensive fumes or odors are produced;

(n) Manufacture of scientific, medical, dental and drafting instruments, orthopedic and medical appliances, optical goods, watches and clocks, electronics equipment, precision instruments, musical instruments and cameras and photographic equipment except film;

(o) Assembly of small electric appliances such as lighting fixtures, irons, fans, toasters and electric toys; but not including refrigerators, washing machines, dryers, dishwashers and similar home appliances;

(p) Assembly of electrical equipment such as radio and television receivers, phonographs and home motion picture equipment, but not including electrical machinery;

(q) Laboratories, including commercial, testing, research, experimental or other laboratories, including pilot plants;

(r) General office uses (including computer centers) where no office user shall have less than one thousand (1,000) square feet of usable space;

(s) Photographic processing;

(t) Printing, lithographing and engraving;

(u) Publishing;

(v) Industrial support and service facilities to include activities limited to the servicing of businesses on the Parcel or servicing of products produced on the Parcel, such as repair and maintenance of appliance or component parts, tooling, printers, testing shops, small machine shops, copying, photoengraving, etc.;

- (w) Accessory uses and structures when related to and incidental to a permitted use;
- (x) Manufacturing or combining processes of pharmaceutical products, provided no noxious or offensive fumes or odors are produced;
- (y) Manufacturing or combining processes of biological products, provided no noxious or offensive fumes or odors are produced;
- (z) Sales at wholesale, or sales to the ultimate consumer of products made to the customers' orders;
- (aa) Engineering, drafting, and design facilities;
- (bb) Research and development facilities;
- (cc) Manufacture of prototypes;
- (dd) Any research and development use listed above may be operated in conjunction with any allowed light industrial use or office use;
- (ee) All typical uses associated with research and development and light manufacturing for the electronics and semiconductor industries;
- (ff) Painting, enameling and lacquering shops;
- (gg) Public utility equipment buildings and public service pumping stations;
- (hh) Sheet metal shops;
- (ii) Storage of raw materials, work in process and finished good inventories;
- (jj) Woodworking shops and cabinet shops; and
- (kk) Light industrial and manufacturing, not involving the emission of noxious or offensive fumes or odors.

5.2 Conduct of Permitted Uses. All uses shall be performed or carried out entirely within a building designed and constructed for that use. Activities which cannot be carried on within a building may be permitted, but only if the Architectural Review Committee consents in writing to said use and to the location for such activity, and if said use is permitted by the then-existing zoning or other applicable land use regulations and said use is not specifically prohibited by Section 5.3; provided, however, that such use shall be permitted only if (a) such activity is screened so as not to be visible from Neighboring Property and (b) all lighting required for such use is shielded from adjacent

Streets.

5.3 Prohibited Uses: The following operations and uses shall not be permitted on any Parcel:

- (a) Residential use of any type;
- (b) Trailer courts, mobile home parks or recreation vehicle camp grounds;
- (c) Junk yards or recycling facilities;
- (d) Drilling for and/or the removal of oil, gas or other hydrocarbon substances (except that this provision shall not be deemed to prohibit entry to the Property below a depth of five hundred (500) feet for such purposes;
- (e) Commercial excavation except in the course of approved construction;
- (f) Distillation of bones;
- (g) Dumping, disposal, incineration or reduction of garbage, sewage, offal, dead animals or refuse;
- (h) Fat rendering;
- (i) Stockyard or slaughter of animals;
- (j) Cemeteries;
- (k) Refining of petroleum or its products;
- (l) Smelting of iron, tin, zinc, or other ores;
- (m) Jail or honor farms;
- (n) Labor or migrant worker camps;
- (o) Truck or bus terminals;
- (p) Petroleum storage yards;
- (q) Automobile or truck dealerships, wrecking, auto or truck repair or painting; and
- (r) Storage, handling and disposal of toxic and radioactive materials, except the storage, handling and disposal of minute quantities of such materials in connection with a permitted use and only then if the Architectural Review Committee and the El Dorado County Health Department shall give its prior written approval to the storage, handling and disposal of such materials.

5.4 Emissions. No use shall be permitted on any Parcel