

**FIRST AMENDMENT TO SECOND AMENDED AND RESTATED BYLAWS OF
WALNUT CREEK MUTUAL NO. TWENTY-EIGHT (“BYLAWS”)**

This First Amendment (“First Amendment”) to Second Amended and Bylaws (“Bylaws”) proposes the following changes:

1. Section 5.1 of the Bylaws shall be deleted and replaced with the following:

5.1 Number of Directors. The affairs of this Mutual shall be conducted by or under the direction of a Board of five (5) Directors.

2. Section 5.6 of the Bylaws shall be deleted and replaced with the following:

5.6 Term of Office. In the first election of Directors following adoption of these Bylaws, the Members shall elect five (5) Directors. Of the five (5) Directors elected, the three (3) Directors who receive the highest number of votes shall serve three (3) year terms and the other two (2) Directors with the fourth and fifth highest number of votes shall serve two (2) year terms, in order to create a Board with staggered terms. Each year thereafter, the Members shall elect Directors for a term of three (3) years each to replace those Directors whose terms are then expiring. Each Director shall serve until the expiration of their term and thereafter until a successor is elected, or until the earlier disqualification, death, resignation, or removal of such Director.

3. In all other respects the provisions of the Bylaws are deemed to remain in full force and effect except as herein modified.


**CERTIFICATE OF ADOPTION OF FIRST AMENDMENT
TO
SECOND AMENDED AND RESTATED BYLAWS
OF
WALNUT CREEK MUTUAL NO. TWENTY-EIGHT**

I, the undersigned, hereby certify that:

I am the President of Walnut Creek Mutual No. Twenty-Eight.

The foregoing First Amendment was duly approved by the requisite vote of the Members of the Association on the 22nd day of May, 2024 and hereby amends the Second Amended and Restated Bylaws of Walnut Creek Mutual No. Twenty-Eight certified on December 13, 2021.

Executed this 7th day of November, 2024.

By: 
Susan Hildreth, President

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of Contra Costa)

On 11/7/24 before me, Karen Kruth, Notary Public
(insert name and title of the officer)

personally appeared Susan Hildreth,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Karen Kruth (Seal)

