

AHWATUKEE CUSTOM ESTATES MANAGEMENT ASSOCIATION

Bylaw Amendments

Page 3, Article IV, Section 5, Quorum (amended 3/15/88).

The quorum requirement was reduced from thirty-three and one-third percent (33-1/3%) of the votes of each class of the membership to five percent (5%).

Page 6, Article IV, Section 7, Removal of Directors (amended 3/15/90).

To add: The Board shall have the power to declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

Page 2, Article IV, Section 1, Annual Meetings (amended 3/23/94).

The annual meeting of the members shall be held at a date and time selected by the Board of Directors. That date shall be no earlier than 11 months after the previous meeting nor more than 13 months after the previous meeting. At such meeting, there shall be elected a Board of directors in accordance with the requirements of Article V of these Bylaws. The members of the Association may also transact such other business of the Association as may properly come before them.

BYLAWS
OF
AHWATUKEE CUSTOM ESTATES MANAGEMENT ASSOCIATION

ARTICLE I

Offices

Section 1. Principal Office. The principal office of the Corporation shall be at AHWATUKEE, Phoenix, Arizona.

Section 2. Other Offices. The Association may establish such other office or offices at such other places as the Board of Directors may from time to time designate.

ARTICLE II

Definitions

Section 1. "Association" or "ACEMA" shall mean and refer to AHWATUKEE CUSTOM ESTATES MANAGEMENT ASSOCIATION, a nonprofit corporation, its successors and assigns.

Section 2. "Declarant" shall mean and refer to CHICAGO TITLE COMPANY, an Arizona corporation, as Trustee, its successors and assigns, if such successors or assigns should acquire more than one undeveloped lot from the Declarant for the purpose of development.

Section 3. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions recorded on May 24, 1982, 1982, in Docket 16044, at page 144, with the Maricopa County Recorder's Office, as amended from time to time, and any other declaration of restrictive covenants placed on the Property by Declarant or Developer.

Section 4. "Developer" and "Builder" shall be synonymous with and shall mean and refer to PRESLEY DEVELOPMENT COMPANY OF ARIZONA, an Arizona corporation, and its successors and assigns, and to any other contractor who builds for resale a significant number of houses in the Ahwatukee Custom Estates.

Section 5. "Lot" shall mean and refer to any plot of land shown upon the recorded plat of Ahwatukee Custom Estates, as such may be amended from time to time.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of equitable title in fee simple (or legal title if equitable title has merged) of any lot which is a part of the Ahwatukee Custom Estates. Owner shall not include a person or entity having an ownership interest merely as security for the performance of an obligation. In the case of lots, the fee simple title which is vested of record in a Trustee pursuant to Arizona Revised Statutes, Section 33-801, et seq., legal title shall be deemed to be in the Trustor.

Section 7. "Property" shall mean Ahwatukee Custom Estates as shown on a plat recorded in the office of the Maricopa County Recorder in Book 238 of Maps at Page 19, together with all subsequent subdivisions created in AHWATUKEE by Declarant or Developer and bearing the name CUSTOM ESTATES.

ARTICLE III

Membership

Membership in the Corporation, except for membership of the incorporators and the first Board of Directors, shall be limited to record owners of equitable title (or of legal title if equitable title has merged) of lots located on the Property.

One membership in the Corporation shall be issued to the record owner of equitable title (or legal title if equitable title has merged) of each lot. In the event any such lot is owned by two or more persons, whether as community property, by joint tenancy, tenancy in common or otherwise, the membership as to such lot shall be issued in the names of all the owners, and they shall designate to the Corporation in writing, at the time of issuance, one person who shall hold the membership and have the power to vote said membership. No membership shall be issued to any other person or persons except as they may be issued in substitution for outstanding memberships assigned to new record owners of equitable title (or legal title if equitable title has merged).

ARTICLE IV

Meetings

Section 1. Annual Meetings. The first annual meeting of the members of the Association is to be held within one hundred twenty (120) days after the date when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or March 1, 1985, whichever first occurs. The exact date, time and place of the first annual meeting shall be as established by the Board of Directors. Thereafter, the annual meetings of the members of the Association shall be held on the same day of the same month of each year at the hour of 7:30 P.M., or at such other time as the members of the Association may by majority vote approve. At such meeting, there shall be elected a Board of Directors in accordance with the requirements of Article V of these Bylaws. The members of the Association may also transact such other business of the Association as may properly come before them.

Section 2. Notice of Annual Meetings. The President or Secretary shall give or cause to be given notice of the time, place and date of each annual meeting by mailing or hand delivering such notice at least fifteen (15) days prior to such meeting to each member of the

Association at the respective addresses of said members as they appear on the records of the Association.

Section 3. Special Meetings. Special Meetings of the members of the Association for any purpose or purposes other than those regulated by statute may be called by the President as directed by resolution of the Board of Directors, or upon a petition signed by the members who are entitled to vote one-fourth ($1/4$) of all the votes of the Class A membership, and such petition shall state the purpose or purposes of such proposed meeting. No business shall be transacted at a special meeting, except as stated in the notice unless by consent of three-fourths ($3/4$) of the members present, either in person or by proxy.

Section 4. Notice of Special Meetings. The President or Secretary shall give or cause to be given notice of the time, place and purpose of holding each special meeting by mailing or hand delivering such notice at least fifteen (15) days prior to such meeting to each member of the Association at the respective addresses of said members as they appear on the records of the Association.

Section 5. Quorum. The presence at a meeting, either in person or by proxy, of members entitled to cast at least thirty-three and one-third percent ($33\frac{1}{3}\%$) of the votes of each class of the membership shall constitute a quorum for all purposes unless the representation of a larger group shall be required by law, by the Articles of Incorporation, or by these Bylaws, and in that event, representation of the number so required shall constitute a quorum. If the required quorum is not present at the first such meeting called, another meeting may be called and the required quorum at the subsequent meeting shall be one-half ($1/2$) of the required quorum at the preceding meeting. If the required quorum is not present at this meeting, another meeting may be called and the required quorum at the subsequent meeting shall be one-half ($1/2$) of the required quorum at the preceding meeting. This procedure may be followed for additional meetings until a quorum is obtained.

Section 6. Voting Rights. ACEMA shall have two classes of voting membership:

Class A. Class A members shall be all owners, with the exception of the Declarant, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot. In the event more than one vote is cast with respect to any one lot, all such votes shall be disregarded.

Class B. The Class B member(s) shall be the Declarant and shall be entitled to three (3) votes for each lot owned.

The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever first occurs:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) On March 1, 1985.

Section 7. Adjournment of Meetings. If the number of members necessary to constitute a quorum shall fail to attend in person or by proxy at the time and place of meeting, the chairman of the meeting, or a majority in interest of the members present in person or by proxy, may adjourn the meeting from time to time without notice other than an announcement at the meeting, until the necessary number of members shall be in attendance. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

Section 8. Proxies. A member may appoint only his spouse, a joint owner of his lot, the Secretary or a member of the Association as a proxy. A proxy must be filed with the Secretary before the appointed time of the meeting or upon the calling of the meeting to order.

Section 9. Waiver of Notice. A member may at any time waive any notice required to be given under these Bylaws. The presence of a member in person at any meeting of the Association shall be deemed such a waiver.

ARTICLE V

Directors

Section 1. Number and Qualification. The business, property and affairs of the Association shall be managed, controlled and conducted by a Board of Directors consisting of three (3) members. The number of directors may be changed from time to time by the members of the Association, but shall always consist of an odd number of directors of not less than three (3) nor more than nine (9).

Section 2. Power and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association, and may do all such acts and things as are not by law or by these Bylaws directed to be exercised and done by the members. The powers of the Board of Directors shall include, but not be limited to, all of the rights and duties of the Board of Directors as set forth elsewhere in these Bylaws and the Articles of Incorporation, and in the Declaration, and shall also include the power to promulgate such rules and regulations pertaining to such

rights and duties as may be deemed proper and which are consistent with the foregoing, and shall further include the right to suspend the voting rights of a member during any period in which such member shall be in default of the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations. The Board of Directors may delegate such duties as appear in the best interest of the Association and to the extent permitted by law.

Section 3. Term of Office. The term of the Directors named in the Articles of Incorporation shall be until the Developer has conveyed seventy-five percent (75%) of the total number of lots to be conveyed on the Property, or March 1, 1985, whichever first occurs. Developer shall have the right and power to fill any vacancy occurring on the Board by reason of resignation, discharge, abandonment or any other reason of such named Directors. Their successors shall be elected by the members of the Association at the first annual meeting following conveyance by the Developer of seventy-five percent (75%) of the total number of lots to be conveyed on the Property, or March 1, 1985, whichever first occurs. At such annual meeting the members may elect one or more Directors for a term of one (1) year, and one or more Directors for a term of two (2) years and one or more Directors for a term of three (3) years; and at each annual meeting thereafter the members may elect one or more Directors for a term of three (3) years. The number of Directors shall be no less than three (3) nor more than nine (9), and shall always equal an odd number. The number of Directors may be altered from time to time by the action of a majority of the members of the Association present and voting in person or by proxy at any regular or special meeting called for such purpose. In the event of any increase in the number of directors in advance of the annual meeting, each additional director shall be elected by a majority of the members of the Association present and voting in person or by proxy and shall hold office until his or her successor is elected and shall qualify.

Section 4. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. All nominations shall be made from among members of the Association.

Section 5. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they

are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting shall be mandatory.

Section 6. Vacancies. Vacancies on the Board of Directors caused by any reason shall be filled by vote of the majority of the remaining directors even though they may consist of less than a quorum and each person so elected shall be a director until his successor is elected by the members of the Association at the next annual meeting.

Section 7. Removal of Directors. At any regular or special meeting of the members of the Association, any one or more of the directors may be removed with or without cause at any time by the affirmative vote of a majority of the entire membership of record and a successor may then be elected to fill the vacancy thus created. Any director whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting.

Section 8. Compensation. No compensation shall be paid to the directors for their services as directors. No remuneration shall be paid to a director for services performed by him for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken.

Section 9. Organization Meeting. The first meeting of the newly elected Board of Directors shall be held within ten (10) days of the election at such time and place as shall be fixed at the meeting at which such directors were elected, and no notice shall be necessary to the newly elected directors in order legally to constitute such meeting, providing a majority of the whole Board shall be present.

Section 10. Regular Meetings. Regular meetings of the Board of Directors shall be held on a regular basis, at least quarterly, and may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings of the Board of Directors shall be given to each director, personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for the meeting.

Section 11. Special Meeting. Special meetings of the Board of Directors may be called by the President on three (3) days notice to each director, given personally or by mail, telephone or telegraph, which notice shall state the time, place (as hereinabove provided) and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least fifty percent (50%) of the directors.

Section 12. Waiver of Notice. Before or at any meeting of the Board of Directors, any director may, in writing waive notice of such meeting and such waiver shall be deemed equivalent to the

giving of such notice. Attendance by a director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 13. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there be less than a quorum present, a majority of those present may adjourn the meeting from time to time.

Section 14. Adjournments. The Board of Directors may adjourn any meeting from day to day or for such other time as may be prudent or necessary in the interests of the Association, provided that no meeting may be adjourned for a period longer than thirty (30) days.

Section 15. Action Taken Without A Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved will have the same effect as though taken at a meeting of the directors.

Section 16. Fidelity Bonds. The Board of Directors shall require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate Fidelity Bonds. The premiums on such bonds shall be paid by the Association.

ARTICLE VI

Officers

Section 1. Designation. The principal officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by and from the Board of Directors. The Directors may appoint an Assistant Secretary and an Assistant Treasurer and such other officers as in their judgment may be necessary. Only the offices of Secretary and Treasurer may be held by the same person, except in the case of special offices.

Section 2. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the Organizational meeting of each new Board.

Section 3. Removal of Officers. Upon the affirmative vote of two-thirds (2/3) of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

Section 4. President. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the members and of the Board of Directors. The President shall have all of the general powers and duties which are

normally vested in the office of the President of an association or corporation, including, but not limited to, the power to appoint committees from among the members of the Association from time to time as he or she may, in his or her discretion, decide is appropriate to assist in the conduct of the affairs of the Association.

Section 5. Vice President. The Vice President shall take the place of the President and perform his or her duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members of the Association; he or she shall have the custody of the seal of the Association; he or she shall have charge of the membership books and such other books and papers as the Board of Directors may direct; and he or she shall, in general, perform all the duties incident to the office of Secretary.

Section 7. Treasurer. The Treasurer shall have the responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He or she shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit of the Association in such depositories as may from time to time be designated by the Board of Directors.

Section 8. Compensation. No compensation shall be paid to officers for their services as officers. No remuneration shall be paid to an officer for services performed by him for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken.

ARTICLE VII

Powers, Rights and Duties of the Association and Members Thereof

The Association and its members shall have all the powers, rights, duties and obligations set forth in the Articles of Incorporation for the Association, these Bylaws, rules and regulations pursuant thereto, and recorded restrictions on the Property, and as any of the same may be duly adopted or amended. No transfers of membership in the Association shall be made except as provided herein and no such transfer shall be made upon the books of the Association within ten (10) days next preceding the annual meeting of the members.

The members and Board of Directors, or each of them, shall have the express authorization, right and power to enter into one or more management agreements with third parties in order to facilitate efficient operation of the Association and its functions. The terms of said management agreement shall be as determined by the Board of Directors to be in the best interests of the Association, and shall be subject to the Articles of Incorporation, these Bylaws and the Declaration.

Notwithstanding the above, any and all such management agreements shall be in writing and for a term not to exceed one year, subject to renewal by agreement of the parties for successive one year periods, and shall further provide that said management agreement may be cancelled and terminated by the Board of Directors for any reason whatsoever upon giving thirty (30) days written notice of such cancellation and termination to the managing entity. The Board of Directors shall make all necessary arrangements for continuity of management and maintenance prior to the expiration of the term of any prior management agreement or the termination of the same. Any and all management agreements shall be entered into with a responsible party or parties having considerable experience with the management of a project of this type.

Each owner shall be bound by the terms and conditions of all management agreements entered into by the Association. A copy of all management agreements shall be available to each owner upon request.

ARTICLE VIII

Corporate Seal

The Board of Directors shall provide a suitable corporate seal containing the name of the Association, which seal shall be in the custody and control of the Secretary.

The corporate seal shall be in circular form, shall have inscribed thereon the name of the Association, the year it was organized and the word "Arizona." If and when so directed by the Board of Directors, a duplicate seal may be kept and used by such officer or other person as the Board of Directors shall name.

ARTICLE IX

Miscellaneous

Section 1. Books and Accounts. Books and accounts of the Association shall be kept under the direction of the Treasurer and in accordance with the reasonable standards of accounting procedure and prudence.

Section 2. Auditing. At the close of each fiscal year, an annual financial statement shall be prepared. If authorized by the Board

or required by any governmental agency making or insuring loans, such as VA, FHA, FNMA, GNMA and/or FHLMC, such annual financial statement will be an audited financial statement. The Association shall make available for inspection by its members such statement of the income and disbursements of the Association for each fiscal year.

Section 3. Inspection of Books. Financial reports, such as are required to be furnished, and the membership records of the Association shall be available at the principal offices of the Association for inspection at reasonable times by any members, or interested parties such as any first mortgagee.

Section 4. Execution of Corporation Documents. With the prior authorization of the Board of Directors, all notes, checks and contracts or other obligations shall be executed on behalf of the Association by any two officers of the Association.

Section 5. Fiscal Year. The fiscal year of the Association shall be determined by the Board of Directors and shall be subject to change by the Board of Directors should the Association's practice subsequently necessitate such change.

Section 6. Enforcement Proceedings. The Association, or any Owner, shall have the right to enforce, by any proceeding at law or in equity, the failure of any unit owner to comply with the provisions of the Declaration, the Articles of Incorporation and the Bylaws.

Section 7. Conflicting Provisions. In case of conflict between the Declaration and the Articles of Incorporation or the Bylaws, the Declaration shall control. In case of conflict between the Articles of Incorporation and the Bylaws, the Articles of Incorporation shall control.

Section 8. Gender. In these Bylaws, words used in the masculine gender include the feminine and neuter, words used in the feminine gender include the masculine and neuter, the singular number the plural and the plural the singular.

ARTICLE X

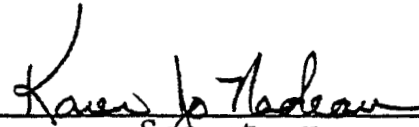
Amendment of the Bylaws

Section 1. Amendment by the Members. These Bylaws may be amended by the affirmative vote of the majority of the members present or represented by proxy at any regular or special meeting, provided, that a quorum is present at any such meeting. Amendments may be proposed by the Board of Directors or by a petition signed by at least fifty-one percent (51%) of the members. A statement of any proposed amendment shall accompany the notice of any regular or special meeting at which such proposed amendment shall be voted upon. These Bylaws may not be amended insofar as such amendment would be inconsistent with the Articles of Incorporation or the

Declaration.

Section 2. Amendment by the Directors. The Directors of the Association by the affirmative vote of all of the Directors may amend or alter the Bylaws of the Association at any regular meeting or at any special meeting provided that no such alteration or amendment by the Board of Directors shall increase the powers of the Board of Directors. The statement of any proposed amendment shall accompany notice of any regular or special meeting at which such proposed amendment shall be voted upon. These Bylaws may not be amended insofar as such amendment would be inconsistent with the Articles of Incorporation or the Declaration.

I, the undersigned, being the Secretary of AHWATUKEE CUSTOM ESTATE MANAGEMENT ASSOCIATION, do hereby certify the foregoing to be the Bylaws of said Association, as adopted at a meeting of the Board of Directors held on the 25th day of May, 1982.


Secretary