

AMENDED AND RESTATED BYLAWS
OF
HACIENDAS DEL CONDE ASSOCIATION

ARTICLE I
Board of Directors

SECTION 1. General Powers. The Board of Directors shall manage the business and affairs of the association and may exercise all lawful acts and things as are not by law, the Articles of Incorporation or these By-Laws, directed or required to be exercised or done by the members. The powers of the Board shall encompass, but not be limited to, all of the rights and duties of the Board as set forth elsewhere in these By-Laws and the Articles of Incorporation, and in the Declaration of Covenants, Conditions and Restrictions applicable to lots 1 to 114 inclusive. Haciendas Catalina del Rey Subdivision, which subdivision is described on a plat recorded in Book 27 of Maps, Page 53, Official Records, Pima County, Arizona, and shall also include the power to promulgate such rules and regulations pertaining to such rights and duties as may be deemed proper and consistent with the foregoing. The Board may delegate such duties as appear in the best interests of the association and to the extent permitted by law.

SECTION 2. Number, Qualification and Term of Office. The number of directors of the association shall be seven (7), provided, however, that an interim Board of Directors consisting of three (3) members shall hold office until 90% of the lots in said subdivision has been sold or conveyed to an individual lot owner or until September 15, 1980, whichever occurs sooner. Upon the first of those events to occur, the initial directors will resign and a regular Board of seven (7) members shall be elected at a special meeting of the members called for such purpose. All directors shall be members of the association, except that the members of the interim board above-referred to need not be association members. The term of office of each director shall be from the time of his election and qualification until two years has expired and until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign, or until he shall have been removed in the manner herein provided. The terms shall be staggered, with four (4) directors elected one year and the other three (3) elected the next year.

SECTION 3. Election of Directors. At each meeting of the election of directors at which a quorum shall be present, the persons receiving a plurality of votes cast shall be deemed elected provided, however, one director must reside in a lot located in Lots 38 through 57 (sometimes known as Townhome Area 3) so long as a volunteer from this area exists. If more than one candidate runs from Townhome Area 3, then of those candidates the one with the most votes automatically has a position on the Board of Directors. The remaining candidates will only have a position on the Board if they receive a plurality of votes for the other vacancies on the Board.

SECTION 4. Quorum and Manner of Acting. Except as provided in Section 10 of this Article 1, a majority of the whole Board shall constitute a quorum for the transaction of business at any meeting. Any act of a majority of the directors present at any meeting at which a quorum shall be present shall be the act of the Board. In the absence of a quorum a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which such adjournment shall be taken. Notice of any subsequent meetings after such adjournment must comply with Article, I, Section 8 below.

SECTION 5. Place of Meeting. The Board may hold its meetings at such place or places within Pima County as the Board from time to time may determine or as shall be specified or fixed in the respective notices or waivers of notice thereof.

SECTION 6. Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board by resolution may determine but at least two such meetings shall be held during each fiscal year. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day at said place.

SECTION 7. Special Meeting. Special meetings of the Board shall be held whenever called by the President or upon written request of a majority of the directors.

SECTION 8. Notice of Meetings. Notice to members of each regular and special meeting of the Board, stating the date, time, place, and purpose thereof, shall be given by newsletter, conspicuous posting or any other reasonable means as determined by the Board (including, but not limited to, phone, electronic mail, and regular mail), at least forty-eight hours in advance of the meeting. Pursuant to A.R.S. § 33-1804(D) as may be amended from time to time, in emergency situations, the Board may also act, in the absence of a meeting, by electronic mail and subsequently follow the action by written resolution signed by a majority of the members of the Board and announced at the next regular board meeting. Notice to members of meetings of the Board of Directors is not required if emergency circumstances require action by the Board before notice can be given.

SECTION 9. Removal of Directors. Any director may be removed at any time either with or without cause, by procedures set forth in A.R.S. § 33-1813, as may be amended from time to time. The vacancy in the Board caused by any such removal may be filled by the members at such meeting.

SECTION 10. Vacancies. Any vacancy in the Board caused by death, resignation, removal, increase in the number of directors, or any other cause, may be filled for the unexpired term by a majority vote of the remaining directors, though less than a quorum, or by the members at the next annual meeting or any special meeting called for that purpose.

SECTION 11. Compensation. No compensation shall be paid to 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 or by way of reimbursement for expenditures incurred by him in connection with the performance of his duties, unless a resolution authorizing such remuneration or reimbursement is adopted by the Board.

ARTICLE II Officers

SECTION 1. Number. The executive officer of the Association shall be the President, who shall be a member of the Board, the Vice-President, who shall be a member of the Board, a Secretary and a Treasurer (the Secretary and Treasurer need not be members of the Board); and there may be, in addition, such subordinate officers, agents and employees as Section 3 of these By-Laws. One person may hold the office of, and perform the duties of, any two or more offices, except for the office of the President. The Board may require any officer, agent or employee to give security in the form of a fidelity bond for the faithful performance of his duties.

SECTION 2. Election, Term of Office, Qualification. The executive officers or the Association shall be chosen annually by the Board, each thereof to hold office for one year or until his successor shall have been duly chosen and shall qualify, or until his death or until he shall resign, or shall have been removed in the manner hereinafter provided.

SECTION 3. Subordinate Officers, etc. The Board may appoint such subordinate officers, agents or employees as the Board may deem necessary or advisable, including one or more Vice-Presidents, one or more Assistant Treasurers (who need not be members of the Board) and one or more Assistant Secretaries (who need not be members of the Board), each of whom shall hold office for such period, having such authority and perform such duties as are provided in these By-Laws or as the Board may from time to time determine. The Board may delegate to any executive office or to any committee the power to appoint any such additional officers, agents or employees.

SECTION 4. Removal. Any officer of the Association may be removed, either with or without cause, at any time, by resolution adopted by a majority of the whole Board at a special meeting thereof called for that purpose, or, except in the case of any

officer elected by the Board, by any committee or executive officer upon whom such power of removal may be conferred by the Board.

SECTION 5. Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed in Sections 2 and 3 of this Article II for election or appointment to such office.

SECTION 6. The President. The President shall be the chief executive officer of the Association and shall have general supervision over the business of the Association subject to the control of the Board. He shall, if present, preside at each meeting of the members of the Board. He shall see that all orders and resolutions of the Board are carried into effect. He may sign, execute and deliver in the name of the Association all deeds, mortgages, bonds, contracts or other instruments authorized by the Board, except in cases where the signing, execution or delivery thereof shall be expressly delegated by the Board or by these By-Laws to some other officer or agent of the Association or where any thereof shall be required by law otherwise to be signed, executed and delivered. In general he shall perform all duties incident to the office of President, and such other duties as may from time to time be assigned to him by these By-Laws or by the Board of Directors.

SECTION 7. Vice-President. The Vice-President shall have such powers and perform such duties as the Board or the President may from time to time prescribe and shall perform such other duties as may be prescribed by these By-Laws. At the request of the President, or in case of his absence or inability to act, the Vice-President or, if there shall be more than one Vice-President then in office, that one of them who shall be designated for the purpose by the President or by the Board of Directors shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President.

SECTION 8. The Treasurer. The Treasurer shall have charge and custody of, and be responsible for all the funds and securities of the Association, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name of and to the credit of the Association in such banks or other depositories as may be designated by the Board; he shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and to the directors at the regular meetings of the Board or whenever they may require it, a statement of all his transactions as Treasurer and an account of the financial condition of the Association, and, in general, he shall perform all the duties incident to the office Treasurer and such other duties as may from time to time be assigned to him by the Board. The Treasurer need not be a member of the Board of Directors.

SECTION 9. The Secretary. The Secretary shall act as secretary or and keep the minutes of, all meetings of the Board and of the members; he shall cause to be given notice of all meetings of the members and directors he shall have charge of the membership list and also of the other books, records and papers of the Association relating to its organization as a corporation, and shall see that reports, statements and other documents required by law are properly kept or filed; and he shall in general perform all the duties incident to the office of Secretary. He shall also have such powers and perform such duties as are assigned to him by these By-Laws, and he shall have such other powers and perform such other duties, not inconsistent with these By-Laws, as the Board shall from time to time prescribe. The Secretary need not be a member of the Board of Directors.

SECTION 10. Salaries. No salary or other compensation shall be paid to the officers of President and Vice President for their services as officers. However, the offices of Treasurer and Secretary may be paid positions if they are not board members. No remuneration or reimbursement shall be paid to any officer for services performed or expenditures incurred by him for the Association in any other capacity, unless a majority vote of the Board of Directors authorizing such remuneration or reimbursement is conducted by the Board before the services are undertaken or the expenditures are incurred.

ARTICLE III Members and Membership

SECTION 1. Eligibility for Membership. Membership in Haciendas de1 Conde Association (herein called the Association) shall be limited to owners of record (including purchasers having the right to possession under a recorded agreement of sale) of Lots 1 to 114 inclusive, within Haciendas Catalina del Rey Subdivision, as recorded in Book 27 of Maps, Page 53, Official Records, Pima County, Arizona. There shall be one membership for each such lot, and only one vote per membership/lot, and the ownership of each such membership shall be identical at all times with the ownership of the lot with respect to which it is created. For purposes of determining membership, ownership of a lot shall mean the fee owner, except that the vendee under an agreement for sale shall be deemed the owner unless his vendee's interest shall have been forfeited.

SECTION 2. Annual Meetings. Each annual meeting of the members of the Association for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held within the first quarter of the calendar year.

SECTION 3. Place of Meetings. Every meeting of the members of the Association shall be held at such place in Pima County as shall be determined by the directors and specified in the notice of meeting.

SECTION 4. Special Meetings. Special meetings of the members of any purposes, unless otherwise regulated by statute, may be called by a majority of the Board of Directors, by the President, or by twenty-five percent (25%) of the members.

SECTION 5. Notice of Meetings. Notice of every meeting of the members shall state the purpose or purposes for which the meeting is called and the date, time, and the place within the county where it is to be held, and thereof shall be served, either hand-delivered or by mail, upon each member or record entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the meeting. If mailed, it shall be directed to each member at his mailing address for each lot, unless he shall have filed with the Secretary of the Association a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such manner. Notice of any adjourned meeting need not be given, except when expressly required by law.

SECTION 6. Quorum. Except as otherwise provided by law, the presence in person or by absentee ballot of a majority of the Association membership, shall constitute a quorum at each meeting of the members for the transaction of business. In the absence of a quorum at any such meeting or any adjournment or adjournments thereof, a majority in voting interest of those present in person, or in the absence therefrom of all the members, any officer entitled to preside at, or to act as secretary of, such meeting, may adjourn such meeting from time to time until a quorum is present thereat. At an adjourned meeting, the quorum requirements shall be one-half of that required for the initially called meeting. If quorum is not met at the adjourned meeting, the quorum requirement shall be one-half of the adjourned meeting, and this process shall continue until quorum is achieved (known as the Quorum Step-Down Requirement). Notice of subsequent adjourned meetings must comply with Article III, Section 5.

SECTION 7. Membership Record Book. The Secretary of the Association shall maintain a membership record, which may be electronic, reflecting the name or names of the members of the Association. Upon the transfer of ownership of any lot in the Association, it shall be the obligation of the transferee to present to the Secretary or his delegate evidence of such transfer, and upon receipt of such evidence (a photostatic or machine copy of a recorded deed shall be sufficient evidence).

ARTICLE IV Resignations

Any director or other officer may resign his office at any time by giving written notice of his resignation to the President or the Secretary of the Association. Such resignation shall take effect at the time specified therein, or, if no time be specified

therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

ARTICLE V
Powers, Rights and Duties of the
Association and Members Thereof

SECTION 1. General. 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 By-Laws, rules and regulations pursuant thereto, and recorded covenants, conditions and restrictions affecting the subdivision, and as any of the same may be duly adopted or amended. No transfer of membership in the Association shall be made except as provided in said Articles of Incorporation, By-Laws, rules, regulations and restrictions.

SECTION 2. Management Agreements. The Board of Directors shall have express authority to enter into a management agreement or agreements with third parties in order to facilitate efficient operation of the real property and all improvements thereon which are designated as common elements in the recorded Amended and Restated Declaration of Covenants, Conditions and Restrictions for Haciendas del Conde Association, as recorded at sequence 20170110478, Official Records, Pima County, Arizona. It shall be the primary purpose of such management agreement to provide for the administration, management, repair, maintenance, safety, and control of those common elements and to provide for the care and front yard maintenance of all lots located in Townhome Area 3. The terms of said management agreement shall be as determined by the Board of Directors to be in the best interest of the Association, and shall be subject to the Articles of Incorporation, these By-Laws and the recorded Declaration of Covenants, Conditions and Restrictions affecting said property.

SECTION 3. Common Area Improvements. On behalf of the Association, the Board, upon the affirmative vote of two-thirds (2/3) of its members, at a meeting called for that purpose, may contract, on behalf of the Association, for the construction of such new recreational facilities as the Board may deem desirable, subject, however, to the limitations on indebtedness set forth in Section 5 below.

SECTION 4. Execution of Contracts. In addition to the provisions of Article II, Section 6, and Article V, Sections 2 and 3 of these By-Laws, the Board may authorize any officer or officers, agent or agents, in the name and on behalf of the Association, to enter into any contract or execute and deliver any instrument and such authority may be general or confined to specific instances; except as is provided by Article II, Section 6 of these By-Laws with respect to the powers and authority of the President, and unless so authorized by the Board or expressly authorized by these By-Laws, no officer or agent or employee shall have any power or authority to bind the Association by any contract or

engagement or to pledge its credit or to render it pecuniarily liable for any purpose to any amount.

SECTION 5. Indebtedness. No loans shall be contracted on behalf of the Association, no negotiable paper shall be issued in its name and to no other indebtedness or liability, direct or contingent, in excess of Ten Thousand Dollars (\$10,000.00), shall the Association be subjected, unless authorized by the affirmative vote of two-thirds (2/3) of the members at a meeting held for the purpose of taking such a vote, which the Quorum Step-Down Requirements set forth in Article V, Section 6, above, apply here. When authorized by the membership to do so, any officer or agent of the Association thereunto authorized, may effect loans and advances for the Association from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds, or other certificates of evidences of indebtedness of the Association and may pledge, hypothecate or transfer any securities or other property of the Association as security for any such loans or advances. Such authority may be general or confined to specific instances.

SECTION 6. Checks, drafts, etc. All checks, drafts and other orders for the payment of moneys out of the funds of the Association and all notes or other evidences of indebtedness of the Association shall be signed on behalf of the Association in such manner as shall from time to time be determined by resolution of the Board.

SECTION 7. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select or may be selected by an officer or officers, agent or agents of the Association, to whom such power may from time to time be delegated by the Board; and, for the purpose of such deposit, the President, any Vice-President, the Treasurer, the Secretary or any other officer or agent or employee of the Association to whom such power may be delegated by the Board may endorse, assign and deliver checks, drafts and other orders for the payment of moneys which are payable to the order of the Association.

ARTICLE VI Reserve

Subject to the provisions of the Articles of Incorporation of the Association, and to the extent permitted by law, the Board may determine and fix such sum or sums as the Board from time to time, in its absolute discretion, shall deem proper as a reserve fund to meet contingencies, or for repairing or maintaining any property of the Association, or for such other purposes as the Board shall deem conducive to the best interest of the Association.

ARTICLE VII
Offices and Books

SECTION 1. Offices. The principal office of the Association shall be at such place in the County of Pima, as the Board may determine.

SECTION 2. Books. There shall be kept at the office of the Association, correct books of all the business and transactions of the Association, a copy of these By-Laws and a membership list of the Association (which may be in electronic format), which shall contain the names, alphabetically arranged, of all persons who are members of the Association, showing their respective places or residence, the lot or lots owned, and the time when they, respectively, became the owners thereof.

ARTICLE VIII
Fiscal Year

The fiscal year of the Association shall be the calendar year until otherwise determined by the Board of Directors.

ARTICLE IX
Amendments

These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of the votes of a quorum of Members present in person or by absentee ballot.

IN WITNESS WHEREOF, these Bylaws of Haciendas del Conde Association are adopted as set forth above.



Bradley Johns, President

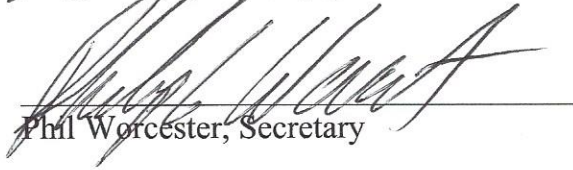
SECRETARY'S CERTIFICATE

The undersigned does hereby certify that:

He is the duly elected Secretary of Haciendas del Conde Association, an Arizona nonprofit corporation; and

The foregoing Bylaws constitute the Bylaws of Haciendas del Conde Association as adopted by two-thirds (2/3) of the votes of the Members, cast in person or by absentee ballot, at a meeting duly called and held on March 12, 2018.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 28th day of March, 2018.



Phil Worcester, Secretary