

BYLAWS
OF
SANTA FE RANCH PROPERTY OWNERS ASSOCIATION,
INC.

Article I

Recitals, Definitions

1. This corporation has been formed pursuant to the non-profit corporation laws of the State of Arizona.
2. The specific and primary purposes of this corporation are as set forth in Article III of the Articles of Incorporation and as more particularly set forth in the Restrictions.
3. The corporation is hereby referred to as the “Association.”.
4. The term “Board” shall mean the duly elected and acting Board of Directors of the Association.
5. The term “Common Area” shall mean and include collectively all real property and improvements located thereon conveyed to the Association, if any, or otherwise maintained by the Association.
6. The term “Development” shall mean all of the real property within the boundaries of that certain real estate development in Mohave County, Arizona and commonly known as the Santa Fe Ranch
7. The term “Member” as used herein, shall mean member of this Association in good standing whose rights under these Bylaws are not suspended

8. The term “Owner” shall mean the person or entity owning or holding the legal or equitable title to a parcel, which term shall include, but not be limited to, purchases under a purchase contract.

9. The term “Parcel” shall mean any land parcel identified as a Result of Survey Parcel or any Divided Parcel as defined in the Restrictions.

10. The terms “Person” or “Entity” shall mean and include any individual, corporation, partnership, association or other legal entity recognized by the laws of the State of Arizona.

11. The term “Restrictions” shall refer to the Declaration of Covenants, Conditions, and Restrictions Affecting Real Property for the Santa Fe Ranch recorded in the office of the Recorder of Mohave County, State of Arizona, in Book ___, Page ___, as such Restrictions may from time to time be amended, restated, supplemented, or modified by or incorporated by reference in subsequent Restrictions so recorded.

ARTICLE II

Principal Offices

The principal offices of the Association shall be located in such place in Mohave County, Arizona, as the Board of Directors shall from time to time designate by resolution.

ARTICLE III

Membership

1. Each Owner of a Parcel, or allowed division thereof within the development shall be a member of the Association.

2. Each Owner who is a member shall remain a member until he no longer qualifies as an Owner.

3. The Board may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as determined by the Board. The name and address of each member shall be entered into a membership register maintained by the Secretary.

4. If more than one person owns a Parcel, all of said persons shall be members, but with only one person being recognized as a voting member.

5. The Secretary shall have the right to demand proof of Parcel Ownership prior to accepting a person or entity as a Member.

Article IV

Membership Voting

1. The Association shall have two classes of voting Membership, and at any meeting of the Membership called and held pursuant to the provisions of the Bylaws, each Member shall be entitled to one (1) vote for each Parcel owned by such Member (whether a Result of Survey Parcel or a subsequently Divided Parcel), except Declarant who shall be entitled to 10 votes for each Parcel owned.

2. Any Member may attend and vote at meetings or cast his/her ballot as the case may be, in person or by proxy holder duly appointed by a written proxy signed by the Member and filed with the Secretary. Any proxy shall be for a term not to exceed 11

months unless otherwise expressly provided therein, and may be revoked at any time by written notice delivered to the Secretary. A proxy shall be deemed revoked when the Secretary shall receive actual notice of the death or judicially declared incompetence of such a Member or upon termination of such Member's status as an Owner.

3. When more than one person holds an interest in any Parcel, only one (1) person shall be the voting Member. Such persons holding an interest shall designate the person to be the voting Member and give written notice thereof to the Association. The vote for such Parcel may be exercised as the Owners among themselves determine, but in no event shall more than one vote be cast with respect to any Parcel. The votes for such Parcel must be cast as a unit, and fractional votes shall not be allowed. In the event the joint Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners cast a vote representing a certain Parcel, it will thereafter be conclusively presumed for all purposes that he, she or they were acting with the authority and consent of all other Owners of the same Parcel. In the event more than one vote is cast for particular Parcel, none of said votes shall be counted and said votes shall be deemed void.

5. Any matter of issue requiring the vote of the Members, other than the election of directors, may be submitted for vote by written ballot, without a meeting of the Members. The

determination to conduct a vote in the fashion shall be made by a majority of the Board or by Members having 20% of the total votes of the Membership signing a written request and delivering same to the Secretary. In the event of such a vote, the Board shall give written notice thereof specifying the time and place where the ballots are to be cast and the question or questions to be voted upon. Such notice shall then be mailed to the Members at least 10 days prior to the date that the ballots should be received and counted and shall include the form of ballot to be used. A quorum shall be deemed to have been present for purposes of the vote if Members having 50% of the total votes cast ballots in any such elections. Upon tabulation of the ballots, the Board shall notify the Members of the outcome of the election. If insufficient votes to constitute a quorum are cast, the Board shall notify the Members.

ARTICLE V

Membership Meetings

1. There shall be an annual meeting of the Members on the 3rd Wednesday of February of each year at 10:00 A.M., or such other date or time as voted upon the Membership. The meeting of the Members shall be at the offices of the Association, at the development, or such other reasonable place and time within such date, as may be designated by notice of the Board of the meeting.
2. Special meetings of the Members may be called at any time to consider any reasonable business of the Association. Said meetings shall be called by notice to the Membership signed by a

majority of the Board or by Members having 20% of the total votes of the Membership, and mailed to the Members not less than ten (10) days or not more than sixty (60) days prior to the date fixed for said meeting. Said notices may be included in a newspaper or circular, shall specify the date, time and place for such special meetings shall be at the offices of the Association at the development or at such other reasonable place within the County as designated by the persons calling the same.

3. The presence at any meeting, in person or by proxy, of Members having at least 50% of the votes shall constitute a quorum. If a quorum is not met at a meeting, such a meeting shall be adjourned to a time not less than 48 hours, nor more than sixty (60) days after the time of original meeting was called. At an adjourned meeting, the quorum requirements shall be one-half of that required for the initially called meeting.

4. Unless otherwise provided in these Bylaws or in the Restrictions, a majority of the votes cast shall prevail with respect to any issue presented to the Membership.

5. Any vote taken for the election of Directors shall be by secret written ballot in form prescribed by the Board. All other issues presented at any meeting for a vote by the Membership, shall be voted upon either by oral vote or by raise of hands or by secret written ballot at the election of the Chairman of the meeting, unless 25% of the votes present at such meeting request

that the vote be by secret ballot, in which event the vote shall be by secret ballot.

ARTICLE VI

Membership Rights

Subject to the Provisions hereof, the provisions of the Restrictions, the Members shall have the following rights:

1. Each Member shall be entitled to the use and enjoyment of all Common Area within the Development.
2. Each Member shall have the right to designate Members of his or her family who reside with the Member who may use and enjoy the Common Area within the Development.
3. The invitees and guests of a Member shall have the right to use and enjoy the Common Area within the Development to the extent the Common Area permit, as determined by the Board.
4. The right of use and enjoyment hereunder, shall at all times be subject to all existing published rules and regulations promulgated by the Board, and shall at all times be subject to the Restrictions. In the event of a conflict, the Restrictions shall prevail. The Board shall have the right to suspend the use and enjoyment of any Common Area for the failure of a person to comply with such rules and regulations and said lease and Restrictions, provided, however, that such suspension shall only be imposed after such person has been notified in writing and has been offered a reasonable opportunity to be heard.

ARTICLE VII

Board of Directors

1. The corporate powers of the Association are vested in and shall be exercised by the Board consisting of not less than three (3) or more than five (5) Owners as may be determined from time to time by a vote of the Membership.

2. The Board of Directors shall select a Nominating Committee consisting of at least two (2) Members, which Members may also be Board Members. The purpose of said Nominating Committee shall be to name persons to fill vacancies on the Board caused by the expiration of a Board Member's term. The Nominating Committee shall prepare a slate of eligible persons, which slate shall be presented to the Membership which shall vote for the appropriate number of Directors necessary to fill the vacancies on the Board. No other Board nominations shall be voted upon except from the slate prepared by the Nominating Committee. The Board of Directors shall set the term of office and fill all vacancies which may arise on the Nominating Committee.

3. At each annual meeting of the Members, the Members shall elect the Board for the forthcoming year. Each Member may cumulate his votes and give one or more candidates for Director a number of votes equal to the number of Directors to be elected. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected.

4. Directors shall serve a term of one (1) year or until their responsive successors are elected, or until their death, resignation or removal, whichever is the earlier. Vacancies on the Board shall be filled by a majority of the remaining Directors though less than a

quorum, and each Director so elected shall hold office until his successor is elected by the Members.

5. The Membership has the power to remove the entire Board or an individual Member of the Board at any time provided, however, that an individual Director shall not be removed during his term if the number of votes cast against his removal exceed twenty percent (20%) of the total number of votes of the Ownership.

ARTICLE VIII

Board Meetings

1. A regular meeting of the Board shall be held each year following the annual meeting of the Membership.

2. Special meetings of the Board shall be held when called by any officer of the Association, or by any two (2) Directors, after not less than three (3) days prior written notice, unless such notice is waived in writing by all of the Directors, or by Owners representing at least 10% of the membership.

3. The Board may act telephonically or without a meeting if all of the Board shall individually or collectively consent in writing to such action. Such consent shall be filed with the minutes of the Board.

ARTICE IX

Duties and Powers of the Board

1. To exercise all power vested in the Board under the Articles of Incorporation, these Bylaws, the Restrictions, and under the laws of the State of Arizona.

2. To appoint and remove all officers of the Association as it sees fit.

3. To appoint such agents and employ such employees. Including attorneys and accountants, as it sees fit to assist in the operations of the Association and meet the purpose of the Association, and to fix their duties and establish their compensation.

4. Subject to the provisions of the Restrictions, to adopt and establish rules and regulations governing the use of the common area, and to take such steps as it deems necessary for the enforcement of such rules and regulations.

5. To enforce all applicable provisions of the Restrictions, these Bylaws and all other regulations relating to the control, management, and use of the Common Area within the Development

6. Contract and pay premiums for casualty, liability and other insurance and bonds (including indemnity bonds) which may be required from time to time by the Association.

7. Contract for and pay for maintenance, landscaping, utilities, materials, supplies, labor and services that may be required from time to time to carry out its functions under the Restrictions, and as to the Common Area within the Development.

8. Pay all taxes, special assessments and other assessments and charges which are or would become a lien on Association owned or maintained property.

9. To contract for and pay for construction or reconstruct

tion of Association property damaged or destroyed

10. If and when the Board deems it appropriate, to delegate its duties and powers hereunder to the officers of the Association.

11. To establish, in accordance with the Restrictions, and thereafter levy assessments on the Members of the Association and to collect same all in accordance with the Restrictions; provided no annual assessment shall exceed that provided for in the Restrictions and no special assessment may be set without a vote of the Association as provided for in the Restrictions. The Board shall also have the power to collect reasonable use charges for the use of any or all of the Common Area.

12. To appoint a Nominating Committee for the nomination of Persons to be elected to the Board, and to prescribe rules under which said Nominating Committee is to act.

13. To appoint such other committees as it deems necessary from time to time in connection with the affairs of the Association.

ARTICLE X

Officers

1. The officers of the Association shall be Members of the Association and shall consist of a President, Vice President, Secretary and Treasurer. If a Member is a partnership, corporation, or other legal entity under Arizona law, then the Members, principals and employees shall qualify to be officers. The Association may also have, at the discretion of the Board, one or more assistant secretaries, one or more

assistant treasurers, and such other officers as may be appointed in accordance with the provision of paragraph 3 following. One Person may hold two or more offices, except that the offices of President and Secretary shall not be held by the same Person.

2. The officers of the Association, except such officers as may be appointed in accordance with the provisions of paragraphs 3 and 5 following, shall be chosen annually by the Board and each shall hold his or her office until he or she shall resign or be removed or otherwise disqualified to serve, or his or her successor be elected and qualified.

3. The Board may appoint, and may empower the President to appoint, such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided for in these Bylaws or as the Board may from time to time determine.

4. Any officer may be removed, either with or without cause, by the Board or by any officer upon whom such power of removal may be conferred by the Board; provided, however, that no such officer shall remove an officer chosen by the Board. Any officer may resign at any time by giving written notice to the Board or to the President or to the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later times specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5. A vacancy in any office because of death, resignation,

removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

6. The President shall be elected by the Board from among the Directors. He/she shall be the chief executive officer of the Association and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the Association. He/she shall preside at all meetings of management and shall have the powers usually vested in the office of President of a corporation, together with such other powers and duties as may be prescribed by the Board or these Bylaws.

7. The Vice President shall be elected by the Board from among the Directors. In the absence of the President, the Vice President shall perform all 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. He/she shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these Bylaws.

8. The Secretary need not be a Director, but shall be elected by the Board of Directors. He/she shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of Directors and Members, with the time and place of holding same, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of Members present in Person or by

proxy at Members; meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, appropriate current records showing the Members of the Association, together with their addresses. He/she shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws or by law to be given, and he/she shall keep the seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

9. The Treasurer need not be a Director, but shall be elected by the Board of Directors. He/she shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all reasonable times be open to inspection by any Director or Member. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board. He/she shall disburse the funds of the Association as may be ordered by the Board, shall render to the President and Directors, whenever they request it, an accounting of all of his/her transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

ARTICLE XI

Miscellaneous

1. All books, records and papers of the Association shall at all times during reasonable business hours be subject to the inspection of any Member at the offices of the Association.

2. The Board may, from time to time, employ the services of a manager to manage the affairs of the Association, and to the extent not inconsistent with the laws of the State of Arizona, and upon such conditions as are otherwise deemed advisable by the Board, the Board may delegate to the manager any of its powers under these Bylaws and the Restrictions.

3. These Bylaws may only be amended or repealed, and new Bylaws adopted by the Members by a two-thirds vote of the total votes cast by the Membership, provided, however, that Article III, paragraphs 1, 2 and 4, or Article VII shall not be amended or repealed without the affirmative vote of Members having at least two-thirds (2/3) of the total votes of the Membership approving such amendment or repeal, and further provided that no such amendment shall be inconsistent with the Restrictions as same may be modified or amended from time to time.

4. Any notice or other document permitted or required to be delivered as provided herein may be delivered either Personally or by mail. If delivery is made by mail, it shall be deemed to have been delivered forty-eight (48) hours after a copy of same has been deposited

in the United States Mail, postage prepaid, to the last known address of the addressee.

DATED this 16th day of April, 1997.

Secretary

AMENDMENT TO THE
BYLAWS
OF
SANTA FE RANCH PROPERTY OWNERS ASSOCIATION, INC.

In accordance with the two-thirds (2/3) positive vote of the Membership of the Santa Fe Ranch Property Owners Association at the Annual Meeting held on February 20, 2002, in Kingman, Arizona, the Bylaws of the Santa Fe Ranch Property Owners Association, Inc. are amended as follows:

1. The third to the last sentence of Article IV was amended to provide that a quorum shall be deemed to have been present for purposes of the vote if Members having ten percent (10%) of the total votes cast ballots in any such election.
2. The first sentence of Article V relating to Membership meetings is amended to provide that there shall be an annual meeting of the Members on the third Saturday of February of each year at 10:00 a.m., or such other date or time as voted upon by the Membership.

All other provisions remain as written.

DATED: 12 – 15, 2002.

Ben F. Brooks III

Secretary