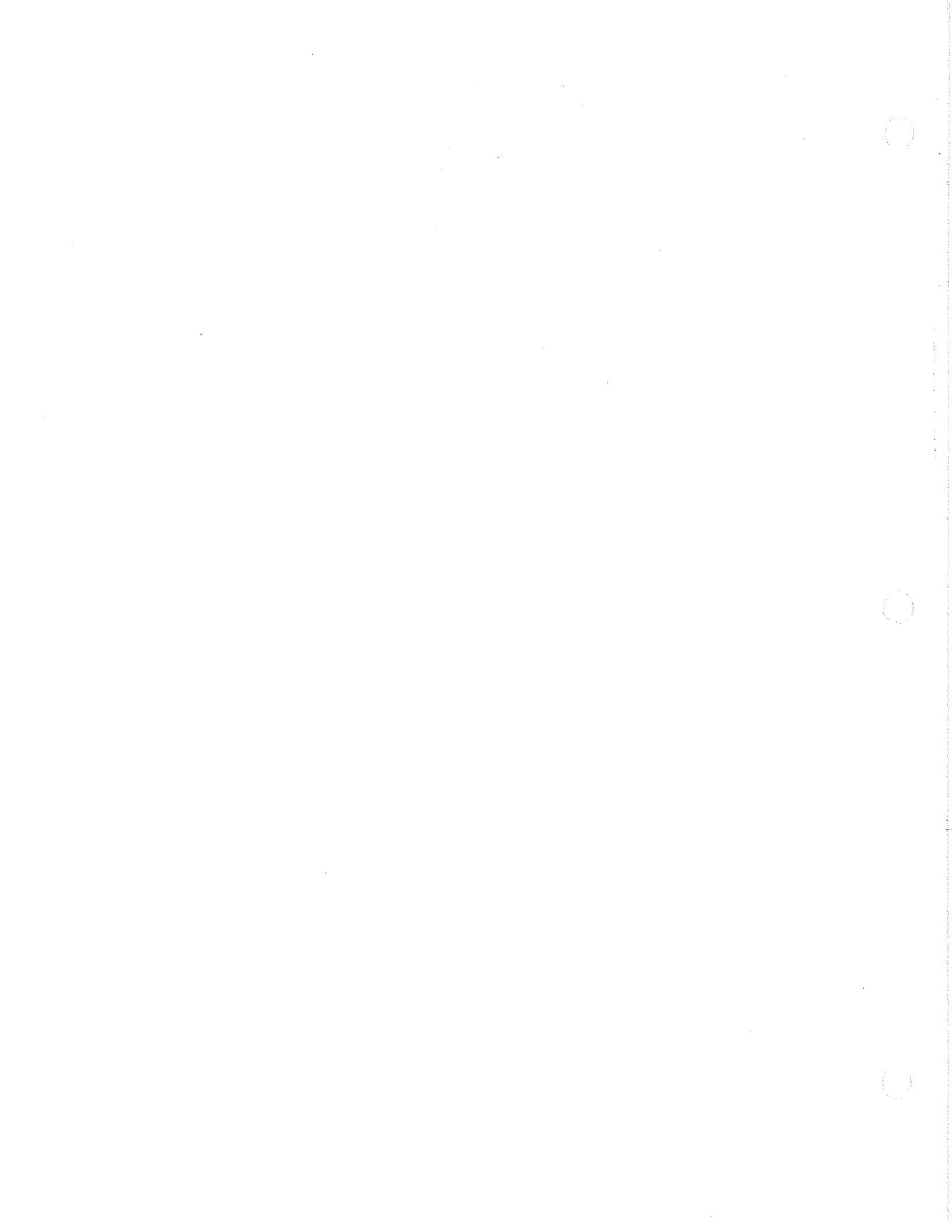




Ventana Canyon Community Association

6600 N. Hole In The Wall Way • Tucson, Arizona 85750 • Phone: (520) 529-9199 • Fax: 529-9168

BYLAWS



AMENDED AND RESTATED BYLAWS OF VENTANA CANYON COMMUNITY ASSOCIATION

These Bylaws include amendments passed at the October 22, 1998 Annual Meeting of the Members and at the February 10, 2000 Annual Meeting of the Members of the Ventana Canyon Community Association in a manner consistent with Article XIII, Section 1. Amendments.

ARTICLE I

NAME AND LOCATION

The name of the corporation is VENTANA CANYON COMMUNITY ASSOCIATION hereinafter referred to as the "Association". The location of the principal office of the Association shall be as provided in the Articles of Incorporation. Meetings of Members and Directors may be held at such places within the state of Arizona, County of Pima, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

The words and terms used herein shall be deemed to have the same meanings as are given those words and terms in that certain Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements, dated June 6, 1984, recorded on August 2, 1984 in Docket 37 page 79 in the office of the County Recorder of Pima County, Arizona (the "Declaration"), as the same may be from time to time amended. The term "Declarant" shall refer to Transamerica Title Insurance Company, as Trustee under Trust Nos. 8153, 8178, 8187, and 8188, and the successors and assigns of Declarant's rights and powers under the Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 7 o'clock p.m. If the day for the Annual Meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. Provided that, after such meeting held on October 22, 1998, each subsequent regular annual meeting of the Members shall be held on the second Thursday in February, commencing at the hour of 7 o'clock p.m.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4th) of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than fifteen (15) days nor more than fifty (50) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or by represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot or Parcel.

ARTICLE IV

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors, who need not be Members of the Association. The Board shall have the exclusive right of determining the affairs of the Association. The Board shall consist of not less than five (5) nor more than eleven (11) Directors. The Board initially shall consist of the five (5) Directors designated in the Articles.

Section 2. Term of Office. The Directors designated in the Articles shall hold office until the first annual election of Directors, which shall take place at the first annual meeting of Members, or until their successors are elected and qualified. At the meeting held in 2000 the Members shall elect two (2) Directors for three (3) years and two (2) Directors for two (2) years. At the 2001 Meeting the Members shall elect one (1) Director for two (2) years, and one (1) Director for three (3) years. Thereafter, all Directors shall serve three (3) year terms. The length of terms may be modified by the Members and the number of Directors may be increased to not more than eleven (11) by the vote of the Members or the Board. In the event of an increase in the number of Directors, the Members, at the first annual meeting after the increase, shall designate the terms for the new directorships. If the new directorships are created and filled by the Board between annual meetings, the newly elected Directors shall serve until the next annual meeting of the Members. If the date of the annual meeting is changed, then the current Board Members shall hold office until the next annual meeting is held.

Section 3. Removal and Vacancies. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of the death,

resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and such successor shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association in such capacity. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties as a Director and may receive a salary or wages if he is employed by the Association in a capacity in addition to serving as a Director.

Section 5. 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 shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. 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 of the Members. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more persons who are either Members of the Association, officers of a corporate Member, or partners in a partnership Member. 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 the 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. Such nominations may be made from among Members or non-Members.

Section 2. 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.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution by the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers: The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Common Area, the personal conduct of the Members and their guests thereon, and any other matters contemplated by the Declaration or Articles and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and right to use of the recreational facilities and other Common Areas of a Member during day period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended (i) for a period not to exceed sixty (60) days for infraction of the Declaration, a Tract Declaration or the Ventana Canyon Rules and (ii) for successive 60-day periods if any such infraction is not corrected during any prior 60-day suspension period;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles or the Declaration;
- (d) 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; and
- (e) employ a manager, independent contractors, or such other employees as they deem necessary and to prescribe the duties of such persons.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the Members at the Annual Meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A Members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:

- (1) fix the amount of the annual assessment against each lot, parcel or Lessee at least thirty (30) days in advance of each annual assessment period; and
 - (2) take such action, as and when the Board deems such action appropriate but after notice as provided in the Declaration, to foreclose the lien against any property for which assessments are not paid and/or to bring an action at law against the Member personally obligated to pay the same.
-
- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificates shall be conclusive evidence of such payment, as against any bona fide purchaser of, or lender on, the Lot, Parcel or Rental Apartment in question;
 - (e) procure and maintain adequate liability and hazard insurance to be bonded, as it may deem appropriate; and
 - (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
 - (g) cause the maintenance responsibilities of the Association set forth in the Declaration to be performed.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect 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 the Board may from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

- (a) President The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; and shall cosign all promissory notes.
- (b) Vice President The Vice President shall act in the place and stead of the President in the event of his absence or inability or refusal to act and shall exercise and discharge such other duties as may be required of him by the Board.
- (c) Secretary The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; and perform such other duties as required by the Board.
- (d) Treasurer The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all promissory notes of the Association; shall keep proper books of account; shall cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting and delivered to the Members, and will establish an accounting system which will reasonably protect the funds and assets of the Association.

ARTICLE IX

COMMITTEES

The Board of Directors shall appoint a Nominating Committee as provided in the Declaration and these Bylaws. The Board and Directors shall appoint an Architectural Committee at such time as required by the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out the purpose of the Association.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association, Annual Assessments, Special Assessments, Maintenance Charges, and Security Charges which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid on the due date, the assessment shall bear interest, and the Association may bring an action at law against the Owner or Lessee personally obligated to pay the same or foreclose the lien against the property, as provided in the Declaration. Interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such Assessment. No Owner may waive or otherwise escape liability for the Assessments provided for herein by nonuse of the Common Area or abandonment of his Lot, Parcel or Rental Apartment.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: THE VENTANA CANYON COMMUNITY ASSOCIATION.

ARTICLE XIII

AMENDMENTS

Section 1. Amendments. These Bylaws may be amended in a manner not inconsistent with the Declaration or Articles, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy provided.

Section 2. Right of Amendment if Requested by Governmental Agency or Federally Chartered Lending Institution. Anything in the Bylaws to the contrary notwithstanding, the Board

reserves the right to amend all or any part of the Bylaws to such an extent and with such language as may be requested by the FHA or the VA and to further amend the Bylaws to the extent requested by any other federal, state or local governmental agency which requests such an amendment as a condition precedent to such agency's approval of the Bylaws or by any federally chartered lending institution as a condition precedent to lending funds upon the security of any Lot(s) or Parcel(s) or any portions thereof. It is the desire of the Declarant to retain control of the Association and its activities through the Board of Directors during the anticipated period of planning and development of Ventana Canyon and until the Class B Membership ceases pursuant to Article VI, Section 3, of the Declaration. If any amendment requested pursuant to the provisions of this Section deletes, diminishes or alters such control, the Board shall have the right to prepare, provide for an adopt as an amendment hereto, other and different control provisions.

ARTICLE XIV

INTERPRETATION

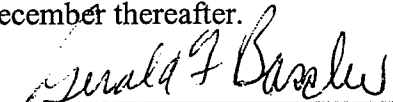
In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XV

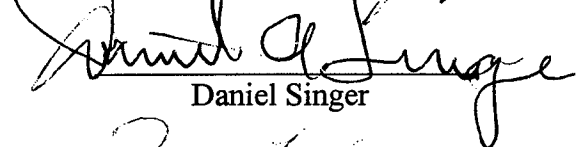
FISCAL YEAR

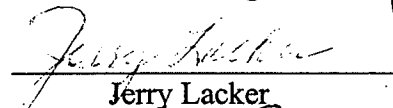
The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December, of each year, except that the first fiscal year shall begin on the date of incorporation of the Association and shall end on the 31st day of December thereafter.

DATED: February 16, 2000


Gerald Bassler

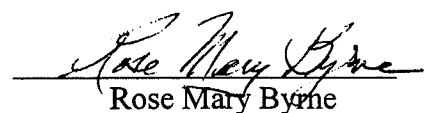

Judith Feers


Daniel Singer


Jerry Lacker


Peter Davis


Chuck Fatum


Rose Mary Byrne

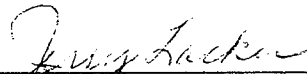
CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of THE VENTANA
CANYON COMMUNITY ASSOCIATION,
An Arizona nonprofit corporation, and,

THAT the foregoing Bylaws constitute the amended and
Restated Bylaws of said Association, as adopted by
unanimous written consent of the Board of Directors
thereof, on the 16th day of February, 2000.

IN WITNESS WHEREOF, I have hereunto subscribed
My name and affixed the seal of said Association this
16th day of February, 2000.



Jerry Lacker, Secretary

**CERTIFICATE OF FIRST AMENDMENT TO
AMENDED AND RESTATED BYLAWS OF
VENTANA CANYON COMMUNITY ASSOCIATION**

This Certificate of First Amendment to Amended and Restated Bylaws of Ventana Canyon Community Association ("First Amendment"), is made by Ventana Canyon Community Association, an Arizona non-profit corporation ("Association"), in recognition of the following facts and intentions:

A. On February 16, 2000, the Board of Directors ("Board") of the Association executed and the Secretary of the Association certified, that certain Amended and Restated Bylaws of Ventana Canyon Community Association ("Bylaws").

B. Pursuant to Article XIII, Section 1, of the Bylaws, the Members of the Association approved amendments to the Bylaws at the February 13, 2003, annual meeting of the Members.

NOW, THEREFORE, pursuant to Article XIII, Section 1, of the Bylaws, the Bylaws are hereby amended as follows:

1. Article III, Section 1, of the Bylaws is hereby deleted and replaced with the following language:

"Section 1. Annual Meetings. An annual meeting of the Members shall be held at least once every twelve (12) months at such reasonable time and place during the month of February as is determined by the Board."

2. Article VIII, Section 8(d), of the Bylaws is hereby deleted and replaced with the following language:

"Treasurer. The Treasurer shall receive and deposit in appropriate bank account all monies of the Association and shall disperse such funds as directed by resolution of the Board of Directors; shall keep proper books of account; shall cause an audit of the Association books commencing year ending December 31, 2003, and every third year thereafter and a review for the two interim years by a public accountant; shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting and delivered to the Members, and will establish an accounting system which will reasonably protect the funds and assets of the Association."

3. To the extent of any inconsistency between the terms and provisions of this First Amendment, and the terms and provisions of the Bylaws, the terms and provisions of this First Amendment shall govern and control. Words used herein with initial capital letters shall be defined as set forth in the Bylaws, unless specifically defined herein.

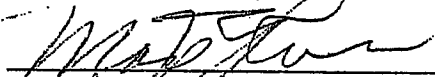
4. Except as specifically amended by this First Amendment, the Bylaws shall remain in full force and effect and unmodified.

5. By their execution below, the members of the Board and the Secretary of the Association hereby certify that, at a meeting duly called and held on February 13, 2003, the Members of not less than a majority of a quorum of Members present in person or by proxy approved the changes to the Bylaws as set forth in this First Amendment.

IN WITNESS WHEREOF, the undersigned have executed this First Amendment effective as of February 13, 2003.

CERTIFIED BY ASSOCIATION BOARD:

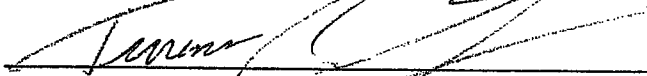
Kenneth Friedman, President



Max Ross, Vice President



Alvin Fleischman, Treasurer



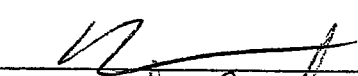
Terrance Carden



Judith Feerst



Edith McClure



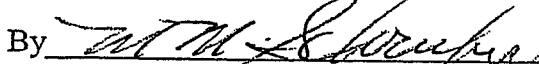
Taylor Payson



Daniel Singer

CERTIFIED BY ASSOCIATION SECRETARY:

Ventana Canyon Community Association, an Arizona non-profit corporation

By 

Michael Schreiber, Secretary

**CERTIFICATE OF
SECOND AMENDMENT TO AMENDED AND RESTATED BYLAWS OF
VENTANA CANYON COMMUNITY ASSOCIATION**

This Certificate of Second Amendment to Amended and Restated Bylaws of Ventana Canyon Community Association ("Second Amendment"), is made by Ventana Canyon Community Association, an Arizona non-profit corporation ("Association"), in recognition of the following facts and intentions:

A. On February 16, 2000, the Board of Directors ("Board") of the Association executed and the Secretary of the Association certified, that certain Amended and Restated Bylaws of Ventana Canyon Community Association ("Original Bylaws"). On February 13, 2003, the Board executed and the Secretary of the Association certified, that certain Certificate of First Amendment to Amended and Restated Bylaws of Ventana Canyon Community Association ("First Amendment"). The Original Bylaws and the First Amendment may be referred to herein collectively as the Bylaws.

B. Pursuant to Article XIII, Section 1, of the Bylaws, the Members of the Association approved amendments to the Bylaws at the February 16, 2005, annual meeting of the Members.

NOW, THEREFORE, pursuant to Article XIII, Section 1, of the Bylaws, the Bylaws are hereby amended as follows:

1. The first sentence of Article VI, Section 1, of the Bylaws is hereby deleted and replaced with the following language:

"Regular meetings of the Board of Directors shall be held on the third Wednesday of every month, except for the months of July and August, at 3:00 p.m. (Arizona time) at the Ventana Canyon Golf & Racquet Club, which date, time and place are subject to change as is determined from time to time by resolution by the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday."

2. Article X of the Bylaws is hereby deleted and replaced with the following language:

"BOOKS AND RECORDS

1. Except as otherwise provided in paragraph 2, below, the Declaration, Articles of Incorporation, these Bylaws and Rules of the Association, and all financial and other records of the Association, shall be made reasonably available for examination by any Member or any person designated by the Member in writing as the Member's representative, at the principal office of the Association.

2. Books and records kept by or on behalf of the Association shall be withheld from disclosure, unless the Board determines by resolution otherwise in a specific case, to the extent that the portion withheld relates to any of the following:

(a) privileged communications between an attorney for the Association and the Association;

(b) pending or contemplated litigation;

(c) meeting minutes or other records of a session of a Board meeting that was not required to be open to all members pursuant to law;

(d) personal, health and financial records of an individual member of the Association, an individual employee of the Association or an individual employee of a contractor for the Association;

(e) records relating to the job performance of, compensation of, health records of, or specific complaints against an individual employee of the Association or an individual employee of a contractor of the Association who works under the direction of the Association; and

(f) financial or other records whose disclosure would violate any state or federal law.

3. Upon request, copies of the Declaration, Articles of Incorporation, these Bylaws and Rules of the Association, and of books and records examined, will be provided at a reasonable charge to cover labor and materials. If requested, a list of Members will be provided in the form of printed mailing labels.

4. Without the express consent of the Board of Directors, no person may obtain or use a membership list or any part of a membership list for any purpose unrelated to a Member's interest as a Member.

5. Without the express consent of the Board of Directors, the membership list or any part of the membership list shall not be:

(a) Used to solicit money or property, unless the money or property will be used solely to solicit the votes of the Members in an election to be held by the Association;

(b) Used for any commercial purpose; or

(c) Sold to or purchased by any person.

The foregoing restriction shall be noted on any copy of the membership list provided to a Member."

3. To the extent of any inconsistency between the terms and provisions of this Second Amendment, and the terms and provisions of the Bylaws, the terms and provisions of this Second Amendment shall govern and control. Words used herein with initial capital letters shall be defined as set forth in the Bylaws, unless specifically defined herein.

4. Except as specifically amended by this Second Amendment, the Bylaws shall remain in full force and effect and unmodified.

7. By their execution below, the members of the Board and the Secretary of the Association hereby certify that, at a meeting duly called and held on February 16, 2005, the Members of not less than a majority of a quorum of Members present in person or by proxy approved the changes to the Bylaws as set forth in this Second Amendment.

IN WITNESS WHEREOF, the undersigned have executed this Second Amendment effective as of February 16, 2005.

CERTIFIED BY ASSOCIATION BOARD:

Hurd Baruch
Printed Name of Director: Hurd Baruch

Joseph M. Small
Printed Name of Director: Jon M. Small

[Signature]
Printed Name of Director: BRUCE CARUTH

Edith M. McClure
Printed Name of Director: _____

[Signature]
Printed Name of Director: ALVIN FLEISCHMAN

[Signature]
Printed Name of Director: SUSAN SCHEERER

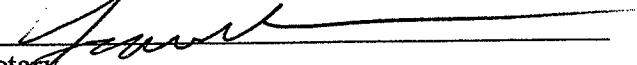
[Signature]
Printed Name of Director: JEROLD V. WICKER

[Signature]
Printed Name of Director: PATRICIA TOLLY

[Signature]
Printed Name of Director: DANIEL SINGLET

CERTIFIED BY ASSOCIATION SECRETARY:

Ventana Canyon Community Association, an Arizona non-profit corporation

By 
Its Secretary