

**BYLAWS OF
QUEENLAND MANOR HOMEOWNERS' ASSOCIATION, INC.**

ARTICLE I.

NAME AND LOCATION

The name of the corporation is QUEENLAND MANOR HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located at the offices of Elliott Homes, Inc., 1400 East Southern Avenue, Suite H-725, Tempe, Arizona 85282, but meetings of members and directors may be held at such places within the State of Arizona, as may be designated by the Board of Directors.

ARTICLE II.

DEFINITIONS

SECTION 1. "Association" shall mean and refer to QUEENLAND MANOR HOMEOWNERS' ASSOCIATION, INC., an Arizona nonprofit corporation, its successors and assigns.

SECTION 2. "Common Area" shall mean all real property, including improvements thereon, owned by the Association for the common use and enjoyment of the Owners, such use to be defined by such Rules and Regulations as issued by the Board of Directors. The Common Area to be owned by the Association at the time of the conveyance of the first Lot is defined as follows:

Tracts I, K, L, M, N and O, inclusive, of QUEENLAND MANOR II, according to the plat of record thereof, recorded in the Official Records of Maricopa County, Arizona, in Book 524 of Maps, on Page 49 thereof, and recorded at Instrument No. 00-0121043, Official Records of Maricopa County, Arizona; and Tracts A through R, inclusive, of QUEENLAND MANOR, according to the plat of record thereof, recorded in the Official Records of Maricopa County, Arizona, in Book 521 of Maps, on Page 43 thereof, and recorded at Instrument No. 00-0032238, Official Records of Maricopa County, Arizona.

SECTION 3. "Declarant" shall mean and refer to Elliott Homes, Inc., an Arizona corporation, its successors and assigns, if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development and to whom the rights and responsibilities of the Declarant shall be assigned pursuant to a recorded instrument.

SECTION 4. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, Restrictions and Easements applicable to the Property recorded in the Office of the Maricopa County Recorder.

SECTION 5. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Covered Property, with the exception of the Common Area.

SECTION 6. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

SECTION 7. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

SECTION 8. "Property" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions, Restrictions and Easements for QUEENLAND MANOR.

ARTICLE III.

MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING. 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 7:00 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.

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 (1/4) 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, at least fifteen (15) 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 be 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 before or at the time of the meeting. The proxies shall be counted for purposes of determining whether a quorum is present, and may be voted by the holder of the proxy with respect to any business that may come before the meeting for which the proxy is filed. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot. A revocable proxy shall be terminated by the Member's subsequent filing of another proxy or the Member's filing of a written notice of termination of the proxy prior to the meeting.

ARTICLE IV.

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

SECTION 1. NUMBER. The affairs of this Association shall be managed by a Board of not less than three (3) nor more than five (5) directors, who need not be Members of the Association.

SECTION 2. TERM OF OFFICE. The initial members of the Board and each Board thereafter, for so long as there is a Class B Member, shall consist of three (3) persons. Commencing with the first annual meeting of the Members when there is no

longer a Class B Member, the Members shall elect one (1) director for a term of one (1) year, two (2) directors for a term of two (2) years, and for Boards of four (4) or five (5) directors one (1), or two (2) directors for a term of three years (as decided by the highest amount of votes); and at each annual meeting thereafter, the members shall elect a director or directors, as the case may be, for a term of three (3) years to replace the outgoing director or directors as the case may be.

SECTION 3. REMOVAL. Except for so long as there is a Class B Member, 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 death, resignation or removal of a director, his successor shall be selected by the remaining Members of the Board and 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. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

SECTION 5. MEETINGS. All meetings of the Association and the Board of Directors are open to all Members of the Association and all Members so desiring shall be permitted to attend and listen to the deliberations and proceedings; provided, however, that for regular and special meetings of the Board, Members who are not directors may not participate in any deliberation or discussion unless expressly so authorized by a vote of the majority of a quorum of the Board, except that any portion of a meeting may be closed only if the portion of the meeting is limited to consideration of any of the following: (i) employment or personnel matters for employees of the Board or the Association; (ii) legal advice from an attorney for the Board or the Association; pending or contemplated litigation; or (iv) pending or contemplated matters relating to the enforcement of the Association's Declaration or rules.

SECTION 6. 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. 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 at such place and hour as may be fixed from time to time by resolution of 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 the power to:

- (a) adopt and publish rules and regulations governing the use of the Common Area and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction hereof;
- (b) suspend use of common facilities or suspend the voting rights of a Member during any 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 after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
- (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 of Incorporation, 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, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

SECTION 2. DUTIES. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all 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 at least thirty (30) days in advance of each annual assessment period;
 - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same or to take such action as the Board deems necessary and appropriate under the circumstances to collect unpaid assessments.
- (d) issue, or to cause an appropriate officer or agent 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 certificate shall be conclusive evidence of such payment;

- (c) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) cause the Common Area and any additional maintenance areas to be maintained.

ARTICLE VIII.

OFFICERS AND THEIR DUTIES

SECTION 1. ENUMERATION OF OFFICERS. 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 sooner resign, or 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 which 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 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 he replaces.

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:

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, promissory notes and other written instruments and shall co-sign all checks.

VICE-PRESIDENT

The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

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 shall perform such other duties as required by the Board.

TREASURER

The treasurer may receive and deposit in appropriate bank accounts all monies of the Association and may disburse such funds as directed by resolution of the Board of Directors; may sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX.

COMMITTEES

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

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 or his authorized agent. Books and records kept by or on behalf of the Association and the Board may be withheld from disclosure to the extent that the portion withheld relates to: (i) personnel matters or a person's medical records; (ii) communication between the Board and an attorney for the Association; (iii) pending or contemplated litigation; (iv) pending or contemplated matters relating to enforcement of the Association's Declaration or rules; and/or (v) meeting minutes or other records of a session of a Board meeting or Association meeting that is not required to be open to all Members under applicable law. The Declaration, the Articles of Incorporation 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 and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid on the date due shall be delinquent. If the assessment is not paid when due, the assessment shall bear interest beginning fifteen (15) days from the due date until paid at the rate set by the Board, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, collection fees and charges and reasonable attorneys' 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.

ARTICLE XII.

CORPORATE SEAL

The Association may have a seal in circular form having within its circumference the words: QUEENLAND MANOR HOMEOWNERS' ASSOCIATION INCORPORATED ARIZONA 2000.

ARTICLE XIII.

AMENDMENTS

SECTION 1. These Bylaws may be amended, 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, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership if such agencies have been involved in the making, insuring or guaranteeing of any mortgage loan within the Property.

SECTION 2. 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 XIV.

MISCELLANEOUS

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

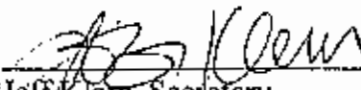
CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting secretary of the QUEENLAND MANOR HOMEOWNERS' ASSOCIATION, INC., an Arizona corporation; and,

That the foregoing Bylaws constitute the original Bylaws of said Association, as Duly adopted at a meeting of the board of Directors thereof, held on the 24th day of February, 2000

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the Seal of the said Association this 24th day of February, 2000



Jeff Klem, Secretary