

**BYLAWS
OF
PINNACLE PEAK OFFICE PARK ASSOCIATION**

**ARTICLE I
Identity/Purposes**

Section 1. Declaration. These Bylaws shall govern the operation of Pinnacle Peak Office Park Association, an Arizona nonprofit association (the "Association"), created pursuant to the terms of that certain Declaration of Covenants, Conditions and Restrictions for Pinnacle Peak Office Park Condominium, recorded on June 8, 2005, Instrument Number 2005-0768938, in the official records of Maricopa County, Arizona (the "Declaration"), which by this reference is incorporated herein. Any amendments to the Declaration shall automatically be incorporated herein, and all references to the Declaration shall be deemed to include any such amendments.

Section 2. Terms. Unless otherwise defined herein, the capitalized words and terms used herein shall be deemed to have the same definitions and meaning as used in the Declaration or the Articles of Incorporation of the Association filed with Arizona Corporation Commission on June 15, 2005 (the "Articles").

Section 3. Principal Office. The principal office of the Association shall be located at P.O. Box 25428, Scottsdale, Arizona 85255.

**ARTICLE II
Membership**

Section 1. Members. Membership in the Association shall be limited as set forth in the Declaration.

Section 2. Meetings. Annual meetings of the Members shall be held at the principal place of business of the Association or at such other convenient place as may be designated by the Board of Directors. Each annual meeting of the Members shall be held on the second Tuesday in March in each year beginning at 7:00 p.m., Arizona time, commencing in the year 2006. Special meetings of the Members may be called by the President or by a majority of the members of the Board of Directors. Notwithstanding the provisions of the foregoing sentence, a special meeting must be called by the President or by a majority of the members of the Board of Directors upon the Association's receipt of a written request from Members holding at least one-tenth (1/10) of the votes entitled to be cast at such meeting. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting, except as stated in the notice. Minutes of all meetings of the Members shall be kept in a businesslike manner and be available for inspection by Members and directors at all reasonable times.

Section 3. Voting. Each Member in good standing shall be entitled to vote on each matter submitted to a vote of the Members. The total votes in the Association shall be 100. The votes in the Association shall be allocated among the Units in accordance with each Unit's percentage of undivided interests in the Common Elements. The votes allocated to each Unit are set forth on Exhibit "B" attached to the Declaration. Where two (2) or more individuals own a Unit, only one (1) person shall be allowed to cast the votes allocated to that Unit, and such joint owners shall designate and register with the Secretary of the Association the name of that owner entitled to cast such votes.

Section 4. Notice. Notice of all meetings of the Members stating the time, the place and the objects for which the meeting is called shall be given by the President or Secretary unless notice is waived in writing. The notice of all annual meetings shall, in addition, specify the number of Members to be elected to the Board of Directors. Such notice must be in writing and addressed to each Member entitled to vote at such meeting as provided in the Declaration at his or her address as it appears on the books of the Association (or if no such address appears, at his or her last known address), and shall be mailed not less than ten (10) days nor more than thirty (30) days prior to the date of the meeting. Notice of meetings may be waived before, during or after the meeting.

Section 5. Quorum. A quorum of Members for any meeting shall be constituted by Members represented in person or by proxy and holding at least fifty-one percent (51%) of the votes entitled to be cast at the meeting. Unless the vote of a greater number is required by these Bylaws, the Articles, the Declaration or Arizona law, the affirmative vote of a majority of a quorum of Members represented at a meeting and entitled to vote shall be binding as the act of the Members.

Section 6. Proxies. At any meeting of the Members, a Member entitled to vote may vote by proxy executed in writing by the Member. Proxy is defined to mean an instrument containing the appointment of a person who is substituted in the place and stead of the person or entity entitled to vote. Proxies shall be in writing signed by the person or entity giving the same and shall be valid only for the particular meeting designated therein and, if so stated in the proxy, any adjournments thereof. A proxy must be filed with the Secretary of the Association before the appointed time of the meeting in order to be effective. Any proxy may be revoked prior to the time a vote is cast according to such proxy.

Section 7. Adjourned Meetings. If any meeting of Members cannot be organized because a quorum has not attended, the Members who are present, either in person or by proxy, may adjourn the meeting to a time not more than forty-eight hours from the time the original meeting was called.

Section 8. Action Taken Without a Meeting. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Members entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote of the Members of the Association.

Section 9. Order of Business. The order of business at all meetings of the Members shall be as follows:

- (a) Roll call and verification of a quorum in person or by proxy.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of minutes of preceding meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of members of the Board of Directors, when required.
- (g) Unfinished business.
- (h) New business.
- (i) Adjournment.

ARTICLE III
Board of Directors

Section 1. Number and Qualification. The business, property and affairs of the Association shall be managed, controlled and conducted by a Board of Directors. Each Director other than a Director appointed by Declarant during the Period of Declarant Control shall be a Member of the Association. The Board of Directors shall consist of no less than one (1) member nor more than seven (7) members, shall always be an odd number, and shall always consist of at least three (3) members after the Period of Declarant Control expires or terminates. The number of directors may be altered from time to time by resolution of a majority vote of the Board of Directors, but only within the limits prescribed by the Articles. In the event of any increase in the number of directors in advance of the annual meeting, each additional director shall be elected by the then members of the Board of Directors and hold office until his or her successor is elected and shall qualify.

Section 2. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association, and may do all such acts and things that are not by law or otherwise directed to be exercised and done by the Members or the President. The powers of the Board of Directors shall include, but not be limited to, all of the rights and duties of the Board of Directors as set forth elsewhere in these Bylaws, the Articles and the Declaration and shall also include the power to promulgate such rules and regulations pertaining to the rights and duties of Members of the Association, and all other matters, as may be deemed proper and which are consistent with the foregoing. The Board of Directors may delegate to one (1) or more committees thereof, and to other persons, such duties and powers, all as appears to the Board of Directors to be in the best interests of the Association and to the extent permitted by law.

Section 3. Election and Term of Office. The Board of Directors shall be elected by majority vote at the annual meeting of the Members or at any special meeting of the Members called for the purpose of electing a member of the Board of Directors. Each director shall serve

until the next annual or special meeting of the Members, and thereafter until his or her successor is duly elected and qualified, or until he or she resigns or is removed in the manner provided herein.

Section 4. Removal of Directors. Upon an affirmative vote of a majority of the Members of the Association, any director may be removed, either with or without cause, and his or her successor elected.

Section 5. Resignation of Directors. Any director 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 by the Association shall not be necessary to make it effective.

Section 6. Vacancies. Vacancies on the Board of Directors caused by any reason shall be filled by vote of the majority of the remaining directors even though less than a quorum, or by the remaining director if there be only one (1), and each person so elected shall be a director for the unexpired term of his or her predecessor in office until a meeting of the Members at which his or her successor is duly elected and shall qualify.

Section 7. 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, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken. Directors and officers, however, may be reimbursed by the Association for any actual expenses incurred in connection with their duties as such officers or directors.

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors, but at least two (2) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each director, personally or by mail, telephone, or facsimile, at least seven (7) days prior to the day named for the meeting.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President or Secretary on seven (7) days' notice to each director, given personally or by mail, telephone, or facsimile, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice, upon the written request of at least two (2) of the directors.

Section 10. Minutes. Minutes of all meetings of the Board of Directors shall be kept in a businesslike manner and be available for inspection by Members and Directors at all reasonable times.

Section 11. Attendance at Meetings. Regular and special meetings of the Board of Directors shall be held in accordance with the requirements of Arizona Revised Statutes § 33-1248, as amended. The presiding officer at all meetings of the Board of Directors shall be the President.

Section 12. Waiver of Notice. Before, at, or after any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board of Directors shall be deemed to be a waiver of notice by him of the time and place thereof. If all the directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting.

Section 13. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting until a quorum is present. Every act or decision done or made by a majority of the directors at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors unless the Articles, these Bylaws or the Declaration otherwise specifically requires the affirmative vote of a different number of directors on a specific matter.

Section 14. Adjournments. The Board of Directors may adjourn any meeting from day to day or for such other time as may be prudent or necessary in the interests of the Association, provided that no meeting may be adjourned for a period longer than thirty (30) days. At any meeting that takes place on account of a previous adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted. In the case of the adjournment of a meeting, no further notice of the adjourned meeting need be given unless otherwise determined by the Board of Directors.

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

Section 16. Fidelity Bonds. The Board of Directors may require, in its discretion, that all officers and employees of the Association handling or responsible for the Association's funds shall furnish fidelity bonds. In the event such bonds are required upon determination of the Board of Directors, the premiums therefor shall be paid by the Association.

Section 17. Committees. The Board of Directors may by resolution appoint committees of the Board, which committees shall have the powers and authority designated in the resolution or resolutions establishing them.

Section 18. Conflict of Interest. If any contract, decision or other action for compensation taken by or on behalf of the Board of Directors would benefit any member of the Board of Directors or any person who is a parent, grandparent, spouse, child or sibling of a member of the Board of Directors or a parent or spouse of any of those persons, that member of the Board of Directors shall declare a conflict of interest for that issue. The member shall declare the conflict in an open meeting of the Board of Directors before the Board of Directors discusses or takes action on that issue and that member may then vote on that issue. Any contract entered into in violation of this subsection is void and unenforceable.

ARTICLE IV
Officers

Section 1. Designation. The principal officers of the Association shall be a President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors. The directors may appoint one (1) or more Vice-Presidents, an Assistant Secretary and an Assistant Treasurer, and such other officers as in their judgment may be necessary. Any person holding the office of President must be a director. Any one (1) person may hold two or more offices at the same time.

Section 2. Election of Officers. The officers of the Association shall be elected from time to time by the Board of Directors, and shall serve for a term of one (1) year.

Section 3. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his or her successor elected.

Section 4. Resignation of Officers. 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 5. Vacancies. A vacancy in any office may be filled by vote of a majority of the Board of Directors. The Member elected to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 6. President. The President shall be the chief executive officer of the Association. He or she shall preside at all meetings of the Members of the Association and of the Board of Directors. If the President is unable to act, the Board of Directors shall appoint some other Member of the Board of Directors to do so on an interim basis. The President shall have all of the general powers and duties which are normally vested in the office of the President of a Association, including, but not limited to, the power to appoint committees from among the members of the Association from time to time as he or she may in his or her discretion decide is appropriate to assist in the conduct of the affairs of the Association. The President shall also have such other powers as provided for in the Declaration.

Section 7. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Members of the Association; he or she shall have charge of the membership books and such other books and papers as the Board of Directors may direct; and he or she shall, in general, perform all the duties incident to the office of the Secretary.

Section 8. Treasurer. The Treasurer shall have the responsibility for the Association's funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He or she shall be responsible for the custody of all monies and other valuable effects in the name, and to the credit, of the Association and shall deposit such items in depositories as may from time to time be designated by the Board of Directors.

Section 9. Compensation. No compensation shall be paid to officers for their services as officers. No remuneration shall be paid to an officer for services performed by him or her for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken.

ARTICLE V
Miscellaneous

Section 1. Books and Accounts. The Board, at all times, shall keep, or cause to be kept by the Treasurer, true and correct records of account in accordance with generally accepted accounting principles and, subject to the limitations set forth in A.R.S. § 33-1258, as amended, the Board shall make available for the inspection of all Members and other persons as specified in the Declaration, if any, at reasonable times, such books which shall specify in reasonable detail all expenses incurred and funds accumulated from assessments or otherwise. The Declaration, the Articles, these Bylaws and the membership records of the Association shall likewise be available for inspection by any Member at the principal offices of the Association.

Section 2. Execution of Corporate Documents. With the prior authorization of the Board of Directors, all notes, checks and contracts or other obligations shall be executed on behalf of the Association by such officer or officers of the Association as the Board of Directors shall designate.

Section 3. Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 4. Conflict in Documents. In the case of any conflict between the Articles and these Bylaws, the Articles shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control. In the case of any conflict between the Articles and the Declaration, the Declaration shall control.

Section 5. Meeting Requirements. All meetings of the Members of the Association or the Board of Directors shall comply with the requirements set forth in A.R.S. § 33-1248, as amended.

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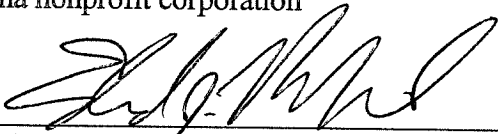
ARTICLE VI
Amendment of Bylaws

Any amendment, supplementation, repeal, substitution, suspension, or replacement of these Bylaws must be approved by vote of the Board of Directors as otherwise provided herein at the annual or a special meeting, duly called and attended, subject, however, to the rights of Members to amend, supplement, repeal, substitute, suspend or replace these Bylaws as may be provided by applicable law.

DATED as of the date first set forth above.

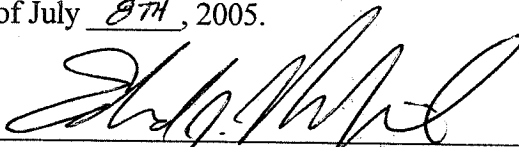
PINNACLE PEAK OFFICE PARK ASSOCIATION,
an Arizona nonprofit corporation

By:



Edward J. Pospisil, President

IN WITNESS WHEREOF, the undersigned, being the sole director of Pinnacle Peak Office Park Association has executed this document as of July 8TH, 2005.



Edward J. Pospisil, Director