

AMENDMENTS TO T-1 BYLAWS
as enacted at the Regular
Meeting of the Board of Directors
December 18, 1984

*Act of Corporation
& by Annual Meeting
1-85*

1. Amend Article IV, Directors, Section 3, Paragraph 1 to read:

"The Board of Directors named in the Articles of Incorporation shall serve until the developer of AHWATUKEE has constructed and sold 90% of the total number of residential units to be constructed in the T-1 tract within AHWATUKEE. At the first annual meeting after the developer of AHWATUKEE has constructed and sold 90% of the total number of residential units to be constructed in the T-1 tract within AHWATUKEE, the number of directors elected shall be nine (9). Three (3) directors shall be elected to serve for one (1) year, three (3) directors shall be elected to serve for two (2) years and three (3) directors shall be elected to serve for three (3) years. Thereafter, directors shall be elected by the members at the annual election meeting of the members to be held each year on the anniversary date of the first annual meeting. Three (3) directors shall be elected each year to serve for a term of three (3) years and shall serve until their successors are elected and qualified, all as prescribed in these Bylaws. Members who have served a three (3) or two (2) year term on the Board, either by an elective or appointive term, may be re-elected after one year of non-service."

2. Amend Article III, Meetings, Section 5 to read:

"The presence, either in person or by proxy, of at least ten percent (10%) of the members of record shall constitute a quorum for all purposes unless the representation of a larger group shall be required by law, by the Articles of Incorporation, or by these Bylaws, and in that event representation of the number so required shall constitute a quorum."