

AMENDED BYLAWS
OF
ORANGE TREE TOWNHOME CORP.

ARTICLE I

Offices

Section 1. The principal office of the corporation shall be at Phoenix, Arizona, or at such other place as the Board of Directors may from time to time direct. The corporation may also establish and have such other offices as needed for the conduct of its business at such other place or places, as may from time to time be designated by the Board of Directors.

ARTICLE II

Membership

Section 1. MEMBERS. Each owner of a lot in the Subdivision, by virtue of being an owner and for so long as he/she remains an owner, shall be a member of the corporation. The rights and obligations of a member shall not be assigned, transferred, pledged, conveyed or alienated in any way except upon transfer of title to the owner's lot and then only to the transferee of title to such lot. Any attempt to make a prohibited transfer is void. The rights, duties, privileges, and obligations of a member of the corporation shall be those set forth in the Articles of Incorporation, and these Bylaws of the corporation and any recorded Declaration of Restrictions covering said Subdivision.

Section 2. CLASS. The association shall have one class of membership with respect to voting. Class A members shall be all those owners as defined in the recorded Declaration of Restrictions covering said Subdivision.

Section 3. VOTING. In Association voting, there shall be one vote for each lot, regardless of the number of owners having an interest therein. The vote for each lot must be cast as a unit, and fractional votes shall not be allowed. In the event that 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. In the event more than one vote is cast for a particular lot, none of said votes shall be counted as the vote shall be deemed void. If any owner or owners cast a vote representing a certain lot, it will thereafter be conclusively presumed for all purposes that he/she or they were acting with the authority and consent of any other owners of the same lot.

Section 4. Every owner entitled to vote at any election of the members of the Board of Directors may cumulate the votes which he/she is entitled to cast and give one candidate, or divide among the candidates, a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which he/she is entitled to in accordance with the number of lots owned. The right to vote may not be severed or separated from the lot ownership to which it is appurtenant, and any sale, transfer, or conveyance of such lot to a new owner or owners shall operate to transfer the appurtenant vote without any requirement of any express reference there to. In the event any owner shall be in arrears in the payment of any amounts due under any of the provisions of any recorded Declaration of Restrictions for a period of thirty (30) days, or shall be in default in the performance of or in breach of any of the terms of any such recorded Declaration of Restrictions for a period of thirty (30) days, said owner's right to vote as a member of the association shall be suspended and shall remain suspended until all payments are brought current and all defaults and breaches remedied. The right to be a member of the corporation and to vote shall cease and terminate immediately upon said member conveying his or her entire interests in any lot.

ARTICLE III

Meeting of Members

Section 1. Annual Meetings. The annual meeting of the members of the corporation for the election of Directors and for the transaction of such other business as may be properly come before such meeting shall be held beginning in February 1998, at 8:00 PM Mountain Standard Time, or at such other hour as may be stated in the notice of the meeting, on the second Wednesday in February of each year.

Section 2. Special Meetings. A special meeting of the members may be called at any time by the Board of Directors, or by the President, and shall be called by the board upon the written request of members of record a MAJORITY (51%) OF votes entitled to be cast by all members of the corporation, Orange Tree Townhome. Such written request to state the purpose or purposes of the meeting and to be delivered to the Board of Directors or the President. No business shall be transacted at a Special Meeting except as stated in the notice thereof.

Section 3. Majority of Owners. As used in these Bylaws, the term "Majority of Owners" shall mean those owners holding more than Fifty Percent (50%) of the votes.

Section 4. Place of Meeting. The meeting of the members of the corporation shall be held at its principal office in the State of Arizona or at such other place as from time to time may be designated by the Board of Directors.

Section 5. Notice of Meetings. Except as otherwise required by statute, a notice of each meeting of the members, whether annual or special, shall be in writing over the name of the President or the Secretary. Such notice shall state the purpose or purposes

for which the meeting is called, the day, time and place where the meeting is to be held, and a copy thereof shall be served, either personally or by mail, upon each member of record entitled to vote at such meeting not less than fifteen (15) or more than thirty (30) days before such meeting. If mailed, it shall be directed to a member at his address as it appears on the books of the corporation or any other address designated by such member. If any member in person or by attorney thereunto authorized shall waive in writing notice of any meeting, notice thereof need not be given to him. Notice need not be given of any adjourned meeting of the members.

Section 6. Quorum. At all meetings of the members, the presence in person and/or by ballot of members representing in the aggregate a majority (51%) of the votes entitled to be cast shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members present in person or by ballot, any officer entitled to preside at or act as secretary of such meeting, may adjourn the meeting from time to time to a date specified by said majority. (At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.)

Section 7. Inspection of Election. The Board of Directors or the President shall appoint at each annual meeting two (2) persons, who need not be members, to act as Inspectors of Election at all meetings of the members, until the close of the next annual meeting. No candidate for the office of Director shall act as Inspector of Elections. If there be a failure to appoint Inspectors, or if his office becomes vacant, the Board of Directors present at the meeting or the President may choose temporary inspectors of the number required. The Inspectors appointed to act as such at any said meeting of the members, before entering upon the discharge of their duties, shall be sworn faithfully to execute the duties of Inspectors at such meeting with strict impartiality, and according to the best of their ability.

Section 8. Voting. At each meeting of the members, each member, whether resident or nonresident, shall be entitled in all elections for directors to cast as many votes in the aggregate as he shall be entitled to vote under the Articles of Incorporation of the Corporation, multiplied by the number of Directors to be elected at such election; and each member may cast the whole number of votes, registered in the member's name at the time of the closing of the transfer books or on the date fixed as a record date for said meeting, by written ballot. Each such person may cast the whole number of votes to which he/she is entitled for one candidate or distribute such votes in any manner he/she chooses among two or more candidates. The candidates receiving the largest number of votes shall be elected. (In case the transfer books have not been closed, and no date has been fixed as a record date for the determination of the members entitled to vote, no vote shall be allowed at any election by any member who has become a member within thirty (30) days next preceding such election of Directors.) Any member entitled to vote may vote by ballot, provided that the instrument authorizing such ballot shall have been executed in writing, fax, or electronic device by the member himself or by his duly authorized attorney and filed with the secretary at least three (3) days prior to the meeting; and ballots submitted thereafter shall be null and void. The President and Secretary of the corporation shall constitute a Credentials Committee and shall pass upon the Validity of all ballots submitted for use at any meeting. The decision of the Credentials Committee upon the validity of ballots shall be conclusive. At all meetings of the members, except as otherwise required by Statute or by the Articles of Incorporation, all matters shall be decided by the vote present in person or by ballot.

Section 9. List of Members. The Directors shall cause the Secretary, or other officer designated by them, who has charge of the books and records of the corporation to make, at least ten (10) days before elections, a full, true and complete list in alphabetical order, of all the members entitled to vote at the ensuing election and the post office address and the number of votes held by each. The Board of Directors shall produce such books and list at the time and place of election, to remain there during the election.

Section 10. Waiver of Notice. Notice of meetings may be waived in writing by all the voting members, either before or after the meeting, and if all the members are present in person or by ballot, notice shall be conclusively deemed to have been waived.

Section 11. Waiver of Irregularities. All informalities and irregularities in calls, notices of meetings and in the manner of voting, form of ballot, credentials and methods of ascertaining those present, shall be deemed waived if no objection is made thereto at the meeting.

ARTICLE IV

Board of Directors

Section 1. General Powers and Qualifications. The property, affairs and business of the corporation shall be managed by the Board of Directors. The Board of Directors may exercise all of the powers of the corporation, except as such are by law or by the Articles of Incorporation or by these Bylaws expressly conferred upon or reserved to the members. Directors need not be residents of the State of Arizona, but must be members of the corporation.

Section 2. Number, Election and Term of Office. Unless changed as herein provided, the number of Directors shall be no less than three (3), nor more than seven (7) as determined by the Board of Directors. Each Director shall hold office for a term of three (3) years, and the election of Directors shall be staggered so that the term of office of no more than three (3) Directors of the corporation shall expire in any one (1) year. The President shall appoint a nominating committee, consisting of three (3) members of the corporation, who shall present their nominations for the positions of Director of the corporation which have expired to the members at the annual meeting. The number of nominees representing the expired Directors' terms who receive the highest number of votes entitled to be cast by the members at the annual meeting shall be declared elected. Each Director (whether elected at an annual meeting or to fill a vacancy or otherwise) shall continue in office until the annual meeting of the members held next after the expiration of his term and until his successor shall have been elected and qualified, or until his death, resignation or removal in the manner hereinafter provided.

Section 3. Meetings. A meeting of the Board of Directors shall be held for organization, for the election of officers and for the transaction of business as properly may come before the meeting within thirty days after each annual election of Directors upon the notice hereinafter provided for a special meeting. The Directors, however, may hold such meeting, without notice, at the place where the annual meeting of members is held, immediately following such meeting.

The Board of Directors by resolution may provide for the holding of regular meetings, with or without notice, and may fix the time and places at which such meeting shall be held.

Special meetings of the Board of Directors may be called by the President or a majority of Directors, notice of such special meeting shall be mailed to each Director addressed to him at his address as it appears upon the records of the corporation, at least one day before the day on which the meeting is to be held, or shall be sent to him at such place by electronic device, telephone or delivered to him personally, not later than the day before the day on which the meeting is to be held. Such notice shall state the time and place of such meeting, but unless otherwise required by statute, the Articles of Incorporation or these Bylaws, need not state the purposes thereof. Notice of any

meeting need not be given to any Director, however, if waived by him, before or after such meeting, in writing or by electronic device. No notice need be given of any meeting at which every member of the Board of Directors shall be present.

Section 4. Quorum. The presence at any meeting of a majority of the total number of Directors who shall then have been elected and who shall have been duly qualified, shall be necessary and sufficient to constitute a quorum for the transaction of business, and except as otherwise required by statute, the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present at the time and place of any meeting may adjourn such meeting from time to time until a quorum be present. Notice of any adjourned meeting need not be given.

Section 5. Resignation and Removals. Any Director may resign at any time by giving written notice of such resignation to either the President of the Board of Directors or the Secretary of the corporation. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof.

Any director may be removed either with or without cause at any time by the affirmative vote of a majority of the votes entitled to be cast by the members present at any annual or special meeting called for the purpose.

Section 6. Vacancies. If any vacancy shall occur among the Directors by reason of death, resignation, disqualification, removal or otherwise, such vacancy may be filled by a majority vote of the remaining Directors, through less than a quorum.

ARTICLE V

Committees

Section 1. Powers. Except as otherwise provided by statute or by these bylaws, all the powers of the Board of Directors when not in session may be vested, to the extent from time to time determined by the Board of Directors, in one or more Committees, if any, appointed in accordance with Section 2. of this Article V.

Section 2. Appointment, Qualification and Term of Office. The Board of Directors, by the affirmative vote of a majority of the whole Board, may appoint one or more Committees, each Committee to have such powers, purposes, number of members, and duration as may from time to time be determined by the Board of Directors. Committee members need not be, but may be, Directors, Officers, or members of the corporation. Any member of a Committee may be removed at any time, with or without cause, by the affirmative vote of a majority of the Directors then in office.

ARTICLE VI

Officers

Section 1. Number. The officers of the corporation shall be a president, one or more vice presidents, a secretary and a treasurer, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VI.

Section 2. Election. Term of Office and Qualifications. Each officer specifically designated in Section 1 of this Article VI shall be chosen by the Board of Directors and shall hold his office for one (1) year or until his successor shall have been duly chosen and qualified or until his death or until he/she shall resign or shall have been removed in the manner provided in Section 4 of this Article VI. Any Director may hold any office. Any Director may hold more than one (1) office, except being Secretary and President at the same time.

Section 3. Subordinate Officers. The Board of Directors from time to time may appoint other officers or agents, including one or more assistant treasurers and one or more assistant secretaries, and each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may delegate to any officer or committee the power to appoint any such subordinate officers or agents and to prescribe their respective authorities and duties.

Section 4. Removal. Any officer may be removed either with or without cause by vote of a majority of the total number of Directors constituting the entire Board of Directors, at a regular or special meeting of the Board of Directors called for the purpose.

Section 5. Resignations. Any officer may resign at any time by giving written notice of such resignation to any Director, the President, or the Secretary of the corporation. Unless otherwise provided and specified therein, such resignation shall take effect upon receipt thereof.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term in the manner prescribed by these Bylaws for the regular election or appointment to such office.

Section 7. President. The President shall be the chief executive officer and administrative officer of the corporation. He/she shall preside at all meetings of the members and of the Board of Directors. He/she shall exercise such duties as customarily pertain to the office of President, and shall have general and active supervision over the property, business and affairs of the corporation and over its several officers. By way of example, and not of limitation, he/she may sign, execute and deliver in the name of the corporation, powers-of-attorney, contracts, and other obligations, and shall perform such

other duties as may be prescribed from time to time by the Board of Directors or the Bylaws of this corporation.

Section 8. Vice Presidents. The vice president(S), shall have such powers and discharge such duties as may be assigned to him or them, as the case may be, from time to time, as so requested.

Section 9. Secretary. The Secretary shall:

(a) Keep the minutes of and record all the votes of the meetings of the members, the Board of Directors and all Committees, in books to be kept for that purpose;

(b) To make or cause to be made, at least ten (10) days before each meeting of the members, a full, true and complete list in alphabetical order, of all the members entitled to vote at such meeting, and their post office addresses and the number of votes to which each is entitled.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by statute;

(d) Be custodian of the records of the corporation, the Board of Directors and all Committees, and of the Seal of the corporation, and see that the Seal is affixed to all documents, the execution of which, on behalf of the corporation under its Seal, shall have been duly authorized;

(e) See that all lists, books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept or filed; and

(f) In general, perform all duties and have all powers incident to the office of secretary and perform such other duties and have such other powers as from time to time may be assigned to him or her by these Bylaws or by the Board of Directors.

Section 10. Treasurer. The treasurer shall perform all duties and have all powers incident to the office of treasurer and perform such other duties and have such other powers as from time to time may be assigned to him by these Bylaws or by the Board of Directors.

The Treasurer may be required to give the corporation a bond in such sum, with such surety or sureties, as shall be satisfactory to the Board of Directors, for the faithful discharge of this duty.

Section 11. Assistant Secretaries and Assistant Treasurers. The assistant secretaries and assistant treasurers shall have such duties as from time to time may be assigned to them by the Board of Directors.

Section 12. Salaries. The Board of Directors is a voluntary entity, and no compensation shall be paid other than reimbursement of approved out-of-pocket expenses.

ARTICLE VII

Execution of Instruments

All documents, instruments or writings of any nature shall be signed, executed, verified, acknowledged and delivered by such officers, agents or employees of the corporation as may be determined from time to time by the Board of Directors.

ARTICLE VIII

Binding Effect

Section 1. Members. All persons and/or corporations or associations who shall become a member of this corporation shall become such subject to the provisions of the Articles of Incorporation and the Bylaws of this corporation and shall, by virtue thereof, be bound by said Articles of Incorporation and any amendments thereto, and by the Bylaws duly adopted thereunder.

SECTION 2. Application of Bylaws. All present and future owners, tenants, future tenants, or other employees or any other person that might use the facilities of the Subdivision in any manner are subject to the provisions of these Bylaws. The ownership or rental of any of the Lots in the Subdivision or the mere action of occupancy of any of said Lots will signify that these Bylaws are accepted, ratified and will be complied with by the occupant or owner.

SECTION 3. Rental Properties: Owner of property used for any purpose other than a primary or secondary residence of the owner, or immediate relative of the owner, shall provide the Board of Directors with Orange Tree Lease Approval Form. Said rental/lease agreement shall be for a period of not less than six months. Owner and/or designee shall provide the Secretary of the corporation, within 30 days of execution. The owner failing to do so will be denied voting rights and tenants of the property will not have access to the common area of the Association, nor will the owner be eligible to serve on the Board of Directors or any Committee formed by the Board.

ARTICLE IX

Corporate Seal

The corporate seal shall be in the form of a circle and shall bear the name of the corporation and year of its incorporation and shall indicate its formation under the laws of the State of Arizona.

ARTICLE X

Fiscal Year

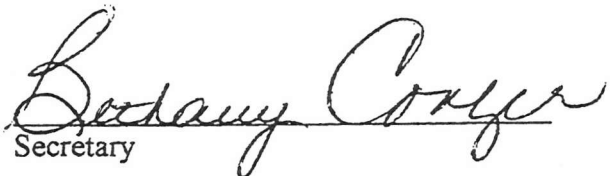
The fiscal year of the corporation shall end on December 31, in each year or on such other date as may be determined by the Board of Directors.

ARTICLE XI

Amendments

These Bylaws may be altered or amended to the full extent permitted by law by the Membership of this corporation by an affirmative vote of a majority of the votes entitled to be cast by the members at any annual or special meeting called for the purpose.

This is to certify that the foregoing Bylaws were adopted by the Board of Directors of the corporation at the meeting thereof held on the 4th day of February, 1997.


Secretary