

**BYLAWS OF
COUNTRYWALK ESTATES HOMEOWNERS ASSOCIATION
AS AMENDED MARCH 11.2023**

**ARTICLE I
OFFICES AND CORPORATE SEAL**

SECTION 1. Principal Office. In addition to its known place of business, the Corporation may maintain a principal office in Pinal County, Arizona.

SECTION 2. Other Offices. The Corporation may also maintain offices at such other place or places, either within or without the State of Arizona, as may be designated from time to time by the Board of Directors, and the business of the Corporation may be transacted at such other offices with the same effect as that conducted at the principal office.

SECTION 3. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation, but nevertheless, if in any instance a corporate seal is used, the seal shall be either: (a) a circle having on the circumference thereof **COUNTRYWALK ESTATES HOMEOWNERS ASSOCIATION** and in the center "Incorporated Arizona 2005"; or (b) a circle containing the words "Corporate Seal" on the circumference thereof, which seal may be altered at pleasure and used by causing it, or a facsimile thereof, to be imposed or affixed or in any other manner reproduced.

**ARTICLE II
MEMBERS**

SECTION 1. Membership. All owners of Lots in the development shall be considered Members of this Corporation. An owner's membership in the Corporation shall cease and terminate immediately upon a Member ceasing to be an owner of a Lot in the development.

SECTION 2 Members Meetings. All meetings of Members shall be held at such place as may be fixed from time to time by the Board of Directors or the absence of direction by the Board of Directors by the President or Secretary of the Corporation either within or without the State of Arizona as shall be stated in the notice of the meeting or in duly executed waiver of notice thereof.

SECTION 3. Annual meetings. Annual meeting of the Members shall be held at the time and on a day other than Sunday, in the month of March of each year as shall be designated by the Board of Directors and stated in the notice of the meeting. At the annual meeting, Members shall elect a Board of Directors and transact such other business as may be property brought before the meeting.

SECTION 4. Special Meetings of Members. Special meetings of Members for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the President and shall be called by the President or Secretary at the request in writing of more than seventy five percent (75%) of the Members. Such request shall state the purpose of the proposed meeting.

SECTION 5. Notice of Meetings. Written notice of a meeting whether an annual or special shall state the place date and hour of the meeting and the purpose or purposes for which the meeting is called and shall be given, personally or by mail, not less than ten (10) no more than fifty (50) days before the date of the meeting to each Member of record entitled to vote at such meeting business transacted at any special meeting of the members shall be limited to the purposes stated in the notice. Members entitled to vote at the meeting shall be determined as of four o'clock in the afternoon on the day before notice of the meeting is sent. If mailed, such notice shall be deemed to be delivered when mailed to the Member at his address as it appears in the records of the Corporation.

SECTION 6. Quorum and Adjournment The presence at a meeting of Members representing a majority in number of the membership shall constitute a quorum for any action except as otherwise provided by law. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting to a date not less than ten (10) nor more than thirty (30) days in the future. Written notice of the date, time and place of said adjourned meeting shall be given in the manner provided in Section 5 of this Article 2. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 7. Voting Rights. The Members shall be entitled to one (1) vote for each Lot owned by such Member. At all meetings of Members, each Member may vote in person.

SECTION 8. Transferred Membership. Membership in the Corporation shall not be transferred, pledged or alienated in any way.

SECTION 9. Proxy Section has been deleted

SECTION 10. Action Without Meeting. Any action required or permitted to be taken at any annual or special meeting of Members may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the all of the Members of the Corporation.

SECTION 11. Waiver of Notice. Attendance of a Member at a meeting shall constitute waiver of notice of such meeting, except when such attendance at the meeting is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any Member may waive notice of any annual or special meeting of Members by executing a written notice of waiver either before or after the time of the meeting.

ARTICLE III **DIRECTORS**

SECTION 1. Initial Board of Directors. The initial Board of Directors of the Corporation shall be as set forth in the Articles of Incorporation, and such Directors shall serve until the first annual meeting of Members or until their successors are duly elected and qualified.

SECTION 2. Number, Qualification and Term of Office. The number of Directors shall be not less than three (3) members nor more than 5 (five) members. At the annual meeting the Board of Directors shall be elected. The Current Board will select no more than 2 (two) members of the Current Board to remain on the new Board to assist in transition, the selected number shall not be a majority. The same Director(s) may not be selected in consecutive years. Except as provided in Section 3 of this Article, and each Director elected shall hold office until his or her successor is elected.

SECTION 3. Vacancies. Vacancies and newly created Directorships resulting from any increase in the authorized number of Directors may be filled by the affirmative vote of a majority of the remaining Directors then in office, though less than a quorum, or by a sole remaining Director, and the Directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, unless sooner displaced. If there are no Directors in office, then an election of Directors may be held in the manner provided by statute.

SECTION 4. Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts as are not by statute, the Articles of Incorporation, or these bylaws directed or required to be exercised or done by the Members. The powers of the Board shall be limited to all of the rights and duties of the Corporation and the Board, as set forth elsewhere in these Bylaws and the Articles of Incorporation, and shall include the power to promulgate such rules and regulations pertaining to such rights and duties as may be deemed proper and consistent with the foregoing. The Board may delegate such duties as appear in the best interest of the Corporation and to the extent permitted by these Bylaws.

SECTION 5. Place of Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Arizona. Regular or special meetings of the Board of Directors, may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

SECTION 6. Annual Meeting. The first meeting of each newly elected Board of Directors shall be held immediately following the annual meeting of Members, and no

notice of such annual meeting shall be necessary in order to properly hold the meeting, providing a quorum shall be present. In the event such meeting is not held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver of notice executed by all of the Directors.

SECTION 7. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and at such place as shall from time to time be determined by the Board.

SECTION 8. Special Meetings. Special meetings of Directors may be called by or at the request of the President or any one (1) Director. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called.

SECTION 9. Notice. Notice of any regular or special meeting of the Board shall be given at least three (3) days previously thereto either by written notice delivered personally or mailed to each Director at his business or residence address, or by telegram or telephone. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting.

SECTION 10. Quorum. A majority of the number of Directors shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the Board, except as may be otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws. If a quorum shall not be present at any meeting of the Board of Directors, the Directors then present may adjourn the meeting to another time or place, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 11. Action Without A Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors.

SECTION 12. Compensation. The Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors, a stated salary as Director, or both. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore. The amount or rate of such compensation of members of the Board of Directors shall be established by the Board of Directors and shall be set forth in the minutes of the Board.

SECTION 13. Waiver of Notice. Attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any Director may waive notice of any annual, regular or

special meeting of Directors by executing a written notice of waiver either before or after the time of the meeting.

SECTION 14. Removal and Resignation of Directors. The entire Board of Directors or any individual Director may be removed from office by a majority vote of the Members of the Corporation or at an annual meeting or a special meeting of the Members called for such a purpose. A Director may resign at anytime by giving written notice to all Members of the Board. Unless otherwise specified the notice the resignation shall take effect upon receipt thereof by the Board, and the acceptance of the resignation shall not be necessary to make it effective.

ARTICLE IV OFFICERS

SECTION 1. Desianation of Titles. The Officers of the Corporation shall be chosen by the Board of Directors and shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also choose a Chairman of-the Board, additional Vice Presidents, and one or more Assistant Secretaries and Assistant Treasurers. Any number of offices, except the offices of President and Secretary, may be held by the same person.

SECTION 2. Appointment of Officers. The Board of Directors at its first meeting shall elect the Officers of the Corporation. Thereafter, Officers of the Corporation shall be elected at any meeting of the Board of Directors following the annual meetings of the Members and/or at any other meeting of the Board called for that purpose. The Board of Directors at any time may appoint such other Officers and agents as it shall deem necessary to hold offices at the pleasure of the Board of Directors and to exercise such powers and perform such duties as shall be determined from time to time by the Board. Any Officer or agent may be removed by the Board of Directors whenever in its judgment, the best interests of the Corporation will be served thereby.

SECTION 3. Salaries. The salaries of the Officers shall be fixed from time to time by the Board of Directors, and no Officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the Corporation. The salaries of the Officers or the rate by which salaries are fixed shall be set by the Board of Directors.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors at any time.

SECTION 5. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors and shall perform such other duties appropriate to his office or as from time to time may be assigned to him.

SECTION 6. President. The President shall preside at all meetings of the Members, and, if a Chairman of the Board shall not have been appointed or, having been appointed, shall not be serving; the President shall preside at all meetings of the Board of

Directors. He shall sign all deeds and conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of the Corporation and shall act as operating and directing head of the Corporation, subject to policies established by the Board of Directors.

SECTION 7. Vice Presidents. There shall be as many Vice Presidents as shall be determined by the Board of Directors from time to time, and they shall perform such duties as from time to time, may be assigned to them. Any one of the Vice Presidents, if authorized by the Board, shall have all the powers and perform all the duties of the President in case of the temporary absence of the President or in case of his temporary inability to act. In case of the permanent absence or inability of the President to act, the office shall be declared vacant by the Board of Directors and a successor chosen by the Board.

SECTION 8. Secretary. The Secretary shall see that the minutes of all meetings of Members and the Board of Directors are kept. He shall be the custodian of any seal of the Corporation and shall affix it to all proper instruments when deemed advisable by him. He shall give or cause to be given required notices of all meetings of the Members and of the Board of Directors. He shall have charge of all the books and records of the Corporation except the books of account, and in general shall perform all duties incident to the office of Secretary of a corporation and such other duties as may be assigned to him.

SECTION 9. Treasurer. The Treasurer shall have general custody of all the funds and securities of the Corporation except such as may be required by law to be deposited with any state official. He shall see to the deposit of the funds of the Corporation in such bank or banks as the Board of Directors may designate. Regular books of accounts shall be kept under his direction and supervision, and he shall render financial statements to the President, Directors, and Members at proper times. The Treasurer shall have charge of the preparation and filing of such reports, financial statements, and returns as may be required by law. He shall give to the Corporation such fidelity bond as may be required, and the premium therefore shall be paid by the Corporation as an operating expense.

SECTION 10. Assistant Secretaries. There may be such number of Assistant Secretaries as from time to time the Board of Directors may fix, and such persons shall perform such functions as from time to time may be assigned to them. No Assistant Secretary shall have power or authority to collect, account for, or pay over any tax imposed by any federal, state or city government.

SECTION 11. Assistant Treasurers. There may be such number of Assistant Treasurers as from time to time the Board of Directors may fix, and such persons shall perform such functions as from time to time may be assigned to them. No Assistant Treasurer shall have the power or authority to collect, account for, or pay over any tax imposed by any federal, state, or city government.

ARTICLE V
CONTRACTS, LOANS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI
SERVICES TO BE PROVIDED

The Corporation as an Arizona nonprofit corporation organized to provide for the maintenance, preservation and control of the lots and commons areas within COUNTRYWALK ESTATES, Pinal County, Arizona

ARTICLE VII
BOOKS AND RECORDS

The books records papers and papers of the corporation shall at all times during reasonable business hours be subjected two inspection by any members. The articles of incorporation and bylaws of the corporation shall be available for inspection by any member at the principal's offices of the corporation.

ARTICLE VIII
ASSESSMENTS

SECTION 1. Assessments and Reserves. The Corporation shall levy, and the Members shall pay to the Corporation for each Lot owned by each of them, assessments and reserves as set forth in the Covenants, Conditions and Restrictions of the Corporation and all amendments thereto. The Treasurer / Management Company shall deliver to the Board, for its November meeting, the proposed budget for the upcoming year which, after Board approval, will be used to establish the annual assessment amount to be given to the Treasurer / Management Company, for distribution to the members, for the following year's assessment.

SECTION 2. Enforcement of Assessments. In the event the Corporation employs an attorney or attorneys for collection of any assessment, whether by suit or otherwise, the defaulting Member shall be responsible for reasonable attorneys fees, accountants fees and costs thereby incurred in addition to any amounts due from tt,e said Member or any

other relief or remedy obtained against said Member. In the event of a default in payment of any such assessment when due, in which case the assessment shall be deemed delinquent and in addition to any other remedies therein or by law provided, the Corporation may enforce each such obligation in any manner provided by law or in equity, or without any limitation of the foregoing, by either bringing suit against such Member or by placing a lien against the Member's Lot pursuant to the Declaration of Covenants, Conditions and Restrictions and any amendments thereto.

ARTICLE IX
MISCELLANEOUS

SECTION 1. Amendments of the Bylaws. These bylaws may be amended by any of the Members entitled to vote at such meeting by a vote of a majority of a quorum of the Members present; provided however that the text of the amendment was fully set forth in the notice of the meeting at which such amendment is proposed

SECTION 2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting President of the **COUNTRYWALK ESTATES HOMEOWNERS ASSOCIATION**; and

That the foregoing Amended Bylaws constitute the Bylaws of said Corporation as duly adopted at the organizational meeting of the members of the Association at the Annual meeting on March 11, 2023.

IN WITNESS WHERE, I have hereto subscribed my name for the Corporation

This ____ day of _____, 2023

Warren Andries, President