

BYLAWS
OF
FOUNTAIN OF THE SUN CONDOMINIUMS ASSOCIATION

ARTICLE I
Members

Section 1. Eligibility

The members of Fountain of the Sun Condominiums Association, an Arizona non-profit corporation (called "Association") shall consist of the owners of apartments situated on Fountain of the Sun Condominiums, all as is more fully set forth in the Articles of Incorporation of this Association.

Section 2. Succession

The membership of each Member shall terminate when he ceases to be an Owner, and upon the sale, transfer or other disposition of his ownership interests in the Property, his membership in the Association shall automatically be transferred to the new owner succeeding to such ownership interest including, but without limiting the generality of the foregoing, those acquiring titles by means of a sheriff's deed issued as a result of a mortgage foreclosure, or a transfer of title as the result of the foreclosure or other valid enforcement of a deed of trust, or a conveyance by means of a deed in lieu of the foreclosure of any such mortgage or deed of trust, or a transfer of equitable title by the recording of an agreement of sale, provided that, where applicable, the requirements and conditions of the Declaration shall have been met and fulfilled.

Section 3. Meetings

Meetings of the members shall be held in such place in Maricopa County, Arizona, as may be specified in the notice of the meeting. The first annual meeting of the members shall be held on the second Saturday of December, 1973, or at such other later time as the initial Board of Directors shall designate. Thereafter annual meetings of the members shall be held on the second Saturday of December of each year. Special meetings of the members may be called by the President or by a majority of the directors or by members having at least two-fifths of the votes entitled to be cast at such meeting. The

Exhibit C

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, unless by consent of two-thirds of the members present, either in person or by proxy.

Section 4. Notices

It shall be the duty of the Secretary to deliver or mail a notice of each annual or special meeting of the Members, stating the purpose thereof as well as the time and place where it is to be held, to each Member at his address as it appears on the records of this corporation, or if no such address appears, at his last known place of address, at least ten days prior to such meeting.

Section 5. Voting

The aggregate number of votes for all Members shall be 100 which shall be divided among the respective Members in accordance with their respective percentages of ownership interest in the Common Elements; provided, however, that in the election of directors each Member shall be entitled to accumulate his votes in accordance with Section 10 of Article XIV of the Constitution of the State of Arizona. If any Owner consists of more than one person, the voting rights of such Owner shall not be divided but shall be exercised as if the Owner consisted of only one person in accordance with the proxy or other designation made by the persons constituting such Owner. Developer may exercise the voting rights with respect to Apartments while owned by it. Voting may be in person or by proxy and proxies may be given for more than one meeting.

Section 6. Quorum

A quorum of Members for any meeting shall be constituted by Members represented in person or by proxy and holding a majority of the votes entitled to be cast at such meeting.

Section 7. Adjournments

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, except as otherwise provided by law, adjourn the meeting to a time not less than 48 hours from the time the original meeting was called.

Section 8. Membership Certificates

Membership certificates in such form as shall be approved by the Board of Directors, may be issued to the Members. Only one certificate shall be issued with respect to each Apartment. They shall be executed by the President or Vice President and countersigned by the Secretary or any Assistant Secretary of this corporation. At such time as a person no longer qualifies as a Member, his membership certificate shall be cancelled on the records of this corporation and his certificate of membership surrendered to this corporation. Surrender of the certificate of membership shall not be necessary to effect a cancellation thereof. Certificate of memberships shall not be transferable nor shall they be hypothecated or encumbered in any way.

ARTICLE II Board of Directors

Section 1. Number

The board of directors of the Association (called the "Board") shall consist of three persons. The first Board named in the Articles of Incorporation of the Association shall hold office until the first annual meeting of Members. Except for the first Board, each person on the Board shall hold office for the term of one year and until his successor shall be elected and qualified. The word "Director" as sometimes used herein shall mean a person elected to and serving on the Board.

Section 2. Qualification

Each Director shall be an Owner or the spouse of an Owner (or if an Owner is a corporation, partnership or trust, a Director may be an officer, partner or beneficiary of such Owner) except for Directors nominated or designated by Developer. If a Director shall cease to meet such qualifications during his term, he shall thereupon cease to be a Director and his place on the Board shall be deemed vacant. Until the annual meeting held in December, 1974, Developer shall be entitled to name so many directors as shall constitute a majority of the Board of Directors.

Section 3. Vacancies

Subject to the rights of Developer set forth in Section 2 above, any vacancy occurring on the Board may be filled by a majority vote of the remaining members of the Board.

Section 4. Annual Meetings

The first meeting of a newly elected Board shall be held immediately following the annual meeting of Members, if practicable, and in any event within ten days of election, at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, provided a majority of the whole Board shall be present.

Section 5. Regular Meetings

Regular meetings of the Board may be held at such place and times as shall be determined from time to time by a majority of the Directors but at least one meeting shall be held during each fiscal quarter. Notice of regular meetings of the Board shall be given to each Director personally or by mail, telephone or telegraph, at least three days prior to the day named for such meeting.

Section 6. Special Meetings

Special meetings of the Board may be called by the President on three days' notice to each Director given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board shall be called by the President or Secretary in like manner and on like notice on the written request of any two Directors.

Section 7. Waiver of Notice

Before or at any meeting of the Board 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 shall be a waiver of notice by him of the time and place thereof. If all Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 8. Quorum

At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board. If, at any meeting of the Board, there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 9. Removal

Any Director may be removed from office by the vote of two-thirds of the total ownership of the Common Elements.

Section 10. Compensation

Directors shall receive no compensation for their services unless expressly provided for in resolutions duly adopted by the Members.

Section 11. Powers and Duties

The Board shall have the following powers and duties: (a) to elect and remove the officers of the Association as hereinafter provided; (b) to administer the affairs of the Association and the Property to the extent permitted by applicable law; (c) to engage the services of a manager or managing agent who shall manage and operate the Property and the Common Elements for all of the Owners upon such terms and for such compensation and with such authority as the Board may approve; (d) to formulate policies for the administration, management and operation of the Property and the Common Elements thereof; (e) to provide for the operation, maintenance, repair and replacement of the Common Elements and payments therefor, and to approve payment vouchers or to delegate such approval to the officers or the manager or managing agent; (f) to provide for the designation, hiring and removal of employees and other personnel, including accountants