

MARISCAL, WEEKS, & MCINTYRE, P.A.
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PHOENIX, ARIZONA 85003
(602) 257-1106

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BYLAWS OF
DEB-LIN MANOR HOMEOWNERS ASSOCIATION
A NONPROFIT CORPORATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is DEB-LIN MANOR HOMEOWNERS ASSOCIATION, a nonprofit corporation, hereinafter referred to as the "Association." The principal office of the corporation shall be located at Phoenix, Arizona, but meeting of members and directors may be held at such places within the State of Arizona, County of Maricopa, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to DEB-LIN MANOR Homeowners Association, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Amended Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the Properties, unless such property has been sold by such record owners of the fee simple title to a contract purchaser or purchasers, in which event the contract purchasers shall be considered "Owner" herein.

Section 6. "Declarant" shall mean and refer to _____
SCOT BUILDING & DEVELOPMENT CORPORATION

its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

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1 of Incorporation, the Declaration, or these Bylaws. If, however,
2 such quorum shall not be present or represented at any meeting,
3 the members entitled to vote thereat shall have power to adjourn
4 the meeting from time to time, without notice other than announce-
ment at the meeting, until a quorum as aforesaid shall be present
or be represented.

5 Section 5. Proxies. At all meeting of members, each
6 member may vote in person or by proxy. All proxies shall be in
7 writing and filed with the secretary. Every proxy shall be
revocable and shall automatically cease upon conveyance by the
member of his Lot.

8 ARTICLE V

9 BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

10 Section 1. Number. The affairs of this Association
11 shall be managed by a Board of nine directors, who need not be
members of the Association.

12 Section 2. Term of Office. At the first annual
13 meeting the members shall elect three directors for a term of one
14 year, three directors for a term of two years and three directors
for a term of three years; and at each annual meeting thereafter
the members shall elect three directors for a term of three
years.

15 Section 3. Removal. At a meeting of members called
16 for that purpose, any director or the entire Board may be re-
17 moved, with or without cause, by a majority vote of the members
of the Association, however, unless the entire Board is removed,
18 an individual director shall not be removed in the event votes of
a sufficient number are cast against his removal, which if
19 cumulatively voted at an annual meeting of members, would be
sufficient to elect one director. In the event of death, resigna-
20 tion or removal of a director, his successor shall be selected by
the remaining members of the Board and shall serve for the un-
expired term of his predecessor.

21 Section 4. Compensation. No director shall receive
22 compensation for any service he may render to the Association.
23 However, any director may be reimbursed for his actual expenses
incurred in the performance of his duties.

24 Section 5. Action Taken Without a Meeting. The direc-
25 tors shall have the right to take any action in the absence of a
meeting which they could take at a meeting by obtaining the
26 written approval of all the directors. Any action so approved
shall have the same effect as though taken at a meeting of the
27 directors.

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ARTICLE VI

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not fewer than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. Cumulative voting shall apply, that is to say, at such election each member or his proxy may cast as many votes as he is entitled to exercise under the provisions of the Declaration multiplied by the number of directors to be elected, and he may cast all of his votes for one nominee or apportion his votes among the nominees in any amounts he wishes.

ARTICLE VII

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

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1 ARTICLE VIII

2 POWERS AND DUTIES OF THE BOARD OF DIRECTORS

3 Section 1. Powers. The Board of Directors shall have
4 power to:

5 (a) adopt and publish rules and regulations
6 governing the use of the Common Area and facilities, and the
7 personal conduct of the members and their guests thereon,
8 and to establish penalties for the infraction thereof;

9 (b) suspend the voting rights and right to use of
10 the recreational facilities of a member during any period in
11 which such member shall be in default in the payment of any
12 assessment levied by the Association. Such rights may also
13 be suspended after notice and hearing, for a period not to
14 exceed sixty days for infraction of published rules and
15 regulations;

16 (c) exercise for the Association all powers,
17 duties and authority vested in or delegated to this Associa-
18 tion and not reserved to the membership by other provisions
19 of these Bylaws, the Articles of Incorporation, or the
20 Declaration;

21 (d) declare the office of a member of the Board
22 of Directors to be vacant in the event such member shall be
23 absent from three consecutive regular meetings of the Board
24 of Directors; and

25 (e) employ a manager, an independent contractor,
26 or such other employees as they deem necessary, and to
27 prescribe their duties.

28 Section 2. Duties. It shall be the duty of the Board
of Directors to:

(a) cause to be kept a complete record of all its
acts and corporate affairs and to present a statement thereof
to the members at the annual meeting of the members, or at
any special meeting when such statement is requested in
writing by one-fourth of the Class A members who are en-
titled to vote;

(b) supervise all officers, agents and employees
of this Association, and to see that their duties are
properly performed;

(c) as more fully provided in the Declaration,
to:

(1) fix the amount of the annual assessment
against each Lot as least thirty days in advance of
each annual assessment period;

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(2) send written notice of each assessment to every Owner subject thereto at least thirty days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers at the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall

1 take effect on the date of receipt of such notice or at any later
2 time specified therein, and unless otherwise specified therein,
3 the acceptance of such resignation shall be necessary to make it
4 effective.

5 Section 6. Vacancies. A vacancy in any office may be
6 filled by appointment by the Board. The officer appointed to
7 such vacancy shall serve for the remainder of the term of the
8 officer he replaces.

9 Section 7. Multiple Offices. The offices of secretary
10 and treasurer may be held by the same person. No person shall
11 simultaneously hold more than one of any of the other offices
12 except in the case of special offices created pursuant to Section
13 4 of this Article.

14 Section 8. Duties. The duties of the officers are as
15 follows:

16 President

17 (a) The president shall preside at all meetings
18 of the Board of Directors; shall see that orders and resolu-
19 tions of the Board are carried out; shall sign all leases,
20 mortgages, deeds and other written instruments and shall co-
21 sign all checks and promissory notes.

22 Vice-President

23 (b) The vice-president shall act in the place and
24 stead of the president in the event of his absence, inability
25 or refusal to act, and shall exercise and discharge such
26 other duties as may be required of him by the Board.

27 Secretary

28 (c) The secretary shall record the votes and keep
the minutes of all meetings and proceedings of the Board and
of the members; keep the corporate seal of the Association
and affix it on all papers requiring said seal; serve notice
of meetings of the Board and of the members; keep appropri-
ate current records showing the members of the Association
together with their addresses, and shall perform such other
duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in
appropriate bank accounts all monies of the Association and
shall disburse such funds as directed by resolution of the
Board of Directors; shall sign all checks and promissory
notes of the Association; keep proper books of account;
cause an annual audit of the Association books to be made by
a public accountant at the completion of each fiscal year;

1 and shall prepare an annual budget and a statement of income
2 and expenditures to be presented to the membership at its
3 regular annual meeting, and deliver a copy of each to the
4 members.

5 ARTICLE X

6 COMMITTEES

7 The Association shall appoint an Architectural Control
8 Committee, as provided in the Declaration, and a Nominating
9 Committee, as provided in these Bylaws. In addition, the Board of
10 Directors shall appoint other committees as deemed appropriate in
11 carrying out its purpose.

12 ARTICLE XI

13 BOOKS AND RECORDS

14 The books, records and papers of the Association shall
15 at all times, during reasonable business hours, be subject to
16 inspection by any member. The Declaration, the Articles of
17 Incorporation and the Bylaws of the Association shall be avail-
18 able for inspection by any member at the principal office of the
19 Association, where copies may be purchased at reasonable cost.

20 ARTICLE XII

21 ASSESSMENTS

22 As more fully provided in the Declaration, each member
23 is obligated to pay to the Association annual special assessments
24 which are secured by a continuing lien upon the property against
25 which the assessment is made. Any assessments which are not paid
26 when due shall be delinquent. If the assessment is not paid
27 within thirty days after the due date, the assessment shall bear
28 interest from the date of delinquency at the rate of 6 percent
per annum, and the Association may bring an action at law against
the Owner personally obligated to pay the same or foreclose the
lien against the property, and interest, costs, and reasonable
attorneys' fees of any such action shall be added to the amount
of such assessment. No Owner may waive or otherwise escape
liability for the assessments provided for herein by non-use of
the Common Area or abandonment of his Lot.

ARTICLE XIII

CORPORATE SEAL

A corporate seal shall not be requisite to the validity
of any instrument executed by or on behalf of this corporation,
but nevertheless if in any instance a corporate seal be used, the
same shall, at the pleasure of the officer affixing the same, be
either (a) a circle having on the circumference thereof DEB-LIN

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1 MANOR AMENDED Homeowners Association" and in the center "Arizona
2 197___," or (b) a circle containing the words "Corporate Seal" on
the circumference thereof, and in the center "Arizona."

3 ARTICLE XIV

4 AMENDMENTS

5 Section 1. These Bylaws may be amended, at a regular
6 or special meeting of the members, by a vote of a majority of a
7 quorum of members present in person or by proxy, except that the
8 Federal Housing Administration or the Veterans Administration
shall have the right to veto amendments while there is Class B
membership.

9 Section 2. In the case of any conflict between the
10 Articles of Incorporation and these Bylaws, the Articles shall
control; and in the case of any conflict between the Declaration
and these Bylaws, the Declaration shall control.

11 ARTICLE XV

12 MISCELLANEOUS

13 The fiscal year of the Association shall begin on the
14 first day of January and end on the 31st day of December of every
15 year, except that the first fiscal year shall begin on the date
of incorporation.

16 IN WITNESS WHEREOF, we, being all of the directors of
17 the DEB-LIN MANOR AMENDED Homeowners Association, have hereunto
set our hands this 11th day of June, 1975.

18
19
20 Pasquale R. DiRuzza
Pasquale R. DiRuzza

21 Thomas L. Neddoff
22 Thomas L. Neddoff

23 Richard A. Polito
24 Richard A. Polito

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STATE OF ARIZONA)
County of Maricopa) ss.

The foregoing instrument was acknowledged before me
this 12th day of June, 1975, by Pasquale R. DiRuzza

Thomas L. Nadeloff
Notary Public

My commission expires:
March 14, 1979

STATE OF ARIZONA)
County of Maricopa) ss.

The foregoing instrument was acknowledged before me
this 12th day of June, 1975, by _____

Thomas L. Nadeloff
Richard A. Polito
Notary Public

My commission expires:
3-16-78

STATE OF ARIZONA)
County of Maricopa) ss.

The foregoing instrument was acknowledged before me
this 12th day of June, 1975, by Richard A. Polito

Thomas L. Nadeloff
Notary Public

My commission expires:
March 14, 1979

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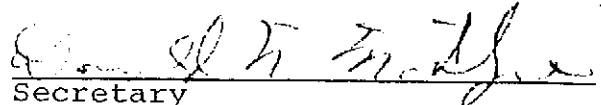
CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the DEB-LIN MANOR AMENDED Homeowners Association, an Arizona non-profit corporation.

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 11 day of June, 1975.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 23rd day of October, 1975.


Secretary

[CORPORATE SEAL]

Deb-Lin Manor Homeowners Association

Amendment to the Bylaws

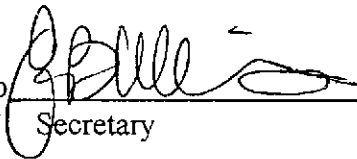
At the annual meeting of the members held on November 19, 1997, upon motion made, seconded and unanimously approved the following section was amended.

Article V.

Section 1

Section 1. Number. The affairs of this Association shall be managed by five elected officers who shall be members of the Association.

Attested to

 LOT 7
Secretary