

BYLAWS FOR THE
VILLA MILANO AT RANCHO SIN VACAS HOMEOWNERS ASSOCIATION

ARTICLE I

Name and Location

The name of the corporation is Villa Milano at Rancho Sin Vacas Homeowners Association. The principal office of the corporation will be located in Tucson, Arizona, but meetings of Members and Directors may be held at such places within the State of Arizona, County of Pima, as may be designated in writing by the Board of Directors ("Board").

ARTICLE II

Definitions

The words and terms used herein will be deemed to have the same meaning as are given those words and terms defined in the Declaration of Covenants, Conditions, and Restrictions pertaining to Villa Milano at Rancho Sin Vacas Homeowners Association, which is recorded in the office of the County Recorder of Pima County, Arizona, in Book ___ beginning at page ___ et seq., as same may be amended or restated from time to time ("Declaration").

ARTICLE III

Meetings of Members

- Section 1. Annual Meeting. The first annual meeting of the Members will be held within one (1) year from the date of incorporation of the Association. Each subsequent regular annual meeting of the Members will be held at the same place and on the same day of the same month of each year thereafter, at the hour of 11:00 o'clock a.m., or such other place, date and hour as may be designated in writing by the Board. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.
- Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President, by the Board, or upon written request of the Members who are entitled to vote at least one-tenth (1/10) of the votes entitled to be cast at such meeting.
- Section 3. Notice of Meetings. Written notice of each meeting of Members will be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. Such notice will specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.
- Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10th) of the votes of each class of Membership will constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum will not

be present or represented at any meeting, the Members entitled to vote thereat will have the power to adjourn the meeting from time to time without notice other than the announcement at the meeting, or notice of another meeting within thirty (30) days. At such second meeting the required number of votes present to constitute a quorum will be reduced by one-half (½).

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies will be in writing and filed with the Secretary. Every proxy will be revocable and will automatically cease upon conveyance by the Member of his Lot.

ARTICLE IV

Board of Directors: Selection and Term of Office

Section 1. Number. The affairs of this Association will be managed by not less than three (3) nor more than seven (7) directors, who must be Members of the Association.

Section 2. Term of Office. At the first annual meeting following termination of the Class B membership, the Members will elect a Board to be divided into three (3) classes, as nearly equal in number as may be, the term of office of those of the first class to expire at the first annual meeting of Members after their election, the term of office of those of the second class to expire at the second annual meeting of the Members after their election, and the term of office of the third class to expire at the third annual meeting of the Members after their election. At each annual election of Directors held after the classification and election described in the preceding paragraph, Directors chosen to succeed those whose terms expire will be elected for a term of office to expire at the third annual meeting of Members after their election.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Board. In the event of the death, resignation, or removal of a Director, his successor will be selected by the remaining Members of the Board and will serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director will receive compensation from the Association for any services he may render to the Association. However, any Director may be reimbursed by the Association for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Directors will have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved will have the same effect as though taken at a meeting of the Directors.

ARTICLE V
Nomination and Election of Directors

- Section 1. Nomination. Nomination for election to the Board may be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee will consist of a Chairman, who will be a Member of the Board, and two or more Members of the Association. The Nominating Committee may be appointed by the Board 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 may be announced at each annual meeting. The Nominating Committee will make as many nominations for election to the Board as it will in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members at the annual meeting.
- Section 2. Election. Election to the Board of Directors will be by secret written ballot. At such election the Members and their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes will be elected.

ARTICLE VI
Meetings of Directors

- Section 1. Regular Meetings. Regular meetings of the Board will be held without notice, at such place and hour as may be fixed from time to time by resolution of the Board.
- Section 2. Special Meetings. Special meetings of the Board will be held when called by the President of the Association, or by any two Directors, after not less than three (3) days notice to each Director.
- Section 3. Quorum. A majority of the number of Directors will 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 will be regarded as an act of the Board.

ARTICLE VII
Powers and Duties of the Board of Directors

- Section 1. Powers. The Board of Directors will have the power to:
- (a) adopt and publish rules and regulations governing the community and the use of Common Areas, Common Elements, Common Element easements and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

- (b) suspend the voting rights and right to use of the Common Areas, Common Elements, Common Element Easements and/or facilities of a Member during any period in which such Member will be in default in the payment of any Assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association, and not reserved to the Membership by any other provision of these Bylaws, the Articles of Incorporation, or the Declaration;
- (d) declare the office of a Member of the Board to be vacant in the event such Member will be absent from three (3) consecutive regular meetings of the Board; and
- (e) employ a manager, independent contractors, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It will be the duty of the Board to cause to be kept a complete record of all its acts and corporate affairs, and to present a financial statement 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 (1/4) of the Class A Members who are entitled to vote.

ARTICLE VIII Officers and Their Duties

Section 1. Enumeration of Officers. The Officers of the Association will be a President and a Vice-President, who will at all times be Members of the Board, 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 will take place at the first meeting of the Board following each annual meeting of the Members.

Section 3. Term. The Officers of the Association will be elected annually by the Board and each will hold office for one (1) year unless he/she will sooner resign, or will be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other Officers as the affairs of the Association may require, each of whom will 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 by giving written notice to

the Board, the President or the Secretary. Such resignation will take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of said resignation will not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy will serve for the remainder of the term of the Officer he/she replaces.

Section 7. Multiple Offices. Any number of offices, except the offices of President and Secretary, may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide.

Section 8. Duties. The duties of the Officers are as follows:

President

The President will:

- (a) preside at all meetings of the Board; see that orders and resolutions of the Board are carried out; sign all leases, mortgages, deeds and other written instruments and sign all checks and promissory notes, except as may be delegated to a managing agent.
- (b) supervise all Officers, agents, and employees of the Association, and see that their duties are properly performed;
- (c) as more fully provided in the Declaration:
 - (1) fix the amount of the annual Assessment against each Lot at least thirty (30) days in advance of each annual Assessment period;
 - (2) send written notice of each Assessment to every Owner subject thereto at least thirty (30) days in advance of each annual Assessment period; and
 - (3) perfect and/or enforce the lien against any property for which Assessments are not paid within a reasonable period of time to be determined by the Board (in no event less than thirty (30) days after the due date) or bring an action at law against the Owner personally obligated to pay the same, provided, however, that each first lienholder will be deemed to have received written notification from the Association by the recording of the applicable lien by the Association following a default in the performance by the Owner of a unit encumbered by the lien in favor of such lienholder.

- (d) issue, or 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 will be conclusive evidence of such payment.
- (e) procure and maintain adequate liability and hazard insurance on property owned, controlled or used by the Association, and Directors and Officers liability insurance;
- (f) cause the managing agent of the Association (not including Directors or Officers) having fiscal responsibilities to be bonded;
- (g) cause the Common Area, Common Elements and Common Element Easements to be maintained, provided, however, first lienholders will be granted the right to jointly, or singly, pay taxes or other charges which are in default and which may or have become a charge against any Common Area, or other common property owned, controlled or used by the Association, and such first lienholders may, jointly or singly, pay overdue premiums on hazard insurance policies, or secure new hazard insurance coverage on the lapse of a policy, for such Common Areas or Common Elements. Any first lienholders making such payments will be owed immediate reimbursement therefor from the Association.

Vice-President

The Vice-President will act in the place and stead of the President in the event of his absence, inability or refusal to act, and will exercise and discharge such other duties as may be required of him by the Board.

Secretary

The Secretary will record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and will perform other such duties as required by the Board, all of which may be delegated to a managing agent.

Treasurer

Except to the extent delegated to a managing agent of the Association, the Treasurer will receive and deposit in appropriate bank accounts all monies of the Association and will disburse such funds as directed by resolution of the Board; sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit or review of the Association books to be made at the

completion of each fiscal year; and prepare an annual budget and statement of income and expenditures to be presented to the Membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX
Committees

The Board will appoint an Architectural Review Committee, as provided in the Declaration, and may appoint a Nominating Committee, as provided in these Bylaws. In addition, the Board may appoint other committees as deemed appropriate in carrying out the purposes of the Association.

ARTICLE X
Books and Records

The books, records and papers of the Association will, by appointment during reasonable business hours, be subject to inspection by any Members. The Declaration, the Articles of Incorporation and these Bylaws of the Association will be available for inspection by any Member of the Association, and copies may be purchased at reasonable cost.

ARTICLE XI
Assessments

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special Assessments which are secured by a continuing lien upon the property against which the Assessment is made. Any Assessments which are not paid when due will be delinquent. If the Assessment is not paid within thirty (30) days after the due date, the delinquent Assessment may bear interest and late charges as provided in the Declaration. The Association may bring an action at law against the Owner personally obligated to pay the same, or to foreclose the lien against the property, and interest, late fees, costs, and reasonable attorney's fees of any such action will 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 Areas, Common Elements, Common Element Easements or abandonment of the Lot.

ARTICLE XII
Amendments

These Bylaws may be amended by the Board or by a vote of a majority of a quorum of Members present in person or by proxy at a regular or special meeting of the Members.

ARTICLE XIII
Interpretation

In the event of any conflict or inconsistency between the provision of these Bylaws and the Declaration, the Declaration will prevail and supersede such conflicting or inconsistent provisions of these Bylaws. In the event of any conflict or inconsistency between the provisions of these Bylaws

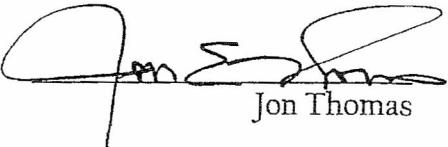
and the Articles of Incorporation, the Articles of Incorporation will prevail and supersede such conflicting or inconsistent provisions of these Bylaws. Neither the Association nor the Board nor any agent or employee will be authorized or empowered to take any action inconsistent with the provisions of the Declaration.

ARTICLE XIV
Miscellaneous

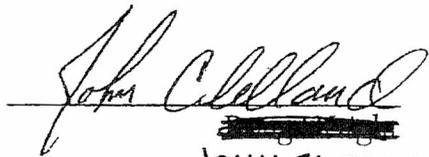
Section 1. The fiscal year of the Association will begin on the 1st day of January and end on the 31st day of December of every year, except the first fiscal year will begin on the date of incorporation and end on the 31st day of December.

Section 2. Voting by the Members will be in accordance with the Declaration.

IN WITNESS WHEREOF, the Directors have hereunto set our hands this 10TH day of FEBRUARY, 2005.


Jon Thomas


Carol Thomas


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JOHN CLELLAND