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HOWARD BALDWIN  
22 E UNIVERSITY BLVD  
TUCSON AZ 85705

**BYLAWS**

of

**CIMARRON FOOTHILLS COMMUNITY ASSOCIATION**

**ARTICLE I - DEFINITIONS**

Section 1. "Association" shall mean and refer to the Cimarron Foothills Community Association, a non-profit corporation, organized and existing under the laws of the State of Arizona.

Section 2. "The property" shall mean and refer to that certain real property particularly described in Article III of the Articles of Incorporation of the corporation and such additions thereto as may hereafter be brought within the jurisdiction of the Association as provided in said Article.

Section 3. "CFCA Land" shall mean and refer to such part of the property as may at any time hereafter be owned by the Association for so long as the Association may be the owner thereof.

**ARTICLE II - PRINCIPAL OFFICE**

Section 1. The principal office of the Association shall be located at 5548 Paseo Cimarron, Tucson, Arizona, 85718, or at such other place in Pima County, Arizona, as the Board of Directors shall determine.

**ARTICLE III - MEMBERSHIP**

The members of the corporation and the voting rights of each member shall be as provided in Article IV of the Articles of Incorporation. Certificates of membership shall be issued to the members on such form as shall be determined by the Board of Directors. Membership rights may be suspended as provided in said Article IV. In the event that such rights have been suspended by reason of non-payment of assessments, upon payment of such assessments and any interest or penalties thereon, the suspended member's rights and privileges shall be automatically restored. In the event such rights have been suspended by reason of the violation of any rule or regulation of the Board regarding the use of any property in Cimarron Foothills Estates or conduct with respect thereto, such suspension shall be terminated at such time as the Board shall determine that such violation has ceased and has been duly corrected. If the Board of Directors has adopted and published rules and regulations governing the use of any of the CFCA Land, common properties or facilities, and the personal conduct of any person in regard thereto, it may, in its discretion, suspend the rights of any person for violation of such rules and regulations for a period of not to exceed thirty (30) days for each such violation.

ARTICLE IV - MEETING OF MEMBERS

Section 1. The regular annual meeting of the membership shall be held in January at a time and place determined by the Board of Directors and specified in the notice of the meeting (amended January 29, 1983).

Section 2. Special meetings of the members for any purpose may be called at any time by the President, the Vice President, or by three or more members of the Board of Directors, or upon the written request of the members who have a right to vote one-fourth (1/4) or more of all of the votes of the entire membership.

Section 3. Notice of meetings shall be given to the members by the Secretary. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the corporation. Each member shall register his address with the Secretary, and notice of the meetings shall be mailed to him at such address. Unless otherwise provided by law, notice of any meeting, regular or special, shall be given personally or mailed not less than ten (10) nor more than fifty (50) days in advance of the meeting and shall set forth in general the nature of the business to be transacted.

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Section 4. In the event that a lot or dwelling unit is owned by more than one person, all persons owning such lot or dwelling unit shall notify the Secretary in writing not less than two days before each meeting as to the person designated to cast the vote on behalf of all such persons owning such lot or dwelling unit; provided that if such designation has been made two (2) days prior to any one meeting, it shall remain in effect as to all subsequent meetings until revoked.

Section 5. At any membership meeting the presence, whether in person or by proxy, of members entitled to vote ten percent (10%) of the total membership vote, shall constitute a quorum for the transaction of business. However, should the nature of the business to be transacted be such that a different quorum is required either by the Articles of Incorporation or the Declaration of Establishment of Conditions, Reservations and Restrictions of Cimarron Foothills Estates, then the quorum therein provided shall govern action on those matters.

Section 6. At all corporate meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary at least 24 hours prior to the meeting. No proxy shall extend beyond the period of eleven (11) months, and every proxy shall automatically cease upon the conveyance by the member of his interest in any lot or living unit or whenever the member granting such proxy ceases to be a member for any reason.

ARTICLE V - BOARD OF DIRECTORS

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Section 1. The property and the affairs of the Association shall be managed and controlled by the Board of Directors. Subject to the restrictions imposed by law, by the Articles of Incorporation or by these Bylaws, the Board of Directors shall exercise all of the powers of the Association.

Section 2. The number of the directors, the election and designation of members of the directors shall be as provided in Article VI of the Articles of Incorporation, except that the term of office shall be two (2) years. No person shall be elected or serve as director if said person is involved directly or as an agent for others in building residential structures upon any lot in Cimarron Foothills Estates for sale to others or for occupancy by others (amended January 29, 1983).

The election and retention of any person other than the above who has any interest directly or indirectly in the financing, management or ownership of any firm, organization or business entity of any type which engages in the fields of building, designing, real estate, architecture, real estate development or other fields similar in nature which has performed work or services or developed or sold property to others within Cimarron Foothills Estates shall be subject to the vote of the majority of the full Board. The Board may vote to bar the election or remove such person from the Board if the Board determines that a conflict or even the appearance of a conflict exists between the person's outside interests and the interests of the Association (added December 7, 1993).

Section 3. Except as to those members of the Board of Directors designated by Cimarron Properties Company, the election of the members of the Board of Directors shall be by written ballot as hereinafter provided. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation. The names receiving the largest number of votes shall be elected.

Section 4. Nominations for election to the Board of Directors shall be made by a Nominating Committee that shall be one of the standing committees of the corporation. The Nominating Committee shall be appointed as provided in Article VII of these Bylaws. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled by election. Nominations shall be placed on a written ballot as provided in Section 5 and shall be made in advance of the time fixed in Section 5 for the mailing of such ballots to the members.

Section 5. All elections of the Board of Directors shall be made on written ballots which shall (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for such vacancies; and (c) contain a space for write-in vote by the members for each vacancy. Such ballot shall be prepared and mailed by the Secretary to the members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day before the annual meeting or special meeting called for elections). Each member shall be mailed a ballot on which he may cast the number of votes to which he is entitled. The completed ballot shall be returned in the manner hereinafter outlined. The ballot shall be placed in a sealed envelope marked "ballot" but not marked in any other way. Such "ballot" envelope shall, in turn, be placed in another sealed envelope which shall bear on its face the name and signature of the member or his proxy, the number of votes being cast and such other information as the Board of Directors may determine will

serve to establish his right to cast the vote or votes stated therein. The ballot shall be returned to the Secretary at such an address as may be clearly designated by the Secretary. Upon receipt of each return, the Secretary shall immediately place it in a safe or other locked place until the day set for the annual or special meeting at which the elections are to be held. On that day the external envelopes containing the "ballot" envelopes shall be turned over, unopened, to an Election Committee which shall consist of three (3) persons appointed by the Board of Directors. The Election Committee shall then adopt a procedure which shall (a) establish that the member is entitled to cast, either personally or by proxy, the number of votes indicated on the outside envelope; (b) that the signature of the member or his proxy on the outside of the envelope is genuine; and (c) if the vote is by proxy, that a proxy has been filed with the Secretary as provided in Article IV, Section 6, and that such proxy is valid. Such procedure shall be taken in such a manner that the vote of any member or his proxy shall not be disclosed to anyone, even the Election Committee. The outside envelope shall thereupon be placed in a safe or other locked place and the Election Committee shall proceed to the opening of the "ballot" envelopes and the counting of the vote. Immediately after the announcement of the results, unless a review of the procedure is demanded by any member present, the ballots and the outside envelopes shall be destroyed.

Section 6. Without limiting the power of the Board of Directors, the Board of Directors shall have the express power (a) to contract for and on behalf of the corporation for such duration as it, in its sole discretion, deems necessary or advisable; (b) to call special meetings of the members whenever it deems it necessary and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting membership; (c) to appoint and remove at its pleasure all officers and agents and employees of the Association, prescribe their duties, fix their compensation and require of them security or fidelity bonds as it may deem expedient, provided that nothing contained in these Bylaws shall be construed to prohibit the employment of any member, officer or director of the corporation in any capacity whatsoever; (d) to levy and assess and collect the annual charges and all other charges referred to in the Declaration of Establishment of Conditions, Reservations and Restrictions of Cimarron Foothills Estates (Declaration); (e) to adopt and publish rules and regulations governing the use of the CFCA Land or community facilities and the personal conduct of the members and their guests thereon; (f) to exercise for the corporation all powers, duties and authority vested in or delegated to this corporation except those reserved to the members in the Declaration.

Section 7. In the event any member of the Board of Directors of the Association shall be absent on three (3) consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting in which such third absence occurs declare the office of said absent Director to be vacant.

Section 8. It shall be the duty of the Board of Directors (a) to 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 is required in writing by one-fourth (1/4) of the voting membership; (b) to supervise all officers, employees and agents of this Association, and to see that their duties are properly performed; (c) to prepare a roster of the property and annual assessments applicable thereto which shall be kept in the office of the corporation and shall be open to

inspection by any member; (d) to send written notice of each assessment to every owner subject thereto; (e) to issue or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any annual assessment has been paid; such certificate shall be conclusive evidence of any charge therein stated to have been paid.

Section 9. A regular meeting of the Board of Directors shall be held in the corporate office specified in Article II of these Bylaws on the last Friday of the months of January, April, July and October at 2:00 p.m., provided that the Board of Directors may, by resolution, change the day, hour, and place of holding such regular meeting. Notice of such regular meeting is hereby dispensed with. If the day of the regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no notice thereof need be given.

Section 10. Special meetings of the Board of Directors shall be held when called by any officer of the corporation or by any two (2) Directors after not less than three (3) days notice to each Director.

Section 11. The transaction of any business at any meeting of the Board of Directors, however called on notice, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum were present and, if either before or after the meeting, each Director not present signs a written Waiver of Notice or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 12. The majority of the Board of Directors shall constitute a quorum thereof.

#### ARTICLE VI - OFFICERS

Section 1. The officers shall be a President, Vice President, Secretary, and a Treasurer and such other officers as the Board of Directors may elect. So long as Cimarron Properties Corporation is entitled to designate any member of the Board, none of the officers need be directors or members. Thereafter, the President and the Vice President shall be members of the Board of Directors.

Section 2. The officers shall be chosen by a majority vote of the Directors present at any meeting at which a quorum is present. Vacancies shall be filled by the Board at any regular or special meeting thereof.

Section 3. All officers shall be elected for a term of one (1) year and until their successors are elected and qualified.

Section 4. The President shall be the chief executive officer of the corporation and as such shall have general supervision of the affairs and property of the corporation and over its several officers, subject to the direction of the Board of Directors. The President shall preside at all meetings of the

Board of Directors, shall see that orders and regulations of the Board of Directors are carried out and, unless otherwise provided by the Board, sign all contracts, notes, leases, mortgages, deeds and all other written instruments which may have been approved by the Board or pursuant to Authority granted by the Board.

Section 5. The Vice President shall perform all of the duties of the President in his absence.

Section 6. The Secretary shall be ex officio the Secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He shall sign all certificates of membership. He shall keep the records of the corporation. He shall record in a book kept for that purpose the names of all the members of the corporation together with their addresses as registered by such members.

Section 7. The Treasurer shall receive and deposit with Stewart Title & Trust of Tucson, as Trustee for the Cimarron Foothills Community Association, all monies of the corporation and shall request such Trustee to disburse such funds as directed by a resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for the disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall prepare an annual budget and an annual balance sheet statement, and the budget and balance sheet statement shall be presented to the membership at its regular annual meeting.

#### ARTICLE VII - COMMITTEES

Section 1. The Nominating Committee shall be a standing committee of the corporation and shall consist of a Chairman and two (2) or more members appointed by the Board of Directors at each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall have the duties and functions described in Article V of these Bylaws.

Section 2. The Board of Directors may appoint other committees at such times as it deems desirable.

#### ARTICLE VIII - BOOKS AND PAPERS

Section 1. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member.

#### ARTICLE IX - CORPORATE SEAL

Section 1. The Board of Directors may obtain a seal of the corporation. Any such seal shall be circular in form having within its circumference the words: Cimarron Foothills Community Association, an Arizona non-profit corporation, Incorporated 1973.

ARTICLE X - INDEMNIFICATION

Each director and officer, whether or not then in office, shall be indemnified by the corporation against all liabilities, costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, such expenses to include the cost of reasonable settlements (other than amounts paid to the corporation itself) made with a view of curtailment of costs of litigation. The corporation shall not, however, indemnify such director or officer with respect to matters as to which he shall be finally adjudged in any action, suit or proceeding to have been derelict in the performance of his duty as such director or officer and in no event shall anything herein contained be so construed as to authorize the corporation to indemnify any such director or officer against any liability or expense by reason of any act known by such director or officer at the time of doing it to be unlawful nor against any liability or expense by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

ARTICLE XI - AMENDMENTS

Section 1. Cimarron Properties Company, its successors or assigns, shall have the right from time to time to amend or repeal these Bylaws until such time as all of the real property described in Article III of the Articles of Incorporation has been subdivided (except that portion thereof, if any, that may be subjected to a townhouse development and/or a horizontal property regime or is used for common or recreational purposes) and when seventy-five percent (75%) by number of all lots then subdivided have been sold. Thereafter, these Bylaws may be altered, amended, or repealed by the affirmative vote of the holders of a majority of the voting power of all the members at any annual meeting, or at any special meeting of members if notice of the proposed amendment be contained in the notice of said special meeting, or by the affirmative vote of a majority of the full Board of Directors at any regular or special meeting, provided notice of said proposed amendment be contained in the notice of the meeting.

Section 2. In the event of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the event of any conflict between the Declaration of Establishment of Conditions and Restrictions of Cimarron Foothills Estates applicable to the property referred to in Article I, Section 2 hereof, and these Bylaws, the Declaration of Establishment of Conditions and Restrictions for Cimarron Foothills Estates shall control.

CIMARRON FOOTHILLS COMMUNITY ASSOCIATION, INC.

Amendment to Bylaws of the Corporation

The Board of Directors, by affirmative vote of the majority of the full Board, does hereby amend Article V, Section 2, by changing it to read in its entirety as follows:

Section 2. The number of directors, the election and designation of members and term of office of the directors shall be as provided in Article VI of the Articles of Incorporation. No person shall be elected or serve as director if said person is involved directly or as an agent for others in building residential structures upon any lot in Cimarron Foothills Estates for sale to others or for occupancy by others.

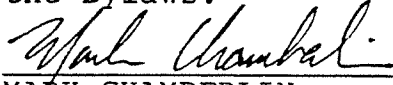
The election and retention of any person other than the above who has any interest directly or indirectly in the financing, management or ownership of any firm, organization or business entity of any type which engages in the fields of building, designing, real estate, architecture, real estate development or other fields similar in nature which has performed work or services or developed or sold property to others within Cimarron Foothills Estates shall be subject to the vote of the majority of the full Board. The Board may vote to bar the election or remove such person from the Board if the Board determines that a conflict or even the appearance of a conflict exists between the person's outside interests and the interests of the Association.

Passed and adopted on the 7th day of December, 1993.

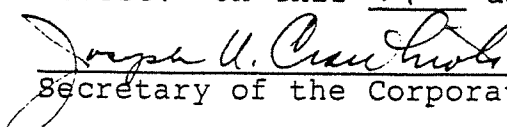
Confirmation

MARK CHAMBERLIN being the President of the Board of Directors, hereby confirms that the foregoing Amendment to the Corporate Bylaws was passed by an affirmative vote of a majority of the full Board of Directors at a regular or special meeting after notice, all of which were in compliance with Article XI, § 1 of the Bylaws.

Date: December 7, 1993.

  
MARK CHAMBERLIN  
As President

Attest: On this 21 day of December, 1993.

  
Secretary of the Corporation



CIMARRON FOOTHILLS COMMUNITY ASSOCIATION, INC.

Amendments to Bylaws of the Corporation

The Membership, by affirmative vote of more than 75% of the owners of the lots located in Cimarron Foothills Estates in the manner required by the Bylaws and the laws of the State of Arizona, did as of June 17, 1995 adopt the following amendments to the corporation's bylaws:

The Bylaws of Cimarron Foothills Community Association are amended as follows:

A. Article IV, § 1. is deleted in its entirety and replaced with the following:

Section 1. The annual meeting of the membership shall be held during the month of January each year at a date, time and place determined by the Board of Directors.

B. Article V, § 2, the first sentence of only paragraph one is deleted in its entirety and replaced with the following, but all other portions of § 2 are to remain as previously amended:

Section 2. The number of Directors shall be as set forth in the Articles. The number may be increased or decreased within the limits in the Articles by a vote of the members at the annual meeting.

C. Article V, § 9 is deleted and replaced in its entirety by the following:


Section 9. The term of office for Directors shall be two (2) years. Directors' regular meetings shall be held monthly on the first Tuesday of each month at a time and place specified by the Board of Directors.

Except as set forth in the foregoing amendments, all other portions of the Bylaws shall remain as originally enacted or previously amended.

Dated this 24th day of July, 1995.

  
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MAX M. ANGLE, as President

Attest:

  
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MARK R. CHAMBERLIN  
Secretary/Treasurer

AMENDMENT TO THE BYLAWS  
OF CIMARRON FOOTHILLS COMMUNITY ASSOCIATION, INC.  
REGARDING THE IMPOSITION OF FINES

This amendment was adopted by a vote of the majority of the members of the Board of Directors ("Board") of CIMARRON FOOTHILLS COMMUNITY ASSOCIATION, INC. at the meeting of the Board of Directors on January 8, 2002. Pursuant to the policies and procedures set forth below, the Association, after notice to the Owner and an opportunity for a hearing, is entitled to impose fines for violations of the Declaration and any Rules adopted by the Board.

1. Demand. Written notice of the Violation ("Notice") shall be sent to the Owner of the Lot and shall specify:
  - a. the alleged violation;
  - b. if the violation is a continuing one, the action required to be taken and a time period of not less than fifteen (15) days within which the Owner must abate the violation;
  - c. if the violation is not continuing, a statement that any subsequent violation of the same provision of the Declaration or Rules of the Association may result in the imposition of a fine;
  - d. that the Owner is entitled to a hearing before any fine is imposed.
  
2. Continuing Violations. Each day a violation continues after the Board has established that a violation has occurred constitutes a separate violation and shall be subject to a fine.
  
3. Notice. After the expiration of the time set for performance in the Notice, if the violation has not been cured, or if the same rule or provision of the Declaration and Rules of the Association is subsequently violated by the same Owner, the Board shall send the Owner a Notice of a Hearing which shall contain:
  - a. a description of the alleged violation;
  - b. the time and place of the hearing, which shall be not less than ten (10) days from the date of the notice;
  - c. an invitation to attend the hearing and produce any statement, evidence, and witnesses on the Owner's behalf;
  - d. the proposed sanction to be imposed, which includes the imposition of a fine and the payment of any attorney fees incurred by the Association, in the event that the Association involves its legal counsel in the matter.
  
4. Hearing. The hearing shall be held in executive session and the Owner shall be afforded a reasonable opportunity to be heard. The Board may reschedule the hearing at the request of the Owner upon a showing of good cause. If the Owner fails to appear at the hearing on the date and time set by the Board,

AMENDMENT TO BYLAWS OF CIMARRON FOOTHILLS COMMUNITY  
ASSOCIATION REGARDING THE IMPOSITION OF FINES

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then the Owner will have waived his/her right to attend. Prior to any sanction becoming effective, the Board shall attach a copy of the Notice of Violation and the Notice of Hearing to the minutes of the meeting. The notice requirement is satisfied if the Owner appears at the meeting. The minutes of the meeting shall, at a minimum, contain a written statement of the results of the hearing and the sanctions, if any, imposed.

5. Service of Notice. Any Notice required to be provided under this Resolution shall be sent to the Owner of the Lot at the property address of the Lot within Cimarron Foothills Community Homeowners Association, Inc. or at any other address provided by the Owner to the Association. Notice shall be deemed given three days after the Association deposits the notice in the U.S. Mail, first class, postage prepaid. In the event the Owner is leasing his/her Lot, the Association may provide a copy of the Notice of Violation to the Owner's tenant.
6. Imposition of Fine an any other Sanctions. At the conclusion of the hearing, the board may excuse the Owner from the hearing and it shall then determine whether a violation has occurred, whether a fine should be imposed, and the amount of such fine (if imposed) shall be determined in accordance with Paragraph 7 and may be based on:
  - a. the seriousness of the violation;
  - b. the effect that the violation has on other owners;
  - c. whether this is a first violation or a continuing violation;
  - d. whether the type of violation poses a danger to property or any person;
  - e. whether the Owner agrees to abate the violation within the time specified by the Board; and
  - f. any other factors deemed relevant by the Board.

After the amount of the fine is determined, the Board shall send notice to the Owner of the amount of the fine, any other sanctions imposed by the Board, the due date of any sums imposed against the Owner, and any other action taken by the Board after the hearing. The board has the power to:

- a. impose a fine for each day that the violation continues;
- b. periodically increase the fine if the violation is not abated within the time specified by the Board;
- c. impose the fine, suspend its imposition and allow the Owner to cure the violation within a time specified by the Board;

AMENDMENT TO BYLAWS OF CIMARRON FOOTHILLS COMMUNITY  
ASSOCIATION REGARDING THE IMPOSITION OF FINES

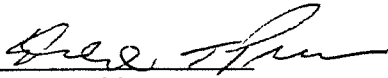
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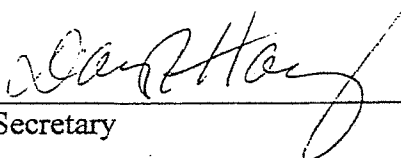
- d. as an additional sanction, require the Owner to reimburse the Association for any attorney fees incurred by the Association which relate to the violation and/or the hearing.
7. Amount of Fines. The maximum amount of the fines for each violation which may be imposed by the Board are as follows:
- a. First violation: up to \$500.00
  - b. Second violation: up to \$750.00
  - c. Third violation: up to \$1,000.00
8. Payment of Fines and/or Penalties. Any fine that is not paid within fifteen days of its due date is delinquent and is subject to a late payment penalty of 10% of the amount due or \$15.00, whichever is greater.
9. Collection. Collection of any fines and penalties may be enforced against any Owner in the same manner as the collection of delinquent assessments.
10. Effective Date. The effective date of this resolution is January 8, 2002.

DATED this eighth day of January, 2002.

CIMARRON FOOTHILLS COMMUNITY ASSOCIATION, INC.

By   
Donald Pierce, President

Attest:

  
Secretary