

AMENDED
AND RESTATED BY-LAWS
OF
SUNRISE PRESIDIO EAST
HOMEOWNERS ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is SUNRISE PRESIDIO EAST HOMEOWNERS ASSOCIATION, hereinafter referred to as "the Association." The principal office of the corporation shall be located in Tucson, Pima County, 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 by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to SUNRISE PRESIDIO EAST HOMEOWNERS ASSOCIATION, its successors and assigns.

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

Section 3. "Common Areas" shall mean all real property owned by the Association as provided in the Declaration.

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

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Lawyers Title of Arizona as Trustee under Trust 7243-T, and its successors and assigns, if such successors or assigns should be so designated in writing by Declarant.

Section 7. "Declaration" shall mean and refer to the Declaration of Establishment of Covenants, Conditions, Restrictions and Easements for Sunrise Presidio East recorded in the Office of the Recorder of Pima County, Arizona at Docket 8429 at Page 1497.

Section 8. "Member" shall mean and refer to those Persons entitled to membership as provided in the Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members shall be held on the third Monday in January at the hour of 7 o'clock p.m. If the day for the annual meeting of the Members is a legal holiday, the meeting will be

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The original documents which are filed with each deed and are available on the web site are the governing legal documents.*
held at the same hour on the first day following which is not a legal holiday. All meetings of the Association shall be conducted in accordance with generally accepted rules of procedure.

Section 2. Notice of Meetings. Written notice of each meeting of the members shall 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 10 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 for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 3. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of one- third (1/3) of the Members who are entitled to vote.

Section 4. Quorum. The presence at the meeting in person or by proxy of twenty- five percent (25%) of the Members who are entitled to vote shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing, signed, dated, identified with the lot number and filed with the Secretary of the Association at or before the appointment time of a meeting. Every proxy shall be revocable, and shall automatically cease upon conveyance by the member of his Lot

Section 6. Voting. Voting rights shall be determined as provided in Article VII of the Declaration.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION/TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) directors, all of whom must be Members of the Association.

Section 2. Term of Office. At the first meeting following turnover to the Association, the Members shall elect one (1) director for a term of three (3) years, and two (2) directors for a term of two (2) years. At each annual meeting thereafter, directors shall be elected for a term of three (3) years.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his/her successor shall be appointed by the majority of the remaining members of the Board and shall serve until the next annual or special meeting of the Association, whereupon the vacancy shall be filled by election of a director by the Members, and the director so elected shall serve for the unexpired term of the previously elected director.

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

Section 5. Action Taken Without a Meeting. The directors shall 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 a majority of the directors. Board minutes should reflect written approval. Any action so approved shall 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 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 Chairperson, who shall be a member of the Board of Directors, and two or more Members of the Association. The Chairperson of the Nominating Committee shall be appointed by the President of the Board of Directors at the first regular meeting of the Board of Directors following the annual membership meeting and shall serve until the close of the next 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 no less than the number of vacancies that are to be filled. Such nominations must be made from among Members.

Section 2. Election. Election to the Board of Directors shall be by written ballot. 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 Declaration. Should there be a tie vote, the successful candidate shall be determined by lot

ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held a minimum of bi-monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should a 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 three voting directors. Notice may be waived at any time by the person entitled to such notice.

Section 3 Quorum. A majority of the directors present 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.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) Adopt and publish rules and regulations governing the use of the Common Areas, and the personal conduct of the Members, their tenants, and their guests thereon, and to establish penalties for the infraction thereof;

(b) Suspend the voting rights and right to use of the recreational facilities of a Member during any period in which such Member shall 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 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 other provisions of these Bylaw, the Articles of Incorporation or the Declaration;

(d) Declare the office of a member of the Board of Directors to be vacant in the event such members shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ a manager, an independent contractor or such other employees as they deem necessary, and to prescribe their duties; except that an attorney or other representative may not be hired to bring an action on behalf of the Association against any person or organization in any court or administrative hearing or before any governmental body, unless at a special meeting of the Members said action is approved by more than fifty percent (50%) of all disinterested Members not personally involved in the proceedings.

(f) Notwithstanding language in Article VIII, Section 8 (a) and (d) to the contrary, any two directors may in the absence of the President, Vice-President, and/or Treasurer sign checks on behalf of the Association.

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

(a) Cause to be kept a complete record of all of its acts and corporate affairs and to present a report thereof to the Members at the Annual Meeting;

(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 assessment against each Lot;

(2) Send written notice of the assessment to every Owner subject thereto;

(3) Place a lien against any property for which assessments are not paid or 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; additionally, maintain adequate Director and Officer Liability coverage;

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

(g) Cause the Common Areas to be maintained; (h) Maintain all commonly used equipment

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and a Vice-President, 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 (1) 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 as 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. Designation 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 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 such resignation shall 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 shall serve for the remainder of the term of the officer whom he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

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

President

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all contracts, leases, mortgages, deeds, and other written instruments, and shall co-sign all checks and promissory notes.

Vice-President

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

Secretary

(c) The Secretary shall record the votes and keep the Minutes of all meeting 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 appropriate 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 review of the Association books at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX

COMMITTEES

Section 1. Architectural Committee: The Board of Directors, at its first regular meeting following the annual meeting of the Association, shall appoint an Architectural Committee, composed of a minimum of three (3) Members of the Association. The Architectural Committee shall have such powers and duties as set forth in the Declaration.

Section 2. Landscape Committee. The Board of Directors, at its first regular meeting following the annual meeting of the Association, shall appoint the Chairperson of the Landscape Committee and the Committee shall be composed of a minimum of three Members of the Association. The Landscape Committee shall have such powers and duties as set forth in the Declaration. The Committee shall be responsible for all common areas and monitoring of homeowners' front yard landscaping.

Section 3. Nominating Committee. The Chairperson of the Nominating Committee shall be appointed by the President at the first regular meeting following the annual membership meeting.

Section 4. General. Such other committees, as may be deemed appropriate in carrying out the purposes of the Association, may be appointed by the Board of Directors:

ARTICLE X

INDEMNIFICATION

Every officer or director of the Association may be indemnified by the Association against all expenses, liabilities and penalties, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party or in which he may become involved by reason of any act or omissions alleged to have been committed by him while acting within the scope of his employment as a director or officer of the Association, including any settlement thereof, provided that the Board of Directors determines that such person acted in good faith and did not act, fail to act or refuse to act willfully with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or proceeding.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Association or was serving at the request of the Association as a director or officer against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Association would have had the power to indemnify him against such liability under this Article.

The right of indemnification hereinabove provided shall not be exclusive of any rights to which any director or officer of the Association may otherwise be entitled by law.

ARTICLE XI

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XII

ASSESSMENTS

As more fully provided in Article VIII, Section 2 of the Declaration, each Member is obligated to pay to the Association all assessments. Any assessments which are not paid within thirty (30) days of the due date shall be delinquent, shall constitute a lien on the Lot of the Owner who fails to pay them and shall bear interest from the date of delinquency at the rate of prime plus 2% per annum or as provided in the Declaration. The Association may bring an action at law against the Owner personally obligated to pay the assessment or foreclose the lien against the property, and interest, costs and reasonable attorneys' fees of any such action or foreclosure 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 Areas.

ARTICLE XIII

CORPORATE SEAL

The Association shall have a seal as is shown at the right of this Article.

ARTICLE XIV

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of the Members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XV

MISCELLANEOUS

Section 1. Fiscal Year The Fiscal Year of the Association shall begin on the first day of January and end on the last day of December of every year.

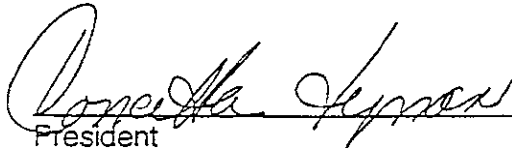
Section 2. Gender/Number. The masculine, feminine or neuter gender, and the singular or plural number shall each be allowed to include the others whenever the context so indicates.

ARTICLE XVI

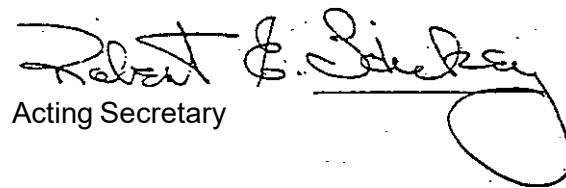
ACTION AGAINST DECLARANT

Notwithstanding any other provision of these By-Laws, the Board of Directors, or their officers or agents, shall not take an action against or hire any agent to take any action against the Predecessor Declarant, or its agents, whether such action involved a governmental proceeding, court proceeding or any other direct or indirect action against the Predecessor Declarant, or its agents, without obtaining approval of such action from fifty-one percent (51%) or more of the members entitled to vote, excluding the Predecessor Declarant

IN WITNESS WHEREOF, I have executed these Amended and Restated By-Laws
this 19 day of January, 1993


President

ATTEST:


Acting Secretary

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SUNRISE PRESIDIO EAST HOMEOWNERS ASSOCIATION
5455 N. Via Arancio
Tucson, Az 85715

January 20, 1992

Mike Boyd
Pima County Recorder
115 N. Church Ave.
Tucson, Az 85701-1199

AMENDED By laws

Dear Sir:

Request the following mendment to Article IV, Section 1 and 2 of the By-lava of Sunrise Presidio East Homeowners ~~Board of Directors~~ accomplished:

~~Section 1.~~
~~be managed~~ Bylaws Article IV Sunrise Presidio East
~~members of~~

Selection: Term of Office
Number. The alfairea of th a aaociation ahaill
by a Board of Five (5) Directors who muat be
the aaociation.

section 2. Term of Office. At each annual meeting the
member•ahall elect one (1) or two (2)Director• aa
applicable.to. till a vacancy or vacancies tor a period
of three years.

The Sunriee Preaidio Eaast Subdiviaion ia recorded
in Book 42, Page 64 or Mapa and Plata, Pima county Recorda.

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ahip on January 20, 1992 at 5550 N. Paaeo Otone, Tucaon,
AI: 85715

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Concetta Tynan
President

cfhd.ll/1.
Elia:abeth B. Mayer
Secretary