

**RULES AND REGULATIONS
AND DESIGN GUIDELINES
COTTONFLOWER-GOODYEAR COMMUNITY ASSOCIATION**

INTRODUCTION

This manual contains the Rules and Regulations and Architectural Guidelines established by the Board of Directors of Cottonflower Homeowners Association. The Rules and Regulations and Design Guidelines have the same force and effect as if they were set forth within the CC&R's. Additional or revised Rules and Regulations and Design Guidelines may be enacted in the future and distributed to the members of the Association. Additional or revised Rules and Regulations and Design Guidelines will be subject to the enforcement provisions set forth herein and shall become effective upon adoption. Some of the references outlined in this manual merely highlight provisions of the CC&R's. In the event any conflict arises between any provision of the Rules and Regulations and any provisions of the CC&R's, Articles of Incorporation or Bylaws, the provisions of these Rules and Regulations and Design Guidelines shall be superseded by the provisions of the CC&Rs, Articles of Incorporation or Bylaws. We encourage each of you to review this manual as well as the CC&R's.

These Rules and Regulations are intended to be of benefit to homeowners and tenants alike. Homeowners are responsible for the compliance of their tenants with the CC&R's, Articles of Incorporation, Bylaws and Rules and Regulations and Design Guidelines, and to the extent permitted by law, liable for all violations and losses caused by such tenants. Though these policies may seem restrictive in nature, they are designed as guidelines for good community relations and to protect your investment.

Violations of these Rules and Regulations and Design Guidelines and other documents referenced above may result in the imposition of fines, penalties, attorney's fees and costs. The Board of Directors sincerely believes that your careful review of these documents will make your ownership at Cottonflower more enjoyable and will facilitate communication and cooperation throughout the community.

**RULES AND REGULATIONS AND DESIGN GUIDELINES
FOR
COTTONFLOWER-GOODYEAR COMMUNITY ASSOCIATION**

JULY, 2001

A. ARCHITECTURAL APPROVAL Except for improvements installed or constructed by Declarant or any homebuilder, no construction, building, additions, modifications, improvements, alterations, repairs, excavation, grading, landscaping or other work which in any way alters the exterior appearance of any Lot or the improvements located thereon from their natural or improved state existing on the date that such Lot and the completed residence thereon were first conveyed by Declarant to an Owners shall be made or done without the prior approval of the Architectural Committee. No changes or deviations in or from the plan and specifications approved by the Architectural Committee shall be made without the prior written approval of the Architectural Committee. Nothing contained herein shall be construed to limit the right of an Owners to make interior alterations within his Lot which are not Visible from Neighboring Property.

Homeowners may obtain an Architectural Request Form from Associated Asset Management by calling (602) 957- 9191 or fax (602) 957-8802.

B. ARCHITECTURAL COMMITTEE The Architectural Committee shall adopt, and may from time to time amend, supplement, and repeal, architectural and landscaping standards and application procedures and shall make the same available too Owner. Such standards and procedures shall interpret, implement and supplement the CC&R's and shall set forth procedures for Architectural Committee review. Such standards and procedures may include, without limitation, provisions regarding (a) architectural design, with particular regard to the harmony of the design with surrounding structures and topography, (b) landscaping design, content and conformance with the character of the Property, and permitted and prohibited plants (c) requirements concerning exterior color schemes, exterior finishes and materials, and (d) signage. Such standards and procedures shall have the same force and effect as the rules and regulations promulgated hereunder by the Board. Such standards and procedures and all amendments, supplements, repeal or replacements to or of such standard and procedures shall be subject to the approval of the Board.

C. PETS Pursuant to Article 14 Section 14.6 of the CC&R's, subject to the provisions of Nuisances Clause and the Safe Condition Clause (14.7 and 14.19) of the CC&R's, a reasonable number of household pets, including dogs, cats, fish, and birds may be kept on any Lot or Parcel without the prior approval of the Board. All additional pets are prohibited unless approved in advance by the Board. No animal shall be kept, bred or maintained for any commercial purpose,

and except as otherwise provided above, no animals of any kind shall be raised, bred or kept on any Lot or in or upon any Common Areas. No animal shall be allowed to become a nuisance, whether by making an unreasonable amount of noise or otherwise. All pets shall be leashed or otherwise appropriately restrained when in any part of the Property other than the Private Yard or a residence. Upon the request of any Owner, the Board shall determine in its sole and absolute discretion, whether, for the purposes of this Section 14.6, a particular animal is a nuisance. The Association may, from time to time, adopt additional rules and regulations with respect to maintaining pets on any Lot or Parcel, which may limit the specific number of one or more kinds of animals. Owners are responsible for the immediate removal of pet waste in the Common Areas and public areas in the community. The Board may establish a system of fines or charges for any infraction of the foregoing. No dog runs, animal pens, or similar pet enclosures which are visible from neighboring property may be erected on any Lot unless approved by the Architectural Committee.

D. ANTENNAS AND SATELLITE DISHES Pursuant to Article 14 Section 14.12 of the CC&R's, no television, radio, radio shortwave or other antenna, pole or tower or satellite dish shall be placed, constructed or maintained upon the Property (including but not limited to within the boundaries of any Lot, or upon the roof or exterior walls of any Dwelling Unit or other structure). Notwithstanding the foregoing, an antennae (i) that is designed to receive direct broadcast satellite service, including direct-to-home satellite services, that is one meter or less in diameter (ii) that is designed to receive video programming services via multipoint distribution services, including multichannel multipoint distribution services, instructional television fixed services, and local multipoint distribution services, and that is one meter or less in diameter or diagonal measurement, (iii) that is designed to receive television broadcast signals, or a mast supporting an antennae described in clauses (i), (ii), or (iii) of this paragraph shall be permitted provided (a) where the antenna, pole or tower or satellite dish is installed upon the roof of a Dwelling Unit or other structure, the antennae, pole or tower or satellite dish is fully screened and concealed so not to be Visible from Neighboring Property, by a parapet wall that conforms architecturally with the structure of the Dwelling Unit or other structure, or (b) in all other cases the antenna, pole, tower or satellite dish is fully and attractively screened or concealed so as not to be Visible from Neighboring Property, which means of screening or concealment shall, in either case, (a) or (b) be subject to the regulations and reasonable approval of the Architectural Committee. Any such approval may be subject to an expedited review, upon request of the applicable Owner.

E. BASKETBALL EQUIPMENT No more than one basketball hoop, the rim of which may not exceed ten feet in height, may be kept on any Lot or Parcel without prior written approval of the Board. All additional basketball equipment shall be prohibited unless approved in advance by the Board. The pole of the basketball goal is to be painted to match the color of the home and the net must be kept in good repair at all times. Failure to maintain the goal will result in a request for removal of the basketball goal until such time as it is repaired.

F. CLOTHESLINES Pursuant to Article 14, Section 14.14 of the CC&R's, outside clotheslines or other outside facilities for drying or airing clothes shall not be erected, placed, or maintained on the Property unless they are within the Private Yard on a Lot or Parcel and are not Visible from Neighboring Property

G. VEHICLES Pursuant to Article 14, Section 14.8 of the CC&R's, except as specifically permitted by the Board, all vehicles, including without limitation, boats, trailers, motor homes, campers, trucks classed by manufacturer capacity rating as exceeding 3/4 ton, or unlicensed or inoperative vehicles, shall be parked or stored upon that portion of the Lot or Parcel which is screened or not otherwise Visible from Neighboring Property or an adjacent public street of the Project. Notwithstanding the foregoing, vehicles may be temporarily parked or stored on a Lot or Parcel or the adjacent street for purposes of loading and unloading. No vehicle shall be disassembled, dismantled or rebuilt in any Lot or Parcel unless it is adequately screened and is not Visible from Neighboring Property or an adjacent public street of the Project, or upon the Common Areas or the public streets of the Project.

H. CHILDREN'S PLAY STRUCTURES Children's play structures that are Visible from Neighboring Property may be erected only in the Private Yard and only after approval by the Architectural Committee. If the structure is Visible from Neighboring Property, the structure must remain a natural wood color or be painted a color to match the color of the Detached Dwelling Unit. Without limiting the foregoing, the color and use of any shade canopy for the children's play structures must be approved by the Architectural Committee.

I. DECORATIVE ITEMS All front yard exterior decorative items require written approval from the Architectural Committee prior to placement or installation. This includes, but is not limited to, iron work, fountains, statues and personalized name plates. Holiday decorative items do not require approval, however, decorative items shall not be displayed more than 30 days prior to the actual holiday or more than 30 days after the actual holiday.

SEASONAL AND DECORATIVE FLAGS Seasonal and decorative flags which are displayed on house or garage mounted brackets or flagpoles must be kept in good repair at all times. If you intend to install a flagpole, this must be submitted for approval by the Architectural Committee prior to installation. If you will be using brackets on the house, please paint them to match the color of the home. Seasonal flags must be removed within 30 days of the date of the holiday. Flags must be maintained in a good condition at all times. Torn, ripped, faded, etc. constitute grounds for fines and/or removal. Flags may not be offensive to neighbors or the Association. The Board of Directors, at its sole discretion, shall make this determination on a case by case basis.

J. FENCES/WALLS AND GATES Except as may be installed by the Declarant, no boundary or enclosure fence or wall, other than the wall of the Detached Dwelling Unit constructed on the Lot, may be constructed on any Lot without the prior approval of the Architectural Committee. In addition, no fence or wall of the type described in the previous sentence will be more than six (6) feet in height. All gates will be no higher than the adjacent fence or wall. The exterior appearance, color, or finish of the side of any Fence that is visible from any street located within or adjacent to the Property may not be modified from the condition originally constructed by the Declarant unless approved by the Architectural Committee. The design, material, or construction of any Fence may not be altered or changed without the approval of the adjoining Owners, if any, and the Architectural Committee. A Fence may not be painted or stuccoed without the prior approval of the Architectural Committee.

K. GUTTERS AND DOWNSPOUTS Gutters and downspouts may be installed so long as the gutters and downspouts are painted to match the color of the home that they are mounted on. All downspouts must be directed so as not to drain on neighboring property or the common areas.

L. HOSES Hoses must be wound on a reel, housed in hose potteries or concealed from view at all times that the hose is not in use. Hoses cannot be left laying in the front or side yards or wrapped around the front yard hose bib.

M. LANDSCAPE GUIDELINES Pursuant to Article 14, Section 14.2 of the CC&R's, the landscaping on the portion of each Lot which is Visible from Neighboring Property (including, but not limited to, the front yard of the Lot) shall be completed no later than six months after the Lot is initially conveyed to a Public Purchaser. No landscaping (other than landscaping installed by Declarant) shall be erected, placed or maintained anywhere in or upon a Lot or Parcel unless the plans for such landscaping have been approved by the Architectural Committee.

Drainage No owner shall interfere with the drainage established for the property or any other property adjacent to his or her lot.

Granite If decomposed granite is used, it must be of an earth tone color and not white, green, or other bright colors. All rock areas shall be treated with a pre-emergent weed control at regular intervals to retard weed growth.

Lighting Except as originally installed by the Declarant or as otherwise approved by the Architectural Committee, no spotlights, flood lights, or other high intensity lighting will be placed or utilized upon any Lot so that the light is directed or reflected on any Common Area or any other Lot.

Encroachment No tree, shrub, or planting of any kind on any Property will be allowed to overhang or otherwise to encroach upon any neighboring Lot, sidewalk, street, pedestrian way, or Common Area in the area between ground level to a height of ten (10) feet

Materials Storage of all materials, e g , rock, lumber, plants, sod, granite, etc , shall be screened from view from the street and from all adjacent properties Temporary placement of materials is permitted for a maximum of seven days

Once landscaping is installed, the Owner is responsible for keeping the Lot or Parcel free of weeds, trash, and debris at all times The plant material and trees shall be kept trimmed in a neat and attractive condition at all times If turf is used, the turf should be mowed, edged and trimmed as needed to maintain the lot in a neat and attractive fashion at all times Any homeowner installing turf must overseed the turf with winter rye or similar winter grass to ensure a green lawn year round

N. AIR CONDITIONERS Pursuant to Article 14, Section 14 10 of the CC&R's, no window air conditioners or portable units of any kind which are Visible from Neighboring Property shall be installed in any Lot or Parcel No heating, cooling, ventilating or air conditioning units, or solar panels or equipment shall be placed on any Lot or Parcel so as to be Visible from Neighboring Property, unless approved by the Architectural Committee

O. SIGNS Pursuant to Article 14, Section 14 5 of the CC&R's, no sign of any kind shall be displayed to the public view on any Lot or Parcel or any Common Areas without the approval of the Board except (a) such signs as may be used by Declarant in connection with the development and sale of Lots or Parcels, and (b) one "For Sale" or "For Rent" sign on each Lot or Parcel, which sign shall have a total face area of four (4) feet or less and the location of such sign may be dictated by rules and regulations of the Board or Architectural Committee

- a Security signs Each Lot or Parcel may have one security sign displayed on the lot The sign must be kept in good repair at all times and not be allowed to become faded or weathered If the condition deteriorates, the sign must be removed immediately
- b Any signs required by legal proceedings may be posted in accordance with the appropriate regulations and must be mandated by a legal entity

P. SCREEN/SECURITY DOORS Screen/security doors must be approved in writing by the Architectural Committee prior to installation, unless the proposed door colors match the trim, body or some color of the homes exterior

Q. SUNSCREENS Bronze, gray, brown, beige or charcoal sunscreen material may be installed The frame for window screens must closely match the existing window frames All sunscreens must be submitted for approval

R. SWIMMING POOL Pools may NOT be back washed into other Lots, the Common Areas or public streets

REMOVAL OF ANY PERIMETER WALL FOR THE INSTALLATION OF A POOL REQUIRES A \$1,000 00 DEPOSIT, PLEASE CONTACT YOUR COMMUNITY MANAGER FOR DETAILS.

S. TRASH Pursuant to Article 14, Section 14 13 of the CC&R's, no garbage or trash shall be kept, maintained or contained in any Lot or Parcel so as to be Visible from Neighboring Property except in sanitary containers with lids or covers Sanitary containers placed in public view for collection shall be promptly stored out of public view after collection

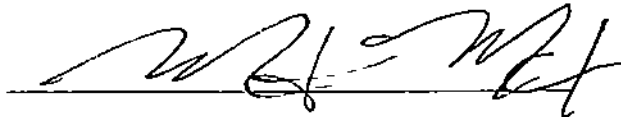
T. WINDOW COVERINGS Permanent window coverings must be installed within 90 days of close of escrow No reflective materials including, but not limited to, aluminum foil, reflective screens or glass, mirrors or similar type items, shall be permitted to be installed or placed on the outside or inside of any windows which are Visible from Neighboring Property without the prior written approval of the Board

UNANIMOUS CONSENT TO ACTION BY THE BOARD OF DIRECTORS
OF COTTONFLOWER-GOODYEAR COMMUNITY ASSOCIATION
C/O ASSOCIATED ASSET MANAGEMENT
2400 E ARIZONA BILTMORE CIRCLE, SUITE 1300
Phoenix, AZ 85016
(602) 957-9191

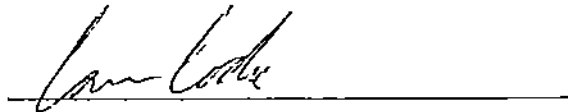
The undersigned, constituting all of the members of the Board of Directors of Cottonflower-Goodyear Community Association, Inc an Arizona nonprofit corporation, hereby take the following actions in writing and without a meeting pursuant to Article III, Section 11 of the Bylaws of Cottonflower-Goodyear Community Association, and to Section 10-2548, Arizona Revised Statutes, which actions shall have the same force and effect as if taken by the Board at a duly called meeting of the board

RESOLVED, that the Board of Directors of the Cottonflower-Goodyear Community Association, Inc hereby adopt the following Rules and Regulations

IN WITNESS WHEREOF, the undersigned have executed this consent as of
Sept - 27, 2001



Michael Roston



Cameron Cooke