

HEATHER PLACE HOMES ASSOCIATION

Bylaw Amendment

February 17, 1996

Article III, Section 4,

The presence at a meeting, either in person or by proxy, of members entitled to cast at least one-tenth (10%) of the votes entitled to be cast shall constitute a quorum.

HEATHER PLACE HOMES

Bylaw Amendment

November 18, 1997

Article IV, Section 1,

Number. The affairs of this Association shall be managed by a Board of not less than three (3) nor more than five (5) Directors, but shall always consist of an odd number.

Amended, Article IV, 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. Any director missing two or more meetings in a one-year period may be removed by the remaining members of the board. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve the unexpired term of his predecessor.

**HEATHER PLACE HOMES ASSOCIATION
BYLAW AMENDMENT
May 25, 1999**

Article IV, Section 2:

TERM OF OFFICE. Beginning with the 1999 Annual Membership Meeting two directors elected shall serve for a term of two years and two directors for a term of one year, or until their successors are appointed and qualified.

At the first meeting of the Board of Directors following the 1999 Annual Membership Meeting, Directors will resolve among themselves who will serve the two-year terms and who will serve the one-year terms. Thereafter directors shall be elected for a term of two years.

BY - LAWS
OF
HEATHER PLACE HOMES ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is HEATHER PLACE HOMES ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION." The principal office of the corporation shall be located at 5777 S. Rural Road, Suite 3, Tempe, Maricopa County, Arizona, but meetings 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

The terms used herein shall be and are defined as said terms are defined in the Declaration of Covenants, Conditions and Restrictions applicable to the real property subject to the jurisdiction of the Association.

ARTICLE III
MEETINGS OF MEMBERS

Section 1. Annual Meeting. The first annual meeting of

the members shall be held within one year from the date of incorporation of the Association, on the date specified in the Articles of Incorporation, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter at the hour of 7:00 P.M. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour of 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 or by the board of directors, or upon written request signed by one-fourth (1/4) of the Class A members.

Section 3. 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 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 shall 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 proxies entitled to cast, a majority of the votes which all members of each class of membership are entitled to cast on the particular matter, shall constitute a quorum for any action, except as otherwise provided in the Articles

of Incorporation, the Declaration of 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 and filed with the Secretary. Each proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

ARTICLE IV

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a board of four Directors, who need not be members of the Association.

Section 2. Term of Office. The directors shall hold office for one (1) year, or until their successors are appointed and qualified.

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 successor shall be selected by the remaining members of the board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association.

However, any director may be reimbursed for his actual expenses incurred in the performance of his 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 all the directors.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the board of directors may 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 (3) days notice to each director.

Section 3. Quorum. A majority of the 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.

ARTICLE VI

POWER 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 area 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 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 power, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these By-Laws, 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 member 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.

(f) adopt, amend and rescind By-Laws for 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 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 any Class
A member entitled to vote:

(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, to:

(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; and

(3) record a notice and claim of lien against any
property for which assessments are not paid, and
foreclose the same within a reasonable time and bring an
action at law against the owner personally obligated to
pay the same.

(d) issue, or cause an appropriate officer to issue upon
demand to 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; and

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

(f) cause all officers or employees having fiscal
responsibilities to be bonded, if it deems appropriate; and

(g) cause the common area to be maintained.

ARTICLE VII

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 (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. 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 shall take effect on the date of receipt of such notice or 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 he replaces.

Section 7. Multiple Offices. The offices of president and secretary may not be held simultaneously by the same person. One person may simultaneously hold more than one of any of the other offices, including 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 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 his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him ^{her} by the board.

Secretary

(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 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; and prepare a statement of income and expenditures to be presented to the membership at its regular annual meeting.

ARTICLE VIII

COMMITTEES

The Association shall appoint an architectural committee as provided in the Declaration. In addition, the board of directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS, OFFICERS, ETC.

Section 1. Directors and Officers; Third Party Actions.

The Association shall indemnify any director or officer of the Association who was or is a party or is threatened to be made a party to any threatened, pending or completed actions, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was an authorized representative of the Association (which, for the purposes of this Article, shall mean a director, officer, employee or agent of the

Association or a person who is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise) against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was lawful.

Section 2. Directors and Officers, Derivative Actions.

The Association shall indemnify any director or officer of the Association who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was an authorized representative of the Association, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed

to be in, or not opposed to, the best interests of the Association and except that no indemnification shall be made in respect of any claim, issue or matter (as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the Superior Court of the county in which the principal office of the Association is located or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the Superior Court or such other court shall deem proper.

Section 3. Employees and Agents. To the extent that an authorized representative of the Association who neither was nor is a director or officer of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article or in defense of any claim, issue or matter therein, he shall be indemnified by the Association against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith. Such an authorized representative may, at the discretion of the Association, be indemnified by the Association in any other circumstances to any extent if the Association would be required by Sections 1 and 2 of this Article to indemnify such person in such circumstances to such extent if he were or had been a director or officer of the Association.

Section 4. Procedure for Effecting Indemnification.

Indemnification under Sections 1, 2 or 3 of this Article shall be made when ordered by court (in which case the expense, including attorneys' fees, of the authorized representative in enforcing such right of indemnification shall be added to and be included in the final judgment against the Association) and may be made in a specific case upon a determination that indemnification of the authorized representative is required or proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made:

(1) By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or

(2) If such a quorum is not obtainable, or, even if obtainable a majority vote of a quorum of disinterested directors so direct, by independent legal counsel in a written opinion, or

(3) By the members.

Section 5. Advancing Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of a director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as required in this Article or authorized by law and may be paid by the Association in advance on behalf of any other authorized

representative when authorized by the board of directors upon receipt of a similar undertaking.

Section 6. Scope of Article. Each person who shall act as an authorized representative of the corporation, shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this Article.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of members or disinterested directors, statute or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Association and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X

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 a 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 shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten (10%) 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 each 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 XII

CORPORATE SEAL

The Association shall have a seal in a form approved by the board of directors.

ARTICLE XIII

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the board of directors for that purpose, by a vote of a majority of the votes entitled to be cast by the directors present.

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.

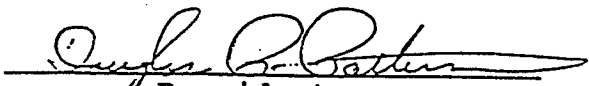
ARTICLE XIV

FISCAL YEAR

The fiscal year of the Association shall begin on the _____ day of _____, 19____, and end on the _____, day of _____ of every year, except that the first fiscal year shall begin on the date of incorporation.

CERTIFICATION

I hereby certify that the foregoing By-Laws were adopted by the board of directors of the Association at a meeting called for that purpose on the _____ of _____, 19____.



President

