

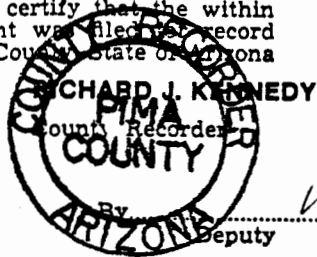
STATE OF ARIZONA }
COUNTY OF PIMA } ss.

Witness my hand and Official Seal.

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FORM 4-13

I hereby certify that the within
instrument was filed for record
in Pima County, State of Arizona



No.

22585

Book.....

7971

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112-126

Date:

FEB 12 '87 - 8AM

Request of:

Green Valley Desert
Hills III West, Inc.

Fee:

18.00

GREEN VALLEY DESERT HILLS III WEST, INC.
HOMEOWNERS ASSOCIATION

BY-LAWS

REVISED EDITION - FEBRUARY 10, 1987

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GREEN VALLEY DESERT HILLS III WEST, INC.
HOMEOWNERS ASSOCIATION

BY-LAWS

REVISED EDITION - FEBRUARY 10, 1987

ARTICLE I - HISTORY AND PURPOSE

This instrument is a revision of the original By-Laws governing Green Valley Desert Hills III West, Inc. (the Corporation) that were applicable during the period from 1 December 1978, when the Corporation was part and parcel of Green Valley Desert Hills No. 3, Inc., until 23 October, 1984 when the Corporation was approved by the Arizona Corporation Commission as a separate incorporated Homeowners association, and afterward until the date of adoption of the revised By-Laws as indicated by the revised-edition date above.

The revised instrument below replaces in its entirety, and its applicable amendments, the By-Laws of Green Valley Desert Hills No. 3, Inc. of 1 December 1978 as filed with the Arizona Corporation Commission on 20 December 1978 and recorded in Book 5930, Pages 412-417, in the Office of the Recorder, Pima County, State of Arizona, under which Green Valley Desert Hills III West, Inc. had been operating until the date of adoption of this Instrument.

ARTICLE II - DEFINITIONS

SECTION 1. The terms "Corporation" and "Association" are used synonymously herein to mean Green Valley Desert Hills III West, Inc., a non-profit corporation organized as a Homeowners Association and existing under the ordinances of Pima County and the laws of the State of Arizona.

SECTION 2. "The properties" means:

Green Valley Desert Hills III West, Inc., Lots 415 through 545 inclusive, and Common Area B, being a subdivision of a portion of the San Ignacio de La Canoa Land Grant, Pima County, State of Arizona, as recorded in Book 31 of Maps and Plats at Page 25, Sheet 3 of 4, in the Office of the Recorder, Pima County, State of Arizona.

ARTICLE II (Continued)

SECTION 3. "Member" means a private property owner within the Corporation.

SECTION 4. "Common Properties" means any properties, real or personal, now owned or which may be acquired in the future and held by the Corporation for the common benefit and enjoyment of the Members of the Corporation, including but not limited to Common Area B on the recorded Plat and Map referenced in Article II, Section 2.

SECTION 5. "CCR's" means the Declaration of Covenants, Conditions and Restrictions of the Corporation as recorded in Book _____, Pages _____ through _____, in the Office of the Recorder, Pima County, State of Arizona, and any amendments thereto.

SECTION 6. "The Board" means the five Members elected to serve as the Board of Directors of the Corporation.

ARTICLE III - PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT

SECTION 1. Each Member shall be entitled to the use and enjoyment of the Common Properties as regulated by the CCR's and these By-Laws.

SECTION 2. Any Member may delegate his rights of enjoyment in the Common Properties to the members of his/her immediate family who reside upon the Member's property, or to any tenants who reside thereon, subject to any limitations set forth in the CCR's and these By-Laws. The rights and privileges of such person(s) are subject to suspension to the same extent as those of the Member.

SECTION 3. The Directors of the Corporation may adopt and publish rules and regulations and any changes thereto, governing the use of the Common Properties and facilities, and of the personal conduct of any person or persons thereon.

ARTICLE IV - COMPOSITION AND ELECTION OF DIRECTORS; FUNCTION OF
NOMINATING AND ELECTION COMMITTEES

SECTION 1. The Board shall be composed of no less than five Directors, each of whom shall be a Member of the Corporation.

a. Directors shall be elected at each Annual Meeting of the Corporation.

b. Each Director shall serve for a three-year term.

c. The number of Directors to be elected at each Annual Meeting shall be the number required to fill vacancies occurring on the Board due to completion of terms of office.

SECTION 2. Election to the Board shall be by written ballot. At such election, Members or their Proxies may cast one vote for each Board vacancy multiplied by the number of lots owned by the voting Member. Persons receiving the largest number of votes for each Board vacancy shall be declared elected. Cumulative voting is not permitted.

SECTION 3. Nominations for election to the Board shall be made by a Nominating Committee which shall be one of the Standing Committees of the Corporation.

SECTION 4. The Nominating Committee shall consist of a Chairperson, who shall be a Director, and two or more Members of the Corporation.

SECTION 5. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but no less than the number of Board vacancies to be filled. Each person nominated shall be a Member of the Corporation.

SECTION 6. The report of the Nominating Committee shall be mailed or hand-delivered by the Secretary of the Corporation to each Member, to the last address reported to the Secretary by each Member, at least twenty days in advance of the Annual Meeting.

ARTICLE IV - (Continued)

SECTION 7. The Elections Committee shall be appointed by the President for the purpose of counting ballots, and reporting on the election of Directors, at the Annual Meeting. Each member of the Elections Committee shall be a Member of the Corporation. The Elections Committee shall supervise all procedures concerning elections to the Board of Directors.

SECTION 8. Elections shall be made on a written ballot. It shall contain:

a. A statement of the number of Board vacancies to be filled and the term of office.

b. The names of all persons nominated for Board vacancies by the Nominating Committee.

c. A space for a write-in vote for each of the number of Board vacancies to be filled.

SECTION 9. A separate sheet shall accompany the ballot containing brief biographies of the nominees.

SECTION 10. From among Board members the Board shall elect Officers of the Corporation consisting of a President, Vice President, Secretary and Treasurer. This election shall take place at a Special Meeting of the Board which shall be held immediately following the Annual Meeting of the Association in February.

ARTICLE V - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. The Board shall have the following powers and responsibilities:

a. To call Special Meetings of the Corporation, whenever it deems necessary; or, upon written request of ten percent of the Members.

b. To appoint or remove at its pleasure all officers, agents and employees of the Corporation, prescribe their duties, set any compensation, and require of them such securities or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any Member, Officer or Director of the Corporation in any capacity whatsoever.

ARTICLE V, SECTION 1 - (Continued)

- c. To establish, assess and collect assessments.
- d. To adopt and publish rules and regulations governing the use of the common properties and facilities of the Corporation and the personal conduct thereon of the Members, their relatives, guests and tenants.
- e. To exercise for the Corporation all powers, duties and authority vested in or delegated to the Corporation except those reserved to the Members.
- f. In the event that any Director of the Corporation shall be absent from five consecutive Board Meetings, action may be taken by the Board during the meeting at which the fifth consecutive absence occurs, to declare the office of said absent Director to be vacant.
- g. If the office of any Director shall be declared vacant by the Board due to resignation, incapacitation, or being absent from five consecutive Board meetings, the Board shall be empowered to appoint a Corporation Member to fill out the term of the Director whose office has been so vacated, and shall do so within a period of sixty days after the declaration of such vacancy.

SECTION 2. The Board shall have the duty:

- a. To keep a complete record of all its acts and affairs and to present a statement thereof to the Members at the Annual Meeting.
- b. To supervise all officers, agents and employees of the Corporation.
- c. With respect to Association assessments of Members:
 - 1) To prepare a roster of Members' lots and assessments applicable thereto which shall be kept by a Corporation Officer and shall be open to inspection by any Member.
 - 2) To send written notice of annual assessment to every Member of the Corporation subject thereto.
 - 3) Assessments levied by the Association are payable by each Homeowner within thirty days after the date of mailing and/or distribution by the Treasurer of the Association. Assessments will be declared delinquent if remittance is not received by the Treasurer from any Homeowner within the thirty-day period.

ARTICLE V, SECTION 2c - (Continued)

4) Annual Assessments shall be determined by the Board after presentation to all Homeowners of a proposed Annual Budget for the forthcoming fiscal year of the Association. This Budget shall be mailed or distributed to all Homeowners prior to the Annual Association Meeting. A ballot and Proxy option shall be included in that mailing, or distribution, for each Homeowner to signify approval of the proposed Budget and Annual Assessment. Ballots shall be counted at or prior to the Annual Meeting.

5) Assessments are to be payable to the Treasurer of the Association. They will be deposited by the Treasurer in the Association bank account.

6) The Board shall be empowered to file a lien against property owners for failure to remit for annual assessment if the remittance for the assessment is not received by the Treasurer within thirty days after the notice of assessment has been mailed or distributed to the property owner.

d. To issue, only upon demand by any Member, a receipt showing whether any assessment from that Member has been paid.

e. To prepare and file a Corporation Annual Report, as required by the Arizona Corporation Commission, on or before March 15 of each year.

ARTICLE VI - DIRECTORS' MEETINGS

SECTION 1. A regular meeting of the Board shall be held at least four times each year.

SECTION 2. Special meetings of the Board shall be held when called by the President, the Vice-President, or by two Directors after three days' notice to each Director. The notice requirement may be waived for emergencies.

SECTION 3. Attendance by the majority of the Board at any of its meetings shall constitute a quorum. No regular or special meeting of the Board shall be held in the absence of a quorum.

ARTICLE VI - (Continued)

SECTION 4. Any meeting of the Board shall be open for observation by any Member. Presentation of one or more issues by any Member for consideration by the Board at any meeting shall be submitted in writing in order for the issue(s) to be included among agenda items for such meeting.

SECTION 5. The transaction of any business at any meeting of the Board however called and noticed, or wherever held, shall be as valid as though made at a regular meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the Directors 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 Corporation's records and made part of the minutes of the meeting.

SECTION 6. In cases of extreme emergency, when the necessity for immediate decision and action in the interest of the Corporation is critical and a quorum of the Board cannot be convened, those Directors who are physically present in the Association area shall be empowered to render any interim decision for the protection and well-being of the Corporation Members. An explanation of the interim decision will be entered into the records and signed by all the Directors involved.

ARTICLE VII - OFFICERS OF THE CORPORATION

SECTION 1. The Officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, each elected from the Members of the Board at a Special Meeting of the Board which shall be held immediately following the adjournment of the Annual Meeting.

SECTION 2. Each officer shall be elected by a majority vote of the Board.

SECTION 3. The officers shall hold office at the pleasure of the Board.

ARTICLE VII - (Continued)

SECTION 4. The President shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; and sign all leases, mortgages, contracts, bank checks or vouchers, and all other written instruments.

SECTION 5. The Vice-President shall perform all the duties of the President in his or her absence. In the event that the Vice President cannot perform the duties of the President (in the absence of the President), the board shall name from among its members a President-protem to carry out the duties of President until such time as the Vice President or President can resume his/her duties.

SECTION 6. The Secretary shall be recording secretary for each meeting of the Board, and shall record all votes taken and keep the minutes of all proceedings in a book maintained for that purpose. The Secretary shall keep the non-financial records of the Corporation including a record of the names of all members of the Corporation and their addresses as last reported by each Member.

SECTION 7. The Treasurer shall receive and deposit in bank accounts of the Corporation all monies of the Corporation, and shall disburse such funds as directed by resolution of the Board; provided, however, that a resolution by the Board shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board.

SECTION 8. The Treasurer shall keep proper books of accounts and submit such books to an audit at the completion of each calendar year. The Fiscal Year of the Corporation shall coincide with the Calendar Year. The Treasurer, in consultation with the President and other Directors, shall prepare an Annual Budget and an Annual Balance Sheet statement, and both shall be reviewed and revised if necessary, at the Board's regular December Meeting. The final edition of both documents shall be presented to the Members at the Annual Meeting. The Treasurer shall also prepare and file any Federal and State Homeowners Association tax returns for which the Corporation is liable.

SECTION 9. Checks drawn on Corporation bank accounts and/or promissory notes must be signed by the President and Treasurer; and, in the absence or inability of either of those two officers to sign such checks, one other Director of the Corporation previously designated may sign such checks.

ARTICLE VIII - STANDING COMMITTEESSECTION 1. The Standing Committees of the Corporation shall be:

The Nominations Committee
The Maintenance Committee
The Audit Committee
The Elections Committee
The Architectural Control Committee
The Security and Safety Committee
The Neighborhood Watch Committee
The Neighbor Care Committee

a. Each of the Standing Committees shall consist of a chairperson appointed by the Board at the Special Meeting immediately following the Annual Meeting. Each chairperson shall then appoint at least two other Corporation Members to the committee within thirty days following the Annual Meeting.

b. Chairpersons of the Maintenance Committee, of the Architectural Control Committee, and of the Security and Safety Committee shall be members of the Board.

c. The Board may appoint such other committees to serve the Corporation as it deems desirable.

SECTION 2. The Nominations Committee shall have the duties and functions that are described in Article IV, Sections 3 - 6, page 3 of these By-Laws.

SECTION 3. The Maintenance Committee shall advise the Board on all matters pertaining to the maintenance, repair or improvement of the common property of the Corporation. It shall perform such other functions as the Board determines. It shall consult and coordinate any of its decisions and actions with other Committees and with Directors of the Corporation whenever such decisions and actions will affect the responsibilities and decision-functions of other Committees.

SECTION 4. The Audit Committee shall make an annual audit of the Corporation's books and records sometime between the close of the Fiscal Year, December 31, and the Annual Meeting, and present to the Corporation during that period a written certification of its findings.

a. The Audit Committee also shall review and approve the financial statements of the Corporation to be presented by the Treasurer to the Members at the Annual Meeting.

ARTICLE VIII - (Continued)

SECTION 5. The Elections Committee shall have the duties and functions that are described in Article IV, Sections 7 - 9, page 4 of these By-Laws.

SECTION 6. The Architectural Control Committee shall approve or disapprove plans and specifications for the change to any structure on any lot that will affect the exterior appearance, structural condition and safety and security potential to the Member and to other property owners within the Corporation.

a. The Architectural Control Committee shall watch for any proposals, programs or activities which may adversely affect the residential value of the private properties or the Corporation's properties and shall recommend to the Board a plan of action to deal with such matters.

b. The detailed guidelines for operation of the Architectural Control Committee, and the appeal procedures relative to its decisions, are listed in the CCR's of the Corporation.

SECTION 7. The Security and Safety Committee shall periodically review the condition of the Corporation's streets, structures, common properties, and the lighting fixtures located on private property intended to illuminate streets and other common areas, and shall advise the Board of any such conditions that are affecting the safety and/or security of the Members of the Corporation; and thereafter to take such measures to correct such conditions as the Board may direct.

SECTION 8. The Neighborhood Watch Committee is charged with the responsibility to monitor the Corporation's streets and Common Areas for unusual and unauthorized vehicles and visitors and/or conditions unfavorable to the well-being of the Members of the Corporation, individually or collectively. Upon the detection of any such conditions or situations, the Neighborhood Watch Committee and/or any of its Block Captains shall notify appropriate legal authorities.

a. The Neighborhood Watch Committee shall include Block Captains, one for every nominal segment of the Corporation's residential area to be appointed by the chairperson of the Committee. A copy of the list of Block Captains shall be provided to all members of the Board.

ARTICLE VIII, SECTION 8 - (Continued)

b. The Neighborhood Watch Committee shall hold at least two meetings per year for the Association, as prescribed by the Sheriff's Auxilliary Volunteers organization, to acquaint members with current neighborhood watch procedures and advisories.

SECTION 9. The Neighbor Care Committee shall monitor and review the need for friendly care and concern among residents of the Corporation, including welcoming new resident property owners, and take action to render aid, comfort and care to such residents who may need such considerations.

a. The Committee shall be aware of events and conditions as they occur within the Corporation properties that may affect adversely the Members' enjoyment of life. It shall take such action as it sees fit to take, and to advise the Board whenever a serious illness, death, or other unusual circumstance occurs to residents of the Corporation. In such unusual circumstances, the Committee may act or respond on behalf of the Corporation in a manner that it may deem appropriate.

SECTION 10. It shall be the duty of each Standing Committee to receive any complaints from Members on any matter involving the functions, duties and activities of the Corporation that are within its areas of responsibility. The Committee receiving such complaints shall attempt to settle the complaints as it may be able to do; or, failing that step, to refer the matter to, and/or seek assistance from any other Committee or Director. The Committee receiving the complaint, if unable to resolve the matter by the aforementioned procedure(s), may request the Board to place the matter on the agenda for the next Board Meeting.

ARTICLE IX - MEETINGS OF MEMBERS OF THE CORPORATION

SECTION 1. The Annual Meeting of the Members shall be held in the first or second week of February of each year. If conditions beyond the control of the Board prevent the Annual Meeting from being held within the period specified, it will be held on a date as soon thereafter as is practicable.

SECTION 2. Special Meetings of the Members for any purpose may be called at any time by either the President, the Vice-President, by two members of the Board, or upon written request of ten percent of all Members of the Corporation.

ARTICLE IX - (Continued)

SECTION 3. Notice of any meeting of the Members of the Corporation shall be given to the Members by the Secretary by mail, or by hand-delivery, to the last and current address reported to the Secretary by each Member.

a. Notice of any meeting of Members of the Corporation, whether Annual or Special, shall be mailed or hand delivered at least thirty days in advance of the meeting and shall describe the nature of the business to be transacted.

b. Each Member receiving such hand-delivered meeting notices as are described in this Section shall certify receipt of them by signing a receipt-form provided by the Secretary.

ARTICLE X - PROXIES

SECTION 1. At all meetings of Members of the Corporation, each Member may vote in person or by proxy. Each Member is entitled to one vote for each lot owned within the Corporation. Each lot carries with it only one vote to be used by only one among multiple owners of any lot.

SECTION 2. All proxies shall be in writing and shall be filed with the Secretary. No proxy given shall extend beyond a period of twelve months, and each proxy shall automatically cease upon the Member's sale of his/her interest in the property(ies) owned within the boundaries of the Corporation.

ARTICLE XI - TRAFFIC REGULATIONS

SECTION 1. Traffic flow within the Association shall follow a specific pattern to effect an equal vehicular distribution through the Association's two accesses to Retorno de Anza, as follows:

a. All residents on the South side of Placita Apache, and all other residents South of Placita Apache shall use either De Nada or W. Calle Pueblo for vehicular access and return to the Association.

ARTICLE XI, SECTION 1 - (Continued)

b. All residents on the North side of Placita Apache, and all other residents north of Placita Apache shall use Camino Tolteca for vehicular access and return to the Association.

SECTION 2. Nothing in the traffic flow patterns as specified in Section 1a and Section 1b of this Article shall be construed to prevent any Association resident from using either access to the Association for social, business or safety reasons.

SECTION 3. Any proposal to remove the curb at the north end of S. Calle Pueblo or at the west end of Placita Apache and at the west end of Aztec Court to facilitate or change traffic flow within the Association is denied for reasons of traffic safety on Retorno de Anza; this ruling having been issued by the Pima County Department of Transportation and Flood Control prior to the establishment of the Corporation.

ARTICLE XII - BOOKS AND RECORDS OF THE CORPORATION

SECTION 1. All books, records and papers of the Corporation shall at all times, during reasonable hours and by appointment be subject to inspection by any Member in good standing.

SECTION 2. Removal of any of the Corporation's books, records or papers from the premises of the Officer having normal and usual custody of such materials, by any Member or other person(s), except by a member of the Board, is prohibited. Exceptions to this requirement shall be granted only by a majority vote of the Board.

ARTICLE XIII - AMENDMENT PROCEDURES

SECTION 1. These By-Laws of the Corporation may be amended at an Annual or Special meeting of the Corporation by majority vote of Corporation Members present in person or by proxy; provided that the proposed text for all such amendments are consistent with and do not contradict the provisions of the Corporation's recorded CCR's and the Articles of Incorporation.

ARTICLE XIII - (Continued)

SECTION 2. In the event of any conflict of meaning, intent or provision between the Corporation's CCR's and these By-Laws, the CCR's shall control. In the event of any conflict of meaning, intent or provision between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control.

SECTION 3. A copy of any and all amendments made to these By-Laws shall be mailed or distributed to each Homeowner at the time of the mailing or distribution of the notice for the Association's next Meeting following the date of adoption of the amendment(s).

ARTICLE XIV - DECLARATION OF EXECUTION OF INSTRUMENT

SECTION 1. The Board of Directors of Green Valley Desert Hills III West, Inc., having duly acquired the voted approval of a majority of Corporation Members who were present in person or by proxy at either a Special Meeting, or at the Annual Meeting in February 1987, do hereby declare that this instrument of Corporation By-Laws replaces the original and all amended provisions of any and all By-Laws of the Corporation in force prior to the date of execution of this instrument.

SECTION 2. IN WITNESS WHEREOF, we being all the Directors of the Green Valley Desert Hills III West, Inc., have set our hands this 10TH day of FEBRUARY, 1987.

WILLIAM F. DRAKE

William F. Drake

MERRIMAN D. HORTON

Merriman D. Horton

DAVID L. JONES

David L. Jones

MILDRED M. KREHNKE

Mildred M. Krehnke

FLOYD A. RICH

F. A. Rich

ROBERT W. SLADKY

Robert W. Sladky

SHIRLEY M. SPANNER

Shirley M. SpannerNOTARIZATION:STATE OF ARIZONA
PIMA COUNTY

FEBRUARY 10, 1987

WILLIAM F. PHARES, JR.
NOTARY PUBLIC

My Commission Expires 7-6-89

7971

126

AMENDMENT TO
THE BYLAWS REVISED EDITION - FEBRUARY 10, 1987 OF
GREEN VALLEY DESERT HILLS III WEST, INC.
HOMEOWNERS ASSOCIATION

At the special meeting held May 1, 1998, upon the approval of a majority of the members present in person or by proxy, the Bylaws of Green Valley Desert Hills III West, Inc., dated February 10, 1987, are amended, as follows:

Article II, Section 6. shall be deleted in its entirety, and the following new section will be inserted in its place:

Section 6. "The Board" means the Members elected to serve as the Board of Directors of the Corporation.

Article V, Section 2.(c)(3) shall have the following addition:

Section 2.

c.

(3) "For payments made more than 30-days late, a penalty may be imposed for the greater of \$15.00 or ten percent (10%) of the amount of the unpaid assessment."

Article V, Section 2.(c)(4) shall be deleted in its entirety and replaced with the following:

Section 2.

c.

(4) The Budget shall be determined by the Board for the forthcoming fiscal year of the Association. The Budget shall be distributed to all Homeowners prior to the Annual Association Meeting.

If determined that an increase in annual assessments or a special assessment is necessary, a ballot and proxy option shall be included in that mailing, or distribution, for each Homeowner to signify approval or disapproval of the

Proposed Assessment with the majority vote of responding Homeowners prevailing. Ballots shall be counted at or prior to the Annual or Special Meeting.

Article IX, Section 1. shall be modified to read as follows:

Section 1. The Annual Meeting of Members shall be held no later than the end of February of each year. If conditions beyond the control of the Board prevent the Annual Meeting from being held within the period specified, it will be held on a date as soon thereafter as is practicable.

Article IX, Section 3.b. shall be deleted in its entirety.

Article XI, Sections 1. and 2. shall be deleted in their entirety.

Article XIII, Section 1. shall have the following addition:

Upon agreement by the majority of the Board Members, a proposed amendment to the By-Laws may be voted on by mail-in vote exclusively and without taking a vote at a Special Meeting or Annual Meeting. If a mail-in vote is approved by a majority of the Board Members, the Secretary shall receive the mail-in ballots and record the results, checking to make sure each vote received is from a Homeowner with voting privileges. Whether or not a mail-in vote is to be secret may be determined by the Board at the time the provisions for a mail-in vote are made, with a method for determining that each ballot received is from a Homeowner with voting privileges.

IN WITNESS WHEREOF, the undersigned have executed this Amendment by its duly authorized Officers this 6 day of August, 1998.

GREEN VALLEY DESERT HILLS III WEST, INC.

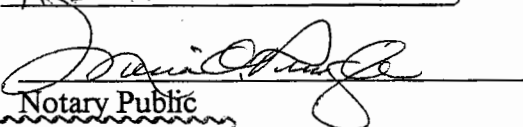
By: [Signature]
Its: President

ATTESTED BY:

[Signature]
Secretary

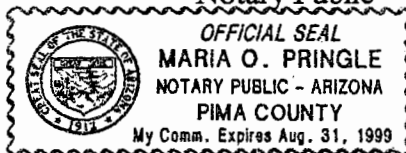
STATE OF ARIZONA)
) ss:
COUNTY OF PIMA)

SUBSCRIBED, SWORN TO AND ACKNOWLEDGED before me this 6
day of August, 1998, by ROBERT T. MORGAN, President, of
Green Valley Desert Hills III West, Inc.


Notary Public

My Commission Expires:

8/31/99



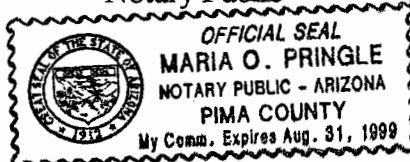
STATE OF ARIZONA)
) ss:
COUNTY OF PIMA)

SUBSCRIBED, SWORN TO AND ACKNOWLEDGED before me this 6
day of August, 1998, by MERRIMAN D. HORTON, Secretary, of
Green Valley Desert Hills III West, Inc.


Notary Public

My Commission Expires:

8/31/99



SECOND AMENDMENT TO
BY-LAWS OF
GREEN VALLEY DESERT HILLS III WEST, INC.

With the approval of a majority of the Members who returned a written ballot in an election finalized on February 13, 2021, the Bylaws of Green Valley Desert Hills III West, Inc., dated February 10, 1987, were amended as follows:

I.

DELETE: Article IV, Section 6 in its entirety.

ADD: Article IV, Section 6: The report of the Nominating Committee shall be transmitted by electronic delivery, mailed, or hand delivered from the Secretary of the Corporation to each Member, to the last address reported to the Secretary by each Member, at least twenty days in advance of the Annual Meeting.

II.

DELETE: Article IX, Section 3 in its entirety.

ADD: Article IX, Section 3. Notice of any meeting of the Members of the Corporation shall be given to the Members by the Secretary by electronic delivery, mail, or by hand delivery to the last and current address reported to the Secretary by each Member.

- a. Notice of any meeting of Members of the Corporation, whether Annual or Special, shall be transmitted by electronic delivery, mailed, or hand delivered at least 30 days in advance of the meeting and shall describe the nature of the business to be transacted.
- b. Each Member receiving such hand-delivered meeting notices as are described in this Section shall certify receipt of them by signing a receipt-form provided by the Secretary.

III.

DELETE: Article XIII, Section 3 in its entirety.

ADD: Article XIII, Section 3. A copy of any and all amendments made to these By-laws shall be transmitted by electronic delivery, mailed, or hand delivered to each Member at the time of the mailing or distribution of the notice for the Association's next Meeting following the date of adoption of the amendments(s).

This Amendment is effective as of February 13, 2021.

GREEN VALLEY DESERT HILLS III WEST, INC.

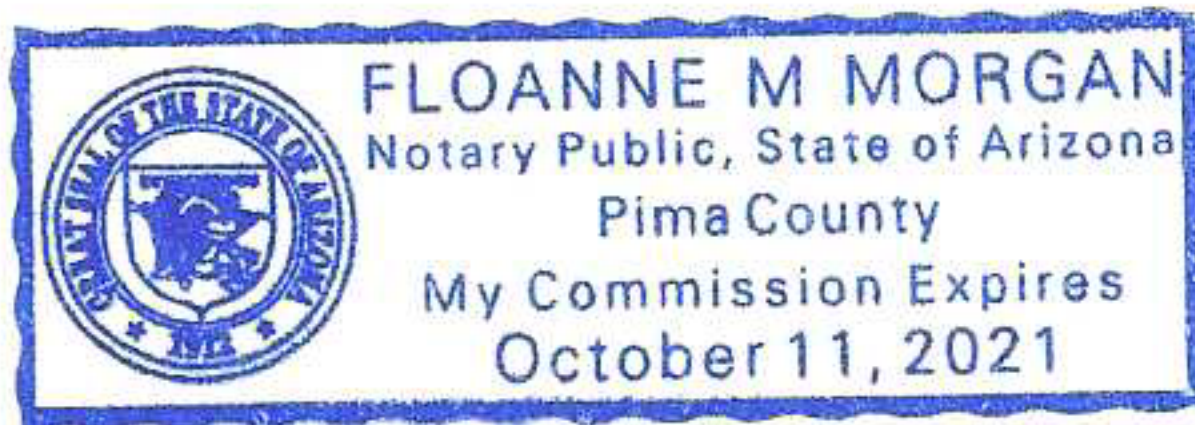
By: William L. Procknow
Its: President
William L. Procknow

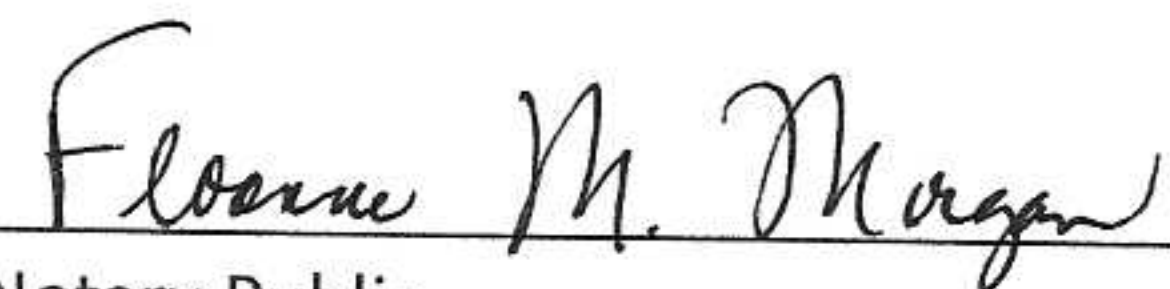
ATTEST:


Secretary RANDY K. LOGSDON

STATE OF ARIZONA)
) ss:
County of Pima)

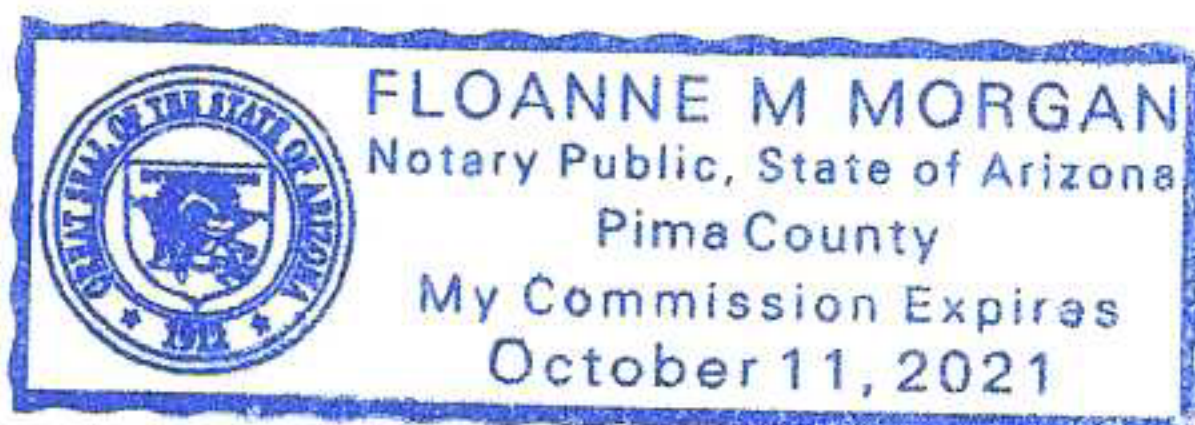
SUBSCRIBED, SWORN TO AND ACKNOWLEDGED before me this 5th day of April, 2021 by William L. Procknow, President, of Green Valley Desert Hills III West, Inc.

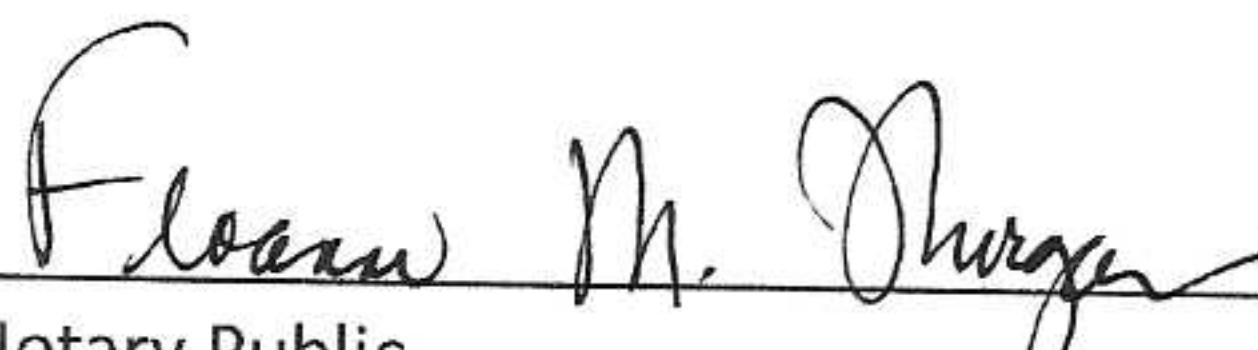



Notary Public

STATE OF ARIZONA)
) ss:
County of Pima)

SUBSCRIBED, SWORN TO AND ACKNOWLEDGED before me this 5th day of April, 2021 by Randy K. Logsdon, Secretary, of Green Valley Desert Hills III West, Inc.




Notary Public



SEQUENCE: 20212530554

No. Pages: 4

9/10/2021 2:20 PM



GABRIELLA CÁZARES-KELLY, RECORDER
Recorded By: HEM(e-recording)

When Recorded Mail/Deliver To:

Goldschmidt|Shupe, PLLC
6700 N. Oracle Rd., Suite 240
Tucson, AZ 85704

**SECOND AMENDMENT TO
BY-LAWS OF
GREEN VALLEY DESERT HILLS III WEST, INC.**

(Replaces Sequence 20210960945)

**This instrument is being re-recorded to correct a Scrivener's Error:
Article IX, Section 3(b) was deleted by the First Amendment to By-Laws
of Green Valley Desert Hills III West, Inc.**

DO NOT REMOVE

THIS IS PART OF THE OFFICIAL DOCUMENT



SEQUENCE: 20210960945
No. Pages: 3
4/6/2021 4:25 PM



GABRIELLA CÁZARES-KELLY, RECORDER
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Goldschmidt|Shupe, PLLC
6700 N. Oracle Rd., Suite 240
Tucson, AZ 85704

SECOND AMENDMENT TO
BY-LAWS OF
GREEN VALLEY DESERT HILLS III WEST, INC.

(Amends Docket 7971 at Page 112 et. seq.)

DO NOT REMOVE

THIS IS PART OF THE OFFICIAL DOCUMENT

**SECOND AMENDMENT TO
BY-LAWS OF
GREEN VALLEY DESERT HILLS III WEST, INC.**

With the approval of a majority of the Members who returned a written ballot in an election finalized on February 13, 2021, the Bylaws of Green Valley Desert Hills III West, Inc., dated February 10, 1987, were amended as follows:

I.

DELETE: Article IV, Section 6 in its entirety.

ADD: Article IV, Section 6: The report of the Nominating Committee shall be transmitted by electronic delivery, mailed, or hand delivered from the Secretary of the Corporation to each Member, to the last address reported to the Secretary by each Member, at least twenty days in advance of the Annual Meeting.

II.

DELETE: Article IX, Section 3 in its entirety.

ADD: Article IX, Section 3. Notice of any meeting of the Members of the Corporation shall be given to the Members by the Secretary by electronic delivery, mail, or by hand delivery to the last and current address reported to the Secretary by each Member.

- a. Notice of any meeting of Members of the Corporation, whether Annual or Special, shall be transmitted by electronic delivery, mailed, or hand delivered at least 30 days in advance of the meeting and shall describe the nature of the business to be transacted.
- ~~b. Each Member receiving such hand-delivered meeting notices as are described in this Section shall certify receipt of them by signing a receipt form provided by the Secretary.~~

III.

DELETE: Article XIII, Section 3 in its entirety.

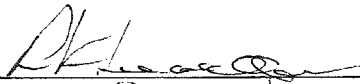
ADD: Article XIII, Section 3. A copy of any and all amendments made to these By-laws shall be transmitted by electronic delivery, mailed, or hand delivered to each Member at the time of the mailing or distribution of the notice for the Association's next Meeting following the date of adoption of the amendments(s).

This Amendment is effective as of February 13, 2021.

GREEN VALLEY DESERT HILLS III WEST, INC.

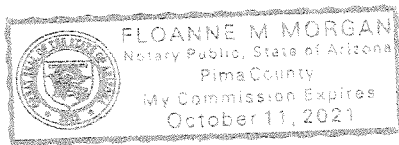
By: William L. Procknow
Its: President
William L. Procknow

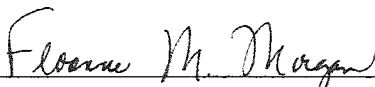
ATTEST:


Secretary RANDY K. LOGSDON

STATE OF ARIZONA)
) ss:
County of Pima)

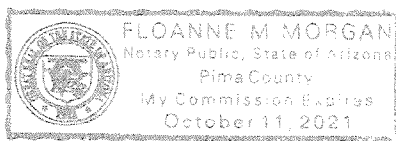
SUBSCRIBED, SWORN TO AND ACKNOWLEDGED before me this 5th day of
April, 2021 by William L. Procknow, President, of Green Valley Desert Hills
III West, Inc.

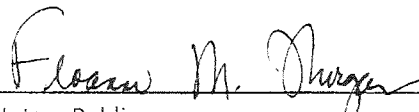



Notary Public

STATE OF ARIZONA)
) ss:
County of Pima)

SUBSCRIBED, SWORN TO AND ACKNOWLEDGED before me this 5th day of
April, 2021 by Randy K. Logsdon, Secretary, of Green Valley Desert Hills
III West, Inc.




Notary Public