

**AMENDED AND RESTATED BYLAWS
FOR
HILLCREST NINE HOMEOWNERS' ASSOCIATION, INC.**

ARTICLE I: THE ASSOCIATION

The name of the corporation is Hillcrest Nine Homeowners' Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located in Phoenix, Maricopa County, Arizona. Meetings of the members and directors may be held at such places within Phoenix, Maricopa County, Arizona, as may be designated by the Board of Directors.

ARTICLE II: MEMBERSHIP

The members of the Association shall be the Owners of record of Lots 1 through 120 of the subdivision designated as Hillcrest Nine in the records of the County Recorder of Maricopa County Arizona. Each household is entitled to one vote per Lot. For purposes of establishing a quorum, each household Lot counts as one vote. When more than one person holds an interest in any Lot, all of those individuals shall be members; however for all voting purposes and quorum purposes they shall be considered to be one member. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE III: MEMBER MEETINGS

Section 1: The annual meeting of the members shall be held in the month of January of each year on a date designated by the Board of Directors. Notice of such meeting shall be given as herein provided.

Section 2: Special meetings of the members may be called by the President or a majority of the Board. A special meeting shall be called by the President upon receipt of a written demand signed by at least twenty-five (25%) percent of the members (30 member households) and delivered to the President and Officers of the Association at least twenty (20) days prior to the date specified in the request for special meeting. Delivery of written demand for a special meeting shall be made by certified mail.

Section 3: Written notice of the annual meetings and special meetings shall be served on members not less than ten (10) days, nor more than fifty (50) days prior to such meetings. Service of the notice shall be by either personal delivery or by United States mail, postage prepaid, addressed to each member at his or her address as it appears on the books of the Association. The notice of the meeting shall specify the date, time and place for such meeting and, in the case of a special meeting, the general nature of the business to be transacted.

Section 4: The presence of forty (40) member households, either in person, or by absentee ballots, shall constitute a quorum for the transaction of business. If any meeting cannot be held because a quorum is not present, the members present shall adjourn the meeting to a time not less

than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called. At the subsequent meeting the presence in person, or by absentee ballot, of twenty (20%) percent of the members (24 member households) shall constitute a quorum for the transaction of business. Notice of the reconvened meeting may be given by United States mail.

ARTICLE IV: VOTING

Section 1: All members shall be entitled to one vote for each Lot owned except as hereinafter provided. When more than one person holds an interest in any lot all such persons shall be members, but the vote for such lot shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any Lot. In the event that any member of the Association shall be in default of the performance of, or in breach of, any term of the Declaration of Covenants, Conditions and Restrictions for Hillcrest Nine, said member's right to vote shall be suspended, and the right to vote shall remain suspended until all payments are brought current or all defaults and breaches remedied. The right to be a member of the association and to vote shall cease immediately upon said member conveying his or her entire interest in any Lot.

Section 2: Every member entitled to vote may do so either in person or by absentee ballot sent by mail or email to the Association.

ARTICLE V: BOARD OF DIRECTORS

Section 1: The Affairs of the Association shall be managed by a Board of Directors consisting of five (5) Directors elected at the annual meeting. The term of a Director shall be one year, and each Director shall be a member of the Association. The Board of Directors shall have authority to delegate its duties, but any member may appeal to the Board of Directors for the relief from the decision or action of any officer or agent.

Section 2: The President of the Association may, at least thirty (30) days prior to the annual meeting, appoint a nominating committee to make nominations for the Board of Directors. The nominating committee shall consist of a chairperson and at least two other members of the Association. The nominating committee may make as many nominations as it shall deem appropriate, but such nominations shall be not less than the number of vacancies that are to be filled at the annual meeting. Nominations must be made from among the members of the Association. Members may submit nominations to the Board by email or United States mail by December 1st.

Section 3: At the annual meeting, the members shall elect five Directors for a term of one (1) year. The five (5) candidates receiving the most votes are elected to the Board of Directors.

Section 4: A Director may be removed by the members, with or without cause, at a special meeting of the Members at which a quorum is present, by a majority vote of the members who are voting on the matter at a special meeting. The special meeting may only be called upon receipt of a petition that calls for the removal of a Director of the Board that is signed by the number of persons who are eligible to vote in the Association at the time the person signs the

petition equal to at least twenty-five (25%) percent of the votes (30 member households) in the Association. Once the Board receives this petition a special meeting must be called, noticed and held within thirty (30) days. For the purposes of removal, quorum exists if twenty percent (20%) of the Owners (24 member households) who are eligible to vote in the Association are present at the meeting or have returned an absentee ballot prior to the meeting. The procedure for removing Directors must comply with Arizona Revised Statute §33-1813.

Section 5: A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any Director, or if the members fail at any time to elect the full number of authorized Directors. Vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors, though less than a quorum, or by a sole remaining director, and each Director so elected shall hold office until his/her successor is elected at an annual meeting of members or at a special meeting called for that purpose. The Members may at any time elect a Director to fill any vacancy not filled by the Directors.

Section 6: If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the board, or the members, shall have the power to elect a successor to take office when the resignation shall become effective.

Section 7: No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term in office.

Section 8: No director shall receive compensation for any service he or she may render to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties.

Section 9: Directors shall not be related by blood, marriage or domestic partnership regardless of property ownership.

ARTICLE VI: BOARD MEETINGS

Section 1: The organizational meeting of the Board of Directors shall be held immediately following the adjournment of the annual meeting of the members. At that time, the Officers will be elected and dates/times for the next regular meeting will be established. Notice of regular meeting dates, locations and times shall be communicated to members of the Association.

Section 2: Regular meetings of the Board of Directors shall be held at such time and place as may be agreed upon from time to time by the Board. Notice of any meeting of the Board of Directors shall be given to the members at least forty-eight (48) hours in advance of the meeting by email, newsletter, conspicuous posting or any other reasonable means as determined by the Board of Directors.

Section 3: Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or, if he or she is absent or unable or refuses to act, by the Vice President or by any two Directors. Notice of the time, date and place of the special meetings, as

well as the purpose of the meeting shall be delivered to members at least forty-eight (48) hours in advance of the special meeting.

Section 4: Executive (closed) meetings of the Board of Directors shall be held at such place as is designated by agreement of the Board of Directors or written consent of all of the members of the Board. Executive (closed) meetings of the Board shall be held to discuss the issues described in A.R.S. §33-1804(A) which include, but are not limited to, legal advice, pending or contemplated litigation issues, personal information, or member appeal of a violation.

Section 5: The presence of three Directors shall be necessary to constitute a quorum for the transaction of business. The action of the majority of the Directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act. In the absence of a quorum the Board of Directors shall not transact any business.

ARTICLE VII: POWERS AND DUTIES OF THE BOARD

Section 1: The Board of Directors shall have the power to:

- (a) Adopt and publish rules and regulations governing (i) the use of the Common Areas and (ii) 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 payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty (30) days, for a violation of the governing documents.
- (c) Exercise for the Association all powers, duties and authorities vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration of Covenants, Conditions and Restrictions.
- (d) Employ a manager, an independent contractor or such other employee(s) as it deems necessary and to prescribe their duties.
- (e) Enforce collection of past due assessments and other amounts that are not paid within thirty (30) days after the due date thereof. Collection efforts can include, but are not limited to, bringing an action at law against the member household personally obligated to pay same and initiating a foreclosure action to foreclose the Association's lien.
- (f) Create standing or ad hoc committees to work on specific tasks as assigned.

Section 2: 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. A member may request to review public (open) Association records by giving written notice to the Board. The Board shall make these records available within ten (10) business days.

- (b) Supervise all officers, agents and employees of the Association and to see that their duties are properly performed;
- (c) Fix the amount of the annual assessment against each Member for each Lot owned at least thirty (30) days in advance of each annual assessment period;
- (d) Send written notice of each assessment to every Owner at least thirty (30) days in advance of each annual assessment period;
- (e) Procure and maintain adequate liability insurance with respect to the Common Areas.
- (f) Cause all officers and employees having fiscal responsibilities to be bonded in such amount as it may deem appropriate;
- (g) Pay taxes which would be a lien upon the Common Area and to pay and discharge any lien or encumbrance levied against the Common Area;
- (h) Cause the Common Area to be maintained;
- (i) Enforce the Declaration of Covenants, Conditions and Restrictions for Hillcrest Nine.

ARTICLE VIII: OFFICERS

Section 1: The officers of the Association shall be a President, Vice President, Secretary and Treasurer. The Association, at the discretion of the Board of Directors, may also have such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. Except for the office of President of the Association, one person may hold two or more offices.

Section 2: The officers of the Association, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article, shall be chosen annually by the Board of Directors, and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified. All officers shall be Directors of the Association.

Section 3: The Board of Directors may appoint such other officers as the business of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

Section 4: Any officer may be removed from office, either with or without cause, by a majority of the Directors at any regular or special meeting of the Board.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Association. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5: A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 6: The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Association. The President shall: preside at all meetings of the Members and at all meetings of the Board of Directors, be ex-officio a member of all of the standing committees, have the general powers and duties of management usually vested in the office of president of a corporation, and have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President shall sign all instruments and shall co-sign all checks.

Section 7: In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions as the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed, respectively, by the Board of Directors or these Bylaws.

Section 8: The Secretary shall keep, or cause to be kept, a record of meeting minutes at such other place as the Board of Directors may order. The records shall reflect all meetings of Directors and Members, including the time and place of the meeting, whether the meeting was regular or special meeting, the Directors and members present at the meeting and the proceedings of said meetings.

The Secretary shall give, or cause to be given, notice of all meetings of the Members and the Board of Directors required by these Bylaws or by law to be given, and the Secretary shall keep the seal of the Association in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of these Bylaws. The Secretary shall file, or designate the filing of, the annual report with the Corporation Commission.

Section 9: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and surplus. The account records shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of these Bylaws. The Treasurer shall conduct an annual financial audit, review or compilation of the Association finances. The audit, review or compilation shall be completed no later than one hundred eighty days after the end of the Association's fiscal year and shall be made available upon request to the members within thirty (30) days after its completion. An external audit, review or compilation shall be performed at least once every three years. The Treasurer shall maintain a five-year budget projection updated annually.

ARTICLE IX: RECORDS

Section 1: The Association shall maintain adequate and correct accounts, books and records of its business and properties. All such books, records and accounts shall be kept at its principal place of business in the State of Arizona, as fixed by the Board of Directors from time to time, and upon the written request of any member, shall be made available for inspection within ten (10) business days.

Section 2: The member register, the books of account and minutes of proceedings of the members and the Board of Directors and of Executive Committees of the Directors of the Association shall be open to inspection upon the written demand of any member. The books will be made available within ten (10) business days of the written request from a member. Demand for inspection of the Association records must be submitted in writing to the President or Secretary of the Board.

Section 3: The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the members at all reasonable times.

Section 4: All checks, drafts, and other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by such person or persons and in such manner as shall be determined in Article VIII, except no Director shall sign a check payable to themselves on behalf of the Association.

Section 5: The Board of Directors, except as these Bylaws otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 6: The Board of Directors shall cause an annual report to be made available to the Members not later than sixty (60) days after the close of the fiscal year.

ARTICLE X: FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

ARTICLE XI: AMENDMENT

Section 1: New Bylaws may be adopted, or these Bylaws may be repealed or amended at any annual meeting, or at any other meeting of the Members called for that purpose, by a vote of majority of a quorum of Members present in person or by absentee ballot.

Section 2: Whenever an amendment or new Bylaw is adopted, it shall be reflected in the Association records with the original Bylaws and made available to the members. The date of the

meeting at which the new or amended Bylaw was enacted shall be reflected in the Association records.

The President and Secretary of Hillcrest Nine Homeowners' Association, Inc., hereby certify that the provisions contained within these Amended Bylaws have been approved by a vote of the required percentage of Owners.

DATED this 9th day of July, 2021.

Hillcrest Nine Homeowners' Association, Inc.

By: Jesse L. Culty
Jesse L. Culty, President

STATE OF ARIZONA)
) ss.
County of Maricopa)

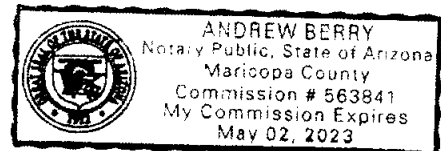
On this 9th day of July, 2021, before me personally appeared Jesse L. Culty, President of Hillcrest Nine Homeowners' Association, Inc., whose identity was proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to this document, and who acknowledged that he/she signed this document.

Andrew Berry
Notary Public

My commission expires: May 2, 2023

Hillcrest Nine Homeowners' Association, Inc.

By: Daryl Davis-Ferra
Daryl Davis-Ferra, Secretary



STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 9th day of July, 2021, before me personally appeared Daryl Davis-Ferra, Secretary of Hillcrest Nine Homeowners' Association, Inc., whose identity was proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to this document, and who acknowledged that he/she signed this document.

Andrew Berry
Notary Public

My commission expires: May 2, 2023

