

BY-LAWS

OF

SAN IGNACIO VILLAS, INC

AMENDED AND RESTATED

24 APRIL 2010

BYLAWS OF San Ignacio Villas, Inc

Table of Contents	Page
Article 1: Name and Location	1
Article 2: Definitions	1
Section 2.1 Association	1
Section 2.2 Common Areas	1
Section 2.3 Declarant	1
Section 2.4 Declaration	1
Section 2.5 Lot	1
Section 2.6 Member	1
Section 2.7 Owner	1-2
Section 2.8 Properties	2
Article 3: Meetings of Members	2
Section 3.1 Annual Meetings	2
Section 3.2 Notice of Meetings	2
Section 3.3 Special Meetings	2
Section 3.4 Quorum	2
Section 3.5 Absentee Ballots	2
Section 3.6 Voting	2
Article 4: Board of Directors; Selection; Terms of Office	3
Section 4.1 Number	3
Section 4.2 Terms of Office	3
Section 4.3 Removal	3
Section 4.4 Compensation	3
Section 4.5 Action Taken Without a Meeting	3
Article 5: Nomination and Election of Directors	3
Section 5.1 Nomination	3
Section 5.2 Election	4
Section 5.3 Declarant's Right of Appointment	4

Table of Contents	Page
Article 6: Meetings of Directors	4
Section 6.1 Regular Meetings	4
Section 6.2 Special Meetings	4
Section 6.3 Quorum	4
Article 7: Powers and Duties of the Board of Directors	5
Section 7.1 Powers	5
Section 7.2 Duties	5-6
Article 8: Officers and Their Duties	6
Section 8.1 Enumeration of Offices	6
Section 8.2 Election of Officers	6
Section 8.3 Terms of Office	6
Section 8.4 Special Appointments	6
Section 8.5 Resignation and Removal	6
Section 8.6 Vacancies	6
Section 8.7 Multiple Offices	7
Section 8.8 Duties	7
a. President, b. Vice President, c. Secretary, d. Treasurer	
Article 9: Committees	7
Section 9.1 Standing Committees	7-8
Section 9.2 Nominating Committee	8
Section 9.3 Maintenance Committee	8
Section 9.4 Audit Committee	8
Section 9.5 Architectural Committee	8
Article 10: Sale of Lot By Owner/Member	8-9
Article 11: Indemnification	9
Article 12: Books and Records	10
Article 13: Amendments	10
Article 14: Fiscal Year	10

BY-LAWS
OF
SAN IGNACIO VILLAS, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is **SAN IGNACIO VILLAS, INC.** hereinafter referred to as the "Association." The principal office of the corporation shall be located at 1861 W. Demetrie Loop, Green Valley, Arizona 85622, but meetings of members and directors may be held at such places within the State of Arizona, County of Pima, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 2.1 "Association" shall mean and refer to SAN IGNACIO VILLAS, INC., an Arizona corporation, its successors, and assigns.

Section 2.2 "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Members, as provided in the Declaration.

Section 2.3 "Declarant" shall mean and refer to Lawyers Title of Arizona, an Arizona corporation, as Trustee under Trust Number 6486-T, and its successors and assigns, if such successors or assigns should be so designated in writing by Declarant.

Section 2.4 "Declaration" shall mean and refer to the Declaration of Establishment of Covenants, Conditions, and Restrictions for San Ignacio Villas recorded in the office of the recorder of Pima County, Arizona.

Section 2.5 "Lot" shall mean and refer to each numbered plot of land shown upon the recorded subdivision map of any portion of the Properties.

Section 2.6 "Member" shall mean and refer to those Persons (as defined in the Declaration) entitled to membership and voting rights as provided in the Declaration.

Section 2.7 "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties,

including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 2.8 "Properties" shall mean and refer to that certain real property described in the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

ARTICLE III **MEETING OF MEMBERS**

Section 3.1 Annual Meetings. The annual meeting of the Members shall be held in April of each year. The specific date, time, and location will be set by the President.

Section 3.2 Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 10 days and not more than 50 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 3.3 Special Meetings. Special meetings of the Members may be called at any time by the President, the Board of Directors, or upon written request of one-tenth (1/10) of the Members who are entitled to vote.

Section 3.4 Quorum. The presence at the meeting in person or by absentee ballot of one-fourth (1/4th) of the Members who are entitled to vote shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws.

Section 3.5 Absentee Ballots. At all meetings of Members, each Member may vote in person or by absentee ballot. A vote shall be deemed made in person by a Member who has submitted a timely ballot, in writing, bearing the number of the Lot owned by such Member, even though the member is not physically present at the meeting.

Section 3.6 Voting. Voting rights shall be determined as provided in the Declaration, with the Declarant retaining certain exclusive voting rights. After expiration of Declarant's exclusive voting rights, each owner shall have one vote for each Lot owned.

ARTICLE IV
BOARD OF DIRECTORS: SELECTION: TERMS OF OFFICE

Section 4.1 Number. A Board of three (3) Directors, who need not be Members of the Association, shall manage the affairs of this Association.

Section 4.2 Terms of Office. At the first annual meeting, the Members shall elect one Director for a term of one year; one Director for a term of two years; and one Director for a term of three years; and at each annual meeting, thereafter the Members shall elect one Director for a term of three years.

Section 4.3 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 4.4 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 4.5 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. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 5.1 Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, and shall serve from the close of such annual meeting until the close of the next annual meeting. Such appointment shall be announced at each annual meeting.

The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among the members of the Association.

Section 5.2 Election. Election to the Board of Directors shall be by written or absentee ballot. At such election, the members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The person(s) receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 5.3 Declarant's Right of Appointment. So long as Declarant has retained its exclusive voting rights set forth in the Declaration, Declarant shall have the right to appoint the Directors of the Association, notwithstanding any contrary provision hereof.

ARTICLE VI MEETINGS OF DIRECTORS

Section 6.1 Regular Meetings. Regular meetings of the Board of Directors shall be held on a quarterly basis without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should a meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day that is not a legal holiday. Such meetings shall be open to all Members (although Members who are not Directors shall not be permitted to participate in any discussion of the Board at such meeting unless expressly authorized to do so by a majority of a quorum of the Board); provided, however, that any meeting or portion thereof may be closed if limited to one or more of the following:

- (a) Discussing employment or personnel matters for employees of the Board or the Association;
- (b) Obtaining legal advice from an attorney for the Board or the Association;
- (c) Discussing pending or contemplated litigation; or
- (d) Discussion pending or contemplated matters relating to enforcement of the Association's Rules, the Declaration, or these Bylaws.

Section 6.2 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. The person entitled to such notice may waive notice at any time.

Section 6.3 Quorum. A majority of the number of 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 VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.1 Powers. The Board of Directors shall have the power to:

(a) Adopt and publish rules and regulations governing the use of the Common Areas 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 powers, duties and authority vested in or delegated to this Association, and not reserved to the membership by other provisions of these Bylaws, 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;

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

Section 7.2 Duties. It shall be the duty of the Board of Directors to:

(a) Supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.

(b) As more fully provided in the Declaration, to:

(1) Fix the amount of the annual assessment against each Lot;

(2) Send written notice of each assessment to every Owner; and

(3) Foreclose the lien against any property for which assessments are not paid within ten (10) days after due date or to bring an action at law against the Owner personally obligated to pay the same;

(c) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates;

(d) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

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

(f) Cause the Common Area and all other areas for which the Association is responsible to be maintained; and

(g) Maintain all commonly-used equipment.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 8.1 Enumeration of Offices. The officers of this Association shall be a President, a Vice President/Treasurer, a Secretary, and any other such officers as the Board may from time to time by resolution create.

Section 8.2 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 8.3 Terms of Office. The officers of this Association shall be elected annually by the Board, and each shall hold office for one (1) year, unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 8.4 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 8.5 Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time, giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.6 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/she replaces.

Section 8.7 Multiple Offices. The offices of Vice President and Treasurer may be held by the same person. No person shall simultaneously hold more than one office except in the case of special offices pursuant to Section 4 of this Article 8.

Section 8.8 Duties. The duties of the officers are as follows:

(a) **President.** 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 promissory notes.

(b) **Vice President.** 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 by the Board.

(c) **Secretary.** The Secretary shall record the votes, 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.

(d) **Treasurer.** 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, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board, shall sign all checks and promissory notes of the Association, keep proper books of account, cause an annual audit of the Association books to be made at the completion of each fiscal year, and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX COMMITTEES

Section 9.1 Standing Committees. The standing committees of the Association shall be:

- (a) The Nominating Committee
- (b) The Maintenance Committee
- (c) The Audit Committee
- (d) The Architectural Committee

Unless otherwise provided herein, each committee shall consist of a chairperson and two or more members and shall include a member of the Board of Directors. The committees shall be appointed by the Board of Directors within thirty (30) days following each annual meeting to serve until their successors are appointed. The Board of Directors may appoint such other committees, as it deems desirable.

Section 9.2 Nominating Committee. The Nominating Committee shall have the duties and functions as described in Article V of these Bylaws.

Section 9.3 Maintenance Committee. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair, or improvement of the common property of the Association and shall perform other functions as the Board, in its discretion, determines.

Section 9.4 Audit Committee. The Audit Committee shall make an annual audit of the Association's books and approve the financial statements to be presented to the membership at its annual meeting.

Section 9.5 Architectural Committee. Subject to Declarant's right of appointment, the Board of Directors, at its annual meeting, shall appoint an Architectural Committee, composed of a minimum of three (3) members who need not be Members of the Association. The Architectural Committee shall have such powers and duties as are set forth in the Declaration. As provided in the Declaration, original home construction by Fairfield Green Valley, Inc., its successors, assigns or agents, shall be exempt from Architectural approval.

ARTICLE X

SALE OF LOT BY OWNER/MEMBER

Each Member, not less than 10 business days prior to the closing of any sale of such Member's Lot, shall notify the Association in writing of the name and address of the purchaser thereof, as well as the scheduled closing date for the sale. The Association shall, upon receipt of such information, mail or otherwise deliver to such purchaser a copy of the Declaration, Bylaws, Association Rules, and a statement containing the following information:

- (a) The telephone number of a principal contact for the Association, which may be an officer thereof, a management company employed thereby, or any other person.
- (b) The amount of the current regular annual assessment, and the amount of any assessments or fees currently owed by the selling Member;
- (c) Whether or not any portion of the Lot or Dwelling Unit thereon is covered by insurance maintained by the Association.

(d) Whether the Association knows of any alterations or improvements to the Lot that violate any provision of the Declaration or Association Rules (and, if so, the nature of those violations);

(e) Whether the Association knows of any violation of the health or building codes with respect to the Lot (and, if so, the nature of those violations); and

(f) The case name and number of any pending litigation filed by the Association against the selling Member with respect to the Lot, and the case name and number of any pending litigation filed by the Member against the Association (except that the Association shall not be required to disclose any information protected by the attorney-client privilege).

ARTICLE XI **INDEMNIFICATION**

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

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

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

ARTICLE XII
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 Declarations, the Articles of Incorporation, and the Bylaws of the Association, shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XIII
AMENDMENTS

Section 13.1 Proposed amendments to these Bylaws shall be presented in writing and may be adopted if approved by two-thirds (2/3rds) of the votes cast or by a majority vote of the Members of the Association voting in person or by absentee ballot, whichever is less, at either an annual or special meeting.

Section 13.2 In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIV
FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, We, being all of the Directors of San Ignacio Villas, Inc., an Arizona corporation, have hereunto set our hands this 21st day of February 2011.

Fran Kirkham

Fran Kirkham

WT Lemman

Bill Lemman

Charles Lamb

Charles Lamb