

**AMENDMENT TO THE AMENDED AND RESTATED BYLAWS OF
MIRABEL COMMUNITY ASSOCIATION, INC.**

This AMENDMENT TO THE BYLAWS OF MIRABEL COMMUNITY ASSOCIATION (the "Amendment") is made as of this 15th day of July, 2016, by the Mirabel Community Association, an Arizona nonprofit corporation (the "Association").

WHEREAS, pursuant to the Bylaws at Article VII, the Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the Board of Directors;

WHEREAS, pursuant to the Bylaws at Article III, a majority of the Directors shall constitute a quorum for the transaction of business;

WHEREAS, this Amendment has been approved at a regular meeting of the Board of Directors with quorum present by the affirmative vote of two-thirds (2/3) of the Board of Directors;

NOW THEREFORE, effective July 15, 2016, the Bylaws are hereby amended as follows:

1. Within Article II, Membership; Meetings, Section 4, Special Meetings, is hereby amended in its entirety to read as follows:

Special Meetings. Special meetings of the Members may be called by the President, the Board, or by the written demand of not less than ten percent (10%) of the Members of the Association for any purpose or purposes.

2. Within Article II, Membership; Meetings, Section 6, Proxies, is hereby amended in its entirety to read as follows:

Absentee Ballots. At all meetings of Members, each Member entitled to vote may vote in person or by absentee ballot. Memberships held by a legal personal representative or by a court appointed receiver may be voted, in person or by absentee ballot, by the representative or receiver without the transfer (except as required under a valid voting trust agreement) of membership in to the name of the trustee or receiver.

3. Within Article II, Membership; Meetings, Section 8, Irregularities, is hereby amended in its entirety to read as follows:

Irregularities. All information and/or irregularities in calls, notices of meeting and in the manner of voting, form of absentee ballot, credentials and method of ascertaining those present, shall be deemed waived if no objection is made at the meeting or if waived in writing.

4. Within Article III, Board of Directors; Section 1, Number and Term of Office, is hereby amended in its entirety to read as follows:

Number and Term of Office. The Board of Directors shall consist of not less than three (3) nor more than seven (7) individuals. The qualifications of the members of the Board of Directors shall be as provided in the Declaration. At the first annual meeting after the Transition Date, the Members shall elect three (3) directors for a term of three (3) years, two (2) directors for a term of two (2) years and two (2) directors for a term of one (1) year. At each annual meeting thereafter, the Members shall elect the number of directors as is appropriate to replace those directors whose terms have expired and to maintain staggered terms for the directors for a term of three (3) years each. If the number of directors is increased, the additional directors shall be elected to serve such terms so that, to the extent possible, an equal number of directors are serving in each staggered term. Directors shall serve until their successors are elected and qualified. Directors may serve up to two (2) consecutive terms and are only eligible for re-election to the Board of Directors after a two (2) consecutive year absence; notwithstanding the foregoing, any person serving as a Director as of the adoption of this amendment is eligible to be re-elected for one additional term.

5. Within Article III, Board of Directors; Section 3, Vacancies; Removal of Directors, is hereby amended in its entirety to read as follows:

Vacancies; Removal of Directors. If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, disability or otherwise, the director will cease to be a director, and the position on the Board shall be deemed vacant. Until the Transition Date, vacancies on the Board shall be filled by the Declarant. After the Transition Date, vacancies on the Board shall be filled by vote of the remaining Board members. The person selected to fill any vacancy shall serve for the remainder of the unexpired term. A director may be removed from the Board with or without cause, in the manner set forth by Arizona statute."

6. Within Article IV, Officers; Section 5, The President, is hereby amended in its entirety to read as follows:

The President. The president shall be the chief executive officer of the Association; shall preside at all meetings of the Members and of the Board; shall have executive powers and general supervision over the affairs of the Association; 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. A director may serve up to three (3) consecutive years as president and is only eligible for re-election as president after a three (3) consecutive year absence.

7. Within Article IV, Officers; Section 8, The Treasurer, is hereby amended in its entirety to read as follows:

The Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all funds of the Association and shall disburse such funds as directed by resolution of the Board; shall co-sign all promissory notes of the Association; shall keep proper books of account; shall cause audits of the Association books to be made from time to time as directed by resolution of the Board; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular meeting, and deliver a copy to each of the Members. The treasurer shall be allowed to delegate the collection, deposit and disbursement of funds by establishing a reasonable method of accounting which shall be periodically reviewed by the Board. A director may serve up to six (6) consecutive years as treasurer and is only eligible for re-election as treasurer after a three (3) consecutive year absence.

IN WITNESS WHEREOF, the Association has executed this Amendment to the Bylaws as of the date first above written.

MIRABEL COMMUNITY ASSOCIATION
an Arizona nonprofit corporation

By: Robt. M. R.

Its: President _____

I, Jim Robinson, being the duly elected Secretary of the Association hereby attest that the foregoing Amendment has been approved at a regular meeting of the Board of Directors with quorum present by the affirmative vote of two-thirds (2/3) of the Board of Directors

By: Jmi' Alun
Secretary, Mirabel Community Association