

BY-LAWS  
OF  
SHERWOOD FOREST ESTATES  
PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I

BOARD OF DIRECTORS

SECTION 1- Numbers. The business and affairs of the Corporation shall be managed and controlled by a Board of Directors. The first Board of Directors shall consist of the persons named in the Articles of Incorporation. Thereafter, the Board shall consist of those persons elected by a majority vote of the members of the corporation. The Number of Directors which shall be, in no case, fewer than seven (7). Any vacancy on the Board of Directors may be filled by the remaining members of the Board at a duly called special meeting.

SECTION 2- Special Meetings. Special meetings of the Board of Directors shall be held whenever called. A special meeting may be called by the President, or, by any three members of the Board.

SECTION 3- Notice. The Secretary shall give notice to each Director of each special meeting by mailing the same at least five (5) days before the time of the meeting or by telegraphing or telephoning no less than two (2) days before the time of the meeting.

SECTION 4- Place of Meeting. The Directors shall hold their meetings and may have an office and keep the books of the Corporation at such place or places, within or without the state, as the Board, from time to time, may determine.

SECTION 5- Quorum. A majority of the Board of Directors at the time in the office shall constitute a quorum for the transaction of business, but a majority of those present at the time and place of any regular or special meeting, although less than a quorum, may adjourn, from time to time, without notice, until a quorum be had. The vote of a majority of the Directors present at any meeting at which a quorum exists, in favor of or against any proposition shall prevail, except as herein otherwise provided.

SECTION 6- Committees. From time to time, the Board may appoint committees for any purpose or purposes, which shall have such powers as shall be specified in the resolution of appointment. Prior to the Annual Meeting the Board shall appoint a nominating committee. Said committee shall consist of one Board member and two non-officer members. The committee shall present a slate of director candidates at the Annual Meeting. Nominations from the floor (membership) at the Meeting shall be included in the list of candidates.

SECTION 7- Compensation. The Directors and officers of the Corporation and all members of the committees shall serve without salary. Directors and officers may, however, be reimbursed for out-of-pocket expenses incurred for the benefit of the Corporation and which are approved by the Board:-

SECTION 8- Action by Resolution. A resolution in writing, signed by all the members of the Board of Directors, shall be deemed to be action by such Board to the effect therein expressed, with the same force and effect as if the same had been duly passed by the same vote at a duly convened meeting, and it shall be the duty of the Secretary of the Corporation to record such resolution in the minute book of the corporation under its proper date.

SECTION 9- Waiver. Attendance of a Director at a meeting shall constitute waiver of notice of such meeting except when such attendance is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any Director may waive notice of any annual or special meeting of the Board of Directors by executing a written waiver of notice either before or after the time of meeting.

## ARTICLE II

### OFFICERS

SECTION 1- Executive. The officers of the Corporation shall be a President and such other officers as the Board of Directors may elect. Any two (2) or more officers may be consolidated and held by one (1) person, except the offices of President and Secretary. All officers shall be elected by, and from within, the Board of Directors.

SECTION 2- Tenure of Office. The term of office for all officers shall be one year. Officers may serve succeeding terms. All officers and agents shall be subject to removal at any time, with or without cause, by the affirmative vote of a majority of the whole Board.

SECTION 3- President. The President shall be the Chief Executive Officer of the Corporation. He shall preside at all meetings of the Board of Directors unless a Chairman of the Board of Directors has been elected and is present. He shall sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation, do and perform such other duties as, from time to time, may be assigned to him by the Board.

SECTION 4- Vice President. The Vice President shall act in place of the President when the President is absent or otherwise unable to act.

SECTION 5- Secretary. The Secretary shall keep the minutes of

all proceedings of the Board; he shall attend the giving and serving of all notices for the Corporation; when directed by the President he shall sign in the name of the Corporation all contracts authorized by the Board. He shall have charge of such books and papers as the Board may direct; and he shall in general perform all the duties incident to the office of the Secretary, subject to the control of the Board.

SECTION 6- Treasurer. The Treasurer shall supervise the collection and deposit of amounts contributed to the Corporation. He shall also supervise the disbursement of funds by the Corporation and the maintenance of full and accurate accounting records for the Corporation.

### ARTICLE III

#### INDEMNIFICATION

SECTION 1- Indemnification of Officers, Directors, Employees and Agents. Subject to the further provisions hereof, the Corporation shall indemnify any and all of its existing and former Directors, Officers, Employees and Agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as Director, Officer, Employee or Agent of the Corporation, whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the Corporation whether the legal action brought or threatened is by or in the right of the Corporation or by any other person. Whenever any existing or former Director, Officer, Employee, or Agent shall report to the President of the Corporation that he or she has incurred or may incur expense, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her or on account of any action or omission alleged to have been committed by him or her while acting in the scope of his or her employment as a Director, Officer, Employee or Agent of the Corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether in regard to the matter involved in the action or contemplated action such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent. If the Board of Directors determines in good faith that such person did not act, fail to act, or refused to act willfully or with gross negligence or with fraudulent or criminal action, indemnification shall be mandatory and shall be automatically extended as specified herein. The Corporation shall have the right to refuse indemnification in any instance

in which the person to whom the indemnification would otherwise have been applicable shall have unreasonably refused to permit the Corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

SECTION 2- Saving Clause. 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 Bylaw, agreement, vote of disinterested Directors otherwise, or of any other indemnification which may be granted to any person apart from this Article, as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, Employee or Agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 3- Maintenance of Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee or Agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Employee or Agent of another corporation, partnership, joint venture, trust or other enterprise 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 corporation would have the power to indemnify him against such liability under the provisions of the Article.

## ARTICLE IV

### MEMBERS

SECTION 1- Annual Meeting. The Annual Meeting of this Corporation for the purpose of determining the number of Directors, electing the Board of Directors, filling vacancies and reviewing the affairs of this Corporation, shall be held annually during the summer months and on a date set by the Board of Directors. All members registered with the Corporation shall be notified by mail, and, by the posting of notice in a conspicuous place. If, for any reason, an Annual Meeting is not completed, or is cancelled, the current Officers and Directors shall continue in office until a subsequent Annual Meeting is held.

SECTION 2- Members. Persons entitled to membership in the Corporation shall be those persons owning one or more lots in Sherwood Forest Estates. Each owner or co-owner shall have one (1) vote. Persons renting property may not hold membership in the Association.

ARTICLE V  
MISCELLANEOUS

SECTION 1- Amendments. These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by a majority of all of the Board of Directors at any meeting provided that no alteration, amendment or appeal conflicts with the purpose of the Corporation stated in the Articles of Incorporation.

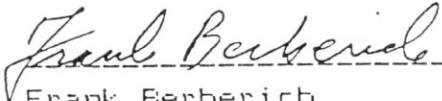
SECTION 2- Dissolution. In the event of dissolution of the Corporation, whether voluntary or involuntary, the assets of the Corporation shall be applied and distributed in accordance with Arizona Revised Statutes 10-1046.

SECTION 3- Certificate. I hereby certify that the foregoing copy of the Bylaws of the Corporation are the same as were adopted at the first meeting of the Board of Directors.

ADOPTED THE 10th DAY OF JULY, 1984.

ORIGINAL SIGNED BY SECRETARY JANE BALLARD

I certify that this is an accurate copy of the original Bylaws, with duly approved ammendments, corrections and changes.

  
30 May 1992 Frank Berberich  
Secretary/Treasurer