

AMENDED AND RESTATED

BYLAWS

OF

SAN IGNACIO VISTAS, INC.

(Revised, September 14, 2009)

Amended and Restated April, 2002

Revised, February 6, 2006

Article III, Sections 5, 6, 8, 9 and and new Section 10

Article IV, Section 1 and 3; new Sections 4, 5 and 6;

renumber old Sections 4 and 5

Article V, Sections 1 and 2

Article VI, Sections 3, 4 and 7

Article VII, Section 1

Article IX, Sections 3 and 4

Article XIV, Section 1

Revised, May 22, 2006

Article IV, Section 8 and Article VIII, Section 8

Revised, October 13, 2008

Article IX, Section 1, 3 and 4

Revised, September 14, 2009

Article V, Sections 1 and 2

TABLE OF CONTENTS

Article I - Name and Location 1
Article II - Certain Definitions 1
Article III - Meeting of Members 1
 Section 1: Annual Meetings.
 Section 2: Special Meetings.
 Section 3: Notice of Meetings.
 Section 4: Record Date.
 Section 5. Quorum.
 Section 6. Absentee Ballots.
 Section 7: Voting.
 Section 8: Majority Vote Required.
 Section 9: Action by Written Ballot.
 Section 10: Absentee and Written Ballots.
Article IV - Board of Directors: Selection, Removal, Term of Office3
 Section 1: Number.
 Section 2: Term of Office.
 Section 3: Removal.
 Section 4: Certain Documents.
 Section 5: Limitation on Removal Proceedings.
 Section 6: Attorneys' Fees.
 Section 7: Successor.
 Section 8: Compensation.
Article V - Nomination and Election of Directors4
 Section 1: Nomination.
 Section 2: Election.
Article VI - Meetings of Directors4
 Section 1: Regular meetings.
 Section 2. Special Meetings: Notice.
 Section 3: Open Meetings: Exceptions.
 Section 4: Notice to Members.
 Section 5: Quorum: Action of Directors.
 Section 6: Action Taken Without a Meeting.
 Section 7: Electronic Communications.
Article VII - Powers and Duties of the Board of Directors5
 Section 1: Powers.
 Section 2: Duties.

Article VIII - Officers and their Duties6

Section 1: Enumeration of Offices.

Section 2: Election of Officers.

Section 3: Term.

Section 4: Special Appointments.

Section 5: Resignation and Removal.

Section 6: Vacancies.

Section 7: Multiple Offices.

Section 8: Compensation.

Section 9: Duties.

Article IX – Committees8

Section 1: Standing Committees:

Section 2: Architectural Committee.

Section 3: Audit Committee.

Section 4: Financial Advisory Committee.

Section 5: Maintenance Committee.

Section 6: Nominating Committee.

Article X – Indemnification9

Section 1: Scope of Indemnity.

Section 2: Insurance.

Article XI - Books and Records9

Article XII – Assessments9

Article XIII - Corporate Seal9

Article XIV - Amendments: Conflicts9

Article XV – Miscellaneous10

Article XVI - Parliamentary Authority10

**AMENDED AND RESTATED BYLAWS
OF
SAN IGNACIO VISTAS, INC.**

Article I - Name and Location

The name of the corporation is SAN IGNACIO VISTAS, INC. (“Association”). The mailing address is P.O. Box 1150, Green Valley, AZ 85622-1150. Meetings of Members and directors may be held at such places within the State of Arizona, County of Pima, as designated by the board of directors (sometimes “Board”).

Article II - Certain Definitions

Capitalized terms used, but not defined, in these bylaws have the meanings set forth in the Amended and Restated Declaration of Covenants, Conditions, and Restrictions of San Ignacio Vistas, as amended from time to time (“Declaration”).

Article III - Meeting of Members

Section 1: Annual Meetings.

The annual meeting of Members will be held during the month of February of each year at a date, time and place chosen by the board of directors.

Section 2: Special Meetings.

Special meetings of Members may be called at any time by the president or by a majority of the board of directors or upon written request of 25% of the Members who are entitled to vote.

Section 3: Notice of Meetings.

Written notice of each meeting of Members will 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. The notice will be sent to each Member entitled to vote at the meeting at the last address appearing on the books of the Association, or supplied by the Member to the Association for the purpose of notice. Such notice must specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting, including the general nature of any proposed amendment to the Declaration or bylaws, changes in assessments that require approval of Members and any proposal to remove a director or an officer. The failure of any Member to receive actual notice of a meeting of Members will not affect the validity of any action taken at that meeting.

Section 4: Record Date.

The board of directors must fix a date (“Record Date”) not more than 50 days before the date of a meeting of Members, or other action requiring a determination of Members, as the date of determination of Members entitled to notice of and to vote at such meeting, or to exercise any rights in respect of any other lawful action. A determination of Members entitled to notice of or to vote at a meeting of Members is effective for any adjournment of the meeting, unless the board of directors fixes a new date for determining the right to notice or the right to vote. The board of directors must fix a new Record Date if the meeting is adjourned to a date that is more than 50 days after the Record Date for determining Members entitled to notice of the original meeting.

Section 5: Quorum.

The presence at the meeting, in person or by absentee ballot, of 10% of the Members who are entitled to vote will constitute a quorum for any action except as otherwise provided in the Declaration, the articles of incorporation, these bylaws or the laws of the State of Arizona. If, however, a quorum is not present or represented at any meeting, the Members present at the meeting in person will have the power to adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum is present. At any meeting of the Association at which Members are entitled to vote, all such Members eligible to vote at such meeting are entitled to receive and shall receive a Written Ballot or Absentee Ballot to enable such Members to vote on the matters coming before any such meeting.

Section 6: Absentee Ballots.

An absentee ballot must set forth each proposed action, provide an opportunity to vote for or against each proposed action and specify the time by which it must be delivered to the Association in order to be counted, which may not be less than 10 business days after the date that the Association mails the absentee ballot. An absentee ballot may not be revoked, provided, however, that an absentee ballot will be automatically revoked when a Member conveys his/her Lot.

Section 7: Voting.

Voting rights will be as set forth in the Declaration.

Section 8: Majority Vote Required.

The Members will take action by the affirmative vote of the majority of Members present, in person or by absentee ballot, at a duly held meeting, except where a larger proportion or number is required by the Declaration, the articles of incorporation, these bylaws or the laws of the State of Arizona.

Section 9: Action by Written Ballot.

Any action that may be taken at any meeting of Members may be taken without a meeting if the Association delivers a written ballot to every Member entitled to vote on the matter. A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting of Members and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot must indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors and specify the time by which a ballot must be delivered to the Association in order to be counted, which time may not be less than 10 business days after the date that the Association mails the ballot. A written ballot may not be revoked; provided, however, that a written ballot will be automatically revoked when a Member conveys his/her Lot.

Section 10: Absentee and Written Ballots.

Neither an absentee ballot nor a written ballot may authorize another person to cast the vote for a Member. Absentee and written ballots are valid only for one specified election or meeting and automatically expire after such election or meeting.

Article IV - Board of Directors: Selection, Removal, Term of Office

Section 1: Number.

The business of the Association will be managed by a Board of five directors who must be Members of the Association.

Section 2: Term of Office.

Directors will be elected for a term of two years. Two directors will be elected in even numbered years and three directors will be elected in odd numbered years.

Section 3: Removal.

Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association who are in attendance at any meeting of the Association duly held for that purpose. The vote may be in person or by absentee ballot. Any Member proposing the removal of a director must submit a petition to the secretary which has been signed by the Owners of at least 25% of the Lots. The Board must hold a special meeting of Members within 30 days after receiving a valid petition. The presence at the meeting, in person or by absentee ballot, of 20% of the Members who are entitled to vote will constitute a quorum for any such meeting. Any director whose removal has been proposed will be given notice of the petition calling for his/her removal and will be given the opportunity to submit a written response to the petition, to be mailed to the Members by the secretary with the notice of the meeting. At the meeting, the director whose removal has been proposed will be entitled to address the Members prior to the vote on removal. In the event of removal of a director, his/her successor will be selected by the vote of the Members at the meeting and such successor will be elected to fill the unexpired term of the director who was removed.

Section 4: Certain Documents.

The Board must retain all documents related to the removal process for at least one year after the date of the special meeting, and must permit any Member or his/her designated representative to inspect the documents in accordance with existing law.

Section 5: Limitation on Removal Proceedings.

Members cannot petition to remove the same director more than once during his/her term of office.

Section 6: Attorneys' Fees.

If a civil suit is filed resulting from, pertaining to or arising out of any proceeding for the removal or attempted removal of a director, the prevailing party will be awarded its reasonable attorneys' fees, litigation expenses, costs or other expenses incurred in connection therewith.

Section 7: Successor.

In the event of the death or resignation of a director, a successor will be elected by the majority vote of the directors then in office, even though less than a quorum, and such successor will serve for the unexpired term of the predecessor.

Section 8: Compensation.

No director will receive compensation for any service rendered to the Association as a director. However, any director will be reimbursed for actual expenses reasonably incurred in the performance of his/her duties as a director.

Article V - Nomination and Election of Directors

Section 1: Nomination.

The nominating committee will select a slate of nominees to be presented to the Members as candidates for election to the Board. The nominating committee will consist of a chairperson, who must be a director, and two or more Members of the Association. All nominees must be Members in good standing of the Association (current with any dues, assessments or penalties and clear of any violations). No lot may be represented by more than one nominee and/or Director. The nominating committee will make as many nominations for election to the Board as it may in its discretion determine, but not less than the number of vacancies that are to be filled.

In the event a nominee is not chosen by the nominating committee they may still run by petition using the form provided by the Association Secretary. Petition must be submitted to the Association Secretary at least 60 days in advance of the Annual Meeting and must bear the signature of members representing 20 lots. Upon verification of the petition, the nominating committee is obligated to place on its slate of nominees the Member put forward in said petition. The slate of nominees will be presented to the Members by mail at least 30 days in advance of the annual meeting.

Section 2: Election.

Election to the Board will be by a written ballot to be returned and received by the Association not less than 7 days prior to the annual meeting. The Members may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes will be elected. Cumulative voting is not permitted. Ballots must be separate documents.

Article VI - Meetings of Directors

Section 1: Regular meetings.

Regular meetings of the Board will be held at a place, date and time chosen from time to time by the Board. The agenda will be established by the president in consultation with the Board. Subject to the preceding sentence, Members may request that an item be placed on the agenda by submitting the item in writing to the secretary at least 25 days prior to the next regularly scheduled Board meeting.

Section 2: Special Meetings: Notice.

Special meetings of the Board will be held when called by the president, or by any two directors, after not less than three days notice to each director. Notice of special meetings may be given by mail, any electronic means, including e-mail and fax, by telephone or in person. Notice may be waived at any time by the persons entitled to such notice.

Section 3: Open Meetings: Exceptions.

All meetings of the Board will be open to all Members, and all Members so desiring will be permitted to attend and listen to the deliberations and proceedings; provided, however, that for regular and special meetings of the Board, Members who are not Board *members may not participate in any deliberation or discussion unless so authorized by a vote of the Board. Notwithstanding the foregoing, any portion of a meeting may be closed if the closed portion of the meeting is limited to consideration of one or more of the following: (i) employment or personnel matters for employees of the Association; (ii) legal advice from an attorney for the Board or the Association; (iii) pending or contemplated litigation; or (iv) pending or contemplated matters relating to the enforcement of the Association's Declaration, Rules or other documents.

Section 4: Notice to Members.

Notice to Members of meetings of the Board will be given at least five (5) business days prior to regular meetings and at least 48 hours prior to special meetings by newsletter, conspicuous posting or any other reasonable means as determined by the Board, which may include the publication of the time and place of the meeting in the Green Valley News or any Green Valley Recreation publication.

Section 5: Quorum: Action of Directors.

A majority of the number of directors will constitute a quorum for the transaction of business. Every act or decision taken or made by a majority of the quorum will be regarded as an act of the Board, except where the affirmative vote of a larger or smaller proportion or number is required or permitted by the Declaration, articles of incorporation, these bylaws or the laws of the State of Arizona.

Section 6: Action Taken Without a Meeting.

The directors may take any action without a meeting that they could take at a meeting by obtaining the written approval of all of the directors. Any action so taken will have the same effect as though taken at a meeting of the directors. Any such action in lieu of a meeting will be duly recorded in the minutes of the next meeting of the directors.

Section 7: Electronic Communications.

The Board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means will be deemed to be present in person at the meeting.

Article VII - Powers and Duties of the Board of Directors

Section 1: Powers.

The Board will have the power to:

- A. Adopt and publish rules and regulations (“Rules”) governing the use of the Common Areas and all other areas for which the Association is responsible and the activities of Members and their guests thereon and to establish penalties for the violation of the Declaration and/or Rules;
- B. Suspend the voting rights of a Member during any period such Member is in default in the payment of any assessment, fine or penalty levied by the Association;
- C. Exercise for the Association all powers, duties and authority vested in or delegated to the Association, and not reserved to the Members by other provisions of these bylaws, the articles of incorporation or the Declaration;
- D. Declare the office of a director to be vacant in the event such director is absent from four consecutive meetings of the Board; and
- E. Employ a manager, independent contractors or such other employees as deemed 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 (excluding any action to enforce any provision of the Declaration, bylaws or Rules, or to collect any assessment, fine or penalty imposed on a Member by the Board) 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 50% of all the Members of the Association entitled to vote.

Section 2: Duties.

It will be the duty of the Board to:

- A. Supervise all officers, agents and employees of the Association and to see that their duties are properly performed;
- B. Establish an annual budget;
- C. As more fully provided in the Declaration, to
 - 1) establish the amount of the annual assessment due from each Owner and secured by each Lot;
 - 2) send written notice to every Owner; and
 - 3) foreclose the lien against any property for which any assessment, fine or penalty is not paid within 15 days after due date or to bring an action at law against the Owner personally obligated to pay the same.
- D. Issue, or to cause an appropriate officer to issue, upon demand by any person legally entitled to the information, a certificate setting forth whether or not any assessment, fine or penalty has been paid. A reasonable charge may be made by the Board for the issuance of these certificates.
- E. Procure and maintain liability and hazard insurance on property owned or maintained by the Association;
- F. Obtain fidelity insurance on those officers or employees who have access to the funds of the Association as it may deem appropriate; and
- G. Cause the Common Area and all other areas for which the Association is responsible to be maintained.

Article VIII - Officers and their Duties

Section 1: Enumeration of Offices.

The officers of the Association will be a president, one or more vice presidents, a secretary and a treasurer, and such other officers as the Board may from time to time establish by resolution.

Section 2: Election of Officers.

The election of officers will take place at the first meeting of the Board following each annual meeting of the Members.

Section 3: Term.

The officers of the Association will be elected annually by the Board, and each will hold office for one (1) year, unless he/she resigns prior to the expiration of his/her term, is removed or otherwise becomes disqualified to serve.

Section 4: Special Appointments.

The Board may appoint such other officers as the affairs of the Association may require, each of whom will hold office for such period (not to exceed one year), have such authority and perform such duties as the Board may, from time to time, determine.

Section 5: Resignation and Removal.

The Board may remove any officer, with or without cause. Any officer may resign at any time, giving written notice to the Board, the president or the secretary. Such resignation will 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 will not be necessary to make it effective.

Section 6: Vacancies.

A vacancy in any office may be filled by the Board. Any officer elected to fill a vacancy will serve for the remainder of the term of the officer he/she replaces.

Section 7: Multiple Offices.

Any number of offices (except the offices of president and any vice president) may be held by the same person.

Section 8: Compensation.

No officer will receive compensation for any services rendered to the Association except that the Board may, in its discretion, compensate an officer who serves as the secretary (beyond the mere recording of minutes of meetings of the Board and Members) in such amounts and at such times as the Board may from time to time determine. However, any officer will be reimbursed for actual expenses reasonably incurred in the performance of his/her duties as an officer.

Section 9: Duties:

A. President

The president will be the chief executive officer of the Association responsible for the general day-to-day management of the business and affairs of the Association. When present, the president will preside at all meetings of the Board, will see that the orders and resolutions of the Board are carried out, sign all leases, mortgages, deeds and other written instruments, cosign all checks and promissory notes and exercise and discharge such other duties as may be required by the Board. At each meeting of the Board, the president will advise the Board of all actions taken by him since the last meeting. The president must be a Member.

B Vice President

The vice president or first or senior vice president, if there be more than one vice president, will act in the place and stead of the president in the event of his or her absence or inability or refusal to act, and will exercise and discharge such other duties as may be required by the Board. All vice presidents must be Members.

C. Secretary

The secretary will record the votes and keep the minutes of all meetings and proceedings of the Board or 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 Members, keep appropriate current records showing the Members of the Association, together with their addresses, and will exercise and discharge such other duties as may be required by the Board.

D. Treasurer

The treasurer will receive and deposit in appropriate bank accounts all monies of the Association and will disburse such funds as directed by resolution of the Board; provided, however, that a resolution of the Board will not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The treasurer will also cosign all checks and promissory notes of the Association, prepare and submit financial statements to the Board, keep proper books of account and make them available for the annual audit made at the completion of each fiscal year, prepare a recommended annual budget and statement of anticipated income and expenditures to be presented to the Board for its approval and exercise and discharge such other duties as may be required by the Board.

Article IX – Committees

Section 1: Standing Committees:

The standing committees of the Association will be:

- A. The Architectural Committee
- B. The Audit Committee
- C. The Financial Advisory Committee
- D. The Maintenance Committee
- E. The Nominating Committee

Unless otherwise provided herein, each committee will consist of a chair and two or more Members. The committees, except the Nominating Committee, will be appointed by the Board within 30 days after each annual meeting to serve until their successors are appointed. The Board may appoint such other committees as it deems desirable. A member of the Board will be appointed to serve as liaison between each committee, except the Audit Committee, and the Board. The Board may remove any committee member with or without cause.

Section 2: Architectural Committee.

The Architectural Committee will have such powers and duties as are set forth in the Declaration.

Section 3: Audit Committee.

The Audit Committee will be composed of at least three and a maximum of five Members of the Association. No member of the Board may serve on the Audit Committee. The duties of the Audit Committee will be to:

- A. Annually recommend to the Board a financial audit, review or compilation as required by applicable law by either a Certified Public Accountant, a public accountant who is not a licensed CPA or by the Internal Audit Committee of the Association;
- B. Present to the Board and at the Annual Meeting a Report on the findings of such audit, review or compilation;
- C. Present to the Board recommendations regarding matters, if any, coming to the attention of the Committee during the conduct of their internal audit.

The committee will exercise and discharge such other duties as may be required by the Board and in all matters, the committee will report to and make its recommendations directly to the Board.

Section 4: Financial Advisory Committee.

The Financial Advisory Committee will be composed of the president, treasurer and such other Members of the Association as deemed appropriate by the Board. The Financial Advisory Committee will formulate and recommend the fiscal and investment policy of the Association. The committee will examine the annual updates of the Replacement Reserve Plan, the Operating Budget and the homeowner dues assessment and once satisfied recommend these to the Board. The committee will exercise and discharge such other duties as may be required by the Board and in all matters, the committee will report to and make its recommendations directly to the Board.

Section 5: Maintenance Committee.

The Maintenance Committee will advise the Board on all matters pertaining to the maintenance, repair or improvement of the Common Areas and all other areas for

which the Association is responsible and will exercise and discharge such other duties as may be required by the Board.

Section 6: Nominating Committee.

The Nominating Committee will have the duties and functions described in Article V of these bylaws.

Article X – Indemnification

Section 1: Scope of Indemnity.

The Association will indemnify its officers, directors and committee members to the fullest extent permitted by the Arizona Non-profit Corporation Act, as amended from time to time; provided, however, that no officer, director or committee member will be indemnified in connection with any action brought by him or her against the Association (whether by derivative action or by counterclaim) unless he/she has been successful on the merits after trial.

The right of indemnification hereinabove provided will not be exclusive of other rights to which any director, officer or committee member of the Association may otherwise be entitled by law.

Section 2: Insurance.

The Association, by action of the Board, will have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or committee member of the Association against any such liability arising out of his/her status as such, whether or not the Association would have had the power to indemnify him/her against such liability under Article X.

Article XI - Books and Records

The books, records and papers of the Association will at all times, during reasonable business hours, be subject to inspection by any Member, to the extent provided for by Arizona law. The Declaration, the articles of incorporation and the bylaws of the Association, will be available for inspection by any Member by request to the secretary. Copies may be purchased at reasonable cost by request to the secretary.

Article XII – Assessments

As more fully provided in the Declaration each Member is obligated to pay assessments to the Association.

Article XIII - Corporate Seal

The Association will have a seal as is shown at the right of Article XIII.

Article XIV - Amendments: Conflicts

Section 1: These bylaws may be amended, repealed or new bylaws adopted at any duly held meeting of the Members. To be adopted by the Members, any such amendment, repeal, or new bylaws, must be approved by the affirmative vote of at

least three-fourths (3/4ths) of the total votes of the Members entitled to vote, voting in person or by absentee ballot or a written ballot without a meeting of the members.

Section 2: To the extent permitted by law, these bylaws may be amended, repealed or new bylaws may be adopted at any duly held meeting of the Board.

Section 3: In the case of any conflict between the articles of incorporation and these bylaws, the articles will control; and in the case of any conflict between the Declaration and these bylaws, the Declaration will control.

Article XV – Miscellaneous

The fiscal year of the Association will begin on the first day of January and end on the last day of December of every year.

Article XVI - Parliamentary Authority

Robert’s Rules of Order, as amended from time to time, will govern the Association in all cases to which they are applicable and when not inconsistent with these bylaws and any special rules of order adopted by the Association.

Approved by the Board at the meeting held on September 14, 2009.

By _____
President Date

Secretary Date