

AMENDED AND RESTATED BYLAWS OF WHISPER MOUNTAIN HOMEOWNERS ASSOCIATION

ARTICLE I NAME AND LOCATION

The name of the corporation is Whisper Mountain Homeowners Association, hereinafter referred to as the "Association". The location of the principal office of the Association shall be as provided in the Articles of Incorporation. Meetings of Members and directors may be held at such places within the State of Arizona, County of Maricopa, as may be designated by the Board of Directors,

ARTICLE II DEFINITIONS

The words and terms used herein shall be deemed to have the same meanings as are given those words and terms in that certain Whisper Mountain Declaration of Covenants, Conditions and Restrictions dated the 27 day of September, 2004, recorded September 28, 2004 as Document #2004-1131498 in the office of the County Recorder of Maricopa County, Arizona (the "Declaration").

As used in these Bylaws, the term "Eligible Votes" means the total number of votes entitled to be cast by Members as of the record date for determining the Members entitled to vote at a meeting or in respect to any other lawful action including, but not limited to, action by written ballot or written consent.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. An annual meeting of the Members of the Association shall be held at least once each year at such date, time and place as is determined by the Board.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by a majority of the Board of Directors or by Unit Owners having at least twenty-five percent (25%) of the Eligible Votes.

Section 3. 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, not less than ten (10) days nor more than fifty (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. When a meeting is adjourned to another date, time or place, a notice of the new date, time or place is not required if the new date, time or place is announced at the meeting before adjournment. At the adjourned meeting, the Association may transact any business which might have been transacted at the original meeting. If a new record date for the adjourned meeting is or must be fixed under Article

III, Section 5 below, the Association shall give notice of the adjourned meeting pursuant to this Section to persons who are Members as of the new record date. A Member's attendance at a meeting Waives objection to the lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting and transacting business in the meeting. In addition, a Member's attendance at a meeting waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter at the time it is presented.

Section 4. Quorum. The presence at the meeting of Members entitled to vote, one-tenth (1/10) of the Eligible Votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Record Date. For any meeting of the Members, the Board shall fix a date as the record date for determining the Members entitled to notice of the meeting. If the Board fails to fix a record date for any meeting of the Members, the record date for determining the Members entitled to notice of the meeting shall be the business day before the day on which the notice of the meeting is given. The Board shall also fix a date as the record date for determining the Members entitled to vote at a meeting of the Members. If the Board fails to fix such a record date, the Members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting.

A determination of Members entitled to notice of or to vote at a membership meeting is effective for any adjournment of the meeting, unless the Board fixed a new date for determining the right to notice or the right to vote. The Board shall fix a new date for determining the right to notice or the right to vote if the meeting is adjourned to a date that is more than seventy (70) days after the record date for determining Members entitled to notice of the original meeting.

The Board shall fix a date as the record date for the purpose of determining the Members entitled to exercise any rights in respect of any other lawful action of the Members. If a record date is not fixed by the Board, Members at the close of business on the day on which the Board adopts the resolution relating to that record date, or the sixtieth (60) day before the date of other action, whichever is later, are entitled to exercise those rights. The record date fixed by the Board under this Section shall not be more than seventy (70) days before the meeting or action requiring a determination of Members,

Section 6. Organization and Conduct of Meeting. All Members attending a meeting of the Members shall register with the Secretary (or such person or persons as may be designated by the Secretary) prior to commencement of the meeting. All meetings of the Members will be called to order and chaired by the President of the Association, or if there is no President or if the President is absent or so requests, then by the Vice President. If both the President and Vice President are not present at the meeting, any other officer of the Association or such Member of the Association as is appointed by the Board may call the meeting to order and chair the meeting. The chair of the meeting may appoint any person (whether or not a

Member of the Association) to act as Recording Secretary. The chair of the meeting shall have the authority to determine the order of business to be conducted at the meeting and to establish reasonable rules for expediting the business of the meeting.

Section 7. Action by Written Ballot. Any action that the Association may take at any annual, regular or special meeting of the Members may be taken without a meeting if the Association delivers a written ballot to every Member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. All solicitations for action to be voted by written ballot shall: (i) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors; and (3) specify the time by which a ballot must be delivered to the Association in order to be Counted, which time shall not be less than three (3) days after the date that the Association delivers the ballot. Once a written ballot has been received by the Association, the ballot may not be revoked. Approval by written ballot pursuant to this Section is valid only if both the number of votes cast by ballot equal or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes which 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.

Section 8. Action by Written Consent. The Members may approve any action required or permitted by law that requires the Members' approval without a meeting of the Members if the action is approved by Members holding at least a majority of the voting power in the Association, unless the Declaration, Articles, these Bylaws or applicable law requires a different amount of voting power. The action shall be evidenced by one or more written consents describing the action taken, signed by those Members representing at least the requisite amount of the voting power, and delivered to the Association for inclusion in the minutes or filing with the Corporate records of the Association. If not otherwise fixed by the Board pursuant to Article III, Section 5 above, the record date for determining Members entitled to take action without a meeting is the date the first Member signs the consent to the action. A Consent signed under this Section has the effect of a meeting vote and may be described as such in any document. Written notice of Member approval pursuant to this Section shall be given to all Members who have not signed the written Consent. Unless otherwise specified in the Consent or Consents, the action is effective on the date that the Consent or consents are signed by the last Member whose signature results in the requisite amount of the voting power. Any Member may revoke the Member's Consent by delivering a signed revocation of the Consent to the President or Secretary before the date that the Consent or consents are signed by the last Member whose signature results in the requisite amount of voting power.

Section 9. Voting Requirements. Unless otherwise provided in the project documents, if a quorum is present at a meeting of the Members, the affirmative vote of a majority of the votes represented and voting is the act of the Members.

ARTICLE IV BOARD OF DIRECTORS: SELECTION TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a board of directors. The maximum number of directors shall be five (5) and the minimum number of directors shall be three (3). The number of directors may be changed from time to time by the Board of Directors within the minimum and maximum number of directors prescribed in this Section but the number of directors must always be an odd number. The Members shall elect the Board of Directors, all of whom must be Members. Cumulative voting shall not be used in the election of the Board of Directors by the Members.

Section 2. Term of office. Each director shall hold a three (3) year term or as determined by the Board of Directors in order to preserve staggered terms for the directors. Despite the expiration of a director's term, a director shall continue to hold office until the director's successor is elected, designated or appointed and qualified, until the director's resignation or removal or until there is a decrease in the number of directors.

Section 3. Removal of Directors and Resignation.

(a) Resignation of Directors. A director may resign at any time by delivering written notice to the Board of Directors, its presiding officer or the Association. A resignation is effective when the notice is delivered unless the notice specifies a later effective date or event. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

(b) Removal. The Members, by a majority vote of Members entitled to vote and voting on the matter at a meeting of the Members called pursuant to this Section at which a quorum is present, may remove any member of the Board of Directors, with or without cause. On receipt of a petition that calls for removal of a member of the Board of Directors and that is signed by the number of Persons who are entitled to cast at least twenty-five percent (25%) of the votes in the Association or one hundred (100) votes in the Association, whichever is less, the Board of Directors shall call and provide notice of a special meeting of the Association as prescribed by these Bylaws. The special meeting shall be called, noticed and held within thirty days after receipt of the petition. For purposes of a special meeting called pursuant to this Section, a quorum is present if the number of Owners to whom at least twenty percent (20%) of the votes are allocated is present at the meeting or as otherwise permitted by law. The Board of Directors shall retain all documents and other records relating to the proposed removal of the member of the Board of Directors for at least one year after the date of the special meeting and shall permit Members to inspect those documents and records pursuant to the Arizona Revised Statutes. A petition that calls for the removal of the same member of the Board of Directors shall not be submitted more than once during each term of office for that member. If a civil action is filed regarding the removal of a member of the Board of Directors, the prevailing party in the civil action shall be awarded its reasonable attorney fees and costs.

Section 4. Compensation. No director shall receive Compensation for any Service he may render to the Association which is within his duties as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties

as a director. A director may receive compensation for services rendered to the Association which are outside his duties as a director if the payment of such compensation is approved by all of the other directors.

Section 5. Action Taken Without a Meeting. The Board of 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 Board and shall be filed with the minutes of the proceedings of the Board. Any action taken by the Board of Directors pursuant to this Section shall be effective when the last director signs the consent, unless the consent specifies a different effective date.

Section 6. Vacancies. Except for vacancies on the Board Caused by the removal of a director in accordance with the provisions of Article IV, Section 3 of these Bylaws, any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum or by a sole remaining director, and any director so chosen serve the unexpired portion of the prior director's term. When one or more directors resigns from the Board, effective at a future time, a majority of the directors then in office, including those who have so resigned, may fill such vacancy, the vote on the vacancy to take effect when such resignation becomes effective. If by reason of death, resignation or otherwise, the Association has no directors in office, any officer or Member may call a special meeting of the Members for the purpose of electing the Board of Directors.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Election. Directors shall be elected by the Membership at the annual meeting.

Section 2. Voting. 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 persons receiving the largest number of votes shall be elected.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. If the time and place of a meeting of the Board is fixed by the Board, the meeting is a regular meeting. All other meetings of the Board are special meetings. Regular meetings of the Board may be held with or without notice to the directors of the date, time, place or purpose of the meeting.

Section 2. Special Meetings. Special meetings of the Board may be called by the President on two (2) business days notice to each director, given in writing, by hand delivery, mail or email, which notice shall state the time, place and purpose of

the meeting. Special meetings of the Board shall be called by the President or Secretary in like manner and on like notice on the written request of at least two (2) directors.

Section 3. Waiving of Notice. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly on the director's arrival at the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 4. Means of Participation. A director may participate in a regular or special meeting of the Board through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, and a director participating in a meeting by such means is deemed to be present in person at the meeting.

Section 5. Notice of Meetings. Notice of meetings of the Board shall be given to the Members of the Association within Such time and in such manner as is required by law.

Section 6. Quorum and Voting. A majority of the prescribed number of directors shall constitute a quorum for the transaction of business. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board unless the Articles or Bylaws require the vote of a greater number of directors. A director who is present at a meeting of the Board when Corporate action is taken is deemed to have assented to the action taken unless either: (1) the director objects at the beginning of the meeting or promptly on the director's arrival to holding it or transacting business at the meeting; (2) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) the director delivers written notice of the director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Association before 5:00 P.M. on the next business day after the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken. A director may vote in person or by proxy. A director may appoint a proxy to vote or otherwise act for the director by signing an appointment form, either personally or by the director's attorney in-fact. The appointment does not relieve the director of liability for acts or omissions imposed by law on directors. An appointment of a proxy is effective when received by the Secretary. An appointment is valid for one (1) month unless a different period is expressly provided in the appointment form. An appointment of a proxy is revocable by the director. The death or incapacity of a director appointing a proxy shall not affect the right of the Association to accept the proxy's authority unless written notice of death or incapacity is received by the Secretary before the proxy exercises its authority under the appointment. Subject to any express limitation on the proxy's authority appearing on the face of the appointment form, the Association is entitled to accept the proxy's vote or other action as the vote of the director making the appointment.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Common Area, the personal Conduct of the Members and their guests thereon, and any other matters contemplated by the Declaration or Articles and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and the right to use of the Common Area 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 (i) for a period not to exceed sixty (60) days for infraction of the Declaration or Association Rules and (ii) for successive sixty (60) day periods if any such infraction is not corrected during any prior sixty (60) day suspension period; however, no such suspension may be made toward restricting the use of the Common Area, which would prevent the use and enjoyment of the Owner's Lot as a residence or restrict his access or parking rights;
- (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, or the Declaration;
- (d) declare the office of a member of the Board of Directors to be vacant upon automatic resignation of the Board Member in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) employ a manager, independent Contractors, or such other employees as they deem necessary and to prescribe the duties of such persons.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when Such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
 - (1) fix the amount of the annual assessment against each Lot; and
 - (2) take such action, as and when the Board deems such action appropriate but after notice as provided in the Declaration, to foreclose the lien against any property for which Assessments are not paid and/or to bring an action at law against the Member personally obligated to pay the same.
- (d) 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. If a Certificate states an Assessment has been paid, such certificates shall be conclusive evidence of such payment, as against any bonafide purchaser of, or lender on, the Lot in question;
- (e) procure and maintain adequate liability and hazard insurance on the general Common Area;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) cause the maintenance responsibilities of the Association set forth in the

Declaration to be performed.

Section 3. Managing Agent. The Board may employ for the Association a "Managing Agent" at a compensation established by the Board. The Managing Agent shall perform such duties and services as the Board shall authorize, including, but not limited to, all of the duties listed in the project documents except for such duties and services that under the project documents may not be delegated to the Managing Agent. The Board may delegate to the Managing Agent all of the powers granted to the Board or the officers of the Association by the project documents other than the power (i) to adopt the annual budget, any amendment thereto or to levy assessments; (ii) to adopt, repeal or amend Association Rules; (iii) to designate signatories on Association bank accounts; (iv) to borrow money on behalf of the Association; (v) to acquire real property. So long as the Declarant Owns any Lot, any change in the Managing Agent must be approved in writing by the Declarant.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of the Association shall be a President, Vice President, and a Secretary/Treasurer who shall at all times be members of the Board of Directors.

Section 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 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall be removed or otherwise disqualified to serve.

Section 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 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 by 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 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 replaced.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices Created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The President shall be the chief executive officer of the Association; shall preside at all meetings of the Board or the Members; shall see that orders and resolutions of the Board are Carried into effect; and have general and active management of the business of the Association.

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence or inability or refusal to act and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; 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 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 for appropriate Association purposes as set forth in the project documents; keep proper books of account; and shall prepare an annual budget and a 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; and, in general, perform all duties incident to the office of treasurer.

ARTICLE IX COMMITTEES

Section 1. Appointment of Committees. The Board of Directors shall appoint Committees as deemed appropriate in Carrying out the purpose of the Association.

ARTICLE X 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 Declaration, the Articles, and the Bylaws shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost and subject to Arizona Law.

ARTICLE XI AMENDMENTS

These Bylaws may be amended in a manner not inconsistent with the Declaration or Articles, at a regular or special meeting of the Members, by a vote of not less than of the majority of the Eligible Votes, voting at the meeting, in person or by ballot/written consent.

ARTICLE XIII INTERPRETATION

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.

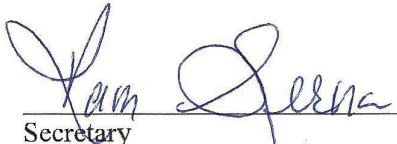
ARTICLE XIV FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December, of each year, except that the first fiscal year shall begin on the date of incorporation of the Association and shall end on the 31st day of December thereafter.

Dated this 28th day of March 2017.

CERTIFICATION

I, the undersigned, do hereby Certify that I am the duly elected and acting Secretary of WHISPER MOUNTAIN HOMEOWNERS ASSOCIATION, an Arizona nonprofit Corporation, and, that the foregoing Amended and Restated Bylaws constitute the Amended and Restated Bylaws of said Association, as adopted by the Membership pursuant to the requisite amendment requirement of these Bylaws, on the 28th day of March 2017.


Secretary
Name: Pam Serna

SECOND AMENDMENT TO THE BYLAWS OF WHISPER MOUNTAIN HOMEOWNERS ASSOCIATION

This Second Amendment to the Bylaws for Whisper Mountain Homeowners Association's ("Association") Board of Directors ("Board") is hereby adopted and amended as follows:

1. Article IV, Section 1 of the of the Bylaws is AMENDED AND RESTATED as follow:

Section 1. Number. The affairs of this Association shall be managed by a board of directors. The maximum number of directors shall be five (5) and the minimum number of directors shall be three (3). The number of directors may be changed from time to time by the Board of Directors within the minimum and maximum number of directors prescribed in this Section but the number of directors must always be an odd number. The Members shall elect the Board of Directors, all of whom shall be Members. For purposes of determining eligibility to serve on the Board of Directors, a spouse of a Member residing at a Lot, a relative of a Member residing at a Lot, a member, manager, partner, director, officer, trustee or other authorized representative of limited liability company, partnership, corporation, trust or other legal entity that is the Owner of a Lot shall be considered a Member. Cumulative voting shall not be used in the election of the Board of Directors by the Members.

2. The terms used in this Amendment without definition shall have the same meanings given to such terms in the Bylaws.
3. By attesting to this Amendment, the undersigned certifies that the Amendment to the Bylaws set forth in this Amendment was properly adopted in accordance with the requirements of the Bylaws.
4. Except as expressly amended by this Amendment, the Bylaws shall remain in full force and effect. In the event of any inconsistency or conflict between the provisions of this Amendment and the Bylaws, this Amendment shall prevail.

CERTIFICATION

The undersigned, being the duly elected President and Secretary of Whisper Mountain Homeowners Association, hereby certify that the foregoing amendment to the Whisper Mountain Homeowners Association were duly adopted in accordance with the requirements of the Bylaws.

Dated this 12 day of November, 2018.



President
Whisper Mountain Homeowners Association



Secretary
Whisper Mountain Homeowners Association