

BYLAWS
OF
DESERT CROSSINGS AT RITA RANCH ASSOCIATION

ARTICLE I
NAME AND LOCATION

The name of the corporation is Desert Crossings at Rita Ranch 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.

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 Declaration of Covenants, Conditions and Restrictions recorded in Docket 10491 at page 1530 in the Office of the Pima County Recorder (the "Declaration").

ARTICLE III
MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within the month of February, and each subsequent regular annual meeting of the Members shall be held each February thereafter at a time and place determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-tenth (1/10) of all of the votes of the Members.

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 fifteen (15) days nor more than thirty (30) 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. 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.

Section 4. Quorum. The presence of the Declarant at the meeting, or the presence of Members entitled to cast, or of proxies entitled to cast, ten percent (10%) of all of the votes (exclusive of those Members whose voting rights are suspended) of the Members 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. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Parcel. No proxy may be valid after twenty-five (25) months from the date of its execution.

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 Board shall have the exclusive right to determine and manage the affairs of the Association, excluding only rights expressly reserved to the Declarant. The initial Board of Directors and each Board of Directors thereafter for so long as there is a Class B Member of the Association shall consist of three (3) Members (or other persons) and the Declarant shall have the right to appoint all such directors. Commencing with the first annual meeting of the Members when there is no longer a Class B Member, the Board of Directors shall consist of, and the voting Members shall elect, seven (7) directors, all of whom must be Members (or an individual designated by a corporate, partnership or other non-individual Member).

Section 2. Term of Office. The directors designated in the Articles shall hold office until the first annual election of directors, which shall take place at the first annual meeting of Members, or until their successors are elected and qualified. The term of each of the directors shall be for one (1) year until there

is no longer a Class B Member. Thereafter, the initial terms of the directors shall be four (4) directors for a one (1) year term and three (3) directors for a two (2) year term, thus establishing a staggered Board of Directors. At each annual meeting thereafter, the Members shall elect directors to replace those directors whose terms have expired, and all such directors shall be elected for a term of two (2) years.

Section 3. Removal and Vacancies. Any director may be removed from the Board, with or without cause, by the vote or approval of the Members of the Association. In the event of the death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and such successor shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association in such capacity. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties as a director and may receive a salary or wages if he is employed by the Association in a capacity in addition to serving as a director.

Section 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 1. Nominations. At such time as there is no longer a Class B Member, 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 of the Members. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more persons who are either Members of the Association, officers of a corporate Member, members of a limited liability company Member or partners in a partnership Member. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting, and 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.

Section 2. Election. At such time as there is no longer a Class B Member, election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration or the Articles. The persons receiving the largest number of votes shall be elected.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall be determined from time to time by the Board. Such meetings shall be held at least once during each fiscal year.

Section 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 (2) directors, after not less than three (3) days notice to each director.

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

A. 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 (i) for a period not to exceed sixty (60) days for infraction of the Declaration, and (ii) for successive sixty (60) day periods if any such infraction is not corrected during any prior sixty (60) day suspension period.

B. Exercise for the Association all powers, duties and authority vested in, or delegated to, this Association and not specifically reserved to the Members or the Declarant by other provisions of these Bylaws, the Articles or the Declaration.

C. 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; and

D. 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 Members entitled to vote one-fourth (1/4) of all of the votes of the Members.

B. Cause the Association to perform all of its duties as established pursuant to the terms of the Articles or the Declaration.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors, - a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.

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 of this Association 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 (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 preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; and shall sign all written documents and instruments.

B. Secretary. The Secretary shall record the votes and 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 perform such other duties as required by the Board.

C. 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; shall sign all checks and promissory notes

of the Association; shall keep proper books of account; and shall prepare an annual budget and statement of income and expenditures to be presented to the Board.

D. Delegation. The Board may delegate the duties listed above or other duties to a manager or managing agent, or other; however, such delegation shall not relieve any member of the Board of his responsibility for such duties.

ARTICLE IX
COMMITTEES

The Board of Directors shall appoint a Nominating Committee as provided in these Bylaws. In addition, the Board of Directors shall appoint other 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 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 XI
AMENDMENTS

These Bylaws may be amended by majority vote of the Board of Directors.

ARTICLE XII
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.

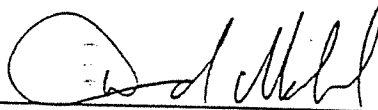
ARTICLE XIII
FISCAL YEAR

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.

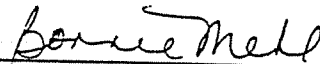
ARTICLE XIV
ADOPTION BY DIRECTORS

These Bylaws were adopted by unanimous vote of the three Directors of the Corporation on November 17, 1997.

DATED this 17th day of November, 1997.



David Mehl, Director



Bonnie Mehl, Director



Bill Hallinan, Director

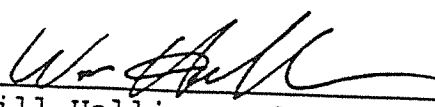
CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of Desert Crossings at Rita Ranch Association, an Arizona nonprofit corporation, and,

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as adopted by unanimous written consent of the Board of Directors thereof, on the 17th day of November, 1997.

IN WITNESS WHEREOF, I have hereunto subscribed my name and
this 17th day of November, 1997.



Bill Hallinan, Secretary

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