

**FIRST AMENDMENT TO BYLAWS OF
QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION**

This FIRST AMENDMENT TO BYLAWS OF QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION (the "First Amendment") is made as of the 24th day of September, 2002, by the Quail Creek Country Club Property Owners Association, an Arizona non-profit corporation (the "Association").

RECITALS

A. The Board of Directors of the Association (the "Board") desires to amend those certain Bylaws of the Association dated October 13, 1999 (the "Bylaws") as more particularly described below.

B. Pursuant to Article VI of the Bylaws, the Bylaws may be amended by the affirmative vote of a majority of the Board. The Board has unanimously approved this First Amendment.

AMENDMENT

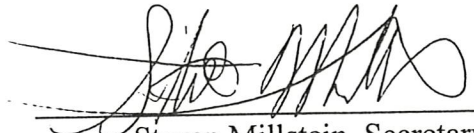
NOW, THEREFORE, the Bylaws are hereby amended as follows:

1. Article III, Section 9 of the Bylaws is hereby renamed "Quorum; Proxies", and the following provision is hereby added to the end of Article III, Section 9: "Until the Transition Date, any director may grant his or her proxy to any other director. A director holding a proxy or proxies may employ any number of proxies to cast the vote or votes of an absent director or directors as if such absent director or directors were present in person. Any number of proxies may be used to establish the existence of a quorum."

2. The provisions of the Bylaws, as amended by this First Amendment shall remain in full force and effect.

CERTIFICATE OF ADOPTION

The undersigned certifies that the above First Amendment has been duly adopted by the Board of Directors of the Quail Creek Country Club Property Owners Association pursuant to a written consent of even date with this First Amendment.



Steven Millstein, Secretary

**SECOND AMENDMENT TO BYLAWS OF
QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION**

This SECOND AMENDMENT TO THE BYLAWS OF QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION (the "Second Amendment") is made as of April 18, 2016, by the Quail Creek Country Club Property Owners Association, an Arizona non-profit corporation (the "Association").

RECITALS

- A. The Board of Directors of the Association desires to amend the Bylaws of the Association dated October 13, 1999 (the "Bylaws") as more particularly described below.
- B. Pursuant to Article VI of the Bylaws, the Bylaws may be amended by the affirmative vote of a majority of the Board of Directors. The Board of Directors has approved this Second Amendment.

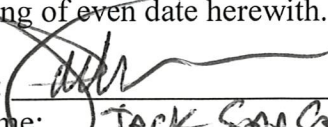
AMENDMENT

NOW THEREFORE, the Bylaws are hereby amended as follows:

The following provision is hereby added to Article III as Section 14;

"Any directors to be elected by the Members of the Association shall be elected pursuant to Election Procedures, which are adopted and may be amended from time to time by the Board of Directors. Without limiting the foregoing, the Board of Directors shall have the right to appoint members to an annual election committee, to assist the Board of Directors in the administration of the nomination and election of any directors to be elected by the Members of the Association."

The undersigned Secretary of the Corporation does hereby certify that this Second Amendment was adopted by the Board of Directors at a Board meeting of even date herewith.

By: 
Name: JACK SAMS
Title: Secretary