

BYLAWS
OF
DEVONSHIRE SQUARE
CONDOMINIUM ASSOCIATION, INC.

ARTICLE I
Identity

Section 1. Declaration. These Bylaws shall govern the operation of Devonshire Square Condominium Association, Inc. (the "Corporation"), an Arizona nonprofit corporation.

Section 2. Terms. Terms used herein which are defined in the Declaration (as amended, the "Declaration") identified in the Articles of Incorporation of the Corporation (the "Articles") shall have the same meanings as in the Declaration.

Section 3. Principal Office. The principal office of the Corporation shall be located initially at 7300 E. Evans Road, Scottsdale Arizona 85260 and subsequently at such other convenient place as may be designated by the Board of Directors.

ARTICLE II
Membership

Section 1. Members. As set forth in the Declaration, each Unit Owner of a Unit shall be a Member of the Corporation so long as he shall be a Unit Owner. Such membership shall automatically terminate when he ceases to be a Unit Owner and, upon the transfer of his ownership interest, the new Unit Owner shall likewise automatically succeed to membership in the Corporation. In the event that more than one person or entity holds an ownership interest in any Unit, all such persons and entities shall be deemed to be members of the Corporation but they shall collectively hold only a single membership in the Corporation.

Section 2. Meetings. Meetings of Members shall be held at the principal place of business of the Corporation or at such other convenient place as may be designated by the Board of Directors. The first annual meeting of the Members shall be held within sixty (60) days after Declarant no longer has the authority to appoint members to the Board of Directors of the Corporation, as provided in the Declaration, or at such earlier time as the Board of Directors shall designate. Thereafter, annual meetings of the Unit Owners shall be held on the first Wednesday of December in each year beginning at 6:00 P.M. Special meetings of the Members may be called by the President of the Corporation, or by a majority of the members of the Board of Directors, or by Members having at least ten percent (10%) of the votes entitled to be cast at such meeting. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting, except as stated in the notice, unless by consent of the Members present, either in person or by proxy, holding two-thirds of the votes represented at the meeting.

Section 3. Voting. Members shall be entitled to one (1) vote per Unit owned.

Section 4. Notice. Notice of all meetings of the Members stating the time, the place and the objects for which the meeting is called shall be given by an officer of the Corporation unless notice is waived in writing. Unless otherwise required by the Declaration, such notice may be given by publishing the same in any newspaper of general circulation within the Association or Maricopa County or by mailing a copy of the same, postage prepaid, to each Member entitled to vote at the meeting, addressed to the Member's address last appearing on the books of the Corporation or supplied by such Member to the Corporation for the purpose of notice. Notice of meetings may be waived before, during or after the meeting.

Section 5. Quorum. Unless otherwise required by the Declaration, a quorum of Members for any meeting shall be constituted by Members represented in person or by proxy and holding twenty (20) percent of the votes entitled to be cast at the meeting. Unless the vote of a greater number is required by these Bylaws, the Articles, the Declaration or Arizona law, the affirmative vote of a majority of the votes represented at a meeting and entitled to vote shall be binding as the act of the Members.

Section 6. Adjourned Meetings. If any meeting of Members cannot be organized because a quorum has not attended, the Members who are present, either in person or by proxy, may adjourn the meeting to a time not more than 48 hours from the time the original meeting was called.

Section 7. Order of Business. The order of business at all meetings of the members shall be as follows:

- A. Reading of a Summary of the Minutes of preceding meeting.
- B. Reports of officers.
- C. Reports of committees.
- D. Elections.
- E. General Business.
- F. Adjournment.

ARTICLE III Board of Directors

Section 1. Number and Qualification. The business, property and affairs of the Corporation shall be managed, controlled and conducted by a Board of Directors. The Board of Directors shall initially consist of the minimum number of directors indicated in the Articles. The number of Directors may be altered from time to time by resolution or a majority vote of the Board of Directors, or of the Members of the Corporation at any regular or special meeting called for such purpose, but only within the limits prescribed by the Articles. In the event of any increase in the number of directors in advance of the annual meeting, each additional director shall be elected by the then Board of Directors and hold office until his successor is elected and shall qualify.

Section 2. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Corporation, and may do all such acts

and things as are necessary by law or otherwise directed to be exercised and done by the Members. The powers of the Board of Directors shall include, but not be limited to, all of the rights and duties of the Board of Directors as set forth elsewhere in these Bylaws, the Articles, and the Declaration and shall also include the power to promulgate such rules and regulations pertaining to the rights and duties of Members of the Corporation (which rules and regulations may include, without limitation, reasonable fines, penalties and/or fees for infractions of such rules and regulations), and all other matters, as may be deemed proper and which are consistent with the foregoing. The Board of Directors may delegate to one or more committees thereof, and to other persons, such duties and powers, all as appears to the Board of Directors to be in the best interests of the Corporation and to the extent permitted by law. Except as expressly set forth in the Declaration, the Articles, these Bylaws, or by statute, all the powers and duties of the Association shall be exercised by the Board, which shall include, without limitation, the authority, but not the obligation, to suspend the voting rights of any Unit Owner in default in the payment of any Assessment. Such voting and use rights may also be suspended by the Board after notice and a hearing for infraction of rules and regulations adopted by the Board in accordance with the Declaration.

Section 3. Election and Term of Office. The election and term of office of the directors shall be as provided in the Articles and the Declaration.

Section 4. Vacancies. Vacancies on the board of Directors caused by any reason shall be filled by vote of the majority of the remaining directors even though less than a quorum, or by the remaining director if there is only one, and each person so elected shall be a director until his successor is duly elected by the members of the Corporation, and shall qualify.

Section 5. Compensation. No compensation shall be paid to directors for their services as directors. No remuneration shall be paid to a director for services performed by him for the Corporation in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken. Directors and officers, however, may be reimbursed for any actual expenses reasonably incurred in connection with their duties as such officers or directors.

Section 6. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least one such meeting shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each director, personally or by mail, telephone, fax, e-mail, or electrically transmitted means, at least three (3) days prior to the day named for the meeting.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President or Secretary on three (3) days' notice to each director, given personally or by mail, telephone, fax, e-mail, or other electronically transmitted means which shall state the time, place and purpose of the meeting. Upon the request of at least two of the directors, special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice.

Section 8. Waiver of Notice. Before, at or after any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board shall be deemed to be a waiver of notice by him of the time and place thereof. If all the directors are

present at any meetings of the Board, no notice shall be required, and any business may be transacted at such meeting.

Section 9. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. Every act or decision done or made by a majority of the directors at a duly held meeting at which a quorum is present shall be regarded as the act of the Board unless the Articles, these Bylaws, the Declaration or any other declaration executed by Declarant otherwise specifically requires the affirmative vote of a different number of directors on a specific matter.

Section 10. Adjournments. The Board of Directors may adjourn any meeting from day to day or for such other time as may be prudent or necessary in the interests of the Corporation, provided that no meeting may be adjourned for a period longer than 30 days.

Section 11. 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 of the directors. Any actions approved shall have the same effect as though taken at a meeting of the directors.

Section 12. Fidelity Bonds. The Board of Directors may require, in its discretion, and shall require to the extent required by the Declaration or any other declaration executed by Declarant, that all officers and employees of the Corporation handling or responsible for the Corporation's funds shall furnish fidelity bonds. In the event such bonds are required upon determination of the Board of Directors, the premiums therefor shall be paid by the Corporation.

Section 13. Committees. The Board of Directors may by resolution appoint committees of the Board, which committees shall have the powers and authority designated in the resolution or resolutions establishing them.

ARTICLE IV Officers

Section 1. Designation. The principal officers of the Corporation shall be a President, one or more Vice-presidents, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors. The directors may appoint an Assistant Secretary and an Assistant Treasurer, and such other officers as in their judgment may be necessary. Only a director may hold the office of President. Any one person may hold two or more offices at the same time, except that no one person shall simultaneously hold the office of President and Secretary.

Section 2. Election of Officers. The officers of the Corporation shall be elected from time to time by the Board of Directors.

Section 3. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected.

Section 4. Resignation of Officers. Any officers 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 5. Vacancies. A vacancy in any office may be filled by vote of a majority of the Board of Directors. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces or for such other period specified by the Board of Directors.

Section 6. President. The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Members of the Corporation and of the Board of Directors. The President shall have all of the general powers and duties which are normally vested in the office of the President of a Corporation, including, but not limited to, the power to appoint committees from among the Members of the Corporation from time to time as The President may in its discretion decide is appropriate to assist in the conduct of affairs of the Corporation.

Section 7. Vice-President. The Vice-President shall perform all the duties of the President in his absence, inability or refusal to act, shall exercise and discharge such other duties as the Board of Directors may direct, and, in general, perform all duties incident to the office of Vice-President.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and the minutes of all meetings of the Members of the Corporation; have custody of the seal of the Corporation, if any; have charge of the membership books and such other books and papers as the Board of Directors may direct; and, in general, perform all duties incident to the office of Secretary.

Section 9. Treasurer. The Treasurer shall have the responsibility for the Corporation's funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the corporation. The Treasurer shall be responsible for the deposit of all moneys and other valuable effects in the name, and to the credit, of the Corporation in such depositories as may from time to time be designated by the Board of Directors.

Section 10. Compensation. No compensation shall be paid to officers for their services as officers. No remuneration shall be paid to any officers for services performed for the Corporation in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken.

ARTICLE V Elections

Section 1. Voting. No member shall be permitted to vote at any election who is fifteen (15) days or more in default in the payment of any dues or assessments due the Corporation.

Section 2. Election Procedure. If the total nominations received is not more than the number of positions on the Board of Directors a runoff election will not be needed for those

positions and those positions shall be elected by acclamation and so announced to the Membership at the Annual Meeting and in subsequent publications.

A runoff election will be held to fill the Board positions in which there are more nominations than open positions. The election will be by regular mail prior to each annual meeting as specified by these Bylaws. At each 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. There shall be no cumulative voting. The person(s) receiving the largest number of votes shall be elected.

For the runoff election, the Board will mail, by regular mail, within twenty (20) days of the close of nominations, to each Member of the Association a list of the candidates, including information on each candidate, and will include a ballot that will include the names of all qualified candidates. A notice shall accompany the ballot and will indicate the number of ballots required to meet quorum and specifies that the completed ballot must be returned to the Association a minimum of five (5) days prior to the Annual Meeting.

ARTICLE VI **Miscellaneous**

Section 1. Books and Accounts. The Board, at all times, shall keep, or cause to be kept by the Treasurer, true and correct records of account in accordance with prevailing accounting standards applicable to property owners' associations in the community.

Section 2. Execution of Corporate Documents. With the prior authorization of the Board of Directors all notes, checks and contracts or other obligations shall be executed on behalf of the Corporation by such officer or officers of the Corporation as said Board shall designate.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be the Calendar Year, or such period as the Board of Directors may deem appropriate.

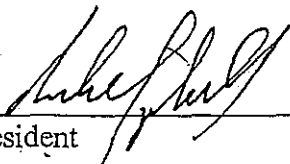
Section 4. Conflict in Documents. In the case of any conflict between Articles and these Bylaws, the Articles shall control. In the case of any conflict between the Declaration, as such Declaration may be amended from time to time, and these Bylaws, the Declaration shall control.

ARTICLE VII **Amendment of the Bylaws**

These Bylaws may be amended by the affirmative vote of a majority of the Board of Directors. These Bylaws may not be amended insofar as such amendment would be inconsistent with the Declaration, any additional Declaration or the Articles.

CERTIFICATE OF ADOPTION

The undersigned secretary hereby certifies that the foregoing Bylaws were adopted by the Board of Directors of Devonshire Square Condominium Association, Inc., on March 25, 2006.



President

ATTESTED TO:



Secretary