

AMENDED BYLAWS
of
LAKE MOOVALYA KEYS, INC.

ARTICLE I

MEMBERSHIP

SECTION 1. Membership.

(a) Membership in Lake Moovalya Keys, Inc., a Arizona non-profit corporation, shall appertain to each owner of record, or contract purchaser, of each of the lots described in the covenants, conditions, and restrictions. In the event that a lot is owned or being purchased under contract by two or more persons or entities, one membership shall be issued in the names of all of said owners or contract purchasers and they shall collectively designate to the corporation, in writing, one of their members who shall have the power to vote the said membership at any annual or special meeting of the members of the corporation. In any event, no lot shall be entitled to more than one vote.

SECTION 2. Termination of Membership.

(a) Membership shall terminate upon sale, transfer or assignment of a lot to another person(s) or entity(ies). Said membership shall automatically pass to the new owner or owners.

(b) Upon transfer of ownership of a lot all members' privileges, including, but not limited to, all rights to use any property belonging to the corporation, shall cease.

ARTICLE II

MEETINGS AND VOTING

SECTION 1. Annual Meetings. The annual meeting of the members of the corporation shall be held at Parker, Arizona, on or before the 30th day of the month of June, in each year, or at such other time and on such other day within such month as shall be fixed by the Board of Directors, for the purpose of electing a Board of Directors for the ensuing year and for the transacting of such other business properly coming before said meeting. Notice of the annual meeting shall be given to each member appearing on the books of the corporation, by mail, as set forth below and such notice shall specify the proposed agenda for the meeting. A space shall be set forth on said notice to enable the member to designate another member to vote, by proxy, on behalf of said member unable to attend the meeting, for use by the designated member present at the meeting.

SECTION 2. Special Meetings. Special meetings of the members for any purpose or purposes, unless otherwise proscribed by statute, may be called by a majority of the Board of Directors and shall be called by the Chairman of the Board of the Directors at the request in writing of holders of not fewer than one-tenth of the memberships entitled to vote at any such meeting. Such request shall state the purpose or purposes of the proposed meeting.

SECTION 3. Place of the Meeting. The Board of Directors shall designate a place as the place of the meeting for any annual meeting or for any special meeting. If no designation is made, or if a special meeting is called without the designation of a place, the place of meeting shall be known as the place of business of the corporation in the State of Arizona.

SECTION 4. Notice of Meetings. Written Notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose of purposes for which the meeting is called,

shall, unless otherwise prescribed by statute, be delivered not less than (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by an officer of the Corporation at the direction of the person or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when mailed to the member at his address as it appears in the records of the Corporation. Such notice shall contain a space at which a member may designate a proxy to vote on that member's behalf, which proxy may be used by a designated member present at the meeting.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting.

SECTION 5. Fixing Date for Determination of Members Entitled to Vote.

a) In order that the Corporation may determine the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, the Board of Directors of the Corporation may fix, in advance, a record date, which shall not be more than sixty (60) nor less than (10) days before the date of such meeting, nor more than sixty (60) days nor less than ten (10) days prior to any other action. No member may vote if that member is not entitled to vote on said record date.

b) A determination of the members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment or adjournments of the meeting held within thirty (30) days of the meeting; provided, however, that in its discretion the Board of Directors

may fix a new record date for any adjourned meeting. The Board of Directors may, as well, reinstate a member's voting privilege if that member has demonstrated compliance with the requirement the failure to comply with which caused the member's voting privileges to be suspended.

SECTION 6. Voting Record. The officer or agent having charge of the membership records of the Corporation shall make a complete record of the members entitled to vote at each meeting of members or any adjournment thereof, arranged by lot number with the name and address of each owner. Such record shall be produced and kept open at the time and place of the meetings and shall be subject to the inspection of any member during the whole time of the meeting for the purposes thereof.

SECTION 7. Quorum. The membership present at a duly noticed meeting, either actually or by proxy, and not otherwise disqualified, shall constitute a quorum. A majority of said members present may carry motion. Business may be conducted by said quorum and may continue until adjournment notwithstanding the withdrawal or temporary absence of members initially present. Unless otherwise required by law, the affirmative vote of the majority of votes represented at the meeting and entitled to vote on a subject matter shall be the act of the members; provided, however, that if the votes then represented are less than required to constitute a quorum, the affirmative vote must be such as would constitute a majority if a quorum were present and, provided further, that the affirmative vote of the majority of the votes then present is sufficient in all cases to adjourn the meeting.

SECTION 8. Proxies. At all meetings of members, a member may vote in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution. A duly executed proxy shall be irrevocable

if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the member itself or an interest in the Corporation generally. A proxy is not revoked by the death or incapacity of the maker unless, before the vote is counted or a quorum is determined, written notice of the death incapacity is given to the Corporation. In any event, a member must designate another member as his duly authorized proxy.

SECTION 9. Voting Rights. Each member in good standing shall be entitled to vote on each matter submitted to a vote at a meeting of the members, except as may be otherwise provided by law. Members "in good standing" shall be those members who are current in the payment of any assessments assessed against them by the Board of Directors of Lake Moovalya Keys, Inc. at the record date for voting, as set forth in Section 5, above.

ARTICLE III

Directors

SECTION 1. Power of Directors. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all of the powers contemplated in the Covenants, Conditions & Restrictions, as amended (CC&R's) and, as well, all powers necessary to effectuate the powers of the Association. This power shall include the power to appoint committees or to otherwise delegate the Board of Director's power in a manner deemed necessary and expedient to the Board.

SECTION 2. Number, Tenure and Qualifications. The number of Directors shall be no less than five nor more than eleven. The members may elect two members to act as alternate Directors, which alternate Directors may vote in the event that one or more regular Director(s) does not attend

a monthly or special meeting of the Board of Directors. Each Director shall hold office for one year or until his earlier resignation or removal. Any Director may resign at any time upon written notice to the Corporation. The Directors need not be residents of the State of Arizona but shall be members in good standing and entitled to vote. Directors shall hold office until their successors have been elected and have qualified. There shall be no more than one director per lot.

SECTION 3. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors though not less than a quorum, or by a sole remaining Director, and any so chosen shall hold office until the next election of the Directors when his successor is elected and qualified. Any newly created directorship shall be deemed a vacancy. When one or more Directors shall resign from the Board, effective at a future time, a majority of the Directors then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each Director so chosen shall hold office as herein provided in the filling of other vacancies.

SECTION 4. Removal.

a) At a meeting of members noticed and called expressly for that purpose and by a vote of a majority of the members present then entitled to vote at an election of the Directors, any Director or the entire Board of Directors may be removed, with or without cause.

b) A director may be removed, by an affirmative vote of a majority of the remaining Directors present at a regular or special meeting, for failure to attend three consecutive meetings. In that event, the remaining Directors shall fill the vacancy created by such removal by appointing a director to serve for the unexpired term.

SECTION 5. Quorum. A majority of the number of Directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors but if less than such majority is present at a meeting, the majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 6. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Telephone polling is permitted, and the act of the majority of the Directors polled by telephone at which a quorum has been polled, either by telephone conference call or otherwise, shall constitute a meeting and shall, as well, constitute an act of the Board of Directors. A written record shall be kept of each telephone poll, a copy of which shall be presented to the Board of Directors at their next meeting.

SECTION 7. Regular and Special Meetings.

a) Meetings of the Board of Directors, regular or special, may be held either within or without the state, and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, their participation in such a meeting shall constitute presence in person.

b) Regular meetings of the Board of Directors shall be held with or without notice as prescribed for special meetings hereinafter. Said regular meetings shall be held on the first Monday of each month or as otherwise established by the Board of Directors at their first meeting following the annual meeting of members or as the convenience or necessities of the Directors requires.

c) Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Board of Directors.

SECTION 8. Notice, Waiver.

a) Notice, unless otherwise waived, of any special meeting shall be given at least ten (10) business days previous thereto by written notice delivered personally, by telegram, electronically mailed (e-mail) or mailed to each Director. If mailed, such notice shall be deemed to be delivered three (3) days after such notice has been deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company.

b) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Notice may be waived by any reasonable method including, but not limited to, acknowledgment of a waiver in the minutes of a meeting.

SECTION 9. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have waived notice and assented to the action unless his dissent (a negative vote shall be deemed a dissent) shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation before 5:00 of the afternoon of the next day which is not a holiday or a Saturday after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 10. Indemnification. In accordance with the powers conferred on it by statute, the corporation shall have the power to indemnify any member, director, officer, employee or agent of the corporation pursuant to Arizona Revised Statutes, Section

10-1005(C), and subject to the provisions thereof, which section is incorporated herein by reference as if set forth in its entirety.

ARTICLE IV

Officers

SECTION 1. Number. The officers of the Corporation shall, in the discretion of the Board of Directors, be members of the Board of Directors. There shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers, assistant officers, agents, managers, employees or independent contractors as may be deemed necessary may be elected, appointed, or hired by the Board of Directors. Any two or more offices may be held by the same person (if duly qualified).

SECTION 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the first meeting held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or until he shall have been removed in the manner hereinafter provided. There shall be not more than one officer per lot.

SECTION 3. Removal. Any officer, agent, manager, employee or independent contractor may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Disqualification may occur as a result of an officer missing three consecutive board meetings.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other reason, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be a member of the Corporation and the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He may sign, with the Secretary or any other proper officer of the Corporation duly authorized by the Board of Directors, deeds, mortgages, bonds, contracts, instruments of conveyance, checks, drafts, notes, and other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be otherwise expressly delegated by the Board of Directors, these bylaws or laws. The President, in general, shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be a member of any committee created by the Board of Directors.

SECTION 6. Vice-President. The Vice President shall be a member of the Corporation and shall perform the duties of the President in his absence.

SECTION 7. Secretary. The Secretary shall; (a) keep the minutes of all meetings of the Board of Directors and of the members; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) have charge of all the corporate books, records and accounts and of the seal of the Corporation; (d) see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (e) keep a register of the post office address of each member; (f) have general charge of the records and books of the Corporation, and; (g) in general, perform all of the duties incident to the office of

Secretary, subject to the control of the Board of Directors. The Secretary shall perform the duties of the President in his absence and that of the Vice President.

SECTION 8. Treasurer. The Treasurer shall; (a) have charge and custody of all funds and securities of the Corporation; (b) receive and give receipt for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors, and;(c) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE V

Contracts, Loans, Checks and Deposits

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, or other duly appointed person to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks and Other Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 5. Enforcement of Covenants, Conditions and Restrictions. The Directors shall, at all times, have the power to authorize any officer or officers, agent or agents, employee, manager or independent contractor to undertake any steps necessary to enforce the covenants, conditions and restrictions, these bylaws and the association rules, and to otherwise abide by its duties as set forth therein including, specifically, the power to fine and to otherwise impose reasonable penalties. This authority shall include, but not necessarily be limited to, employment and payment of attorneys, accountants, bookkeepers, engineers, managers, and others. Any member against which a fine or penalty has been levied shall have the right to notice and an opportunity to be heard pursuant to A.R.S. 33-1803(B), as amended.

ARTICLE VI

Corporate Seal

The Board of Directors may provide a Corporate Seal which, in such event, shall be circular in form, shall have inscribed thereon the name of the Corporation, the year of its incorporation, and the state of incorporation. The seal shall be kept in the custody of the Secretary.

ARTICLE VII

Waiver of Notice

Whenever any notice is required to be given to any member or director of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE VIII

Amendment of Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by an affirmative vote of the majority of the duly elected and acting Directors of the board or by approval of the majority of the mandatory members of the Association at any regular, special or annual meeting of members noticed and called for that purpose.

CERTIFICATE

I, *Frank White*, the duly elected, qualified and acting Secretary of Lake Moovalya Keys, Inc., an Arizona non-profit corporation, do hereby certify that the above and the foregoing are the bylaws of this Corporation duly and regularly adopted by the Directors thereof at a meeting duly and regularly called and held at Lake Moovalya Keys, Inc. Parker, Arizona, on the 10th day of July, 2003.

IN WITNESS WHEREOF, I have hereunto set my hand on this 20th day of July, 2003.

Frank White
Secretary