

**AMENDED AND RESTATED BYLAWS
OF
SANDPIPER RESORT OWNERS ASSOCIATION**

ARTICLE I

NAME AND LOCATION

The name of the corporation shall be SANDPIPER RESORT OWNERS ASSOCIATION, hereinafter referred to as the "Association." The principal place of business of the corporation shall be located within La Paz County, Arizona, but meetings of Members and Directors may be held at such places within the state of Arizona as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to the Sandpiper Resort Owners Association, its successors and assigns.

Section 2. "Property" shall mean and refer to that real property subject to and described in the Declaration of Covenants, Conditions, and Restrictions, and such additional property as may thereafter become subject to the Declaration through annexation.

Section 3. "Common Areas" shall mean all real property (including the improvements thereto) owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Property with the exception of Common Areas.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of fee title to any lot which is a part of the property and the person or persons who are purchasers under a valid and outstanding recorded Agreement of Sale with respect to a lot, but excluding those having such an interest merely as security for the performance of an obligation.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions recorded in the Office of the County Recorder of La Paz County, Arizona, as may be amended from time to time.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration and Articles of Incorporation of the Association.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meetings. Annual meetings of the Members shall be held within the first quarter of each calendar year, at a date, time and location within the State of Arizona as 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 membership.

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 delivering a copy of such notice, postage prepaid, at least ten (10) days before such meeting (or such longer time period, if any, as set forth in the Declaration in connection with certain actions) and no more than fifty (50) days before such meeting, to each Member entitled to vote at such meeting, 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.

Section 4. Quorum. The presence, in person or by absentee ballot, of Members entitled to cast one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action or meeting of the Members except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws.

Section 5. Method of Voting. At all meetings of the Members a vote may be cast in person or by absentee ballot and the Board may allow for voting by some other form of delivery. Votes may be cast by any electronic method permitted by Arizona law.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board composed of no less than three (3) Directors, as may be determined by the Board from time to time. All Directors must be Members of the Association.

Section 2. Nomination. Nominations for election to the Board may be made by Members, by the Board of Directors and if appointed by the Board, by a nominating committee. Nominations shall be made in accordance with a procedure established by the Board of Directors. Nominations will be made for Directors to hold specific officer positions. Notwithstanding the foregoing, if there are more Director positions available than officer positions available, a candidate may be nominated for Director-at-large.

Section 3. Election. Directors shall be elected at the annual meetings of the Members by a plurality vote of the Members of the Association using written ballots.

Section 4. Term of Office. The Directors shall have two-year staggered terms, except that the Board shall have the right to cause a Director to be elected for less than a two (2) year term if it becomes necessary to re-establish the staggered terms (with the elected Directors receiving the highest votes serving the longer terms). At the annual meeting of each even-numbered year, the Members shall elect a President to the Board of Directors. At the annual meeting of each odd-numbered year, the Members shall elect a Vice-President to the Board of Directors. So long as there are three (3) Directors on the Board and the offices of Secretary and Treasurer are held by the same Director, the Secretary/Treasurer shall also be elected by the Members in even-numbered years. If there are more than three (3) Directors, the offices of Secretary and Treasurer shall be held by two separate Directors, the Treasurer will remain elected in even-numbered years and the Secretary will be elected in odd-numbered years. If the new directorships are created and filled by the Board between annual meetings, the newly elected Directors shall serve until the next annual meeting of the Members.

Section 5. Resignation, Removal and Vacancies. A Director may resign at any time by giving written notice of such resignation to the Board, the President, or management agent. Such resignation shall take effect at the time of receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed with or without cause at a special Members' meeting called for such purpose, by a vote of the Members of the Association, in accordance with Arizona law regarding the removal of Directors. In the event of the death, resignation or removal of a Director, the successor shall be selected by the remaining members of the Board and such successor shall serve for the unexpired term of the predecessor.

Section 6. Compensation. No Director shall receive compensation for any service he may render to the Association; however, any Director may be reimbursed for his or her actual expenses incurred in the performance of his duties.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at such time and place as shall be determined from time to time by a majority of the Directors. Notice of the time and place of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, e-mail, telephone, or other legally-recognized electronic means at least forty-eight (48) hours prior to the day named for the meeting. Notice of regular meetings of the Board shall be given to Members at least forty-eight (48) hours in advance of the meeting by newsletter, conspicuous posting, or any other reasonable means as determined by the Board of Directors. The failure of any Member to receive actual notice of a meeting of the Board does not affect the validity of any action taken at that meeting.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called to discuss business that cannot be delayed until the next regular Board meeting and the minutes of such special meeting must state the reason necessitating the special meeting. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than forty-eight (48) hours notice to each Director, given personally or by mail, e-mail, telephone, or other legally-recognized electronic means, unless emergency circumstances necessitate a meeting before forty-eight (48) hours notice can be given. Such notice shall specify the time and place of the meeting and the nature of any special business to be considered. Notice of special meetings of the Board shall be given to Members at least forty-eight (48) hours in advance of the meeting by newsletter, conspicuous posting, or any other reasonable means as determined by the Board of Directors, unless emergency circumstances necessitate a meeting before forty-eight (48) hours notice can be given.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Directors may vote in person or by proxy given to another Director. Every act or decision done or made by a majority of the Directors present, in person or by proxy, at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Means of Participation. Meetings of the Board of Directors may be held by means of telephone conference or other similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation at such meeting shall constitute presence in person at the meeting. Furthermore, for any Board meetings open to the Members, the means of communication must also allow Members to hear all parties who are speaking during the meeting.

Section 5. Agenda. An agenda will be available to all Members attending a Board meeting.

Section 6. Action Taken Without a Meeting. Unless otherwise expressly restricted by statute, the Declaration, the Articles, or these Bylaws, 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 if said action was taken at a meeting of the Board of Directors.

Section 7. Open Meetings and Executive Sessions. Unless the Board or a committee is permitted by Arizona law to hold a closed meeting or a closed executive session for portions of a meeting, all meetings of the Board of Directors and all regularly scheduled meetings of committees of the Association shall be open to the Members. At any open meeting of the Board of Directors, Members will be entitled to speak before the Board takes formal action on an item under discussion in addition to any other opportunities to speak. The Board of Directors may meet in closed session to discuss the following:

- (a) Legal advice from an attorney for the Board or the Association;
- (b) Pending or contemplated litigation;

(c) Personal, health, or financial information about an individual Member of the Association, an individual employee of the Association, or an individual employee of a contractor for the Association;

(d) Matters relating to job performance of, compensation of, health records of, or specific complaints against an individual employee of the Association, or an individual employee of a contractor of the Association who works under the direction of the Association;

(e) An Owner's appeal of any violation cited or penalty imposed by the Association except on request of the affected Owner that the meeting be held in an open session; and

(f) Any other matters for which the law allows the Board to meet in executive session.

ARTICLE VI

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 and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

b) suspend the voting rights and the right to use of the recreational facilities 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 after notice and hearing, for a period not to exceed sixty (60) days, for infraction of published rules and regulations;

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 of Incorporation, or the Declaration;

d) 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

e) employ a manager, an independent contractor, or such other personnel, including accountants and attorneys, as they deem necessary, prescribe their duties, and delegate such powers as they deem advisable to the manager (and any such employees or other personnel who may be the employees of a managing agent).

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

- a) cause to be kept a complete record of all its acts and corporate affairs;
- 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;
 - (2) send written notice of each assessment to every Owner; and
 - (3) take action to collect unpaid assessments as determined by the Board, in its sole and absolute discretion.
- (d) issue, or to cause an appropriate officer to issue, upon written request from a person acquiring an interest in any Lot and to a lienholder, escrow agent, Owner or person designated by an Owner, a certificate in writing signed by an officer of the Association setting forth whether the assessments on a specified Lot have been paid. A reasonable charge may be made by the Board for the issuance of these certificates. Such certificate will be provided within the time period required by law. Such certificates shall be conclusive evidence of payment of any Assessment therein stated to have been paid;
- (e) procure and maintain adequate liability and hazard insurance on the Property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded or insured, as required by the Declaration; and
- (g) cause the Common Area to be maintained.

ARTICLE VII

OFFICERS AND THEIR DUTIES

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

Section 2. Election of Officers. The President, Vice-President, Secretary and Treasurer shall be elected by the Members as provided in Article IV herein. Other officers shall be elected by the Board. To the extent practicable, the election of other officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The President, Vice-President, Secretary and Treasurer shall be serve two (2) year terms as provided in Article IV herein. Other officers of this Association shall hold office for one (1) year unless such officer shall sooner resign, be removed, or otherwise become 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 other than the President, Vice-President, Secretary and Treasurer 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 so long as there are no more than three (3) Directors in office. No person shall simultaneously hold more than one 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, unless otherwise delegated by the Board, 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; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(b) Vice-President: The Vice-President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her 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 shall 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 as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the

Association; keep proper books of account; cause an annual review, audit, or compilation of the Association books to be made by an accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures.

ARTICLE VIII

COMMITTEES

The Association may appoint any committees as deemed appropriate by the Board of Directors in carrying out the purposes of the Association, including, without limitation, an Architectural Control Committee. All committees shall be responsible for carrying out the duties and responsibilities which have been established by the Board and no committee may take action which exceeds its responsibilities. Each committee shall operate in accordance with any terms, limitations, or rules adopted by the Board of Directors. Each Committee will elect a Chairperson who will be responsible for reporting all Committee activities to the Board on a periodic basis prior to the regular meeting of the Board.

ARTICLE IX

BOOKS AND RECORDS

The books, records and papers of the Association, including, but not limited to the Declaration and Bylaws, membership register, books of account, and minutes of meetings of the Members, the Board, and committees, shall be made available for inspection by any Member or any person designated by the member in writing as the Member's representative during reasonable business hours within ten (10) business days of such request. Each Member may also purchase copies of the Association records within ten (10) business days of such request for a reasonable price, not to exceed any limit imposed by law. Notwithstanding the foregoing, the following are not subject to inspection by any party other than the Board of Directors, its management agent, if any, and its attorneys and accountants, as necessary and appropriate:

(a) Privileged communication between an attorney for the Association and the Association, including, but not limited to, legal advice from an attorney for the Board or the Association;

(b) Pending litigation;

(c) Meeting minutes or other records of a closed executive session of the Board held in accordance with Arizona law;

(d) Personal, health or financial information about an individual Member of the Association, an individual employee of the Association, or an individual employee of a contractor for the Association;

(e) Records relating to job performance of, compensation of, health records of, or specific complaints against an individual employee of the Association or an individual employee of a contractor of the Association who works under the direction of the Association;

(f) Financial and other records of the Association if disclosure would violate any state or federal law; and

(g) Any other records which may be withheld pursuant to the law.

ARTICLE X

AMENDMENTS

These Bylaws may be amended in a manner not inconsistent with the Declaration or Articles, by the Members through a vote of two-thirds (2/3) of the votes cast or a majority of the total votes in the Association, whichever is less. Notwithstanding the foregoing, the Board may amend these Bylaws in order to conform these Bylaws to Arizona law, without a vote of the Members.

ARTICLE XI

CONFLICTS

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. If any provision of these Bylaws are less restrictive than the Declaration or the Articles of Incorporation when dealing with the same subject, the more restrictive provisions of the Declaration and Articles of Incorporation shall be applicable in the same manner as if included in the provisions of these Bylaws.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and shall end on the 31st day of December of every year.

CERTIFICATION

I, the undersigned, do hereby certify that the above amendments were adopted by the required percentage of the Members.

DATED this 17 day of January, 2015.

SANDPIPER RESORT OWNERS ASSOCIATION

By: Gerald Szymanski

Its: GERALD SZYMANSKI