

SECOND AMENDED AND RESTATED BYLAWS

SaddleBrooke Villas Association No. 20, Inc.

Board Approved January 17, 2013

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ARTICLE I

IDENTITY

Section 1.1 Declaration. "The Amended and Restated Bylaws of SaddleBrooke Villas Association No. 20., Inc., dated March 2005, are hereby amended and restated in their entirety and shall govern the operation of SaddleBrooke Villas Association No. 20., Inc. (the "Corporation" or the "Association")."

Section 1.2 Terms. Terms used but not defined herein which are defined in the Amended and Restated Declaration of Covenants, Conditions, and Restrictions for SaddleBrooke Unit 20 which was recorded on November 13, 2001 in the Official Records of Pinal County, Arizona, as Document No. 2001-052015 (the "Villas Amended Declaration") and shall have the same meanings as in the said Villas Amended Declaration.

Section 1.3 Principal Office. The principal office of the corporation is 64500 East SaddleBrooke Boulevard, SaddleBrooke, AZ 85739 located in Pinal County, Arizona.

Section 1.4 Seal. The Corporation's Board of Directors (the "Villas Board") may obtain a seal for the Corporation which shall bear the name of the Corporation, the word "Arizona", the word "nonprofit", the year of incorporation and such other matters as the Villas Board may elect. Currently, the Association does NOT have a Corporate seal.

ARTICLE II

MEMBERSHIP

Section 2.1 Members. Membership in the Corporation shall be as provided in the Villas Amended Declaration. Henceforth "Members or Membership" may also be referred to as "Villas Owners".

Section 2.2 Meetings. Meetings of Members of the Corporation ("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 Villas Board. Annual meetings of the Members shall be held on the third Monday in February in each year, as specified by the Villas Board. . Special meetings of the Members may be called by the President of the Corporation, or by a majority vote of the Villas Board, or by Members having at least twenty-five percent (25%) 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 action shall be taken at an Annual or at a special Members meeting, except as stated in the agenda/notice.

Section 2.3 Voting. The voting rights of the Members shall be as provided in the Villas Amended Declaration and the Villas Articles of Incorporation. Votes may be taken in person or by absentee ballots. Votes taken by absentee ballot shall comply with the following provisions:

The absentee ballot shall set forth each proposed action.

The absentee ballot shall provide an opportunity to vote for or against each proposed action.

The absentee ballot is valid for only one specified election or meeting of the members and expires automatically after the completion of the election or meeting.

The absentee ballot specifies the time and date by which the ballot must be delivered to the Board of Directors in order to be counted, which shall be at least seven days after the date that the Board delivers the non-voted absentee ballot to the Member.

The absentee ballot does not authorize another person to cast votes on behalf of the Member.

Votes cast by absentee ballot or other forms of delivery are valid for the purpose of establishing a quorum.

Section 2.4 Notice. Not less than 10 nor more than 50 days prior to a Special or Annual Members meeting, notice stating the time, the place, and the purposes for which the meeting is called shall be given by a Board member or designee of the Corporation. Such notice shall be given by e-mail, mail tube or U.S. Mail to each member entitled to vote at such meeting. Notice of meetings may be waived before, during, or after the meeting?

Section 2.5 Quorum. A quorum for any Members meeting is twenty-five (25) percent of the 40 Villas Lots entitled to cast votes at the Members meeting, present in person or by absentee ballot. Unless the vote of a greater number is required by these Bylaws, the Villas Articles of Incorporation 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 (provided that at least a quorum is present).

Section 2.6 Adjourned Meetings. If any meeting of Members cannot be organized because a quorum is not in attendance, the Members who are present may adjourn the meeting to a time not more than seven (7) days from the time the original meeting was called or until a quorum can be present.

Section 2.7 Order of Business. The order of business at all meetings of the Members shall be as follows:

Reading and approval of Minutes of preceding meeting.
Reports of officers.
Reports of committees.
Report of Elections Committee.
General Business as indicated on the published distributed agenda.
Adjournment.

Section 2.8 Open Meetings. All meetings All meetings of the Members and Villas Board are conducted in accordance with Robert's Rules of Order and are open to all Members who are permitted to speak when recognized by the Chair. The Board may place reasonable time restrictions on those persons speaking during the meeting but shall permit a Member to speak before the Board takes formal action on an item under discussion in addition to any other opportunities to speak. Any portion of a meeting may be closed **only** if that closed portion of the meeting is limited to consideration of one or more of the following:

2.8.1 Legal advice from an attorney for the Board or Association. On final resolution of any matter for which the Board received legal advice or that concerned pending or contemplated litigation, the Board may disclose information about that matter in an open meeting except for matters that are required to remain confidential by the terms of a settlement agreement or judgment.

2.8.2 Pending or contemplated litigation.

2.8.3 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, including records of the Association directly related to the 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.

2.8.4 Matters relating to the 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.

2.8.5 Discussion of a Member's appeal of any violation cited or penalty imposed by the Association except on request of the affected Member that the meeting be held in an open session.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Number and Qualification. The business, property, and affairs of the Corporation shall be managed, controlled, and conducted by the Villas Board. The Villas Board shall consist of the number of Members indicated in the Villas Articles. The number of Directors may be altered from time to time by resolution or a majority vote of the Villas Board or by 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 Villas Board and hold office until a successor is elected and shall qualify.

Section 3.2 Powers and Duties. The Villas Board 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 not by law or otherwise directed to be exercised and done by the Members. The powers of the Villas Board shall include, but not be limited to, all of the rights and duties of the Villas Board as set forth elsewhere in these Bylaws, the Villas Articles, the Villas Amended Declaration, and any Villas additional Declaration (as set forth defined in the Villas Articles) and shall also include the power to promulgate such rules and regulations pertaining to the rights and duties of Members of the Corporation, and all other matters, as may be deemed proper and which are consistent with the foregoing.

Board members individually may not act on behalf of the Association or promulgate policies affecting the Association or its members without prior Villas Board approval. The Villas Board may delegate to one or more committees and to other persons, such duties and powers, to be in the best interests of the Corporation and to the extent permitted by law.

Section 3.3 Election and Term of Office. The election and term of office of the directors shall be as provided in the Villas Articles of Incorporation. Prior to assuming office each Director shall take, and shall sign a written copy of, the following Oath:
"I, (insert name of Director), do solemnly swear (or affirm) that I will faithfully discharge the duties of the office of Member of the Board of Directors of SaddleBrooke Villas Association No. 20, Inc. and will support and adhere to the requirements in effect in the Amended and Restated Covenants, Conditions and Restrictions, Amended and Restated Articles of Incorporation, and the Second Amended and Restated Bylaws, and all other pertinent governing documents of the Villas Association in effect."

Section 3.4 Removal of Board Member. Any Member of the Villas Board may be removed, with or without cause, by a majority vote of Members entitled to vote and voting on the matter at a meeting of the Members, called pursuant to Article II of these Bylaws, at which a quorum is present. For purposes of calling for removal of a Board Member, the following must apply:

3.4.1 On receipt of a petition that calls for removal of a Member of the Board that is signed by at least ten (10) Lots (which is 25% of 40 Villas lots) that are entitled to cast votes in the Association, the Board shall call and provide written notice of a special meeting of the Association.

3.4.2 The special meeting shall be called, noticed, and held within thirty days after the Association's receipt of the petition.

3.4.3 For purposes of a special meeting called pursuant to this subsection Section, a quorum is present if the number of owners present is at least twenty percent (20%) of the 40 Villas Lots which is eight (8) Lots.

3.4.4 If a civil action is filed regarding the removal of a Board Member, the prevailing party in the civil action shall be awarded its reasonable attorney fees and costs.

3.4.5 The Board shall retain all documents and other records relating to the proposed removal of the Member of the Board for at least one year after the date of the special meeting and shall permit Members to inspect those documents and records.

3.4.6 A petition that calls for removal of the same Board Member shall not be submitted more than once during each term of office for that Member.

Section 3.5 Vacancies. Vacancies on the Villas Board 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 3.6 Compensation. No compensation shall be paid to directors for their services as directors. No remuneration shall be paid to a director for services performed for the Corporation in any other capacity, unless a resolution authorizing such remuneration shall have been **unanimously** adopted by the Villas Board before the services undertaken. Directors and officers, however, may be reimbursed for any actual expenses incurred in connection with their duties as such officers or directors.

Section 3.7 Communications and Distribution of Board Information. Agendas and minutes for regular Board Meetings and special meetings of all types (except the Annual Members Meetings), communications of all types (except those requiring first class mailing) and other information and materials issued by the Board of Directors will be transmitted by e-mail to all Villa Owners having an e-mail address.

Those Villas Owners in permanent residence without an e-mail will receive distribution in their mail tubes.

Those Villas Owners not in permanent residence wishing to receive distribution of Villas Board materials must notify the Secretary of the Villas Board in writing of their desire to receive such materials by first class mail at their own expense.

Unapproved minutes will be distributed to Board members prior to the succeeding meeting. Minutes are not deemed official and will not be distributed to Villas Owners until approved by the Board. A synopsis of Board Action Items as appear on the meeting agenda may be distributed by the President or designee to Villas Owners following Board meetings. A recording device may be used at meetings to assist the meeting secretary.

Section 3.8 Regular Meetings. Regular meetings of the Villas Board may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. Notice of regular meetings of the Villas Board shall be given to each director and Member by e-mail, mail tube, or mail least three (3) days prior to the day named for the meeting.

All Board Meetings are open to **all** desiring to attend. Notice to Members of meetings of the Villas Board shall be given at least forty-eight (48) hours in advance of the meeting. The Board may vote only on action items that appear on the agenda/notice distributed to **all** Villas owners at least three (3) days prior to the meeting at which the action is planned.

Section 3.9 Special Meetings. Special meetings of the Villas Board may be called by the President or Secretary on three (3) days' notice to each director and Member, given by e-mail, mail tube, or mail which shall state the time, place and purpose of the meeting. Upon the request of at least three (3) of the directors or at the discretion of the President, special meetings of the Villas Board shall be called by the President or Secretary. The Board may vote only on action items that appear on the agenda/notice distributed to **all** Villas Owners at least three (3) days prior to the meeting at which the action is planned.

Section 3.10 Waiver of Notice. Before, at or after any meeting of the Villas Board, 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 Villas Board shall be deemed to be a waiver of notice of the time or place thereof. If all the directors are present at any meetings of the Villas Board, no notice shall be required, and any business may be transacted at such meeting.

Section 3.11 Quorum. A majority of the Villas Board 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. A director may attend a meeting of the Villas Board telephonically, and be considered present, so long as the director can hear all the proceedings and be heard by everyone in the room. 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 Villas

Board unless the Villas Articles, Bylaws, Amended Declaration or any Additional Declaration otherwise specifically requires the affirmative vote of a different number of directors on a specific matter.

Section 3.12 Adjournments. The Villas Board 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 thirty (30) days.

Section 3.13 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 written approval of **all the directors**. Any actions approved shall have the same effect as though taken at a meeting of the Villas Board. All actions taken without a meeting shall be reported and incorporated into the official minutes at the next Board Meeting.

Section 3.14 Fidelity Bonds. The Villas Board **may** require, at its discretion, and shall require if and to the extent required by the Villas Amended Declaration or any Additional Declaration, 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 Villas Board, the premiums shall be paid by the Corporation.

Section 3.15 Committees. The Villas Board may appoint such committees as it deems necessary and appropriate to properly and effectively carry on the affairs of the Corporation. Each committee created by the Board shall perform such tasks and serve for such periods as the Board may designate by resolution. Each committee shall operate in accordance with the terms of such resolution. Other than the committees established herein, any committee may be abolished or any committee member may be removed from a committee, with or without cause, by a majority vote of the board, provided a quorum is present. The Election Committee shall be formed in accordance with Rules, Regulations & Policies, Article 7, Section 7.3. A committee may exercise the powers specifically granted to it herein and/or by the President, which generally will include the delegated authority to take action on behalf of the Villas Board.

ARTICLE IV

OFFICERS

Section 4.1 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 or appointed by the Villas Board. The directors may appoint non-voting officers such as a Recording Secretary, Treasurer and 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 4.2 Election of Officers. The officers of the Corporation shall be elected annually or as necessary by the Villas Board.

Section 4.3 Removal of Officers. Upon an affirmative vote of a majority of the members of the Villas Board, any officer may be removed, either with or without cause, and a successor elected.

Section 4.4 Resignation of Officers. Any officers may resign at any time by giving written notice to the Villas 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 4.5 Vacancies. A vacancy in any office may be filled by vote of a majority of the Villas Board. The officer elected to such vacancy shall serve for the remainder of the term of the officer being replaced.

Section 4.6 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 Villas Board. 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 non-voting Board officers and committees from among the Members of the Corporation as deemed appropriate to assist in the conduct of affairs of the Corporation. The President prepares notices and agendas for Board meetings, Annual Meetings, and other special meetings; acts as liaison for contracts with outside parties unless delegated to another officer or committee chair; coordinates the activities of appointed committees; and cosigns checks on behalf of the Villas Association in the absence of the Treasurer.

Section 4.7 Vice President. The Vice President (or the most senior Vice President, if there shall be more than one) shall take the place of the President and perform duties whenever the President shall be absent, unable to act or refuses to act. If neither the President nor a Vice President is able to act, the Board of Directors shall appoint some other member of the Villas Board to do so on an interim basis. A Vice President shall also perform such other duties as shall from time to time be assigned by the Villas Board.

Section 4.8 Secretary. The Secretary shall record attendance and keep and distribute the agendas and minutes of all meetings of the Board of Directors and Members of the Corporation. All meeting minutes must be approved by the Board or Members as appropriate. The Secretary shall also distribute communications and other documents to Members as directed by the President or Board of Directors. The Secretary shall have charge of the membership records and such other files and papers

as the Villas Board may direct; and shall, in general, perform all duties relevant to the office of Secretary. As appropriate the Secretary signs official documents of the Villas Association as approved by the President or Board of Directors. If the Corporation secures a seal the Secretary or designee shall have custody of it.

Section 4.9 Treasurer. The Treasurer shall serve as Chair of the Villas Finance Committee and have the responsibility for the Corporation's funds, investments and securities and shall be responsible for keeping and reporting full and accurate accounts of all receipts and disbursements in books belonging to the corporation. The Treasurer or designee shall be responsible for cosigning checks, the deposit of all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as designated by the Villas Board. The Treasurer or designee prepares the Villas annual budget and updates the long range financial plan for approval by the Board. Annual Association fee must be approved by December 1 and communicated in writing by December 10 to HOA #1 Accounts Receivable. The Treasurer shall, in conjunction with the Villas CPA, annually file required state and federal taxes. The Treasurer shall also annually process the State Corporations Commission filing.

Section 4.10 Recording Secretary. The Recording Secretary is a Board appointed non-voting position who takes attendance and records minutes at all Board and Annual Members Meetings. All minutes must be approved by the Board or Members as appropriate.

ARTICLE V

BOOKS AND RECORDS

Section 5.1 Books and Accounts.

5.1.1 The Villas Board, at all times, shall keep, or cause to be kept by the Treasurer, true and correct records of accounts in accordance with generally accepted accounting principles.

5.1.2 All financial and other records of the Association shall be made reasonably available for examination by any Member or any person designated by the Member in writing as the Member's representative. The Association shall not charge a Member or any person designated by the Member in writing for making material available for review. The Association shall have ten (10) business days to fulfill a request for records review. On request for purchase of copies of records by any Member or person designated by the Member in writing as the Member's designated representative, the Association shall have ten (10) business days to provide copies of the requested records. An Association may charge a fee for making and providing copies of not more than fifteen cents (\$.15) per page.

5.1.3 Books and records kept by or on behalf of the Association and the Board may be withheld from disclosure to the extent that the portion withheld relates to any of the following:

(A) Privileged communication between an attorney for the Association and the Association

(B) Pending litigation

(C) Meeting Minutes or other records of a session of a Board Meeting that is not required to be open to all Members

(D) Personal, health, or financial records of an individual Member of the Association, an individual employee of the Association, or an individual employee of a contractor for the Association, including records of the Association directly related to the 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 the 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 who works under the direction of the Association

Section 5.2 Penalties for Violations. The imposition of a monetary penalty shall be reasonably applied and may be combined with a suspension of voting privileges, and shall range as follows:

5.2.1 Minimum monetary penalty: \$10.00 and/or \$10.00 for each day that the violation exists or continues.

5.2.2 Maximum monetary penalty: \$100.00 and/or \$100.00 for each day that the violation exists or continues.

5.2.3 Minimum suspension of voting rights: A period not to exceed sixty (60) days.

5.2.4 Maximum suspension of voting sanction: Additional sixty (60) day periods if any violation is not corrected during any preceding voting rights suspension.

Section 5.3 Due Date of Monetary Penalties. Following the hearing process if any monetary penalty is imposed, the amount shall be due and payable immediately to the Villas Association and may be enforced as provided in Sections 33-1803 and 33-1807 of the Arizona Revised Statutes.

Section 5.4 Enforcement of Villas Assessments. The Villas Declaration provides

for the enforcement of Villas Assessments. Effective March 1, 2007, the following schedule of charges and fees shall apply:

5.4.1 Late Charge and Interest on Delinquent Balances A late charge of 10% (with a minimum late charge of \$15.00) of the monthly assessment amount will be charged for payments not received by the 25th day of the month the assessment payment is due. In addition, an interest rate of 12% per annum will be charged for all delinquent amounts, including any late charges, plus collection expenses incurred by the Association.

5.4.2 Collection of Delinquent Accounts In the event of delinquency, the Villas Board may cause a lien to be filed with the County Recorder. In such event, the delinquent member shall be responsible for legal expenses, collection costs, and other fees related to the lien filing. The Villas Board also may turn the account over to the Association's attorney for legal action, and the delinquent Owner will be responsible to pay all attorney fees and costs incurred.

5.4.3 Bank Charges for Returned Checks Villas Association Members shall reimburse the Association for any bank charges resulting to the Association from returned checks given in payment of Association assessments, or other obligations.

Section 5.5 Check Writing. HOA #1 Controller has possession of the Villas Association check book. All checks written on Villas bank account(s) require **two (2)** signatures. The signatures shall be any combination of the HOA #1 Controller, Villas Treasurer, Villas Assistant Treasurer, Villas President or Board designee. The monthly bank statement and General Ledger will be reviewed by the Treasurer or Assistant Treasurer.

Section 5.6 Reporting. The Treasurer or designee will give a written and oral report on the current financial position of the Association at each Villas Board meeting. This information will be conveyed via the Meeting Minutes. Copies of the full multi-page written financial reports are available to any Member upon request and, if appropriate, at the Member's expense.

Section 5.7 Spending Limits. Board members and committee chairs may spend up to \$500 for **budgeted items** pertaining to their area of operation without prior Villas Board approval. **Non-budgeted items or expenses exceeding \$500 require prior Board approval.**

Section 5.8 Payments. Invoices and Requests for Reimbursement will be submitted to the Treasurer, Assistant Treasurer or designee for approval prior to being forwarded to the HOA #1 Controller/Accounts Payable for payment.

ARTICLE VI

STANDING COMMITTEES

Section 6.1 ALC/Rules/Documents Committee. In 2012, the Arizona Planned Communities Act was revised to require that a Villas Board Member must serve as chair of this Committee. This Committee reviews and assures compliance with all Villas Association documents and recommends amendments and/or revisions to the Board. Reviews architectural and landscaping applications of homeowners and forwards recommendations to the HOA #1 Architectural and Landscaping Committee.

Section 6.2 Election Committee. (See Rules, Regulations & Policies, Article 7 Election Procedures, Section 7.3 Election Committee.)

Section 6.3 Finance and Insurance Committee. (See Article IV Officers, Section 4.9. Treasurer) Insurance Committee secures and reviews quotes from various insurance companies and makes recommendations to the Villas Board regarding best coverage and cost options. Also assures insurance coverage includes property liability, fidelity and liability for Directors, Officers, Committee Members and volunteers solely in the conduct of Villas Association management and responsibilities.

Section 6.4 Landscaping Committee. Solicits proposals from companies and contractors and presents recommendations to the Villas Board for approval. Monitors the condition of all landscaping and supervises the weekly landscape maintenance workers and all contractors engaged for specific landscaping projects. Prepares and oversees the Villas Board approved budget for landscaping and keeps the Villas Board advised.

Section 6.5 Maintenance Committee. Chair or designee(s) monitors the condition of villas, perimeter wall, streets, and signs and makes recommendations to the Villas Board for needed maintenance. Solicits proposals from contractors for maintenance work such as painting, roof inspections and other repairs and presents recommendations to the Board for approval. Supervises the work of contractors and workers engaged in maintenance work. Prepares and oversees the Board approved budget for maintenance and keeps the Board advised.

Section 6.6 Pest and Termite Committee. Investigates alternative pest and termite treatment systems as needed. Committee chairperson or designee organizes annual interior and monthly exterior termite inspections, supervises bi-monthly outside pest spraying under the terms of the Villas Pest and Termite contracts. Committee schedules necessary outside treatments for termites and pest(s) infestations. Committee also advises owners of available interior pest treatment options for which the owner is responsible for payment. Prepares and oversees Board approved budget.

Section 6.7 Social Committee. Plans and coordinates social activities to promote conviviality among Villas occupants, i.e. meals and outings.

Section 6.8 Web Site Committee. Reviews, develops, and implements guidelines for the management, updating and maintenance of the Villas Web Site. In coordination with the HOA #1 Web Master establishes appropriate links. (<http://wbhsi.net/nvillas2dindex.htm?>) Maintains and makes available to all Villas Owners correct e-mail addresses.

ARTICLE VII

MISCELLANEOUS

Section 7.1 Execution of Corporate Documents. With the prior authorization of the Villas Board, 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 Villas Board shall designate.

Section 7.2 Fiscal Year. The fiscal year of the Corporation shall be the Calendar Year, or such other period as the Villas Board may deem appropriate.

Section 7.3 Conflict in Documents. In the case of any conflict between the Villas Articles and these Bylaws, the Villas Articles shall control. In the case of a conflict between these Bylaws and the Villas Amended Declaration, or between the Villas Articles or the Villas Amended Declarations, the Villas Amended Declarations shall govern and control.

ARTICLE VIII

AMENDMENT OF THE BYLAWS

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

ARTICLE IX

CERTIFICATE OF ADOPTION

The undersigned Secretary does hereby certify that the foregoing Second Amended and Restated Bylaws were adopted by majority vote of the Board of Directors of SaddleBrooke Villas Association No. 20, Inc. at a regular meeting of the said Villas Board held on January 17, 2013.

Secretary: _____ Date: _____