

**AMENDED AND RESTATED BYLAWS
OF
SKYRANCH AIRCRAFT STORAGE CONDOMINIUM ASSOCIATION**

**ARTICLE I
Identity/Purposes**

Section 1. Declaration. These Bylaws shall govern the operation of SkyRanch Aircraft Storage Condominium Association, an Arizona nonprofit corporation (the "Association"), in conjunction with the terms of that certain Declaration Establishing SkyRanch Aircraft Storage Condominium and Declaration of Covenants, Conditions and Restrictions recorded in the Official Records of the Maricopa County Recorder on October 29, 1986, as Instrument No. 86-593383, as amended and restated (collectively the "Declaration"), which by this reference is incorporated herein. Any amendments and restatements to the Declaration shall automatically be incorporated herein, and all references to the Declaration shall be deemed to include any such amendments and restatements.

Section 2. Terms. Unless otherwise defined herein, the capitalized words and terms used herein shall be deemed to have the same definitions and meanings as used in the Declaration or the Articles of Incorporation of the Association filed with Arizona Corporation Commission on December 7, 2009 (the "Articles").

Section 3. Principal Office. The principal office of the Association shall be located at P.O. Box 3162, Carefree, Arizona 85377.

**ARTICLE II
Membership**

Section 1. Members. Membership in the Association shall be limited as set forth in the Declaration.

Section 2. Meetings. Meetings of the Members shall be held at the principal place of business of the Association or at such other convenient place within the State of Arizona as may be designated by the Board of Directors. An annual meeting of the Members shall be held within the first quarter of each year at a time designated by the Board in the meeting notice. Special meetings of the Members may be called by the President, by a majority of the Directors, or by written petition signed by Members holding at least one-tenth (1/10) of the votes entitled to be cast at such meeting.

Section 3. Voting. Each Member whose right to vote has not been suspended as permitted by the Declaration shall be entitled to vote on each matter submitted to a vote of the Members. The votes allocated to each Unit are set forth in Article 4 and Exhibit B to the Declaration. When more than one (1) Person holds an ownership interest or interests in any Unit ("Co-owners"), all such Co-owners shall be Members of the Association and may attend any meeting of the Association, but only one (1) such Co-owner shall be entitled to exercise the vote allocated to that Unit. If only one (1) of several Co-owners of a Unit is present at a meeting of the Association, that Co-owner is entitled to cast the vote allocated to that Unit. Co-owners owning a majority of the interests in a Unit may from time to time designate in writing to the Association which Co-owner

may vote. Fractional voting among Co-owners is not allowed. Where no voting Co-owner is designated or if the designation has been revoked, the vote for the Unit shall be exercised by the Co-owners owning a majority of the interests in the Unit. Unless the Board of Directors receives a written objection in advance from an absent Co-owner, it shall be conclusively presumed that the corresponding voting Co-owner is acting with the consent of all Co-owners. No vote shall be cast for any Unit if the Co-owners present in person or by ballot owning a majority of the interests in such Unit cannot agree to said vote or other action. The nonvoting Co-owner or Co-owners shall be jointly and severally liable for all of the obligations imposed upon the jointly owned Unit and shall be entitled to all other benefits of ownership. All agreements and determinations lawfully made by the Association in accordance with the voting established herein, or in the Declaration, shall be deemed to be binding on all Owners (including all Co-owners), their successors and assigns.

Section 4. Notice. Notice of all meetings of the Members stating the time, the place and the purpose(s) for which the meeting is called shall be given by the President or Secretary. The notice of all annual meetings shall, in addition, specify the number of Directors to be elected to the Board of Directors. Such notice must be in writing and addressed to each Member entitled to vote at such meeting as provided in the Declaration at his or her address as it appears on the books of the Association (or if no such address appears, at his or her last known address), and shall be sent not less than ten (10) days nor more than fifty (50) days prior to the date of the meeting. To the extent permitted by Arizona law, such notice may be delivered electronically.

Section 5. Quorum. A quorum of Members for any meeting shall be constituted by Members represented in person or by absentee ballot and holding at least twenty-five percent (25%) 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 a quorum of Members represented at a meeting and entitled to vote shall be binding as the act of the Members.

Section 6. 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. Votes cast by absentee ballot are valid for the purpose of establishing a quorum.

ARTICLE III Board of Directors

Section 1. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association, and may do all such acts and things that are not 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 Association, and all other matters, as may be deemed proper and which are consistent with the foregoing. The Board of Directors may delegate to one (1) or more committees, and to other persons, such duties and powers, all as appears to the Board of Directors to be in the best interests of the Association and to the extent permitted by law.

Section 2. Number and Qualification. The business, property and affairs of the Association shall be managed, controlled and conducted by a Board of Directors. Each director shall be an Owner or the spouse of an Owner (or if an Owner is a corporation, limited liability company, partnership or trust, a director may be an officer, member, manager, partner, trustee or beneficiary of such Owner). Notwithstanding the foregoing, a majority of the directors on the Board shall be Unit Owners. If a director shall cease to meet such qualifications during his or her term, he or she will thereupon cease to be a director and his or her place on the Board shall be deemed vacant. The Board of Directors shall consist of three (3) members.

Section 3. Term of Office. The election of Directors shall be staggered. The terms shall be two (2) years and each Director shall serve until such Director's successor is elected, unless such Director shall sooner resign, or shall be removed, or otherwise disqualified to serve. At each annual meeting, the Owners shall elect Directors to replace those Directors whose terms have expired, and all such Directors shall be elected for a term of two (2) years, 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. No director shall be elected to more than two (2) consecutive terms.

Section 4. Nomination and Election.

4.1 Nominations. 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 resolution adopted by the Board of Directors.

4.2 Election. The Board of Directors shall be elected at the annual meeting of the Members or at any special meeting of the Members called for the purpose of electing members of the Board of Directors. Directors shall be elected by a plurality vote of the Members of the Association using written ballots, and the candidate(s) with the greatest number of votes shall be elected. Cumulative voting is prohibited.

Section 5. Removal of Directors. Any director may be removed, either with or without cause, in accordance with A.R.S. § 33-1243(H).

Section 6. Resignation of Directors. Any director 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 by the Association shall not be necessary to make it effective. The Board of Directors may declare a vacancy in the office of any director who has more than three (3) consecutive absences from regular meetings of the Board of Directors.

Section 7. 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 be only one. Each person so elected shall serve as a director until the next annual meeting of the Members, at which time the Members shall elect a director to start a new term or to fill the unexpired term of his or her predecessor in office, whichever applies.

Section 8. 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 or her for

the Association 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. However, directors may be reimbursed by the Association for any actual expenses incurred in connection with their duties as directors.

Section 9. 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 two (2) such meetings 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, e-mail, telephone, or other legally-recognized electronic means at least forty-eight (48) hours prior to 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 Members to receive actual notice of a meeting of the Board does not affect the validity of any action taken at that meeting.

Section 10. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President 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 11. 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 of Directors shall be deemed to be a waiver of notice by him of the time and place thereof.

Section 12. Quorum. A majority of the directors on the Board shall constitute a quorum for the transaction of business. 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 of Directors unless the Articles, these Bylaws or the Declaration otherwise specifically requires the affirmative vote of a different number of directors on a specific matter.

Section 13. 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 14. Agenda. An agenda will be available to all Members attending a Board meeting.

Section 15. 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 of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors. A consent may be signed using an electronic signature.

Section 16. 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.

Section 17. Conflict of Interest. If a director has a conflict of interest relating to any contract, decision or other action taken by or on behalf of the Board of Directors, the director shall declare the conflict in an open meeting of the Board of Directors before the Board of Directors discusses or takes action on that issue and that issue shall be decided in accordance with Arizona statutes relating to conflict of interest transactions.

Section 18. Guidelines. The Board of Directors shall have the authority to adopt and post guidelines interpreting and implementing the terms of these Bylaws, the Declaration, the Airport Operation and Safety Regulations, and any other documents governing the Association.

ARTICLE IV Officers

Section 1. Designation. The principal officers of the Association shall be a President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors. The directors may appoint one (1) or more Vice-Presidents, an Assistant Secretary, an Assistant Treasurer, and such other officers as in their judgment may be necessary. Each officer must be a director. Any one (1) person may hold two or more offices at the same time.

Section 2. Election of Officers. The officers of the Association shall be elected from time to time by the Board of Directors and shall serve for a term of one (1) year.

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 or her successor elected.

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

Section 6. President and Vice President. The President shall be the chief executive officer of the Association. He or she shall preside at all meetings of the Members of the Association

and of the Board of Directors. One or more Vice Presidents may be elected by the Board of Directors, each of whom (in the order designated by the Board of Directors) will be vested with the powers and charged with the duties (including, but not limited to, those herein specifically set forth) of the President in the event of his absence or disability. The President shall have all of the general powers and duties which are normally vested in the office of the President of an Association and the President shall also have such other powers as provided for in the Declaration.

Section 7. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Members of the Association; he or she shall have charge of the membership books and such other books and papers as the Board of Directors may direct; and he or she shall, in general, perform all the duties incident to the office of the Secretary.

Section 8. Treasurer. The Treasurer shall have the responsibility for the Association's funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He or she shall be responsible for the custody of all monies and other valuable effects in the name, and to the credit, of the Association and shall deposit such items in depositories as may from time to time be designated by the Board of Directors.

Section 9. Compensation. No compensation shall be paid to officers for their services as officers. No remuneration shall be paid to an officer for services performed by him or her for the Association 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. However, officers may be reimbursed by the Association for any actual expenses incurred in connection with their duties as officers.

Section 10. Delegation of Duties. From time to time the Board may delegate any one or more of the officers' duties to a managing agent, attorney, accountant, or other employee or contractor hired by the Association.

ARTICLE V

Indemnification and Limitation of Liability

Section 1. Indemnification. The Association shall indemnify every officer, director, and agent of the Association against any and all expenses, including attorneys' fees, reasonably incurred by or imposed upon any officer or director of the Association in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he or she may be a party by reason of being or having been an officer, director, or an agent of the Association, except for their own individual willful misfeasance, malfeasance, misconduct or bad faith. The officers, directors, and agents shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except indirectly to the extent that such officers or directors may also be Owners of the Association and therefore subject to Assessment to fund a liability of the Association), and the Association shall indemnify and forever hold each such officer, director, and agent free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, agent or former officer, director, or agent of the Association, may be entitled. This

indemnification shall be mandatory in all circumstances in which indemnification is permitted by law; provided, however, that the Association shall have the right to refuse indemnification if the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Association, at its own expense and through counsel of its own choosing, to defend him or her in the action.

Section 2. Limitation of Director Liability. In accordance with the provisions of the Nonprofit Corporation Act (set forth at A.R.S. § 10-3101 et seq., as may be amended from time to time), each Director shall be immune from civil liability and shall not be subject to suit indirectly or by way of contribution for any act or omission resulting in damage or injury if said Director was acting in good faith and within the scope of his official capacity (which is any decision, act, or event undertaken by the Association in furtherance of the purpose or purposes for which it is organized) unless such damage or injury was caused by willful and wanton or grossly negligent conduct of the Director. This provision intends to give all Directors the full extent of immunity available under the Nonprofit Corporation Act.

ARTICLE VI Miscellaneous

Section 1. Books and Accounts. The Association, at all times, shall keep, or cause to be kept books and records of account in accordance with A.R.S. § 10-11601 and generally accepted accounting principles. Except for the records specified in A.R.S. § 33-1258, all records of the Association shall be available for inspection by any Member during reasonable business hours within ten (10) business days from receipt of a written request, at the principal office of the Association or other place designated by the Board of Directors. Copies may be purchased for fifteen cents per page or at any other higher rate permitted by law.

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 Association by such officer or officers of the Association as the Board of Directors shall designate.

Section 3. Fiscal Year. The fiscal year of the Association shall be the calendar year unless otherwise designated by the Board.

Section 4. Conflict in Documents. In the case of any conflict between the Articles and these Bylaws, the Articles shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control. In the case of any conflict between the Articles and the Declaration, the Declaration shall control.

Section 5. 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. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out the purpose(s) of the Association. 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 prior to each regular meeting of the Board.

Section 6. Amendment of Bylaws. These Bylaws may be amended with the affirmative vote of two-thirds (2/3) of the Board and the affirmative vote of Members holding two-thirds (2/3) of the votes cast or a majority of all votes in the Association, whichever is less. Notwithstanding the foregoing, the Bylaws shall not be amended or modified to contain any provisions that would be contrary to or inconsistent with the Declaration, and any provision of or purported amendment or modification to the Bylaws which is contrary to or inconsistent with the Declaration shall be void to the extent of such inconsistency.

CERTIFICATION

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

DATED this 11 day of FEBRUARY, 2020.

SKYRANCH AIRCRAFT STORAGE CONDOMINIUM
ASSOCIATION, an Arizona nonprofit corporation

By: Ronald R. Patterson

Its: President