

**AMENDMENT TO BYLAWS OF
TOMBSTONE HERITAGE RANCH PROPERTY OWNERS
ASSOCIATION DATED NOVEMBER 5, 2016 RELATING TO THE
STAGGERED TERMS OF THE BOARD OF DIRECTORS**

WHEREAS, ARS §10-11003(B)(4) provides that the Bylaws may be amended by a vote of two-thirds of the votes cast by the Members or a majority of the voting power, whichever is less; and

WHEREAS, circumstances have arisen that indicate to the Members that the best interests of the Association are served by increasing the term of office of the Directors to three years and staggering the terms of the Board of Directors; and:

WHEREAS, having duly deliberated on and investigated the merits of a three year staggered term of office, the Members adopted the following Amendment to the Bylaws of the Association:

Capitalized terms used in this Amendment shall have the meanings as defined in the Community Documents.

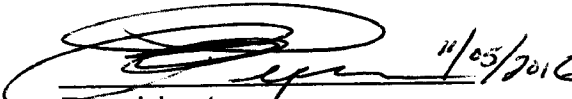
Article III, Section 2 is deleted in its entirety.

A new Article III, Section 2 (a) is added to the Bylaws as follows:

Election, Number, Tenure and Qualifications. Directors shall be elected by the Members of the Association. The number of Directors shall be not less than three (3) and not more than five (5). The number of Directors shall be set by the current Board. Except as provided herein each Director shall be elected for a term of three (3)

years. Assuming there are five directors on the Board, in the first election after passage of this amendment, the three (3) candidates receiving the most votes shall be elected to three (3) year terms, and the two (2) candidates receiving the next highest number of votes shall be elected for two (2) year terms. If the size of the Board changes, the Board shall designate how the transition to three (3) year terms shall be achieved in light of more or fewer Directors, except that no seated Director's term shall be changed. The Board shall have the right to adjust the term(s) of any candidate(s) to fulfill the intention of this paragraph.

THIS AMENDMENT TO BYLAWS OF TOMBSTONE HERITAGE RANCH PROPERTY OWNERS ASSOCIATION RELATING TO THE STAGGERED TERMS OF THE BOARD OF DIRECTORS was approved by a 2/3 vote of a quorum of the Members or by a majority of the entire membership this 5th day of November, 2016.


President


Secretary