

## CERTIFICATE OF AMENDMENT

The undersigned Secretary of the Southview Trails Community Association, Inc. does hereby certify that:

1. He/she is the duly elected Secretary of the Southview Trails Community Association, Inc., an Arizona nonprofit corporation (the "Association").
2. The following amendments to the Amended and Restated Bylaws of the Association were approved by at least a majority vote of the members of the Association that were present, either in person or by absentee ballot, at the Annual Meeting of the members of the Association duly called and held on March 15, 2008.

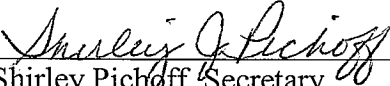
Section 1. Number of Directors of Article V of the Amended and Restated Bylaws of the Association be and hereby is amended in its entirety to provide as follows:

**Section 1. Number of Directors.** The number of Directors of the Association shall be not less than three (3) nor more than ten (10) as determined from time to time by the Board of Directors. If the number of Directors is reduced, all Directors whose terms have not yet expired shall be allowed to serve the balance of their terms. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the then serving Directors. All Directors must be members of the Association, but need not be residents of the State of Arizona. If an owner is a corporation, partnership or trust, an officer, partner, trustee or beneficiary of such owner may serve as a Director. If a Director shall fail to meet the qualifications of membership at any time 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.

Section 2. Terms of Office of Article V of the Amended and Restated Bylaws of the Association be and hereby is amended in its entirety to provide as follows:

**Section 2. Terms of Office.** Directors shall be elected to and shall serve staggered two-year terms as follows: One-half of the number of Directors (or if there are an uneven number of Directors, as close to one-half as is possible, rounding up and then down in consecutive years) shall be elected for two-year terms at each annual meeting, or each year if voting is conducted by mail. All elections, terms and appointments of Directors under these Bylaws (including, without limitation, the first election following the adoption of this Bylaw amendment by the members of the Association) shall be made in a manner to preserve the staggering of two-year terms contemplated hereby.

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand as of this 8<sup>th</sup> day of April 2008.

  
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Shirley Pichoff, Secretary