

**AMENDED BYLAWS
OF
COTTONWOOD RANCH PROPERTY OWNERS ASSOCIATION
A WASHINGTON NON-PROFIT CORPORATION**

**ARTICLE 1
PURPOSES**

1.1 This corporation shall be conducted as a non-profit corporation for the purposes set forth in the Articles of Incorporation with respect to the real property therein described.

1.2 The corporation shall have the power through its Board of Directors to levy and collect assessments against the individual tracts within the subject real estate for the purposes set forth herein and in the Articles of Incorporation, which assessments shall constitute a lien against each such individual tract and upon non-payment of such assessment within four months of the assessment date, the corporation shall be entitled to foreclose such lien as hereinafter set forth.

1.3 The purposes for which the corporation was created may be altered, modified, enlarged or diminished by a vote of a majority of the membership at a meeting duly called for such purpose, notice of which shall be given as hereinafter provided with respect to the notice of meetings of the membership; provided, however, that the corporate obligation to maintain the said roads and drainage of surface waters within the subject real estate shall forever remain the obligation of the corporation except as it may be eliminated pursuant to Article VI of the Articles of Incorporation.

**ARTICLE 2
MEMBERSHIP**

2.1 The membership of the corporation shall consist of those persons described in Article IV of the Articles of Incorporation. Membership is inseparably appurtenant to the tracts within the subject real estate described in the Articles of Incorporation and upon the transfer of ownership or the execution by any member of a contract for the sale of any such tract, membership in the corporation shall ipso facto be deemed to be transferred to the grantee of contract purchaser. No membership may be conveyed or transferred except by conveyance or transfer of the subject tract to which it is appurtenant or the making of a contract for the sale thereof. In the event of the death of a member, his membership shall pass in the same manner and to the same persons as does the tract to which it is appurtenant.

2.2 The vote of any membership owned by a single marital community may be cast by either spouse without presentation of authority from the other.

**ARTICLE 3
MEETINGS**

3.1 Annual meetings of the members of the corporation shall be held at the principal place of business of the corporation or such other place as the Board of Directors may select. The

annual meeting shall be held on the last Saturday in September of each year at 2:00 p.m. Notice thereof shall be given by the Secretary of the corporation mailing notice to each member (or in the case of multiple ownership of any tract, to at least one such owner) not less than 7 days prior to the date on which such meeting is to be held.

3.2 At all annual and special meetings of the members, 20% of the members of the corporation shall constitute a quorum for the transaction of business. Each member shall be entitled to one vote, regardless as to the size of a lot, and a member may exercise his right to vote by proxy. At any meeting at which a quorum is present, a majority vote of such members constituting the quorum, either in person or by proxy, shall be valid and binding upon the corporation except otherwise as provided by law, these Bylaws or the Articles of Incorporation.

MEMBERSHIP

4.1 Corporate powers shall be vested in a?oan:L9JQLc.eG19X.§,JhreejD.OI.!XTIP~r, who shall manage the affairs of the corporation. The number of directors may be changed at any annual or special meeting of the members called for such purposes.

4.2 The initial directors shall serve until the first meetinQ of the membership of the corporation and until their successors are elected and qualified. The directors so elected shall serveforstaggered terms, one director to serve for three years, one for two years and one for one year, which shall be determined by lot conducted by the Board of Directors. Thereafter, directors shalf be elected each year by the membership.

4.3 The annual meeting of the Board of Directors shall occur immediately after the annual meeting of the members and the Board shall there upon elect a President, Vice-President, Secretary and Treasurer, all of which offices, except for that of the President may be combined. The Board may also at any time appoint an Executive Secretary. Officers of the corporation shall hold office for the term of one year and in any event until their successors are duly elected and qualified. Any officer may be suspended or removed by a majority vote by all of the directors, and any vacancy shall be filled by appointment of a majority of the Board of Directors.

4.4 Special meetings of the Board of Directors may be called at any time by the President of the corporation or a majority of the directors. The secretary shall give each director notice either in person, verbally, by mail, or by telephone, at least one day in advance of the date of such meeting.

4.5 No director or officer shall receive any salary or other compensation for his services from the corporation, except that the corporation may reimburse directors and officers for out-of-pocket expenses incurred in connection with the business of the corporation.

ARTICLE 5 POWERS AND DUTIES OF DIRECTORS

5.1 Subject to limitations in the Articles of Incorporation, the Bylaws and the laws of the

State of Washington, all powers of the corporation shall be exercised by or under the authority of the Board of Directors. Without prejudice to such general powers, the directors shall have power to select and remove all other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation of the Bylaws, and in general to conduct, manage and control the affairs and business of the corporation and make such rules and regulations therefor as they may deem proper. The directors shall cause to be kept a complete record of all minutes and acts and shall present a full statement to the regular annual meeting of the members showing in detail the condition of the affairs of the corporation.

ARTICLE 6 OFFICERS

6.1 President: The President shall preside at all meetings of the directors and members and shall have the power of general supervision of the affairs of the corporation.

6.2 Vice-President: The Vice-President shall preside at all meetings in the absence of the President and in case of absence or disability of the President, shall perform all other duties thereof.

6.3 Secretary: The Secretary shall issue all notices and attend and keep the minutes of all meetings and shall perform all such other duties as are incidental to the office.

6.4 Treasurer: The Treasurer shall keep safely all moneys and securities of the corporation and disburse the same under the direction of the Board of Directors. He shall cause to be deposited all funds of the corporation in a bank selected by the directors and at each annual meeting of the members and at any other time as directed by the Board of Directors, shall issue and present a full statement showing in detail the financial affairs of the corporation.

ARTICLE 7 ASSESSMENTS

7.1 The Board of Directors of the corporation is empowered to assess the tracts within the real property described in the Articles of Incorporation from time to time, in a sum sufficient to pay the costs of road maintenance, runway maintenance, the costs of proper and lawful drainage of surface waters over customary and natural channels of the said real property, the costs of capital improvements, reserves for depreciation and repair, and all other costs and expenses incidental to the operation of the corporation. The members of the corporation shall be liable for the payment of such charges and assessments and the same shall be due and payable within thirty days of the mailing of notice of the assessment and the amount thereof to the owner (or at least one owner of multiple owners) of each individual tract. All charges and assessments against the tracts and members shall be levied by the directors at a uniform rate per tract without distinction or preference of any kind based upon the size of the particular tract concerned. Upon non-payment of the assessments so levied, within thirty days after the date of mailing notice thereof, the amount of such assessment, together with all expenses, attorney's fees and costs reasonably incurred by the corporation in enforcing the

same, shall constitute a lien upon such tract, superior to any and all other liens except as hereinafter provided, and enforceable by foreclosure proceedings in the manner provided bylaw with respect to the foreclosure of mortgages upon land. provided, further, that no proceedings for the foreclosure of any such liens shall be commenced until the expiration of four calendar months from and after the date of mailing such notice of assessment as herein above set forth.

7.2 Real estate contract vendor's liens, first mortgage liens, and deeds of trust recorded in accordance with the laws of the State of Washington placed upon any of the tracts within the corporation shall from the date of such recordation be superior to the assessment levied by the corporation and the liens resulting therefrom subsequent to the date of such recordation.

ARTICLE A AMENDMENTS

8.1 These Bylaws may be amended at any time by a vote of a majority of the members of the corporation at any annual or special meeting of the membership called for such purposes, but may not be amended in any manner so as to make these Bylaws inconsistent with the Articles of Incorporation othe corporation On-this day personally appeared before me

and

to me known to be the individuals described in and who executed the within and foregoing instrument, and acknowledged that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this

My appointment expires
and for the State of Washington residing at Yakima.