

**CERTIFICATE OF FIRST AMENDMENT TO
RESTATED BYLAWS FOR
SUNRISE VALLEY TOWNHOMES HOMEOWNERS ASSOCIATION**

THIS FIRST AMENDMENT to the Restated Bylaws for Sunrise Valley Townhomes Homeowners Association ("Restated Bylaws") is made this 8th day of November, 2016.

RECITALS

WHEREAS, the Restated Bylaws were approved by the Owners at a duly held election by written ballot on March 24, 2008, and became effective on March 30, 2008; and

WHEREAS, the Owners desire to modify and amend the Restated Bylaws to reflect certain changes, as are more particularly set forth below.

NOW, THEREFORE, pursuant to Section 8.3 of the Restated Bylaws, a majority of the Owners casting votes at a duly held election by written ballot have voted to amend the Restated Bylaws as follows.

RE: Amendment to Section 3.2 Eligibility and Election.

DELETE the following sentence: *"Directors must be year-round resident Members of the Association. A 'year-round' resident is defined as an Owner whose permanent residence is a Lot within the Properties."*

RE: Amendment to Section 4.2 Election of Officers.

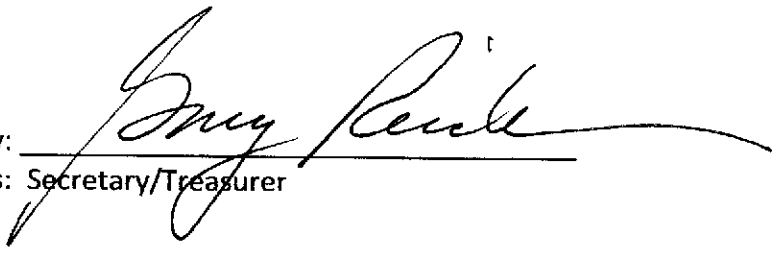
DELETE the clause from end of the last sentence in the Section, which reads as follows: *"and no Director may hold the office of President for more than four consecutive years. After four years he or she may not be again elected to that office until two years have elapsed"*

IN WITNESS WHEREOF, the undersigned certify that the foregoing amendments to the Restated Bylaws were approved by a majority of the Owners casting votes at the duly held election by written ballot on or about September 23, 2016, and shall become effective as of the date of this Certificate.

SUNRISE VALLEY TOWNHOMES HOMEOWNERS
ASSOCIATION, an Arizona non-profit corporation

By: 
Its: President

ATTEST:

By: 
Its: Secretary/Treasurer