

**AMENDMENT TO THE BY-LAWS OF THE RINCON
AVIADOR HOMEOWNERS ASSOCIATION**

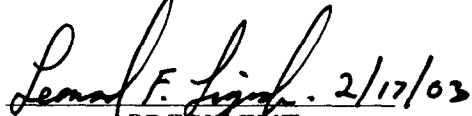
Pursuant to the provision of Article XV, Sec. 15.1, of the by-laws of the RINCON AVIADOR HOMEOWNERS ASSOCIATION, said By-laws are hereby amended as follows:

Section 3.4 of Article III is deleted and a new Section 3.4 inserted as follows:

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, ten percent (10%) of the votes of each class of membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented; provided, however, that if the adjournment is for more than thirty (30) days, notice shall be given to each member entitled to vote at the meeting.

DATED this 27 day of January, 2003.

APPROVED:


PRESIDENT

RINCON AVIADOR HOA


SECRETARY

RINCON AVIADOR HOA

Adopted by unanimous vote of the Board of Directors of Rincon Aviador HOA. at Tucson, Arizona on the 27th day of January 2003.