BYLAWS

OF

BROKEN ARROW CIVIC IMPROVEMENT ASSOCIATION, INC.

1. Membership

Any natural person owning one or more platted lots in Broken Arrow Subdivision may become a member of the Corporation. Where title to any lot is held in the name of more than one person, each such person shall be eligible to membership.

2. Voting Rights

Every member shall be eligible to vote on all matters affecting the corporation and shall be entitled to all membership privileges therein except that where two or more persons are members by virtue of ownership of the same lot, they shall in the aggregate be entitled to only one vote.

3. Dues

The annual dues of each member shall be as fixed by the Board of Directors. The dues of each member shall be payable for the first year or fraction thereof at the time of his admission to membership and shall be payable thereafter for each fiscal year on or before the date of the annual meeting preceding such fiscal year. Any member who shall be in arrears in the payment of dues for a period of thirty (30) days shall be ineligible to vote at any meeting until such arrears have been fully paid.

4. Fiscal Year

The fiscal year of the corporation shall coincide with the calendar year.

5. Members' Meetings

The first meeting of members shall be held on such date and at such place as may be fixed by the Board of Directors. Thereafter regular meetings shall be held between the dates of October 15th and November 15th (Amended 1/12/89). and such meetings shall be the annual meetings. The place and hour of all meetings shall be as determined by the

ARTICLES OF INCORPORATION

OF

BROKEN ARROW CIVIC IMPROVEMENT ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day associated ourselves together for the purpose of forming a corporation under the provisions of Article 16 of Chapter 1 of Title 10 of the Arizona Revised Statutes and have adopted these Articles of Incorporation.

FIRST: The name of the corporation shall be Broken Arrow Civic Improvement Association

SECOND: The principal place of business of the corporation shall be Sedona, Arizona

THIRD: The general nature of the business to be transacted is as follows:

1. To protect and promote the best interests of the residents of the subdivided area in Coconino County, Arizona, lying on both sides of the Sedona-Rimrock Highway and known as "Broken Arrow"; to promote and strive for the improvement and betterment of all public facilities within said county; to promote and encourage community and civic spirit and to foster good will and friendship among all residents of said area; and to cooperate with county and village officials and with other civic and public organizations for the general welfare of the entire community of Sedona.

2. To conduct the business and affairs of this corporation so that no profit or income from the operation thereof shall inure to any member of this corporation and no distribution shall ever be made of any of the properties or assets of this corporation to any member thereof.

Without limiting the generality of the foregoing, this corporation shall have all the powers, privileges and rights necessary or convenient for carrying out the purposes for which this corporation is formed and the members hereby claim for this corporation all the benefits, privileges, rights and powers created, given, extended or conferred by the provisions of all applicable laws of the State of Arizona and any additions or amendments thereto.

FOURTH: No capital stock
The corporation shall have no capital stock

FIFTH: Incorporators

The name, residence and post office address of each incorporator are as follows:

Name	Residence	Post Office Address

SIXTH: Duration of corporation

The term of the corporation shall commence on the date of the issuance of a certificate of incorporation by the Arizona Corporation Commission and shall continue for twenty-five years thereafter. The term may be renewed for successive periods of twenty-five years by appropriate resolutions of renewal adopted before the date of expiration or within five years thereafter by an affirmative vote of the majority of the Board of Directors of the corporation meeting for that purpose.

SEVENTH: The corporation may incur indebtedness in such amounts as shall from time to time be determined by a majority of the directors present at any lawfully held meeting of the directors except that the total amount of indebtedness which the corporation shall have outstanding at any one time shall not exceed Five Thousand Dollars ($5,000).

EIGHTH: Disposition of Assets

All of the assets of the corporation shall be held for the purposes herein mentioned, including the payment of all of its liabilities. Upon dissolution of the corporation, all of the corporation's assets remaining after the payment of all of its liabilities shall vest in and be transferred to the Sedona Chamber of Commerce.

NINTH: Members

The qualifications of members of the corporation shall be as prescribed in the by-laws.

TENTH: Directors

Section 1. BOARD OF DIRECTORS AND NUMBER. The affairs of this corporation are to be conducted by its Board of Directors. The number of members of the Board of Directors shall be five, and a majority of the members of the Board of Directors will constitute a quorum for the transaction of business. The act of a majority of the said quorum of the Board of Directors shall be the act of the board.

Section 2. MEETINGS OF DIRECTORS. The directors shall be members of this corporation. The annual and other meetings

of the Board of Directors and the annual and other meetings of the members shall be held at such time and place and upon such notice (if any) as shall, in accordance with applicable law, be prescribed by the by-laws of this corporation; provided that the initial meeting of the directors may be held at such time or place as may mutually be agreed upon by the then directors.

Section 3. INITIAL DIRECTORS, ELECTION OF DIRECTORS AND TENURE. Each of the persons named below were elected by the incorporators as a director of this corporation at a meeting of incorporators duly held on the _____ day of _____, 1962, at _____ o'clock _.M., at _____, in Sedona, Arizona.

Name of Director	Address
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Each such director shall serve until December 31 following the first meeting of members or until his successor shall have been elected and shall have qualified. At the first meeting of members and at each annual meeting of members thereafter a successor to each director shall be elected to serve a term commencing on January 1 next succeeding such meeting and continuing to the next succeeding December 31 or until his successor shall have been elected and shall have qualified. A director may succeed himself. If the office of any director becomes vacant, the remaining directors in office, by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until his successor shall have been elected and shall have qualified.

ELEVENTH: Liability of Directors and Members

No member and no director of this corporation shall be individually liable for the debts of or the payment of fees to this corporation or subject to assessment by this corporation.

TWELFTH: Officers

The officers of the corporation shall be a President, Vice President, Secretary, Treasurer and such other officers as may be determined from time to time by the Board of Directors. Officers shall be elected at the initial meeting of directors

and thereafter at each annual meeting of directors.

THIRTEENTH: Amendments

These Articles of Incorporation may be amended from time to time in the manner provided by applicable law.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands this _____ day of _____, 1962.

_____

_____

_____

STATE OF ARIZONA)
) SS
COUNTY OF COCONINO)

On this the _____ day of _____, 1962, before me, _____, the undersigned officer, personally appeared _____
_____,
known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal the day and year in this certificate first above written.

_____
Notary Public
In and for the County of Coconino,
State of Arizona

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BROKEN ARROW CIVIC IMPROVEMENT ASSOCIATION

Pursuant to the provisions of Title 10, sections 1034 and 1035, Arizona Nonprofit Corporation Act, the undersigned corporation adopts the attached Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Broken Arrow Civic Improvement Association, Inc.

SECOND: The document attached hereto as "Exhibit A" sets forth the amendments to the Articles of Incorporation which were adopted by the members on February 23, 1988, in the manner prescribed by the Arizona Nonprofit Corporation Act.

THIRD: The resolution of the members to amend the Articles of Incorporation was duly adopted by the members on February 23, 1988, in the manner prescribed by the Arizona Nonprofit Corporation Act.

Dated this 24 day of February, 1988.

by: Paul A. Lindberg

PAUL A. LINDBERG,
President

by: Phyllis E. Lindberg

PHYLLIS E. LINDBERG
Secretary

STATE OF ARIZONA

County of Coconino

EXHIBIT A

AMENDMENT TO THE ARTICLES
OF INCORPORATION OF
BROKEN ARROW CIVIC IMPROVEMENT ASSOCIATION, INC.

1. Article "Sixth: Duration of corporation" is amended and shall hence forth read as follows.

SIXTH: Duration of corporation

The corporate existence of the Broken Arrow Civic Improvement Association, Inc., scheduled to automatically expire, is hereby renewed and the duration of the corporation shall be perpetual.

STATE OF ARIZONA

Corporation Commission

To all to Whom these Presents shall Come, Greeting:

BE IT KNOWN THAT BROKEN ARROW CIVIC IMPROVEMENT ASSOCIATION

HAVING SUBMITTED TO THE ARIZONA CORPORATION COMMISSION EVIDENCE OF COMPLIANCE WITH THE LAWS OF THE STATE OF ARIZONA GOVERNING THE INCORPORATION OF COMPANIES, IS, BY VIRTUE OF THE POWER VESTED IN THE COMMISSION UNDER THE CONSTITUTION AND THE LAWS OF THE STATE OF ARIZONA, HEREBY GRANTED THIS

CERTIFICATE OF INCORPORATION

AUTHORIZING SAID COMPANY TO EXERCISE THE FUNCTIONS OF A CORPORATION, UNDER THE LAWS NOW IN EFFECT IN THE STATE OF ARIZONA, AND SUBJECT TO SUCH LAWS AS MAY HEREAFTER BE ENACTED, FOR A PERIOD OF TWENTY-FIVE YEARS FROM THE DATE HEREOF, UNLESS SOONER REVOKED BY AUTHORITY OF LAW.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION.

In Witness Whereof, I, JACK BUZARD

THE CHAIRMAN, HAVE HEREUNTO SET MY HAND AND CAUSED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION TO BE AFFIXED AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 25th DAY OF February A. D. 1963

Jack Buzard
CHAIRMAN.

ATTEST: Francis J. Byrne
SECRETARY.

NO. 60755

BY
ASSISTANT SECRETARY.

INC. 382 SM (7-62)