

**SPECIAL MEETING OF THE MEMBERS OF
CARRIZO RANCHES OWNERS ASSOCIATION, INC.
HELD BY WRITTEN CONSENT AND WITHOUT
THE ACTUAL HOLDING OF A MEETING, AS OF THE
24TH DAY OF APRIL, 2002**

Pursuant to Arizona Revised Statutes, a special meeting of the Members of Carrizo Ranches Owners Association, Inc. was held by written consent and without the actual holding of a meeting as of the 24th day of April, 2002.

RESOLUTION

(Amend Articles of Incorporation)

The undersigned, pursuant to Article XIII of the Articles of Incorporation, being the sole owners of the real property known as Carrizo Ranches do hereby amend the Articles of Incorporation of Carrizo Ranches Owners Association, Inc., as follows:


Article VI – Voting Rights – Class B shall be deleted in it entirety and amended to read as follows:

Class B. The Class B member shall be the Declarant (as defined in the Road Easement Maintenance Obligation recorded for the property referred to in Article IV. The Class B member shall be entitled to nine (9) votes for each parcel in which it holds the interest required for membership by Article V, provided that the Class B membership shall cease and be converted to Class A membership on the happening of the earliest of the following events:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership;
- (b) On January 1, 2016; or
- (b) Declarant voluntarily converts its Class B membership and votes to Class A membership and votes.

We, the undersigned, being all of the Members of Carrizo Ranch, do hereby waive notice of the time, place and purpose of a Special Meeting of the

Members held as of the 24th day of April, 2002, do hereby consent to said meeting being held by written consent, and do hereby affirm, ratify and adopt as action of the Members, the Resolution as set forth herein above.


Merwyn C. Davis

Chino Valley Land & Cattle Company, Inc.

By: 
M. Curtis Davis, Secretary

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