

BY-LAWS
OF
CALVADA AERO PARK ASSOCIATION

ARTICLE I
DEFINITIONS

SECTION 1.1 CALVADA AERO PARK RESTRICTIONS

The term "CALVADA AERO PARK RESTRICTIONS" shall mean the covenants, conditions and restrictions set forth in this certain declaration entitled "DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR CALVADA MEADOWS UNIT II", as said DECLARATION may be amended from time to time.

OTHER TERMS

SECTION 1.2

The other terms used herein shall have the definitions and meanings given them in Article I of the CALVADA AERO PARK RESTRICTIONS.

ARTICLE II
MEMBERS

SECTION 2.1 QUALIFICATION

- A. Each Owner, by virtue of being an OWNER and until no longer an OWNER, shall be a member of the ASSOCIATION. No person other than an OWNER may be a member of the ASSOCIATION.
- B. As used herein the term "OWNER" has the meaning set forth in Article I of the CALVADA AERO PARK RESTRICTIONS. For so long as PREFERRED owns one or more lots, the term "OWNER" also includes PREFERRED.
- C. No person shall exercise the rights of membership until satisfactory proof has been furnished to the Board of Directors that he is an OWNER. Such proof may consist of a copy of a duly executed and acknowledged grant deed, or a title insurance policy showing said person to be the owner of a lot within CALVADA AERO PARK, or such documentary or other proof as the BOARD in its discretion shall deem to be satisfactory. The decision of the BOARD as to eligibility for membership shall be final and conclusive for all purposes.
- D. The BOARD may provide for the issuance of certificates, in a form which it shall determine, evidencing membership in the ASSOCIATION. Such certificates shall be consecutively numbered and contain the name and address of the member. The date of issuance of the

certificate shall be entered in the records of the ASSOCIATION by the Secretary. If any certificate is lost, mutilated or destroyed, a new certificate may be issued upon such terms and conditions as the BOARD may direct.

SECTION 2.2 VOTING

- A. At any meeting of the members or election, each member shall be entitled to cast the number of votes to which he is entitled under the CALVADA AERO PARK RESTRICTIONS.
- B. Any member may attend and vote at meetings or at elections in person or by a proxy holder duly appointed by a written proxy signed by the member and filed with the Secretary. Any proxy shall be for a term not to exceed eleven months unless otherwise expressly provided therein and may be revoked at any time by written notice to the Secretary. A proxy shall be deemed revoked when the Secretary receives actual notice of the death or judicially declared incompetence of such member, or upon termination of such member's status as an OWNER. Where two or more persons have ownership interest in a lot, any proxy with respect to the vote of such members shall be signed by all such persons.

SECTION 2.3 MEETINGS: QUORUM

- A. There shall be an annual meeting of the members on the second Monday of January of each year at 6:00 p.m. at the offices of PREFERRED, or at such other reasonable place (not more than thirty days before or after such date) as may be designated by notice of the BOARD delivered to the members not less than ten days nor more than sixty days prior to the date fixed for said meeting. However, the first annual meeting shall be held within sixty days of the date on which 51% of the total of the lots are deeded or within one year after the transfer by deed of the first lot, whichever is sooner; the time and place of such first annual meeting shall in other regards be determined as provided above.
- B. Special meetings of the members may be called at any time to consider matters which, by the terms of the ARTICLES OF INCORPORATION, these BY-LAWS or the CALVADA AERO PARK RESTRICTIONS, require the approval of all or some of the members, or for any other reasonable purpose. Said meetings shall be held at a reasonable place within the counties of Nye or Clark and shall be called by written notice, signed either by a majority of the BOARD, or by members having one-third of the total votes in the ASSOCIATION, and delivered not less than ten days nor more than sixty days prior to the

date fixed for said meeting. Said notice shall specify the date, time and place of the meeting and the matters which will be considered.

- C. The presence at any meeting of members having a majority of the total votes in the ASSOCIATION shall constitute a quorum.
- D. If any meeting cannot be held because a quorum is not present, the members present may adjourn the meeting to a time not less than forty-eight hours nor more than thirty days from the time the original meeting was called. At the subsequent meeting the presence of members having one-third of the total votes in the ASSOCIATION shall constitute a quorum.
- E. Unless otherwise expressly provided herein, any action may be taken at any meeting of the members or election upon the affirmative vote of a majority of the total votes present.

SECTION 2.4 VOTING BY BALLOT

- A. Any matter or issue requiring the vote of the members of the ASSOCIATION, including the election of directors, may be submitted for vote by written ballot without a meeting. The determination to resolve an issue in this manner shall be made by the Board of Directors by a resolution which shall specify the date or voting (which in no event shall be sooner than forty-five days nor more than sixty days after the date of such resolution), the form of the question to be submitted to the members, and the form of the ballot. Within fifteen days after adoption of the resolution, a full and complete copy thereof shall be sent to every member of the ASSOCIATION at the address of such member on the ASSOCIATION books or at the address of any lot owned by such member in CALVADA AERO PARK.
- B. Balloting at such election may be conducted by mail or by the deposit of ballots at fixed polling places. In the latter case the Board of Directors shall designate one or more such polling places within the boundaries of CALVADA AERO PARK where members may cast their votes. The BOARD shall notify the members of the locations of such polling places at least fifteen days prior to the election.
- C. Conduct of the election shall be in accordance with procedures established by the BOARD. The BOARD is authorized to retain such services as it deems necessary to assist in establishing election procedures and supervising and controlling elections and to make reasonable expenditures in connection therewith. Such expenditures may include, without limiting the

generality of the foregoing, the rental of computing and tabulation machines, the payment of fees for poll watchers, the renting of voting machines and similar expenses.

- D. At any such election, voting by proxy will be allowed; provided, however, that each proxy shall be filed with the Secretary of the ASSOCIATION at least ten days prior to the date of the election. The BOARD may make such provisions as it may consider necessary or desirable for absentee ballots.
- E. A quorum shall be deemed to have been present for purposes of an election held pursuant to this Section if the majority of the total number of eligible votes is cast in any such election. The reduced quorum provisions of Section 2.3 D shall not apply to elections held under this Section.
- F. After tabulation of the ballots, the BOARD shall notify the members of the outcome of the election. If insufficient votes to constitute a quorum were cast, the BOARD shall so certify, and the election shall be of no effect.

ARTICLE III
BOARD OF DIRECTORS

SECTION 3.1 CORPORATE POWERS

- A. The corporate powers of the ASSOCIATION shall be vested in, exercised by and under the authority of, and the affairs of the ASSOCIATION shall be controlled by, a Board of Directors consisting of three persons.
- B. The BOARD shall have the exclusive right and responsibility to perform the duties and obligations and to exercise the powers and authority of the ASSOCIATION as set forth in the CALVADA AERO PARK RESTRICTIONS.
- C. The BOARD shall exercise the powers and authority of the ASSOCIATION only as set forth in the CALVADA AERO PARK RESTRICTIONS, the ARTICLES and these BY-LAWS as any of them may be amended.

SECTION 3.2 QUALIFICATIONS AND ELECTIONS

- A. No person shall serve as a member of the BOARD who is not a member of the ASSOCIATION. In the event that a corporation or other impersonal entity is a member of the ASSOCIATION, it may designate one or more persons to serve on the BOARD on its behalf.

- B. At each annual meeting the members shall elect the BOARD for the forthcoming year. Each member may cumulate his votes and give one candidate, or divide among the candidates for director, a number of votes equal to the number of lots owned by the member multiplied by the number of directors to be elected. The candidates receiving the highest number of votes, up to the number of directors to be elected, shall be deemed elected.
- C. Directors shall serve for a term of one year or until their respective successors are elected, or until their death, resignation or removal, whichever is the earlier; provided, however, that the directors named in the ARTICLES shall serve until the first annual meeting. Any director may resign at any time by giving written notice to the President or Secretary and, any person may be removed from a directorship by vote of the members; provided, however, that unless the entire BOARD is removed, an individual director shall not be removed if the number of votes cast against his removal exceeds twenty percent of the total votes cast.
- D. Vacancies on the BOARD shall be filled by a majority of the remaining directors though less than a quorum, and each director so elected shall hold office until his successor is elected by the members.

SECTION 3.3 MEETINGS

- A. The organization meetings of the BOARD shall be held immediately following the adjournment of the annual meeting of the members.
- B. At each annual organization meeting, the BOARD shall adopt a schedule of other regular meetings of the BOARD to be held during the forthcoming year. No notice shall be required for regular meetings of the BOARD.
- C. Special meetings of the BOARD may be called at any time by the President or by any two directors. Written notice of the time and place of special meetings shall be given at least twenty-four hours prior to the holding of the meeting.
- D. Three directors shall constitute a quorum of the BOARD, and if a quorum of the BOARD, and if a quorum is present, the decision of the majority of those present shall be the act of the BOARD. The BOARD may also act without a meeting if all of the BOARD members consent shall be filed with the minutes of the proceedings of the BOARD.

ARTICLE IV

SECTION 4.1 OFFICERS

The officers of the ASSOCIATION shall be a President, a Vice-President, a Secretary and a Treasurer. The ASSOCIATION may also have, at the discretion of the BOARD, one or more Assistant Secretaries or Assistant Treasurers and such other officers as may be appointed in accordance with the provisions of Section 4.3. The President and Vice-President must be members of the ASSOCIATION, but the other officers need not be. One person may hold two or more offices, except that the offices of President and Secretary shall not be held by the same person.

In the event that a corporation or other impersonal entity is a member of the ASSOCIATION, it may designate one or more persons to hold office on its behalf.

SECTION 4.2 ELECTION

Two officers of the ASSOCIATION, except such officers as may be appointed in accordance with the provisions of Sections 4.3 or 4.5, shall be chosen annually by the BOARD, and each shall hold office until his resignation, removal or disqualification to serve, or until his successor is elected and qualified.

SECTION 4.3 SUBORDINATE OFFICERS

The BOARD may appoint, or may empower the President to appoint, such other officers as the affairs of the ASSOCIATION may require (including the Assistant Secretaries and Assistant Treasurers mentioned in Section 4.1) each of whom shall hold office for such period, have such authority and perform such duties as are provided in the BY-LAWS or as the BOARD may from time to time determine.

SECTION 4.4 REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the BOARD or by any officer upon whom such power of removal may be conferred by the BOARD; provided, however, that only the BOARD, shall remove an officer chosen by the BOARD. Any officer may resign at any time by giving written notice to the BOARD, the President or Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4.5 VACANCIES

A vacancy in any office because of death, resignation, removal disqualification or any other cause shall be filled in the manner prescribed in the BY-LAWS for regular appointments to such office.

SECTION 4.6 DUTIES OF OFFICERS

- A. The President shall be elected by the BOARD from among the Directors. He shall be the Chief Executive Officer of the ASSOCIATION and shall, subject to the control of the BOARD, have general supervision, direction and control of the affairs and officers of the ASSOCIATION. He shall preside at all meetings of the members and at all meetings of the BOARD and shall have the general powers and duties of the management usually vested in the office of President of a corporation along with such other powers and duties as may be prescribed by the BOARD or the BY-LAWS.
- B. The Vice-President shall be elected by the BOARD from among the directors. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions applicable to the President. He shall have such other powers and perform such other duties as from time to time may be prescribed by the BOARD or the BY-LAWS.
- C. The Secretary shall be elected by the BOARD but need not be a director or a member of the ASSOCIATION. The Secretary shall keep or cause to be kept, at the principal office of the ASSOCIATION or such other place as the BOARD may order, a book of minutes of all meetings of directors and members, including (without limitation) the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, the names of those present in person or by proxy at members meetings, and the proceedings thereof. The Secretary shall keep appropriate current records showing the members of the ASSOCIATION and their addresses. He shall give notice of all the meetings of the members and of the BOARD as required by the BY-LAWS or by law. He shall keep the Seal of the ASSOCIATION in safe custody and shall have such other powers and perform such other duties as may be prescribed by the BOARD or by the BY-LAWS.
- D. The Treasurer shall be elected by the BOARD but need not be a director or member of the ASSOCIATION. The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the ASSOCIATION, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all reasonable times be open to inspection by any director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the ASSOCIATION with such depositories as may be designated by the BOARD. He shall disburse funds of the ASSOCIATION as may be ordered by the BOARD

and shall render to the President and directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the ASSOCIATION. He shall have such other powers and perform such other duties as may be prescribed by the BOARD or the BY-LAWS.

ARTICLE V

SECTION 5.1 MANAGER

The BOARD may employ the services of a Manager to manage the affairs of the ASSOCIATION, and, to the extent not inconsistent with the laws of the State of Nevada, the BOARD may delegate to the Manager any of its powers and duties under the CALVADA AERO PARK RESTRICTIONS.

SECTION 5.2 CORPORATE SEAL

The ASSOCIATION shall have a Seal in circular form having within its circumference the words "CALVADA AERO PARK ASSOCIATION", incorporated November, 1979, State of Nevada.

SECTION 5.3 AMENDMENT OF BY-LAWS

BY-LAWS may be adopted, amended, or repealed by the members by the affirmative vote of two-thirds of the total votes cast in person or by proxy at a meeting or election of the members; provided, however, that Paragraph A and B of Section 2.1 and all of Section 3.1 and 3.2 shall not be amended or repealed without the affirmative vote or written consent of members holding not less than three-fourths of the total voting power of the ASSOCIATION.

SECTION 5.4 NOTICES

Any notice or other document relating to or required by these BY-LAWS may be delivered either personally or by mail. If by mail, it shall be deemed to have been delivered twenty-four hours after the notice or other document has been deposited in the United States mail, postage prepaid, addressed as follows: if to the ASSOCIATION or the BOARD, at the CALVADA AERO PARK ASSOCIATION, 321 South Maryland Parkway, Las Vegas, Nevada 89101; if to a director or member, at the address from time to time given by such director or member to the Secretary for the purpose of service of such notice, or, if any such address has been so given, to the address of any lot within CALVADA AERO PARK owned by such director or member.

SECTION 5.5 CONSENT TO WAIVER OR NOTICE

The transactions at any meeting of the members or of the BOARD, however called or notified, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if (either before or after the meeting)

each member not present in person or by proxy at a meeting of the members, or each director not present at a meeting of the BOARD, signs a written waiver of notice, a consent to the holding of such meeting or an approval of all minutes thereof. All such waivers, consents or approvals shall be filed with the records of the ASSOCIATION and made a part of the minutes of the meeting.

CERTIFICATE OF SECRETARY

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, Secretary of the corporation known as the CALVADA AERO PARK ASSOCIATION, does hereby certify that the foregoing BY-LAWS were duly adopted by the Board of Directors of said ASSOCIATION on the 2nd day of January, 1980, and that they now constitute said BY-LAWS.
