

**Estrella Village Manor Homeowners Association, Inc.
c/o Mutual Management Services
PO Box 27008
Phoenix, AZ 85061**

TO: Estrella Village Manor Homeowner's Association Members

RE: Amendment of the By-Laws

As you may know, the By-Laws as written in 2000 required a quorum of a majority (51%) of those entitled to vote at any membership meeting (other than those requiring special quorums such as assessment votes in the CC&Rs). That number has proven very difficult to achieve. Arizona law for nonprofit corporations permits as low as 10%.

Therefore, the Board, as it is permitted to do under the By-Laws, has amended them to provide for a quorum of fifteen percent (15%) at membership meetings (unless a higher number is required elsewhere in the governing documents). A copy of the amendment is attached.

Sincerely,

**Estrella Village Manor Homeowner's Association
Board of Directors**

**AMENDMENT OF THE BY-LAWS
OF ESTRELLA VILLAGE MANOR HOMEOWNERS ASSOCIATION, INC.**

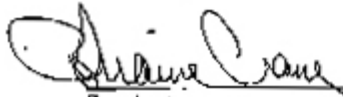
The Board of Directors of the Association, pursuant to Article XIII, Section 1 of the By-Laws, has adopted the following amendment to the By-Laws dated June 4, 2006, effective immediately:

Article III. MEETINGS OF MEMBERS.

~~Section 4. Quorum. The presence at the meeting of members of those entitled to cast or proxies entitled to cast, a majority fifteen percent (15%) of the votes which all members of each class of membership are entitled to be cast on the particular matter, shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration of these By-Laws. 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 represented.~~

As Revised: Section 4. Quorum. The presence at a meeting of members of those entitled to cast fifteen percent (15%) of the votes entitled to be cast shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws. 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 shall be present or represented.

ADOPTED by majority vote at a duly called meeting of the Board this 30 day of July, 2006.


Secretary


President