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Gary W. Ott
Recorder, Salt Lake County, UT
RAY QUINNEY & NEBEKER
BY: eCASH, DEPUTY - EF 12 P.

WHEN RECORDED RETURN TO:

Kennington Estates Homeowners Association
c/o Bryan Flamm
1099 West South Jordan Parkway
South Jordan, Utah 84095

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

AFFIDAVIT

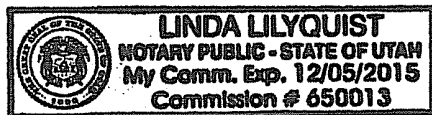
PUBLIC RECORD NOTICE is hereby given, and the undersigned, as being first duly sworn hereby certifies as duly appointed Secretary of the Kennington Estates Homeowners Association (which Association is has been established with respect to Kennington Estates, a Planned Development, which development project is more particularly described in Exhibit A attached hereto), that: a true and correct copy of the Bylaws of the Association are attached to this Affidavit as Exhibit B. The Bylaws are hereby recorded pursuant to Utah Code Ann. § 57-8a-216.

Dated this 29th day of November, 2012.

KENNINGTON ESTATES HOMEOWNERS
ASSOCIATION

By: Blake R. Bauman
Blake R. Bauman, Secretary

Subscribed and sworn before me this 29th day of November, 2012.



SEAL

Linda Lilyquist
Notary Public
Residing at: Salt Lake City, UT

My Commission expires:
12-5-2015
1209379

EXHIBIT "A"

Lots 1 through 14, inclusive, and Parcels A, B and C, KENNINGTON ESTATES, as said Lots are identified in the Plat of said Development and in the Declaration of Covenants, Conditions and Restrictions of Kennington Estates recorded in the Recorder's Office of Salt Lake County, State of Utah, together with a right and easement of use and enjoyment in and to the Common Areas described, and as provided for, in said Declaration of Covenants, Conditions and Restrictions.

34-06-277-045

34-06-277-062

34-06-277-056

34-06-277-060

34-06-277-059

34-06-277-058

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34-06-277-050

34-06-277-049

34-06-277-066

EXHIBIT B

BYLAWS

See attached.

BYLAWS
OF
KENNINGTON ESTATES HOMEOWNERS ASSOCIATION

ARTICLE 1.
DEFINITIONS

1.01 Declaration.

As used herein, "Declaration" means the Declaration of Covenants, Conditions and Restrictions for Kennington Estates Homeowners Association, as recorded in the Official Records of Salt Lake County, Utah, and as the same has previously been amended and may be further amended from time to time. The Declaration is that same Declaration referenced in the Articles of Incorporation of Kennington Estates Homeowners Association. The development consists of detached single family home building pads and dwellings on separate parcels, separately numbered and individually described in the plat, duly approved and recorded in the Office of the Salt Lake County Recorder.

1.02 Other Definitions.

Unless otherwise defined herein, all capitalized terms used herein shall have the meanings given to them in the Declaration.

ARTICLE 2.
OFFICES

The Association is a Utah nonprofit corporation, with its principal office located at 1099 West South Jordan Parkway, South Jordan, UT 84095.

ARTICLE 3.
VOTING, QUORUM, AND PROXIES

3.01 Voting.

Votes shall be allocated as set forth in Article II of the Declaration.

3.02 Quorum.

Except as otherwise required by law, the Declaration or the Articles, the presence in person or by proxy of Owners entitled to vote more than fifty percent (50%) of the total votes of the Owners shall constitute a quorum.

3.03 Proxies.

Votes may be cast in person or by proxy. Every proxy must be executed in writing by the Owner or his duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the Association before or at the time of the meeting. No proxy shall be valid after the expiration of eleven months from the date of its execution unless otherwise provided in the proxy.

3.04 Majority Vote.

At any meeting of the Owners, if a quorum is present, the affirmative vote of a majority of the votes represented at the meeting, in person or by proxy, shall be the act of the Owners, unless the vote of a greater number is required by law, the Articles, the Declaration, or these Bylaws.

ARTICLE 4. **ADMINISTRATION**

4.01 Annual Meeting.

The annual meeting of the Owners shall be held at a time designated by the Board in the month of March in each year, or at such other date designated by the Board, beginning with the year following the year in which the Articles of Incorporation are filed, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for the annual meeting of the Owners, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the Owners to be convened as soon thereafter as may be convenient. The Board may from time to time by resolution change the date and time for the annual meeting of the Owners.

4.02 Special Meetings.

Except as otherwise prescribed by statute or the Declaration, special meetings of the Owners, for any purpose, may be called by the president or by a majority of the Directors and shall be called by the president at the written request of Owners entitled to vote 20 percent or more of the total votes of all Owners, such written request to state the purpose or purposes of the meeting and to be delivered to the Board or to the President.

4.03 Place of Meetings.

The Board may designate the Association's principal offices or any place within Salt Lake County, Utah, as the place for any annual meeting or for any special meeting called by the Board.

4.04 Notice of Meeting.

Written or printed notice of any meeting of the Owners, stating the place, day, and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered personally or by mail to each Owner entitled to vote at such meeting not less than five (5) nor more than forty-five (45) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Owner at his address as it appears in the office of the Association, with postage thereon prepaid. For the purpose of determining Owners entitled to notice of or to vote at any meeting of the Owners, the Board may set a record date for such determination of Owners, in accordance with the laws of the State of Utah. If requested by the person or persons lawfully calling such meeting, the secretary shall give notice thereof at the expense of the Association.

4.05 Informal Action by Owners.

Any action required or permitted to be taken at a meeting of the Owners may be taken with or without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum voting power that would be necessary to authorize or take the action at a meeting at which all members entitled to vote on the action were present and voted.

ARTICLE 5.

BOARD

5.01 Number and Election of Directors.

The Board shall consist of no less than three (3) and no more than five (5) Directors. The initial Directors shall hold office until the election or appointment of their successors at the first annual meeting. Thereafter, subject to the terms and conditions of Sections 5.02 and 5.03 below, each Director will hold office for a term of one (1) year, and the Owners shall elect the Directors at the annual meetings.

5.02 Removal of Directors. Each Director may be removed, with or without cause, by a majority vote of all Owners of the Lots.

5.03 Replacement of Directors.

i. A vacancy on the Board created by the removal, resignation, or death of a Director appointed or elected by the Owners shall be filled by a Director elected by the Owners.

ii. Any Director elected or appointed pursuant to this Section 5.04 shall hold office for the remainder of the unexpired term of the Director that Director replaced.

5.04 Resignations.

Any Director may resign at any time by giving written notice to the president or to the secretary of the Association. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.05 Regular Meetings.

Regular meetings of the Board may be held without call or formal notice at such places within or outside the State of Utah, and at such times as the Board from time to time by vote may determine. Any business may be transacted at a regular meeting. The regular meeting of the Board for the election of Officers and for such other business as may come before the meeting may be held without call or formal notice immediately after, and at the same place as, the annual meeting of Owners, or any special meeting of Owners at which a Board is elected.

5.06 Special Meetings.

Special meetings of the Board may be held at any place within the State of Utah or by telephone, provided that each Director can hear each other Director, at any time when called by the president, or by two or more Directors, upon the giving of at least three (3) days' prior notice of the time and place thereof to each Director by leaving such notice with such Director or at such Director's residence or usual place of business, or by mailing it prepaid and addressed to such Director at such Director's address as it appears on the books of the Association, or by telephone. Notices need not state the purposes of the meeting. No notice of any adjourned meeting of the Directors shall be required.

5.07 Quorum.

A majority of the number of Directors fixed by these Bylaws, as amended from time to time, shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time. When a quorum is present at any meeting, a majority of the Directors in attendance shall, except where a larger number is required by law, by the Articles, by the Declaration, or by these Bylaws, decide any question brought before such meeting.

5.08 Waiver of Notice.

Before, at, or after any meeting of the Board, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by such Director except when such Director attends the meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

5.09 Informal Action by Directors.

Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Directors.

ARTICLE 6.
OFFICERS AND AGENTS

6.01 General.

The Officers of the Association shall be a president (who shall be chosen from among the Directors), a secretary, and a treasurer. The Board may appoint such other officers, assistant officers, committees, and agents, including assistant secretaries and assistant treasurers, as they may consider necessary or advisable, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board. One person may hold any two offices, except that no person may simultaneously hold the offices of president and secretary. In all cases where the duties of any officer, agent, or employee are not prescribed by the Bylaws or by the Board, such Officer, agent, or employee shall follow the orders and instructions of the president.

6.02 Removal of Officers.

The Board may remove any Officer, either with or without cause, and elect a successor at any regular meeting of the Board, or at any special meeting of the Board called for such purpose.

6.03 Vacancies.

A vacancy in any office, however occurring, shall be filled by the Board for the unexpired portion of the term.

6.04 President.

The president shall be the chief officer of the Association. The president shall preside at all meetings of the Association and of the Board. The president shall have the general and active control of the affairs and business of the Association and general supervision of its officers, agents, and employees. The president of the Association is designated as the Officer with the power to prepare, execute, certify, and record amendments to the Declaration on behalf of the Association.

6.05 Secretary.

The secretary shall:

i. keep the minutes of the proceedings of the Owners meetings and of the Board meetings;

ii. see that all notices are duly given in accordance with the provisions of these Bylaws, the Declaration, and as required by law;

iii. be custodian of the corporate records and of the seal of the Association and affix the seal to all documents when authorized by the Board;

iv. maintain at the Association's principal offices a record containing the names and registered addresses of all Owners, the designation of the Lot owned by each Owner, and, if such Lot is mortgaged, the name and address of each mortgagee; and

v. in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to it by the president or by the Board. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

6.06 Treasurer.

The treasurer shall be the principal financial officer of the Association and shall have the care and custody of all funds, securities, evidences of indebtedness, and other personal property of the Association and shall deposit the same in accordance with the instructions of the Board. The treasurer shall receive and give receipts and acquittances for moneys paid in on account of the Association and shall pay out of the funds on hand all bills, payrolls, and other just debts of the Association of whatever nature upon maturity. The treasurer shall perform all other duties incident to the office of the treasurer and, upon request of the Board, shall make such reports to it as may be required at any time. The treasurer shall, if required by the Board, give the Association a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of his duties and for the restoration to the Association of all books, papers, vouchers, money, and other property of whatever kind in his possession or under his control belonging to the Association. He shall have such other powers and perform such other duties as may be from time to time prescribed by the Board or the president. The assistant treasurers, if any, shall have the same powers and duties, subject to the supervision of the treasurer.

ARTICLE 7.
EVIDENCE OF OWNERSHIP, REGISTRATION OF
MAILING ADDRESS, AND LIEN HOLDERS

7.01 Proof of Ownership.

Any person on becoming an Owner shall furnish to the Association a photocopy or a certified copy of the recorded instrument vesting that person with an ownership interest in the Lot. Such copy shall remain in the files of the Association.

7.02 Registration of Mailing Address.

If a Lot is owned by two or more Owners, such Owners shall designate one address as the registered address required by the Declaration. The registered address of an Owner or Owners shall be furnished to the secretary of the Association within ten days after transfer of title, or after a change of address. Such registration shall be in written form and signed by all of the Owners of the Lot or by such persons as are authorized to represent the interests of all Owners of the Lot. If no address is registered or if all of the Owners cannot agree, then the address of the Lot shall be deemed the registered address of the Owner(s), and any notice shall be deemed duly given if delivered to the Lot.

7.03 Liens.

Any Owner who mortgages or grants a deed of trust covering his Lot shall give the Association written notice of the name and address of the holder of such mortgage or deed of trust and shall file true, correct, and complete copies of the note and security instrument with the Association.

7.04 Address of the Association.

The address of the Association shall be 1099 West South Jordan Parkway, South Jordan, UT 84095. Such address may be changed by the Board from time to time upon written notice to all Owners and all listed mortgagees.

ARTICLE 8.
SECURITY INTEREST IN MEMBERSHIP

Owners shall have the right irrevocably to constitute and appoint a holder of a mortgage or deed of trust their true and lawful attorney-in-fact to vote their Membership in the Association at any and all meetings of the Association and to vest in such holder any and all rights, privileges, and powers that they have as Owners under the Articles and these Bylaws or by virtue of the Declaration. Unless otherwise expressly provided in such proxy, such proxy shall become effective upon the filing of notice by such holder with the secretary of the Association. A release of the mortgage or deed of trust covering the subject Lot shall operate to revoke such proxy. Nothing herein contained shall be construed to relieve Owners, as

mortgagors or grantors of a deed of trust, of their duties and obligations as Owners or to impose upon the holder of a mortgage or deed of trust the duties and obligations of an Owner.

ARTICLE 9. AMENDMENTS

9.01 By Directors.

Except as limited by law, the Articles, the Declaration, or these Bylaws, the Board shall have power to make, amend, and repeal the Bylaws of the Association at any regular meeting of the Board or at any special meeting called for that purpose at which a quorum is represented. If, however, the Owners shall make, amend, or repeal any Bylaw, the Directors shall not thereafter amend the same in such manner as to defeat or impair the object of the Owners in taking such action. Notwithstanding the foregoing, unanimous approval of the Directors shall be required to amend or repeal Sections 5.02 through 5.04 hereof.

9.02 Owners.

Subject to any rights conferred upon holders of a security interest in the Declaration, the Owners may, by the vote of the holders of at least seventy percent (70%) of the votes of the Owners, unless a greater percentage is expressly required by law, the Articles, the Declaration, or these Bylaws, make, alter, amend, or repeal the Bylaws of the Association at any annual meeting or at any special meeting called for that purpose at which a quorum shall be represented. Notwithstanding the foregoing, unanimous approval of the Owners shall be required to amend or repeal Sections 5.02 through 5.04 hereof.

ARTICLE 10. MISCELLANEOUS

10.01 Fiscal Year.

The fiscal year of the Association shall be such as may from time to time be established by the Board.

10.02 Other Provisions.

The Declaration contains certain other provisions relating to the administration of the planned unit development, which provisions are hereby incorporated herein by reference.

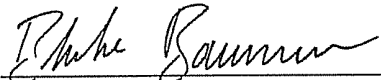
10.03 Officer/Director Qualifications.

No individual may serve as an Officer or Director of the Association if that individual is delinquent in the payment of any dues, fees, assessments or the like arising out of the Declaration, these Bylaws or the Association's Articles of Incorporation.

SECRETARY'S CERTIFICATE

I, the undersigned and duly elected Secretary of Kennington Estates Homeowners Association, a Utah nonprofit corporation (the "Association"), do hereby certify that the foregoing Bylaws were adopted as the Bylaws of the Association, as of the 1st day of October, 2010, and that the same do now constitute the Bylaws of the Association.

IN WITNESS WHEREOF, I have hereunto subscribed my name as the Secretary of the Association as of the 1st day of October, 2010.


Blake Bauman, Secretary