

2012 Amendment to the Bylaws for Hi-Country Estates Phase II Homeowners Association

located in Salt Lake County, State of Utah

8-1

In response to the wishes expressed in a majority vote of a quorum of members present in person or by proxy at the June 9, 2012 annual meeting of the Hi Country Estates Phase II Homeowners Association Members the attached Bylaws were approved as amended. It is the desire of Hi Country Estates Phase II to record with Salt Lake County these amended Bylaws as required by the Utah Community Association Act (57-8a-216).

The land area within Hi Country Estates Phase II Homeowners Association is described as follows:

The following property In T4S, R2W, S. L. 1. & M: The SW 1/4. of the SW 1/4 of Section 4; and all of the East 1/2 of Section 9 and all of Section 9, except the NE 1/4 of the NE 1/4- and all of Section 161 and the NE 1/4 of Section 17; and the HE 1/4 of the SE 1/4 of Section 201 and the SE 1/4 of the NE 1/4 of Section 20; and the North 1/2 of Section 211 and Lot 6 of the NW 1/4 of the SW 1/4 of Section 211 and the NE 1/4 of the SW 1/4 of Section 21; and the NW 1/4 of the SE 1/4 of Section 21. Containing 2,152 acres more or less.

Less the following described tract of land owned by the Herriman City: Beginning at a point which is South 1333.95 feet and East 1879.05 feet from the West 1/4 corner of -Section 161 thence N 16°53'00" E, 554.23 feet, thence N 40°09'41" E, 734.18 -feet; thence S 40°00'00" E, 1117 feet thence S 21°40'00" E, 1487.06 feet; thence N 88°28'38" W, 1100 feet to a point on a 500 foot radius curve to the right (radius point bears N 70°49'42" W); thence SW 1/4 along said curve an arc distance of 329.85 feet (delta angle 37°47'52") thence S 56°58'10" W 200 feet; thence N 58°28'27" W 1, 966.27 feet; thence N 34°04'00" W, 727.36 feet; thence N; 55°39'35" E, 289.47 feet; thence N 31°32,29" E, 198.35 feet; thence N 84°51'00" E 455.67 feet to the point of beginning. Containing 82.32 acres

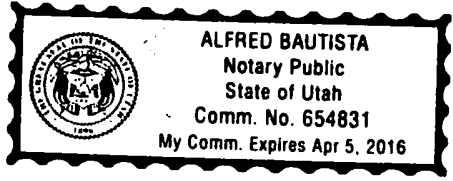
I Arlene P. Johnson acting within the powers vested in me as President of the Hi Country Estates Homeowners Association hereby certify that the above to be true and correct on this day Feb. 6, 2013.

11572746
02/07/2013 11:44 AM \$25.00
Book - 10105 Pg - 8220-8227
GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
ARLENE PEIFFER JOHNSON
PO BOX 158
RIVERTON UT 84065
BY: DOB, DEPUTY - MA 8 P.

STATE of Utah)
) :ss.
COUNTY OF SALT LAKE)

On the 06 day of February year 2013. Personally appeared before me, Arlene P Johnson, the signature is of the above instrument, who duly acknowledged to me that she executed the same.

Alfred Bautista



BYLAWS OF HI-COUNTRY ESTATES
HOMEOWNERS ASSOCIATION PHASE 11, INC.

The 1988 revision and subsequent amendments were adopted and approved by the majority vote of a quorum of members present in person or by proxy during the following meetings of the association members:

Revised 1988	June 4, 1988 Annual Meeting
Amendment 2008	June 14, 1997 Annual Meeting
Amendment 2008	June 14, 2008 Annual Meeting
Amendment 2012	June 9, 2012 Annual Meeting

ARTICLE 1: NAME AND ADDRESS

The name of the association is Hi-Country Estates Homeowners Association Phase II Inc., hereinafter referred to as the Association. The principal mailing address of the Association is P.O. Box 190, Riverton, Utah 84065. Meetings of the members may be held at such places within or without the State of Utah, as may be designated by the majority of the Board of Directors.

ARTICLE II: DEFINITIONS

The definition of key words as used hereinafter shall mean:

"Association" shall mean and refer to the membership and organization of Hi-Country Estates Homeowners Association Phase II Inc., its successors and assignees.

"Board of Directors" or **"Board"** shall mean all of the duly elected Directors-of the Association.

"Common Areas" shall mean all real property owned by the Association for the common use and enjoyment of the owners of property of Hi-Country Estates Phase II, to include the road and street system, areas used for mail delivery, garbage collection and school bus pickup.

"Member" shall mean and refer to those persons and entities entitled to membership of the Association by being an owner of property. Membership shall be appurtenant to and may not be separated from ownership of any of the Property which is subject to assessment by the Association.

"Officers" shall mean and refer to the Association President, Vice President, Secretary and Treasurer. The President and Vice President shall also be Directors.

"Owner" shall mean and refer to every person or entity who is an owner of record with a fee or divided fee interest in-any of the property, including persons or entities purchasing property under contract. This excludes those entities who hold an interest merely as security for performance of an obligation, such as mortgagees.

"Property" or **"Properties"** shall mean and refer to any part of the certain real property known as Hi-Country Estates Phase II, located in Salt Lake County, State of Utah, and any such property additions thereto as may be brought within the jurisdiction of the Association by the majority vote of the membership. Such property, as of the year 1988, is described in Exhibit A attached herewith.

"Protective Covenants" or **"Covenants"** shall mean and refer to the Protective Covenants pertaining to all or any part of the Property, as the same may be amended from time to time by majority vote of the membership of the Association. Such Protective Covenants, and all revisions thereof, shall be recorded with the Salt Lake County Recorder's office.

ARTICLE III: MEETINGS OF MEMBERS

Section 1: Annual Membership Meetings

The annual meeting of the members shall be held between the first and fifteenth day of June of each year. Each annual meeting cannot start prior to 1:00 P.M. nor later than 7:30 P.M. of the designated day. No annual meeting shall be held on a recognized Holiday in the State of Utah or on a Sunday.

Section 2: Special Meetings

Special meetings of the members may be called at any time by the majority vote of the Board, or upon written request by not less than one fourth of the members.

Section 3: Notice of Meetings

Written notice of all meetings of members shall be given by, or at the direction of the Association Secretary, or any person authorized by the majority of the Board in the absence of the Secretary. Such notice will be given by U.S. Postal Service mail, postage prepaid, at least 15 days before each meeting to each member of record who is entitled to vote thereat. Mailing will be made to the latest address appearing on the Association records or as requested in writing by the member to the Association for such meeting notice. Each meeting notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4: Quorum

The presence at a meeting of members entitled to cast, in person or by proxy, at least one-tenth of the votes shall constitute a quorum for any action, except as otherwise provided in these Bylaws or the Certificate of Incorporation of the Association. If, however, such quorum is not present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting until a quorum shall be present or represented.

Section 5: Proxies

At any meeting of members, each member may vote in person or by proxy. All proxies shall be in writing, signed by the member and filed with the Secretary at the beginning of the meeting. Directors may jointly or individually solicit the right to exercise a member's proxy vote(s), however, specific authorization on proxy voting statements must be given by the member for voting on financial propositions and for voting for Directors, Officers and other Association representatives. When the Directors exercise proxy votes given to them jointly, the proxy votes shall be split proportional to the number of Directors and voting based on the preference of each individual Director.

ARTICLE IV: BOARD OF DIRECTORS: GENERAL

Section 1: Number

The affairs of the Association shall be managed by a Board of five Directors, who must be members of the Association and elected by the majority of a quorum of members at an annual meeting, or as provided in Section 3 following.

Section 2: Term of Office

The term of each Director shall be for three years. There shall be no limit to the number of consecutive terms that a person can serve as a Director.

Section 3: Removal from office

A Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Director, a successor shall be elected by the remaining Directors and shall serve for the unexpired term of the preceding Director.

Section 4: Compensation

The Director shall receive compensation for service rendered to the Association in the form of one assessment unit per year. However, any Director may be reimbursed for actual out-of-pocket expenses incurred in the performance of the Association

business. This does not disallow a Director-for being paid for work for the Association that is not part of the direct duties of a Director or Officer of the Association. Such work and payment must be authorized by the majority of the Board.

Section 5: Action Taken without Meeting:

The Directors shall have the right to take action in the absence of a meeting, which they could take at any meeting, by obtaining the written or witnessed approval of the majority of other Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V: NOMINATION AND ELECTION OF DIRECTORS

Section 1: Nomination for elections to the Board shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairman, who shall be a Director, and two or more other members of the Association. The Nominating Committee shall be appointed by the Board at each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting. Appointments to the committee shall be announced at each annual meeting. The committee shall make as many nominations for the board as it shall, in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may only be made by Association members.

Section 2: Election to the Board shall be by secret written ballots. At such elections, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Directors may Jointly or individually solicit the right to exercise a 'member's proxy vote(s), however, specific authorization on proxy voting statements must be given by the member for voting on financial propositions and for voting for Directors, officers and other Association representatives. When the Directors exercise proxy votes given to them jointly, the proxy votes shall be split proportional to the number of Directors and voting based on the preference of each individual Director.

ARTICLE VI: MEETINGS OF DIRECTORS

Section 1: Regular Meetings

Regular meetings of the Board shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a holiday.

Section 2: Special Meetings

Special meetings of the Board shall be held when called by the President of the Association, or by any two Directors, after not less than three days notice to each Director.

Section 3: Quorum

A majority of the number of Directors shall constitute a quorum for the transaction of Association business. Every act or decision done or made by the majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1: Powers

The Board of Directors shall have the powers to:

Adopt and publish rules and regulations governing the use of roads, streets, common areas, properties and facilities owned or under the control of the Association.

Suspend the voting rights, and the right to use of the recreational facilities, of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed sixty days for infraction of published rules and regulations.

Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Certificate of Incorporation or the Protective Covenants.

Declare the office of a Director to be vacant in the event such Director shall be absent from three consecutive meetings of the Board.

Employ a manager, an independent contractor or such other employees as they deem necessary, and to prescribe their duties.

Section 2: Duties

It shall be the duty of the Board of Directors to:

Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by not less than one-fourth of the members who are entitled to vote.

Supervise all officers, committees, coordinators, agents and employees of the Association, and to see that their duties are properly performed.

As more fully provided in the Protective Covenants, as amended, to:

- 1) fix the amount of the annual assessment against each property of the members of the Association at least thirty (30) days in advance of each such annual assessment period.
- 2) send written notice of each assessment to every member subject thereto at least thirty (30) days advance of each annual assessment period.
- 3) foreclose the lien against any members property for which assessments are not paid within (30) days after due date or to bring an action at law against the member personally obligated to pay the same.

Issue, or to cause an appropriate officer to issue upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of such certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

Procure and maintain adequate liability and hazard insurance on property owned by the Association. Cause all officers, committees, coordinators or employees having fiscal responsibilities to be bonded, as the Board may deem appropriate.

Cause the common areas and facilities owned by the Association and the road system within Association properties to be maintained.

ARTICLE VIII: OFFICERS AND THEIR DUTIES

Section 1: Enumeration of Offices

The officers of the Association shall be President and Vice President, who at all times will be members of the Board, a Secretary, a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2: Election of Officers

The election of the President and Vice President by the majority vote of the members of the Board shall take place at the first meeting of the Board following each annual membership meeting. Nomination and election of the Secretary and Treasurer shall be by voting of the membership, or their proxies, at each annual meeting.

Section 3: Term of Office

All officers, except the Board of Directors, shall be elected annually and each shall hold the office for a term of one year. Each member of the Board of Directors shall be elected at an annual meeting for a term of three years. All officers shall hold offices unless they shall sooner resign or shall be removed or be otherwise disqualified to serve.

Section 4: Special Appointments

The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5: Resignation and Removal

Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

Section 6: Vacancies

A vacancy in any, office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer that was replaced.

Section 7: Multiple Offices

The offices of the Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices, except in the case of special offices created-pursuant to Section 4 of this article.

Section 8: Duties

The duties of the officers are as follows:

President - The President shall preside at all meetings of the Board, shall see that orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds and other written instruments and shall co-sign with two other Directors for checks and promissory notes of \$2,000.00, or more. Any two Directors can sign for checks and promissory notes of \$1,999.99, or less.

Vice President - The Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

Secretary - The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing members of the Association together with their addresses; and shall perform such other duties as required by the Board.

Treasurer - The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall record all checks and promissory notes of the Association; keep proper books and ledgers of account for each member assessments and payments; shall prepare and distribute all assessments and fee notices to members and others; shall receive and record all assessment and fee payments; shall report to the Board at least monthly the financial status of the Association; shall cause an annual audit of the Association books and ledgers to be made by a Certified Public Accountant at the completion of each fiscal year; shall prepare and distribute to all members an annual report of the Association financial transactions; and shall prepare an annual budget of planned Association expenditures for the coming year and present it to the membership at the regular annual meeting. The treasurer is granted the authority to veto any resolution of the Board for expenditure of funds in excess of the amount currently held in Association accounts, in accordance with Article XVI, of these ByLaws.

ARTICLE IX: ARCHITECTURAL CONTROL COMMITTEE

Section 1: Election and Term of office

There shall be three members elected by majority vote of a quorum of members at the annual membership meeting to be the Architectural Control Committee. The term of each Architectural Control Committee Member shall be for three years unless the member shall sooner resign, be disqualified as a member or be removed by a majority vote of the Board. One new member will be elected each year. There shall be no limit to the number of consecutive terms that a person can serve as an Architectural Control Committee Member. At the first meeting of the Committee, following the annual membership meeting, the Committee members will elect a Chairman from among them. The Chairman shall act as a spokesperson for the Committee and their majority vote decisions and actions

Section 2: Duties

The Architectural Control Committee shall represent the membership in performing the duties and responsibilities of administering and enforcing member compliance with the Protective Covenants as empowered therein. The Chairman, or substitute Committee member shall attend meetings of the Board, as required to report all actions and decisions of the Committee. The Committee shall also have the responsibility to report any known violations of Salt Lake County or Utah

laws development laws or building and land use codes and ordinances to the appropriate governmental agency. This responsibility will include the coordination with the governmental agency and violating members until corrective actions have been finished.

Section 3: Disputes

Disputes with members as a result of a decision of the Committee shall be submitted to the Board for resolution by the majority vote of the Board. A decision of the Board will be final and binding on all parties, except where such decision may be judged unlawful.

ARTICLE X: AREA COORDINATORS

Section 1: Election and Term of Office

At least one Area Coordinator for each developmental area A, B, C and D, as shown on the master plan map of Hi-Country Estates Phase II, shall be elected by a quorum of members at the annual membership meeting. The Coordinator shall own property within the area they represent. Each Coordinator shall be elected to serve for a period of one year, unless the member shall sooner resign, be disqualified as a member or be removed by the majority vote of the Board.

Section 2: Duties

Each Coordinator shall assist the Board in planning the development of the area they represent. The Coordinator shall also assist in the maintenance of common areas and roads, help to maintain the security of the area and assist the Board and other officers in communicating actions of the Board and others with the members owning property within their represented area.

ARTICLE XI: BOOKS AND RECORDS

The books, records, ledgers and papers of the Association shall at all times, during reasonable business hours and with advance notification, be subject to inspection by any member. The Protective Covenants, certificate of Incorporation and By-Laws of the Association shall be available for inspection by any member at the principle office of the Association, where copies may be purchased at a reasonable price.

ARTICLE XII: ASSESSMENTS TO BE PAID BY MEMBERS

As provided in the Protective Covenants and Articles of Incorporation, as amended, each member is obligated to pay to the Association annual and special assessments which are secured by continuing lien upon the property against which assessments are made. Any assessments which are not paid when due shall be delinquent. If the assessments are not paid within thirty days after the due date, the assessments shall bear a late payment penalty from the date of delinquency at the rate of five percent above the then current banking system prime leading rate per annum, or up to the maximum rate permitted by Utah law. The rate will be established by the Board. The Association may bring a foreclosure action at law against a member for collection of past assessments and penalties, and the costs and reasonable attorney's fees required for such action. No owner may waive or otherwise escape liability for the assessment provided for herein by nonuse of the common areas, roads or abandonment of their property.

ARTICLE X111: CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words "Hi-Country Estates Homeowners Association".

ARTICLE XIV: AMENDMENTS

Section 1:

These ByLaws may be amended, at an annual meeting or a special meeting of the members, by majority vote of a quorum of members present in person or by proxy.

Section 2:

In case of conflict between these Bylaws and the Articles of Incorporation, the Articles shall control; and in case of conflict between these Bylaws and the Protective Covenants, the Covenants shall control.

ARTICLE XV: FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of July and end on the 30th day of June of every year, except that the first year began on the day of incorporation of the Association.

ARTICLE XVI: FINANCIAL PRACTICES

Section 1: Payment of Debts

All Association debts shall be paid within 30 days of the billing for authorized services, equipment use or materials.

Before starting any project, Association financial accounts must contain enough funds to pay the costs of the project.

Association officers shall maintain an emergency fund of \$5,000.00 or more, for the sole purpose of assuring adequate funds are-available for repairs and operation of the Association's water system and monthly utility bills.

Section 2: Work Credits

Association members may receive credits toward their assessments by supplying labor and materials that are beneficial to the Association, as approved by the Board.

Persons desiring to gain work credits should contact a Director or Area Coordinator to receive Board approval.

Applications for authorized and delivered work credits must be submitted for final approval at a monthly meeting of the Board.

Credits may be forfeited if a statement or bill accounting for the work credits is not submitted within 60 days of verified service or material completion.

Credit value for labor will be determined by a majority vote of the Association members at an annual or special meeting of a quorum of members.

Section 3: Management and Disposition of Association Property

Money belonging to the Association shall be deposited in Federally insured checking or savings accounts. Property acquired by the Association through lien foreclosure, which is not required by the Association shall be promptly disposed of through sale, or through trade for work credits, at the fair market value.

Section 4: Bids for Material, Labor and Services

Officers shall use quotes or bids to determine the costs of planned projects.

In case of emergencies the-Directors may spend up to \$1,500.00 without bids.

The Directors shall receive three quotes or bids on items of \$1,500.00 or more from reputable contractors and suppliers.

Any Director purchasing items for the Association without the approval of the majority of Board members will be solely responsible for their actions.

Section 5: Auditing

The Treasurer of the Association shall cause that an annual audit of the Association financial reports and records be made by a Certified Public Accountant. Association officers shall deliver to the Treasurer copies of bids and notes for informal price quotes.